FIG Corp.
Form 4
August 01, 2017

FORM 4

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

STATEMENT OF CHANGES IN 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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *
Fortress Investment Group LLC

(Last) (First) (Middle)

1345 AVENUE OF THE AMERICAS,

(Street)

NEW YORK, NY 10105

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
Intrawest Resorts Holdings, Inc. [SNOW]

3. Date of Earliest Transaction (Month/Day/Year)
07/31/2017

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

__X__ Director
_____ Officer (give title below)
__X__ 10% Owner
_____ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
___ Form filed by One Reporting Person
_X_ Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock, $0.01 par value per share	07/31/2017		J(1)		27,038,250	D	$ 23.75	0	I	By Intrawest Europe Holdings S.a r.l. and Intrawest S.a r.l. (2) (3) (4)

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

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(*e.g.*, puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

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	X		
FIG LLC 1345 AVENUE OF THE AMERICAS NEW YORK, NY 10105	X	X		
Fortress Operating Entity I LP 1345 AVENUE OF THE AMERICAS NEW YORK, NY 10105	X	X		
FIG Corp. 1345 AVENUE OF THE AMERICAS NEW YORK, NY 10105	X	X		
Intrawest Cayman GP Ltd. C/O FORTRESS INVESTMENT GROUP 1345 AVENUE OF THE AMERICAS NEW YORK, NY 10105	X	X		
Intrawest Cayman L.P. C/O FORTRESS INVESTMENT GROUP 1345 AVENUE OF THE AMERICAS NEW YORK, NY 10105	X	X		

Intrawest Holdings S.a.r.l. C/O FORTRESS INVESTMENT GROUP 1345 AVENUE OF THE AMERICAS NEW YORK, NY 10105	X	X
Intrawest S.a.r.l. C/O FORTRESS INVESTMENT GROUP 1345 AVENUE OF THE AMERICAS NEW YORK, NY 10105	X	X
Intrawest Europe Holdings S.a.r.l. C/O FORTRESS INVESTMENT GROUP 1345 AVENUE OF THE AMERICAS NEW YORK, NY 10105	X	X

Signatures

/s/ Cameron MacDougall, as Authorized Signatory of Fortress Investment Group LLC	08/01/2017
**Signature of Reporting Person	Date
/s/ Cameron MacDougall, as Authorized Signatory of FIG LLC	08/01/2017
**Signature of Reporting Person	Date
/s/ Cameron MacDougall, as Authorized Signatory of Fortress Operating Entity I LP	08/01/2017
**Signature of Reporting Person	Date
/s/ Cameron MacDougall, as Authorized Signatory of FIG Corp.	08/01/2017
**Signature of Reporting Person	Date
/s/ Cameron MacDougall, as Authorized Signatory of Intrawest Cayman GP Ltd.	08/01/2017
**Signature of Reporting Person	Date
/s/ Cameron MacDougall, as Authorized Signatory of Intrawest Cayman L.P.	08/01/2017
**Signature of Reporting Person	Date
/s/ Cameron MacDougall, as Authorized Signatory of Intrawest Holdings S.a r.l.	08/01/2017
**Signature of Reporting Person	Date
/s/ Cameron MacDougall, as Authorized Signatory of Intrawest S.a. r.l.	08/01/2017
**Signature of Reporting Person	Date
/s/ Cameron MacDougall, as Authorized Signatory of Intrawest Europe Holdings S.a. r.l.	08/01/2017
**Signature of Reporting Person	Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(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).

(1) On April 7, 2017, Intrawest Resorts Holdings, Inc. ("IRHI") entered into an Agreement and Plan of Merger (the "Merger Agreement") with Hawk Holding Company, LLC, Hawk Holding Company, Inc., and Hawk Merger Sub, Inc., pursuant to which Hawk Merger Sub, Inc. would be merged with and into IRHI, with IRHI continuing as the Surviving Company (the "Merger"). Pursuant to the Merger Agreement, upon closing of the Merger on July 31, 2017, each share of IRHI common stock ("Common Stock"), issued and outstanding was converted into the right to receive $23.75 in cash.

(2) These shares of Common Stock are held by Intrawest Europe Holdings S.a r.l. and Intrawest S.a r.l. Intrawest Europe Holdings S.a r.l. directly owned 18,661,850 shares of the Common Stock and Intrawest S.a r.l. directly owned 8,376,400 shares of the Common Stock. Intrawest Europe Holdings S.a r.l. owns 100% of Intrawest S.a r.l. Intrawest Cayman L.P. owns 100% of Intrawest Holdings S.a r.l., which owns 100% of Intrawest Europe Holdings S.a r.l. 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 (Coinvestment Fund A) L.P., Fortress Investment Fund IV (Coinvestment Fund B) L.P., Fortress Investment Fund IV (Coinvestment Fund C) L.P., (continued in footnote 3)

(3) (continued from footnote 2) Fortress Investment Fund IV (Coinvestment Fund D), L.P., Fortress Investment Fund IV (Coinvestment Fund F) L.P., Fortress Investment Fund IV (Coinvestment Fund G) L.P., Fortress IW Coinvestment Fund IV (Fund A) L.P., Fortress IW Coinvestment Fund IV (Fund B) L.P., Fortress IW Coinvestment Fund IV (Fund C) L.P., Fortress IW Coinvestment Fund IV (Fund D), L.P., and Fortress IW Coinvestment Fund IV (Fund G) L.P. (collectively, the "Funds") collectively own 82.1% of the common units and 88.7% of the Class A Preferred Units of Intrawest Cayman L.P. FIG LLC is the investment manager of each of the Funds. Fortress Operating Entity I LP ("FOE I") is the 100% owner of FIG LLC and the general partners of each of the Funds. FIG Corp. is the general partner of FOE I. FIG Corp. is a wholly owned subsidiary of Fortress Investment Group LLC. (continued in footnote 4)

(4) (continued from footnote 3) Each reporting person disclaims beneficial ownership of all reported shares except to the extent of 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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