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Fortress Investment Group LLC
Form 13F-HR
May 14, 2013

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Form 13F

Form 13F COVER PAGE

Report for the Calendar Year or Quarter Ended: March 31, 2013

Check here if Amendment [] ; Amendment Number:
This Amendment (Check only one.): [] is a restatement.
[] adds new holdings entries.

Institutional Investment Manager Filing this Report:

Name: Fortress Investment Group LLC
Address: 1345 Avenue of the Americas, 46th Flr.
New York, NY 10105

13F File Number: 028-12421

The institutional investment manager filing this report and the person by whom it is signed hereby represent that the person signing the report is authorized to submit it, that all information contained herein is true, correct and complete, and that it is understood that all required items, statements, schedules, lists, and tables, are considered integral parts of this form.

Person Signing this Report on Behalf of Reporting Manager:

Name: David Brooks
Title: Secretary, VP and General Counsel
Phone: 212-798-6100

Signature, Place, and Date of Signing:

/s/ David Brooks New York, NY May 13, 2013

Report Type (Check only one.):

[X] 13F HOLDINGS REPORT.
[] 13F NOTICE.
[] 13F COMBINATION REPORT.

FORM 13F SUMMARY PAGE

Report Summary:

Number of Other Included Managers: 8
Form 13F Information Table Entry Total: 125
Form 13F Information Table Value Total: \$5,821,225 (thousands)
List of Other Included Managers:

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Provide a numbered list of the name(s) and Form 13F file number(s) of all institutional managers with respect to which this report is filed, other than the manager filing this report.

No.	13F File Number	Name
1	028-12421	Fortress Investment Group LLC
2	028-12417	FIG Corp
3	028-12418	Fortress Operating Entity I LP
4	028-10806	FIG LLC
5	028-10807	Drawbridge Global Macro Advisors LLC
6	028-11237	Drawbridge Special Opportunities Advisors LLC
7	028-10162	FIG Advisors LLC
8	028-13249	Fortress Commodities Advisors LLC
9	028-13498	Fortress Macro Advisors LLC

