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Fortress Investment Group LLC
Form 13F-HR
May 16, 2011

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, 2011

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 16, 2011

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: 160
Form 13F Information Table Value Total: \$2,108,119 (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 |
|----------------------------|----------------|-----------|--------------------|----------------|------------|--------------|--------------------|-------------|
| ABOVENET INC | COM | 00374N107 | 5903 | 91000 | SH | | DEFINED | 1 2 |
| AIRCASTLE LTD | COM | G0129K104 | 3450 | 285875 | SH | | DEFINED | 1 2 |
| AIRCASTLE LTD | COM | G0129K104 | 262523 | 21750002 | SH | | DEFINED | 1 2 |
| ALLIED HEALTHCARE INTL INC | COM | 01923A109 | 1900 | 748245 | SH | | DEFINED | 1 2 |
| AMERICAN CAP LTD | COM | 02503Y103 | 93363 | 9421140 | SH | | DEFINED | 1 2 |
| AMERICAN CAP LTD | COM | 02503Y103 | 22035 | 2223498 | SH | | DEFINED | 1 2 |
| AMERISTAR CASINOS INC | COM | 03070Q101 | 3146 | 177200 | SH | | DEFINED | 1 2 |
| ANADARKO PETE CORP | COM | 032511107 | 2540 | 31000 | SH | | DEFINED | 1 2 |
| ANADARKO PETE CORP | COM | 032511107 | 8192 | 100000 | SH | CALL | DEFINED | 1 2 |
| ANADARKO PETE CORP | COM | 032511107 | 3383 | 41300 | SH | | DEFINED | 1 2 |
| ANADARKO PETE CORP | COM | 032511107 | 1520 | 18553 | SH | | DEFINED | 1 2 |
| ANGLOGOLD ASHANTI LTD | SPONSORED ADR | 035128206 | 5003 | 104334 | SH | | DEFINED | 1 2 |
| APACHE CORP | COM | 037411105 | 510 | 3900 | SH | | DEFINED | 1 2 |
| APACHE CORP | COM | 037411105 | 1519 | 11600 | SH | | DEFINED | 1 2 |
| AUTONAVI HLDGS LTD | SPONSORED ADR | 05330F106 | 682 | 38529 | SH | | DEFINED | 1 2 |
| AUTONAVI HLDGS LTD | SPONSORED ADR | 05330F106 | 2016 | 113814 | SH | | DEFINED | 1 2 |
| BAIDU INC | SPON ADR REP A | 056752108 | 254 | 1850 | SH | | DEFINED | 1 2 |
| BAIDU INC | SPON ADR REP A | 056752108 | 741 | 5375 | SH | | DEFINED | 1 2 |
| BASIC ENERGY SVCS INC NEW | COM | 06985P100 | 4906 | 192300 | SH | | DEFINED | 1 2 |
| BASIC ENERGY SVCS INC NEW | COM | 06985P100 | 1457 | 57100 | SH | | DEFINED | 1 2 |
| BASIC ENERGY SVCS INC NEW | COM | 06985P100 | 1457 | 57100 | SH | | DEFINED | 1 2 |
| BLOCK H & R INC | COM | 093671105 | 3492 | 300000 | SH | PUT | DEFINED | 1 2 |
| BROOKDALE SR LIVING INC | COM | 112463104 | 492627 | 17593827 | SH | | DEFINED | 1 2 |
| CAMECO CORP | COM | 13321L108 | 2102 | 70000 | SH | | DEFINED | 1 2 |
| CBS CORP NEW | CL B | 124857202 | 1507 | 60204 | SH | | DEFINED | 1 2 |
| CBS CORP NEW | CL B | 124857202 | 4454 | 177872 | SH | | DEFINED | 1 2 |
| CF INDS HLDGS INC | COM | 125269100 | 1368 | 10000 | SH | | DEFINED | 1 2 |
