FORM D



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

### FORM D

## NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D, SECTION 4(6), AND/OR

OMB APPROVAL 3235-0076 OMB Number. April 30, 2008 Expires: Estimated average burden hours per response. . . . . . 16.00

SEC USE ONLY

DATE RECEIVED

	DEC11011 1(0); 12121011	l i i i
UNIFO	RM LIMITED OFFERING EXEM	PTION
Name of Offering ( check if this is an amendar Fortress Investment Fund V (Fund C) L.I	nent and name has changed, and indicate change.)	
Filing Under (Check box(es) that apply): Ru Type of Filing: New Filing Amendmen	le 504 Rule 505 Rule 506 Section 4(6)	
	A. BASIC IDENTIFICATION DATA	MAY 9 9 CON
1. Enter the information requested about the issue	er	\$ 2007
Name of Issuer ( check if this is an amendmen Fortress Investment Fund V (Fund C) L.		186 ECTUM
Address of Executive Offices c/o Fortress Investment Group LLC, 1345 Avenue o	(Number and Street, City, State, Zip Code)	Telephone Number (Including Area Code) (212) 798-6100
Address of Principal Business Operations (if different from Executive Offices)	(Number and Street, City, State, Zip Code)	Telephone Number (Including Area Code)
Brief Description of Business Investment Fund		PROCESSED
¢c.pc	ed partnership, already formed other (partnership, to be formed	please specify): MAY 3 1 2007
Actual or Estimated Date of Incorporation or Organ Jurisdiction of Incorporation or Organization: (Ent	Month Year ization: a 4 a 7 Actual Esti er two-letter U.S. Postal Service abbreviation for State N for Canada; FN for other foreign jurisdiction)	mated THOMSON FINANCIAL

#### **GENERAL INSTRUCTIONS**

#### Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C.

When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where To File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predictated on the filing of a federal notice.

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2. Enter the information requested for the following:
<ul> <li>Each promoter of the issuer, if the issuer has been organized within the past five years;</li> </ul>
• Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issue
Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
Each general and managing partner of partnership issuers.
Canada Ca
Check Box(es) that Apply: Promoter  Beneficial Owner Executive Officer Director General and/or  Managing Partner
National Pensions Reserve Fund Commission Full Name (Last name first, if individual)
National Treasury Management Agency, Treasury Building, Grand Canal Street, Dublin 2, Ireland
Business or Residence Address (Number and Street, City, State, Zip Code)
Check Box(es) that Apply: Promoter  Beneficial Owner  Executive Officer Director  General and/or Managing Partner
Seashell Pte Ltd. Full Name (Last name first, if individual)
c/o GIC Special Investments, 168 Robinson Road, #37-01 Capital Tower, Singapore 068912  Business or Residence Address (Number and Street, City, State, Zip Code)
Business of Residence Address (Number and Street, City, Sans, 24, 5525)
Check Box(es) that Apply: Promoter Beneficial Owner Z Executive Officer Director General and/or Managing Partner
Edens, Wesley R.
Full Name (Last name first, if individual)
c/o Fortress Investment Group LLC, 1345 Avenue of the Americas, 46th Floor, New York, NY 10105
Business or Residence Address (Number and Street, City, State, Zip Code)
Charles Applied Applied
Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or  Managing Partner
Kauffman, Robert J.
Full Name (Last name first, if individual)
c/o Fortress Investment Group LLC, 1345 Avenue of the Americas, 46th Floor, New York, NY 10105
Business or Residence Address (Number and Street, City, State, Zip Code)
Check Box(es) that Apply: Promoter Beneficial Owner / Executive Officer Director General and/or
Rosenthal, Jeffery Managing Partner
Full Name (Last name first, if individual)
c/o Fortress Investment Group LLC, 1345 Avenue of the Americas, 46th Floor, New York, NY 10105
Business or Residence Address (Number and Street, City, State, Zip Code)
Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner
Nardone, Randal A.
Full Name (Last name first, if individual)
c/o Fortress Investment Group LLC, 1345 Avenue of the Americas, 46th Floor, New York, NY 10105
Business or Residence Address (Number and Street, City, State, Zip Code)
Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner
Fortress Fund V GP (BCF) L.P.
Full Name (Last name first, if individual)
c/o Fortress Investment Group LLC, 1345 Avenue of the Americas, 46th Floor, New York, NY 10105
Business or Residence Address (Number and Street, City, State, Zip Code)
(Use blank sheet, or copy and use additional copies of this sheet, as necessary)
(OBC DISTING SUPPLY OF SUPPLY

