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Fortress Investment Group LLC
Form 13F-HR
May 16, 2012

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, 2012

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 15, 2012

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: 129
Form 13F Information Table Value Total: \$2,999,489 (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
AIRCASTLE LTD	COM	G0129K104	143820	11750002	SH		DEFINED	1 2
AMAZON COM INC	COM	023135106	2572	12700	SH		DEFINED	1 2
AMAZON COM INC	COM	023135106	2572	12700	SH	PUT	DEFINED	1 2
AMERICAN CAP LTD	COM	02503Y103	154919	17847852	SH		DEFINED	1 2
AMERICAN CAP LTD	COM	02503Y103	15854	1826499	SH		DEFINED	1 2
ANGLOGOLD ASHANTI LTD	SPONSORED ADR	035128206	3852	104334	SH		DEFINED	1 2
APOLLO GLOBAL MGMT LLC	CL A SHS	037612306	576	40347	SH		DEFINED	1 2
APOLLO GLOBAL MGMT LLC	CL A SHS	037612306	44	3060	SH		DEFINED	1 2
BAIDU INC	SPON ADR REP A	056752108	18272	130000	SH	CALL	DEFINED	1 2
BOEING CO	COM	097023105	3049	41000	SH		DEFINED	1 2
BROOKDALE SR LIVING INC	COM	112463104	329356	17593826	SH		DEFINED	1 2
CAMERON INTERNATIONAL CORP	COM	13342B105	3275	62000	SH		DEFINED	1 2
CBS CORP NEW	CL B	124857202	5833	172000	SH		DEFINED	1 2
CHARTER COMMUNICATIONS INC D	CL A NEW	16117M305	317	5000	SH		DEFINED	1 2
CHEMTURA CORP	COM NEW	163893209	187	11062	SH		DEFINED	1 2
CITIGROUP INC	COM NEW	172967424	22789	623500	SH		DEFINED	1 2
CITIGROUP INC	COM NEW	172967424	60000	1641600	SH		DEFINED	1 2
COVANTA HLDG CORP	COM	22282E102	2	98	SH		DEFINED	1 2
DANAHER CORP DEL	COM	235851102	1358	24242	SH		DEFINED	1 2
DANAHER CORP DEL	COM	235851102	15636	279214	SH		DEFINED	1 2
DEVON ENERGY CORP NEW	COM	25179M103	4651	65400	SH		DEFINED	1 2
DEVON ENERGY CORP NEW	COM	25179M103	2283	32100	SH		DEFINED	1 2
DEX ONE CORP	COM	25212W100	83	58378	SH		DEFINED	1 2
DIAMOND OFFSHORE DRILLING IN	COM	25271C102	3236	48475	SH		DEFINED	1 2
DIAMOND OFFSHORE DRILLING IN	COM	25271C102	574	8600	SH		DEFINED	1 2
DORCHESTER MINERALS LP	COM UNIT	25820R105	110	4200	SH		DEFINED	1 2
DYNEGY INC DEL	COM	26817G300	0	5	SH		DEFINED	1 2
E M C CORP MASS	COM	268648102	5139	172000	SH		DEFINED	1 2
EATON CORP	COM	278058102	2093	42000	SH		DEFINED	1 2
EMBRAER S A	SP ADR REP 4 COM	29082A107	3102	97000	SH		DEFINED	1 2
ENSCO PLC	SPONSORED ADR	29358Q109	1366	25800	SH		DEFINED	1 2
ENSCO PLC	SPONSORED ADR	29358Q109	2784	52600	SH		DEFINED	1 2
FABRINET	SHS	G3323L100	1151	65000	SH		DEFINED	1 2
FOSTER WHEELER AG	COM	H27178104	2793	122700	SH		DEFINED	1 2
FOSTER WHEELER AG	COM	H27178104	1370	60200	SH		DEFINED	1 2
GENERAL ELECTRIC CO	COM	369604103	3011	150000	SH		DEFINED	1 2
GENERAL GROWTH PPTYS INC NEW	COM	370023103	546	32160	SH		DEFINED	1 2
GENERAL MTRS CO	COM	37045V100	347	13531	SH		DEFINED	1 2