| CF INDS HLDGS INC | COM | 125269100 | 27358 | 200000 | SH | CALL | DEFINED | 1 2 |
| CHEVRON CORP NEW | COM | 166764100 | 1568 | 14600 | SH | | DEFINED | 1 2 |
| CHEVRON CORP NEW | COM | 166764100 | 462 | 4300 | SH | | DEFINED | 1 2 |
| CHEVRON CORP NEW | COM | 166764100 | 462 | 4300 | SH | | DEFINED | 1 2 |
| CIMAREX ENERGY CO | COM | 171798101 | 2259 | 19600 | SH | | DEFINED | 1 2 |
| CIMAREX ENERGY CO | COM | 171798101 | 668 | 5800 | SH | | DEFINED | 1 2 |
| CIMAREX ENERGY CO | COM | 171798101 | 669 | 5800 | SH | | DEFINED | 1 2 |
| CITIGROUP INC | COM | 172967101 | 1023 | 231400 | SH | | DEFINED | 1 2 |
| CITIGROUP INC | COM | 172967101 | 25061 | 5669912 | SH | | DEFINED | 1 2 |
| CITIGROUP INC | COM | 172967101 | 3019 | 683000 | SH | | DEFINED | 1 2 |
| CITIGROUP INC | COM | 172967101 | 2532 | 572800 | SH | CALL | DEFINED | 1 2 |

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| CITIGROUP INC | COM | 172967101 | 7472 | 1690600 | SH | CALL | DEFINED | 1 | 2 |
| COMPLETE PRODUCTION SERVICES | COM | 20453E109 | 563 | 17700 | SH | | DEFINED | 1 | 2 |
| COMPLETE PRODUCTION SERVICES | COM | 20453E109 | 1896 | 59600 | SH | | DEFINED | 1 | 2 |
| COMPLETE PRODUCTION SERVICES | COM | 20453E109 | 563 | 17700 | SH | | DEFINED | 1 | 2 |
| CVR ENERGY INC | COM | 12662P108 | 678 | 29300 | SH | | DEFINED | 1 | 2 |
| CVR ENERGY INC | COM | 12662P108 | 2284 | 98600 | SH | | DEFINED | 1 | 2 |
| CVR ENERGY INC | COM | 12662P108 | 676 | 29200 | SH | | DEFINED | 1 | 2 |
| DANAHER CORP DEL | COM | 235851102 | 982 | 18903 | SH | | DEFINED | 1 | 2 |
| DANAHER CORP DEL | COM | 235851102 | 14617 | 281630 | SH | | DEFINED | 1 | 2 |
| DIAMOND OFFSHORE DRILLING IN | COM | 25271C102 | 2407 | 30975 | SH | | DEFINED | 1 | 2 |
| EASTMAN KODAK CO | COM | 277461109 | 3206 | 700000 | SH | PUT | DEFINED | 1 | 2 |
| EL PASO CORP | COM | 28336L109 | 282 | 15700 | SH | | DEFINED | 1 | 2 |
| EL PASO CORP | COM | 28336L109 | 835 | 46400 | SH | | DEFINED | 1 | 2 |
| ENSCO PLC | SPONSORED ADR | 29358Q109 | 5917 | 102300 | SH | | DEFINED | 1 | 2 |
| ENSCO PLC | SPONSORED ADR | 29358Q109 | 1753 | 30300 | SH | | DEFINED | 1 | 2 |
| ENSCO PLC | SPONSORED ADR | 29358Q109 | 1759 | 30400 | SH | | DEFINED | 1 | 2 |
| FEDEX CORP | COM | 31428X106 | 34875 | 372800 | SH | PUT | DEFINED | 1 | 2 |
| FEDEX CORP | COM | 31428X106 | 117387 | 1254800 | SH | PUT | DEFINED | 1 | 2 |
| FEDEX CORP | COM | 31428X106 | 34838 | 372400 | SH | PUT | DEFINED | 1 | 2 |
| FOCUS MEDIA HLDG LTD | SPONSORED ADR | 34415V109 | 1601 | 52200 | SH | | DEFINED | 1 | 2 |
| FOCUS MEDIA HLDG LTD | SPONSORED ADR | 34415V109 | 4729 | 154200 | SH | | DEFINED | 1 | 2 |
