

RAILAMERICA INC /DE
Form 3
October 09, 2009

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

(Print or Type Responses)

| | | | | | |
|---|---------|----------|---|--|--|
| 1. Name and Address of Reporting Person * | | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â Fortress Investment Group LLC | | | (Month/Day/Year) | RAILAMERICA INC /DE [RA] | |
| (Last) | (First) | (Middle) | 10/09/2009 | | |
| 1345 AVENUE OF THE AMERICAS | | | 4. Relationship of Reporting Person(s) to Issuer | | |
| (Street) | | | (Check all applicable) | | |
| NEW YORK,Â NYÂ 10105 | | | <input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) | | |
| (City) | (State) | (Zip) | 5. If Amendment, Date Original Filed(Month/Day/Year) | | |
| | | | 6. Individual or Joint/Group Filing(Check Applicable Line) | | |
| | | | <input type="checkbox"/> Form filed by One Reporting Person | | |
| | | | <input checked="" type="checkbox"/> Form filed by More than One Reporting Person | | |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|---|
| Common Stock, par value \$0.01 per share | 41,850,000 | I | By RR Acquisition Holding LLC <u>(1)</u> <u>(2)</u> <u>(3)</u> |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security | 4. Conversion or Exercise | 5. Ownership Form of | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|--|---------------------------|----------------------|--|
|---|---|--|---------------------------|----------------------|--|

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| Date Exercisable | Expiration Date | Title | Amount or Number of Shares | Price of Derivative Security | Derivative Security: Direct (D) or Indirect (I) |
|------------------|-----------------|-------|----------------------------|------------------------------|---|
| | | | | | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Fortress Investment Group LLC 1345 AVENUE OF THE AMERICAS NEW YORK, NY 10105 | ^ | ^ X | ^ | ^ |
| RR Acquisition Holding LLC 1345 AVENUE OF THE AMERICAS NEW YORK, NY 10105 | ^ | ^ X | ^ | ^ |
| FIG LLC 1345 AVENUE OF THE AMERICAS NEW YORK, NY 10105 | ^ | ^ X | ^ | ^ |
| Fortress Operating Entity I LP 1345 AVENUE OF THE AMERICAS NEW YORK, NY 10105 | ^ | ^ X | ^ | ^ |
| FIG Corp. 1345 AVENUE OF THE AMERICAS NEW YORK, NY 10105 | ^ | ^ X | ^ | ^ |
| RR Acquisition MM LLC 1345 AVENUE OF THE AMERICAS NEW YORK, NY 10105 | ^ | ^ X | ^ | ^ |

Signatures

| | |
|--|------------|
| /s/ Randal A. Nardone, as Authorized Signatory of Fortress Investment Group LLC | 10/09/2009 |
| __Signature of Reporting Person | Date |
| /s/ Ken Nicholson, as Authorized Signatory of RR Acquisition MM LLC, Managing Member of RR Acquisition Holding LLC | 10/09/2009 |
| __Signature of Reporting Person | Date |
| /s/ Randal A. Nardone, as Authorized Signatory of FIG LLC | 10/09/2009 |
| __Signature of Reporting Person | Date |
| /s/ Randal A. Nardone, as Authorized Signatory of Fortress Operating Entity I LP | 10/09/2009 |
| __Signature of Reporting Person | Date |
| /s/ Randal A. Nardone, as Authorized Signatory of FIG Corp. | 10/09/2009 |
| __Signature of Reporting Person | Date |
| /s/ Ken Nicholson, as Authorized Signatory of RR Acquisition MM LLC | 10/09/2009 |
| __Signature of Reporting Person | Date |

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

RR Acquisition Holding LLC is wholly-owned by Fortress Investment Fund IV (Fund A) L.P., Fortress Investment Fund IV (Fund B) L.P., Fortress Investment Fund IV (Fund C) L.P., Fortress Investment Fund IV (Fund D) L.P., Fortress Investment Fund IV (Fund E) L.P., Fortress Investment Fund IV (Fund F) L.P., Fortress Investment Fund IV (Fund G) L.P., Fortress Investment Fund IV

- (1) (Coinvestment Fund A) L.P., Fortress Investment Fund IV (Coinvestment Fund B) L.P., Fortress Investment Fund IV (Coinvestment Fund C) L.P., Fortress Investment Fund IV (Coinvestment Fund D) L.P., Fortress Investment Fund IV (Coinvestment Fund F) L.P. and Fortress Investment Fund IV (Coinvestment Fund G) L.P. (collectively, the "Fund IV Funds"). RR Acquisition MM LLC is the managing member of RR Acquisition Holding LLC. RR Acquisition MM LLC is wholly-owned by the Fund IV Funds. (Continued in Footnote 2)

(Continued from Footnote 1) FIG LLC is the investment manager of each of the Fund IV Funds. Fortress Operating Entity I LP ("FOE I") is the 100% owner of FIG LLC. FIG Corp. is the general partner of FOE I. FIG Corp. is a wholly-owned subsidiary of Fortress Investment Group LLC. By virtue of his ownership interest in Fortress Investment Group LLC and certain of its affiliates, Mr. Edens,

- (2) may be deemed to beneficially own the shares listed as beneficially owned by RR Acquisition Holding LLC. Mr. Edens disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein and the inclusion of the shares in this report shall not be deemed an admission of beneficial ownership of all of the reported shares for purposes of Section 16 or any other purpose. (Continued in Footnote 3)

(Continued from Footnote 2) Similarly, each reporting person disclaims beneficial ownership of all reported shares except to the extent of

- (3) its pecuniary interest therein and the inclusion of the shares in this report shall not be deemed to be an admission of beneficial ownership of the reported shares for the purposes of Section 16 or otherwise.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

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