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GENON ENERGY INC	COM	37244E107	0	28	SH	DEFINED	1	2	
GLOBAL EAGLE ACQUISITION COR	UNIT 99/99/9999	37951D201	547	53937	SH	DEFINED	1	2	
GLOBAL EAGLE ACQUISITION COR	UNIT 99/99/9999	37951D201	6309	621592	SH	DEFINED	1	2	
GOLD FIELDS LTD NEW	SPONSORED ADR	38059T106	2807	202000	SH	DEFINED	1	2	
HALLIBURTON CO	COM	406216101	14789	445600	SH	CALL	DEFINED	1	2
HALLIBURTON CO	COM	406216101	6857	206600	SH	CALL	DEFINED	1	2
HERCULES OFFSHORE INC	COM	427093109	494	104400	SH	DEFINED	1	2	
HERCULES OFFSHORE INC	COM	427093109	242	51242	SH	DEFINED	1	2	
HOLLYFRONTIER CORP	COM	436106108	1466	45600	SH	DEFINED	1	2	
HOLLYFRONTIER CORP	COM	436106108	2984	92800	SH	DEFINED	1	2	
HOWARD HUGHES CORP	COM	44267D107	197	3081	SH	DEFINED	1	2	
IMAX CORP	COM	45245E109	4563	186700	SH	DEFINED	1	2	
INGERSOLL-RAND PLC	SHS	G47791101	5045	122000	SH	DEFINED	1	2	
ISHARES TR	MSCI EMERG MKT	464287234	5642	131400	SH	DEFINED	1	2	
ISHARES TR	MSCI EMERG MKT	464287234	2770	64500	SH	DEFINED	1	2	
ISHARES TR	RUSSELL 2000	464287655	870	10500	SH	PUT	DEFINED	1	2
ISHARES TR	RUSSELL 2000	464287655	29371	354500	SH	PUT	DEFINED	1	2
ISTAR FINL INC	COM	45031U101	92	12680	SH	DEFINED	1	2	
ISTAR FINL INC	COM	45031U101	789	108834	SH	DEFINED	1	2	
JACOBS ENGR GROUP INC DEL	COM	469814107	1349	30400	SH	DEFINED	1	2	
JACOBS ENGR GROUP INC DEL	COM	469814107	2747	61900	SH	DEFINED	1	2	
KBR INC	COM	48242W106	2805	78900	SH	DEFINED	1	2	
KBR INC	COM	48242W106	1376	38700	SH	DEFINED	1	2	
KODIAK OIL & GAS CORP	COM	50015Q100	1403	140900	SH	DEFINED	1	2	
KODIAK OIL & GAS CORP	COM	50015Q100	688	69100	SH	DEFINED	1	2	
LAS VEGAS SANDS CORP	COM	517834107	4605	100000	SH	CALL	DEFINED	1	2
LEAP WIRELESS INTL INC	COM NEW	521863308	1746	200000	SH	DEFINED	1	2	
LEAP WIRELESS INTL INC	COM NEW	521863308	1746	200000	SH	PUT	DEFINED	1	2
MARRIOTT INTL INC NEW	CL A	571903202	2536	67000	SH	DEFINED	1	2	
METROPCS COMMUNICATIONS INC	COM	591708102	152	16896	SH	DEFINED	1	2	
MICROSTRATEGY INC	CL A NEW	594972408	448	3200	SH	DEFINED	1	2	
MICROSTRATEGY INC	CL A NEW	594972408	6731	48080	SH	DEFINED	1	2	
MONSANTO CO NEW	COM	61166W101	1595	20000	SH	DEFINED	1	2	
MPG OFFICE TR INC	COM	553274101	12	5000	SH	DEFINED	1	2	
MPG OFFICE TR INC	COM	553274101	176	75285	SH	DEFINED	1	2	
NATIONAL OILWELL VARCO INC	COM	637071101	3815	48000	SH	DEFINED	1	2	
NATIONSTAR MTG HLDGS INC	COM	63861C109	971708	67667695	SH	DEFINED	1	2	
NEWCASTLE INVT CORP	COM	65105M108	6442	1025729	SH	DEFINED	1	2	
NEWCASTLE INVT CORP	COM	65105M108	1204	191600	SH	DEFINED	1	2	
NEWFIELD EXPL CO	COM	651290108	1977	57000	SH	DEFINED	1	2	
NEWFIELD EXPL CO	COM	651290108	971	28000	SH	DEFINED	1	2	
NVIDIA CORP	COM	67066G104	13920	790000	SH	CALL	DEFINED	1	2
PENN NATL GAMING INC	COM	707569109	6783	157823	SH	DEFINED	1	2	
PRECISION CASTPARTS CORP	COM	740189105	3026	17500	SH	DEFINED	1	2	
PRECISION CASTPARTS CORP	COM	740189105	3389	19600	SH	DEFINED	1	2	
PRICELINE COM INC	COM NEW	741503403	6078	12500	SH	PUT	DEFINED	1	2
PRIMORIS SVCS CORP	COM	74164F103	721	44923	SH	DEFINED	1	2	
QUALCOMM INC	COM	747525103	5105	75000	SH	DEFINED	1	2	
RAILAMERICA INC	COM	750753402	651311	30350000	SH	DEFINED	1	2	
RAYTHEON CO	COM NEW	755111507	6070	115000	SH	DEFINED	1	2	
ROUSE PPTYS INC	COM	779287101	16	1206	SH	DEFINED	1	2	
SANDRIDGE ENERGY INC	COM	80007P307	515	65800	SH	DEFINED	1	2	
SANDRIDGE ENERGY INC	COM	80007P307	1051	134200	SH	DEFINED	1	2	
SCORPIO TANKERS INC	SHS	Y7542C106	2368	335408	SH	DEFINED	1	2	
SCORPIO TANKERS INC	SHS	Y7542C106	1162	164592	SH	DEFINED	1	2	
SEACUBE CONTAINER LEASING LT	SHS	G79978105	144233	8385643	SH	DEFINED	1	2	
SKYWORKS SOLUTIONS INC	COM	83088M102	2419	87500	SH	DEFINED	1	2	
SONIC CORP	COM	835451105	809	105300	SH	DEFINED	1	2	
SONIC CORP	COM	835451105	3034	394950	SH	DEFINED	1	2	
SPANSION INC	COM CL A NEW	84649R200	11708	961271	SH	DEFINED	1	2	
SPANSION INC	COM CL A NEW	84649R200	258	21208	SH	DEFINED	1	2	
SPANSION INC	COM CL A NEW	84649R200	3099	254402	SH	DEFINED	1	2	