| FORMFACTOR INC | COM | 346375108 | 397 | 38600 | SH | | DEFINED | 1 | 2 |
| FORMFACTOR INC | COM | 346375108 | 3658 | 355500 | SH | CALL | DEFINED | 1 | 2 |
| FORMFACTOR INC | COM | 346375108 | 1171 | 113800 | SH | | DEFINED | 1 | 2 |
| FORMFACTOR INC | COM | 346375108 | 1239 | 120400 | SH | CALL | DEFINED | 1 | 2 |
| FREEMPORT-MCMORAN COPPER & GO | COM | 35671D857 | 8286 | 150000 | SH | CALL | DEFINED | 1 | 2 |
| FRONTIER OIL CORP | COM | 35914P105 | 564 | 19255 | SH | | DEFINED | 1 | 2 |
| FRONTIER OIL CORP | COM | 35914P105 | 1894 | 64600 | SH | | DEFINED | 1 | 2 |
| FRONTIER OIL CORP | COM | 35914P105 | 563 | 19214 | SH | | DEFINED | 1 | 2 |
| GANNETT INC | COM | 364730101 | 6092 | 400000 | SH | PUT | DEFINED | 1 | 2 |
| GENERAL GROWTH PPTYS INC NEW | COM | 370023103 | 485 | 31338 | SH | | DEFINED | 1 | 2 |
| GOLD FIELDS LTD NEW | SPONSORED ADR | 38059T106 | 3527 | 202000 | SH | | DEFINED | 1 | 2 |
| HALLIBURTON CO | COM | 406216101 | 972 | 19500 | SH | | DEFINED | 1 | 2 |
| HALLIBURTON CO | COM | 406216101 | 977 | 19600 | SH | | DEFINED | 1 | 2 |
| HALLIBURTON CO | COM | 406216101 | 3284 | 65900 | SH | | DEFINED | 1 | 2 |
| HANDY & HARMAN LTD | COM | 410315105 | 304 | 25336 | SH | | DEFINED | 1 | 2 |
| HESS CORP | COM | 42809H107 | 332 | 3900 | SH | | DEFINED | 1 | 2 |
| HESS CORP | COM | 42809H107 | 1108 | 13000 | SH | | DEFINED | 1 | 2 |
| HESS CORP | COM | 42809H107 | 324 | 3800 | SH | | DEFINED | 1 | 2 |
| HOLLY CORP | COM PAR \$0.01 | 435758305 | 1197 | 19700 | SH | | DEFINED | 1 | 2 |
| HOLLY CORP | COM PAR \$0.01 | 435758305 | 353 | 5800 | SH | | DEFINED | 1 | 2 |
| HOLLY CORP | COM PAR \$0.01 | 435758305 | 358 | 5900 | SH | | DEFINED | 1 | 2 |
| HOWARD HUGHES CORP | COM | 44267D107 | 218 | 3081 | SH | | DEFINED | 1 | 2 |
| IGO INC | COM | 449593102 | 755 | 267680 | SH | | DEFINED | 1 | 2 |
| ISTAR FINL INC | COM | 45031U101 | 116 | 12680 | SH | | DEFINED | 1 | 2 |
| ISTAR FINL INC | COM | 45031U101 | 1295 | 141113 | SH | | DEFINED | 1 | 2 |
| KEY ENERGY SVCS INC | COM | 492914106 | 695 | 44700 | SH | | DEFINED | 1 | 2 |
| KEY ENERGY SVCS INC | COM | 492914106 | 2342 | 150600 | SH | | DEFINED | 1 | 2 |
| KEY ENERGY SVCS INC | COM | 492914106 | 695 | 44700 | SH | | DEFINED | 1 | 2 |
| KKR & CO L P DEL | COM UNITS | 48248M102 | 8763 | 534000 | SH | | DEFINED | 1 | 2 |
| KKR & CO L P DEL | COM UNITS | 48248M102 | 17877 | 1089388 | SH | | DEFINED | 1 | 2 |
| LENNAR CORP | CL A | 526057104 | 5398 | 370000 | SH | PUT | DEFINED | 1 | 2 |
| LIMITED BRANDS INC | COM | 532716107 | 7891 | 240000 | SH | CALL | DEFINED | 1 | 2 |
| LORILLARD INC | COM | 544147101 | 63182 | 665000 | SH | PUT | DEFINED | 1 | 2 |
| LORILLARD INC | COM | 544147101 | 11401 | 120000 | SH | CALL | DEFINED | 1 | 2 |