FORM 13F INFORMATION TABLE

NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHARES/ PRN	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	OTH MANA
ALKERMES PLC	SHS	G01767105	1639	69100	SH		DEFINED	1 2
ALKERMES PLC	SHS	G01767105	595	25100	SH		DEFINED	1 2
AMERICAN INTL GROUP INC	COM NEW	026874784	222972	5743726	SH		DEFINED	1 2
AMERICAN INTL GROUP INC	COM NEW	026874784	24368	627733	SH		DEFINED	1 2
AMERICAN INTL GROUP INC	COM NEW	026874784	3750	96600	SH		DEFINED	1 2
AMERICAN INTL GROUP INC	COM NEW	026874784	1864	48027	SH		DEFINED	2 2
ANADARKO PETE CORP	COM	032511107	3454	39500	SH		DEFINED	1 2
ANADARKO PETE CORP	COM	032511107	7040	80500	SH		DEFINED	1 2
ANGLOGOLD ASHANTI LTD	SPONSORED ADR	035128206	2458	104334	SH		DEFINED	1 2
APPLE INC	COM	037833100	4560	10300	SH		DEFINED	1 2
APPLE INC	COM	037833100	20583	46500	SH		DEFINED	1 2
BROOKDALE SR LIVING INC	COM	112463104	490516	17593826	SH		DEFINED	1 2
CHARTER COMMUNICATIONS INC D	CL A NEW	16117M305	520900	5000	SH		DEFINED	1 2
CLEARWIRE CORP NEW	CL A	18538Q105	539	166358	SH		DEFINED	2 2
CLEARWIRE CORP NEW	CL A	18538Q105	7629	2354642	SH		DEFINED	1 2
CLIFFS NAT RES INC	COM	18683K101	479	25200	SH		DEFINED	1 2
CLIFFS NAT RES INC	COM	18683K101	191	10000	SH		DEFINED	1 2
COMMONWEALTH REIT	COM SH BEN INT	203233101	11957	532847	SH		DEFINED	1 2
COMMONWEALTH REIT	COM SH BEN INT	203233101	845	37653	SH		DEFINED	2 2
COMVERSE INC	COM	20585P105	2635	94	SH		DEFINED	1 2
COVANTA HLDG CORP	COM	22282E102	1974	98	SH		DEFINED	1 2
CREDIT SUISSE NASSAU BRH	INVR S VIX STERM	22542D795	1888	81000	SH		DEFINED	1 2
CREDIT SUISSE NASSAU BRH	INVR S VIX STERM	22542D795	1202	51600	SH		DEFINED	1 2
CYRUSONE INC	COM	23283R100	372	16300	SH		DEFINED	1 2
CYRUSONE INC	COM	23283R100	27	1200	SH		DEFINED	2 2
DELPHI AUTOMOTIVE PLC	SHS	G27823106	333	7500	SH		DEFINED	1 2
DELPHI AUTOMOTIVE PLC	SHS	G27823106	519	11700	SH		DEFINED	1 2
DELTA AIR LINES INC DEL	COM NEW	247361702	6838	414200	SH		DEFINED	1 2
DEX ONE CORP	COM	25212W100	99826	58378	SH		DEFINED	1 2
DIAMOND OFFSHORE DRILLING IN	COM	25271C102	2155	30975	SH		DEFINED	1 2
DISNEY WALT CO	COM DISNEY	254687106	1437	25300	SH		DEFINED	1 2
DISNEY WALT CO	COM DISNEY	254687106	6885	121200	SH		DEFINED	1 2
DORCHESTER MINERALS LP	COM UNIT	25820R105	97440	4200	SH		DEFINED	1 2
EATON CORP PLC	SHS	G29183103	918	15000	SH		DEFINED	1 2
EATON CORP PLC	SHS	G29183103	6746	110140	SH		DEFINED	1 2
EBAY INC	COM	278642103	3698	68200	SH		DEFINED	1 2
EBAY INC	COM	278642103	9234	170300	SH		DEFINED	1 2
F5 NETWORKS INC	COM	315616102	606	6800	SH	PUT	DEFINED	1 2