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SPX CORP	COM	784635104	5117	66000	SH	DEFINED	1	2	
STANLEY BLACK & DECKER INC	COM	854502101	5002	65000	SH	DEFINED	1	2	
SUPERIOR ENERGY SVCS INC	COM	868157108	477	18100	SH	DEFINED	1	2	
SUPERIOR ENERGY SVCS INC	COM	868157108	973	36900	SH	DEFINED	1	2	
SUPERMEDIA INC	COM	868447103	5	2004	SH	DEFINED	1	2	
TENARIS S A	SPONSORED ADR	88031M109	1426	37300	SH	DEFINED	1	2	
TENARIS S A	SPONSORED ADR	88031M109	2902	75900	SH	DEFINED	1	2	
TESORO CORP	COM	881609101	16619	619200	SH	DEFINED	1	2	
TESORO CORP	COM	881609101	8157	303900	SH	DEFINED	1	2	
TIME WARNER CABLE INC	COM	88732J207	1214	14897	SH	DEFINED	1	2	
TIME WARNER CABLE INC	COM	88732J207	9133	112060	SH	DEFINED	1	2	
TIMKEN CO	COM	887389104	3942	77700	SH	DEFINED	1	2	
TOYOTA MOTOR CORP	SP ADR REP2COM	892331307	6512	75000	SH	DEFINED	1	2	
TRANSOCEAN LTD	REG SHS	H8817H100	26114	477400	SH	DEFINED	1	2	
TRANSOCEAN LTD	REG SHS	H8817H100	24254	443400	SH	DEFINED	1	2	
TYCO INTERNATIONAL LTD	SHS	H89128104	4101	73000	SH	DEFINED	1	2	
U S AIRWAYS GROUP INC	COM	90341W108	1442	190000	SH	DEFINED	1	2	
UNION PAC CORP	COM	907818108	4009	37300	SH	DEFINED	1	2	
UNITED STATES STL CORP NEW	COM	912909108	2085	71000	SH	DEFINED	1	2	
UNITED STATES STL CORP NEW	COM	912909108	34028	1158600	SH	CALL	DEFINED	1	2
UNITED STATES STL CORP NEW	COM	912909108	4420	150500	SH	DEFINED	1	2	
UNITED STATES STL CORP NEW	COM	912909108	15778	537200	SH	CALL	DEFINED	1	2
VALERO ENERGY CORP NEW	COM	91913Y100	15253	591900	SH	DEFINED	1	2	
VALERO ENERGY CORP NEW	COM	91913Y100	7383	286500	SH	DEFINED	1	2	
WABCO HLDGS INC	COM	92927K102	2026	33500	SH	DEFINED	1	2	
WEATHERFORD INTERNATIONAL LT	REG SHS	H27013103	2645	175300	SH	DEFINED	1	2	
WEATHERFORD INTERNATIONAL LT	REG SHS	H27013103	1298	86000	SH	DEFINED	1	2	
WESCO INTL INC	COM	95082P105	4964	76000	SH	DEFINED	1	2	
WILLBROS GROUP INC DEL	COM	969203108	147	45350	SH	DEFINED	1	2	