| MACYS INC | COM | 55616P104 | 801 | 33000 | SH | | DEFINED | 1 | 2 |
| MACYS INC | COM | 55616P104 | 10189 | 420000 | SH | CALL | DEFINED | 1 | 2 |
| MPG OFFICE TR INC | COM | 553274101 | 19 | 5000 | SH | | DEFINED | 1 | 2 |
| MPG OFFICE TR INC | COM | 553274101 | 279 | 75285 | SH | | DEFINED | 1 | 2 |
| NATIONAL OILWELL VARCO INC | COM | 637071101 | 373 | 4700 | SH | | DEFINED | 1 | 2 |
| NATIONAL OILWELL VARCO INC | COM | 637071101 | 365 | 4600 | SH | | DEFINED | 1 | 2 |
| NATIONAL OILWELL VARCO INC | COM | 637071101 | 1245 | 15700 | SH | | DEFINED | 1 | 2 |

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| NEWCASTLE INVT CORP | COM | 65105M108 | 6195 | 1025729 | SH | | DEFINED | 1 |
| NEWCASTLE INVT CORP | COM | 65105M108 | 1157 | 191600 | SH | | DEFINED | 1 2 |
| NEWFIELD EXPL CO | COM | 651290108 | 349 | 4600 | SH | | DEFINED | 1 2 |
| NEWFIELD EXPL CO | COM | 651290108 | 1193 | 15700 | SH | | DEFINED | 1 2 |
| NEWFIELD EXPL CO | COM | 651290108 | 357 | 4700 | SH | | DEFINED | 1 2 |
| NORTHWESTERN CORP | COM NEW | 668074305 | 0 | 0 | SH | | DEFINED | 1 2 |
| OCCIDENTAL PETE CORP DEL | COM | 674599105 | 1316 | 12600 | SH | | DEFINED | 1 2 |
| OCCIDENTAL PETE CORP DEL | COM | 674599105 | 2685 | 25700 | SH | | DEFINED | 1 2 |
| OCCIDENTAL PETE CORP DEL | COM | 674599105 | 2309 | 22100 | SH | | DEFINED | 1 2 |
| OIL SVC HOLDRS TR | DEPOSTRY RCPT | 678002106 | 1873 | 11400 | SH | | DEFINED | 1 2 |
| OIL SVC HOLDRS TR | DEPOSTRY RCPT | 678002106 | 32872 | 200000 | SH | CALL | DEFINED | 1 2 |
| OIL SVC HOLDRS TR | DEPOSTRY RCPT | 678002106 | 6344 | 38600 | SH | | DEFINED | 1 2 |
| OIL SVC HOLDRS TR | DEPOSTRY RCPT | 678002106 | 1890 | 11500 | SH | | DEFINED | 1 2 |
| ON TRACK INNOVATION LTD | SHS | M8791A109 | 1566 | 731525 | SH | | DEFINED | 1 2 |
| PENN NATL GAMING INC | COM | 707569109 | 5849 | 157823 | SH | | DEFINED | 1 2 |
| PLAINS EXPL& PRODTN CO | COM | 726505100 | 369 | 10200 | SH | | DEFINED | 1 2 |
| PLAINS EXPL& PRODTN CO | COM | 726505100 | 1250 | 34500 | SH | | DEFINED | 1 2 |
| PLAINS EXPL& PRODTN CO | COM | 726505100 | 370 | 10200 | SH | | DEFINED | 1 2 |
| PRICELINE COM INC | COM NEW | 741503403 | 2064 | 4075 | SH | | DEFINED | 1 2 |
| PRICELINE COM INC | COM NEW | 741503403 | 709 | 1400 | SH | | DEFINED | 1 2 |
| PRIMORIS SVCS CORP | COM | 74164F103 | 307 | 30231 | SH | | DEFINED | 1 2 |
| QUALCOMM INC | COM | 747525103 | 2610 | 47600 | SH | | DEFINED | 1 2 |
| QUALCOMM INC | COM | 747525103 | 7709 | 140595 | SH | | DEFINED | 1 2 |
| RAILAMERICA INC | COM | 750753402 | 516557 | 30350000 | SH | | DEFINED | 1 2 |
| REGIONS FINANCIAL CORP NEW | COM | 7591EP100 | 3145 | 500000 | SH | PUT | DEFINED | 1 2 |
