

UNITED STATES OF AMERICA
Before the
SECURITIES AND EXCHANGE COMMISSION

SECURITIES ACT OF 1933
Release No. 10646 / June 13, 2019

In the Matter of

**Certain Existing Funds affiliated with
Och-Ziff Capital Management Group LLC
and OZ Management LP**

Respondents.

**CORRECTED ORDER UNDER RULE
506(d)(2)(ii) OF THE SECURITIES ACT
OF 1933 GRANTING A WAIVER OF
THE RULE 506(d)(1)(iv)(B) and (v) of
REGULATION D DISQUALIFICATION
PROVISIONS**

I.

Och-Ziff Capital Management Group LLC and OZ Management LP (“Respondents”) and certain of their existing funds that were relying on Rule 506 of Regulation D (“Existing Funds”) at the time of the entry of the Securities and Exchange Commission (the “Commission”) Order Instituting Administrative and Cease-and-Desist Proceedings (the “Order”) on September 29, 2016, submitted a letter dated June 13, 2019, requesting that the Commission grant a waiver of disqualification pursuant to Rule 506(d)(2)(ii) of Regulation D under the Securities Act of 1933 (the “Securities Act”) resulting from the entry of the Order to those Existing Funds.

II.

Rule 506(d)(2)(ii) of Regulation D provides that disqualification “shall not apply . . . upon a showing of good cause and without prejudice to any other action by the Commission, if the Commission determines that it is not necessary under the circumstances that an exemption be denied.”

III.

Based on the facts and representations in the request for a waiver of disqualification submitted by Respondents, and assuming that Respondents comply with the Order, the Commission has determined that Respondents have made a showing of good cause under Rule 506(d)(2)(ii) of Regulation D that it is not necessary under the circumstances to deny reliance on Rule 506 of Regulation D by reason of the entry of the Order. Any different facts from those represented or failure to comply with the terms of the Order would require us to revisit our determination that good cause has been shown and could constitute grounds to revoke or further condition the waiver. The Commission reserves the right, in its sole discretion, to revoke or further condition the waiver under those circumstances.

Accordingly, **IT IS ORDERED**, pursuant to Rule 506(d)(2)(ii) of Regulation D under the Securities Act, that a waiver from the application of the disqualification provisions of Rules 506(d)(1)(iv)(B) and (v) of Regulation D under the Securities Act resulting from the entry of the Order is hereby granted to Respondents.

By the Commission.

Vanessa A. Countryman
Acting Secretary