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F5 NETWORKS INC	COM	315616102	3848	43200	SH	PUT	DEFINED	1	2
FOREST LABS INC	COM	345838106	1601	42100	SH		DEFINED	1	2
FOREST LABS INC	COM	345838106	4409	115900	SH		DEFINED	1	2
GENERAL DYNAMICS CORP	COM	369550108	332	4700	SH		DEFINED	1	2
GENERAL DYNAMICS CORP	COM	369550108	13171	186800	SH		DEFINED	1	2
GENERAL GROWTH PPTYS INC NEW	COM	370023103	639	32160	SH		DEFINED	1	2
GENERAL MTRS CO	COM	37045V100	375291	13490	SH		DEFINED	1	2
GOLAR LNG PARTNERS LP	COM UNIT LPI	Y2745C102	13684	414682	SH		DEFINED	1	2
GOLAR LNG PARTNERS LP	COM UNIT LPI	Y2745C102	1052	31884	SH		DEFINED	2	2
GOLD FIELDS LTD NEW	SPONSORED ADR	38059T106	1566	202000	SH		DEFINED	1	2
GOOGLE INC	CL A	38259P508	754	950	SH		DEFINED	1	2
GOOGLE INC	CL A	38259P508	3334	4200	SH		DEFINED	1	2
HOWARD HUGHES CORP	COM	44267D107	258	3081	SH		DEFINED	1	2
INGERSOLL-RAND PLC	SHS	G47791101	963	17500	SH		DEFINED	1	2
INGERSOLL-RAND PLC	SHS	G47791101	16999	309000	SH		DEFINED	1	2
INTL PAPER CO	COM	460146103	14533	312000	SH		DEFINED	1	2
ISHARES TR	HIGH YLD CORP	464288513	1500	15900	SH	PUT	DEFINED	1	2
ISHARES TR	MSCI EMERG MKT	464287234	1356	31700	SH	PUT	DEFINED	1	2
ISHARES TR	MSCI EMERG MKT	464287234	8697	203300	SH	PUT	DEFINED	1	2
ISHARES TR	RUSSELL 2000	464287655	1273	13500	SH	PUT	DEFINED	1	2
ISHARES TR	RUSSELL 2000	464287655	8153	86500	SH	PUT	DEFINED	1	2
ISTAR FINL INC	COM	45031U101	1099	100862	SH		DEFINED	1	2
ISTAR FINL INC	COM	45031U101	138	12680	SH		DEFINED	2	2
JOHNSON CTLS INC	COM	478366107	4033	115000	SH		DEFINED	1	2
MANITOWOC INC	COM	563571108	1974	96000	SH		DEFINED	1	2
MARKET VECTORS ETF TR	GOLD MINER ETF	57060U100	10977	290000	SH	CALL	DEFINED	1	2
MARKET VECTORS ETF TR	SEMICONDUCTOR	57060U233	1439	40500	SH	PUT	DEFINED	1	2
MARKET VECTORS ETF TR	SEMICONDUCTOR	57060U233	9220	259500	SH	PUT	DEFINED	1	2
METROPCS COMMUNICATIONS INC	COM	591708102	184166	16896	SH		DEFINED	1	2
MICHAEL KORS HLDGS LTD	SHS	G60754101	3657	64397	SH		DEFINED	1	2
MICHAEL KORS HLDGS LTD	SHS	G60754101	15111	266091	SH		DEFINED	1	2
MOHAWK INDS INC	COM	608190104	9106	80500	SH		DEFINED	1	2
NATIONSTAR MTG HLDGS INC	COM	63861C109	2503639	67849307	SH		DEFINED	1	2
NEW ORIENTAL ED & TECH GRP I	SPON ADR	647581107	857	47600	SH		DEFINED	1	2
NEWCASTLE INVT CORP	COM	65105M108	11460	1025729	SH		DEFINED	1	2
NEWCASTLE INVT CORP	COM	65105M108	2140	191600	SH		DEFINED	1	2
NRG ENERGY INC	COM NEW	629377508	79	3	SH		DEFINED	1	2
PENN NATL GAMING INC	COM	707569109	8591	157823	SH		DEFINED	1	2
QUALCOMM INC	COM	747525103	9044	135083	SH		DEFINED	1	2
QUALCOMM INC	COM	747525103	25753	384650	SH		DEFINED	1	2
ROUSE PPTYS INC	COM	779287101	22	1206	SH		DEFINED	1	2
SALIX PHARMACEUTICALS INC	COM	795435106	558	10900	SH		DEFINED	1	2
SALIX PHARMACEUTICALS INC	COM	795435106	1541	30100	SH		DEFINED	1	2
SANDISK CORP	COM	80004C101	1939	35250	SH		DEFINED	1	2
SANDISK CORP	COM	80004C101	6191	112550	SH		DEFINED	1	2
SBA COMMUNICATIONS CORP	COM	78388J106	1059	14700	SH		DEFINED	1	2
SBA COMMUNICATIONS CORP	COM	78388J106	6777	94100	SH		DEFINED	1	2
SEACUBE CONTAINER LEASING LT	SHS	G79978105	192637	8390119	SH		DEFINED	1	2
SEADRILL PARTNERS LLC	COMUNIT REP LB	Y7545W109	1211	43650	SH		DEFINED	1	2
SEADRILL PARTNERS LLC	COMUNIT REP LB	Y7545W109	93	3357	SH		DEFINED	2	2
SELECT SECTOR SPDR TR	SBI CONS STPLS	81369Y308	4155	104500	SH		DEFINED	1	2
SELECT SECTOR SPDR TR	SBI CONS STPLS	81369Y308	6530	164200	SH		DEFINED	1	2
SELECT SECTOR SPDR TR	SBI INT-INDS	81369Y704	4874	116800	SH	PUT	DEFINED	1	2
SELECT SECTOR SPDR TR	SBI INT-INDS	81369Y704	7645	183200	SH	PUT	DEFINED	1	2
SELECT SECTOR SPDR TR	SBI INT-INDS	81369Y704	20473	490600	SH		DEFINED	1	2
SELECT SECTOR SPDR TR	SBI INT-INDS	81369Y704	31272	749400	SH		DEFINED	1	2
SIBANYE GOLD LTD	SPONSORED ADR	825724206	286	50500	SH		DEFINED	1	2
SINA CORP	ORD	G81477104	2580	53100	SH	PUT	DEFINED	1	2
SINA CORP	ORD	G81477104	9568	196900	SH	PUT	DEFINED	1	2
SINA CORP	ORD	G81477104	15870	326600	SH	CALL	DEFINED	1	2
SINA CORP	ORD	G81477104	3567	73400	SH	CALL	DEFINED	1	2
SINA CORP	ORD	G81477104	10044	206722	SH		DEFINED	1	2