| SEALED AIR CORP NEW | COM | 81211K100 | 2053 | 77000 | SH | | DEFINED | 1 2 |
| SINA CORP | ORD | G81477104 | 1586 | 14815 | SH | | DEFINED | 1 2 |
| SINA CORP | ORD | G81477104 | 4678 | 43700 | SH | | DEFINED | 1 2 |
| SPANSION INC | COM CL A NEW | 84649R200 | 568 | 30436 | SH | | DEFINED | 1 2 |
| SPANSION INC | COM CL A NEW | 84649R200 | 9805 | 525156 | SH | | DEFINED | 1 2 |
| SPANSION INC | COM CL A NEW | 84649R200 | 16284 | 872214 | SH | | DEFINED | 1 2 |
| SUNCOR ENERGY INC NEW | COM | 867224107 | 2018 | 45000 | SH | | DEFINED | 1 2 |
| SUNCOR ENERGY INC NEW | COM | 867224107 | 2883 | 64300 | SH | | DEFINED | 1 2 |
| SUNCOR ENERGY INC NEW | COM | 867224107 | 1373 | 30600 | SH | | DEFINED | 1 2 |
| SUPERIOR ENERGY SVCS INC | COM | 868157108 | 496 | 12100 | SH | | DEFINED | 1 2 |
| SUPERIOR ENERGY SVCS INC | COM | 868157108 | 1673 | 40800 | SH | | DEFINED | 1 2 |
| SUPERIOR ENERGY SVCS INC | COM | 868157108 | 496 | 12100 | SH | | DEFINED | 1 2 |
| TAL INTL GROUP INC | COM | 874083108 | 272 | 7500 | SH | | DEFINED | 1 2 |
| TAL INTL GROUP INC | COM | 874083108 | 798 | 22000 | SH | | DEFINED | 1 2 |
| TALISMAN ENERGY INC | COM | 87425E103 | 459 | 18600 | SH | | DEFINED | 1 2 |
| TALISMAN ENERGY INC | COM | 87425E103 | 459 | 18600 | SH | | DEFINED | 1 2 |
| TALISMAN ENERGY INC | COM | 87425E103 | 1551 | 62800 | SH | | DEFINED | 1 2 |
| TESORO CORP | COM | 881609101 | 1199 | 44700 | SH | | DEFINED | 1 2 |
| TESORO CORP | COM | 881609101 | 4041 | 150600 | SH | | DEFINED | 1 2 |
| TESORO CORP | COM | 881609101 | 1199 | 44700 | SH | | DEFINED | 1 2 |
| TOTAL S A | SPONSORED ADR | 89151E109 | 397 | 6500 | SH | | DEFINED | 1 2 |
| TOTAL S A | SPONSORED ADR | 89151E109 | 1329 | 21800 | SH | | DEFINED | 1 2 |
| TOTAL S A | SPONSORED ADR | 89151E109 | 390 | 6400 | SH | | DEFINED | 1 2 |
| TW TELECOM INC | COM | 87311L104 | 4339 | 226000 | SH | | DEFINED | 1 2 |
| TYSON FOODS INC | CL A | 902494103 | 3577 | 230000 | SH | PUT | DEFINED | 1 2 |
| V F CORP | COM | 918204108 | 5778 | 70000 | SH | PUT | DEFINED | 1 2 |
| WCA WASTE CORP | COM | 92926K103 | 1227 | 0 | SH | | DEFINED | 1 2 |
| WHITING PETE CORP NEW | COM | 966387102 | 896 | 12200 | SH | | DEFINED | 1 2 |
| WHITING PETE CORP NEW | COM | 966387102 | 3019 | 41100 | SH | | DEFINED | 1 2 |
| WHITING PETE CORP NEW | COM | 966387102 | 896 | 12200 | SH | | DEFINED | 1 2 |
| WILLBROS GROUP INC DEL | COM | 969203108 | 495 | 45350 | SH | | DEFINED | 1 2 |
| WYNN RESORTS LTD | COM | 983134107 | 1021 | 8030 | SH | | DEFINED | 1 2 |
| WYNN RESORTS LTD | COM | 983134107 | 3026 | 23800 | SH | | DEFINED | 1 2 |
| YAHOO INC | COM | 984332106 | 14459 | 876300 | SH | CALL | DEFINED | 1 2 |
| YAHOO INC | COM | 984332106 | 4899 | 296900 | SH | CALL | DEFINED | 1 2 |