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SINA CORP	ORD	G81477104	2687	55291	SH		DEFINED	1	2
SPANSION INC	COM CL A NEW	84649R200	6049	470000	SH		DEFINED	1	2
SPDR GOLD TRUST	GOLD SHS	78463V107	44024	285000	SH	CALL	DEFINED	1	2
SPDR S&P 500 ETF TR	TR UNIT	78462F103	292473	1868000	SH	PUT	DEFINED	1	2
SPDR S&P 500 ETF TR	TR UNIT	78462F103	20667	132000	SH	PUT	DEFINED	2	2
SPDR SERIES TRUST	S&P RETAIL ETF	78464A714	4023	57200	SH	PUT	DEFINED	1	2
SPDR SERIES TRUST	S&P RETAIL ETF	78464A714	6317	89800	SH	PUT	DEFINED	1	2
SPREADTRUM COMMUNICATIONS IN	ADR	849415203	820	39999	SH		DEFINED	1	2
SPREADTRUM COMMUNICATIONS IN	ADR	849415203	3260	159001	SH		DEFINED	1	2
STARBUCKS CORP	COM	855244109	2409	42300	SH		DEFINED	1	2
STARBUCKS CORP	COM	855244109	10173	178598	SH		DEFINED	1	2
SUPERMEDIA INC	COM	868447103	7755	2004	SH		DEFINED	1	2
TIME WARNER INC	COM NEW	887317303	1308	22700	SH		DEFINED	1	2
TIME WARNER INC	COM NEW	887317303	6113	106100	SH		DEFINED	1	2
UNITED RENTALS INC	COM	911363109	6926	126000	SH		DEFINED	1	2
UNITED RENTALS INC	COM	911363109	968	17600	SH		DEFINED	1	2
VERINT SYS INC	COM	92343X100	4459	122	SH		DEFINED	1	2
VIACOM INC NEW	CL B	92553P201	6780	110100	SH		DEFINED	1	2
VIACOM INC NEW	CL B	92553P201	1515	24600	SH		DEFINED	1	2
WALKER & DUNLOP INC	COM	93148P102	104651	5823628	SH		DEFINED	1	2
WALKER & DUNLOP INC	COM	93148P102	104651	5823627	SH		DEFINED	2	2
WESCO INTL INC	COM	95082P105	6027	83000	SH		DEFINED	1	2
WHIRLPOOL CORP	COM	963320106	332	2800	SH		DEFINED	1	2
WHIRLPOOL CORP	COM	963320106	533	4500	SH		DEFINED	1	2
WILLBROS GROUP INC DEL	COM	969203108	445	45350	SH		DEFINED	1	2