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									0		Yes	No
i. Has the	issuer solo	l, or does th								************		Ø
A 118 . *	Answer also in Appendix, Column 2, if filing under ULOE.  What is the minimum investment that will be accepted from any individual?											
* Subject to decrease by the General Partner, Fortress Fund V GP (BCF) L.P., in its sole discretion.												000 * No
<ol><li>Does th</li></ol>											Yes 📝	
commis (fapers or state	ssion or sim son to be lis s, list the na	ion request itar remune ted is an ass une of the b you may so	ration for s ociated per roker or de	olicitation rson or age aler. If mo	of purchase nt of a brok ore than five	rs in conne er or deale : (5) persor	ection with r registered is to be list	sales of sec with the S ed are asso	urities in th EC and/or	ie offering. with a state		
Full Name (	Last name	first, if indi	vidual)		· •	<del>-</del> -						
Business or	Residence	Address (N	umber and	Street, Ci	ty, State, Z	ip Code)						
Name of As	sociated B	oker or De	aler	<del></del>				<u>.                                    </u>			<del></del> -	
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(Check	"All State:	s" or check	individual	States)			**************	*************	.,		∐ A!	States
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MT	NE	NV	NH	NJ	NM	NY	NC	ND	OH	OK)	OR	PA
RY	SC	SD	TN	[TX]	UT	VT	VA	WA	WV	WI]	WY	PR
Full Name (	Last name	first, if ind	ividual)				****					
Business or	Residence	Address (1	Number an	d Street, C	ity, State,	Zip Code)				··		
Name of As	sociated B	roker or De	aler	·							· · · · · ·	···
States in W										-		-
(Check	"All State	s" or check	individua	States)			************	•••••	*************	*************	☐ A1	1 States
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RI	SC	SD	TN	TX)	ÜŢ	<u> </u>	VA.	WA	WV	WI	WY	
Full Name	(Last name	first, if ind	ividual)									
Business o	r Residence	Address (	Number ar	d Street, (	City, State,	Zip Code)						
Name of As	sociated B	roker or De	aler				·		<u> </u>	·		
States in W	hich Person	Listed Ha	s Solicited	or Intend	s to Solicit	Purchaser	5		<u></u>		_,	
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# C. OFFERING PHICE, NUMBER OF INVESTORS, THE LAUES AND USE OF PROCEED.

1.	Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if the answer is "none" or "zero." If the transaction is an exchange offering, check this box $\square$ and indicate in the columns below the amounts of the securities offered for exchange and					
	already exchanged.	Aggregate		Αı		Already
	Type of Security	Offering Pri	Œ		Sol	lď
	DebtS		0	<b>S</b>		0
	Equity	419,500,0	000	<b>S</b> _	419,5	00,000
	□ Common    □ Preferred					
	Convertible Securities (including warrants)	<u> </u>	0	<b>s</b> _		0
	Partnership Interests		0	<b>S</b> _		0
	Other (Specify)\$		0	\$		0
	Total		000	<b>S</b> _	419,5	00,000
	Answer also in Appendix, Column 3, if filing under ULOE.					
2.	Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."  Accredited Investors	Number Investors 16			of Pun	regate Amount chases 500,000
	•		—	•_		
	Non-accredited Investors		_			
	Total (for filings under Rule 504 only)		—	<b>3</b> _		
	Answer also in Appendix, Column 4, if filing under ULOE.					
3.	If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C — Question 1.					
		Type of		[	Dollar Sol	Amount
	Type of Offering	Security				-
	Rule 505					
	Regulation A					
	Rule 504					
	Total		_	•		
4	<ul> <li>a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the insurer.</li> <li>The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.</li> </ul>					
	Transfer Agent's Fees	**********	Ø	<b>s</b> _		0
	Printing and Engraving Costs		Ø	<b>s</b> _		9,750
	Legal Fees	******	•	<b>s</b> _	2	22,000
	Accounting Fees	******	1	<b>S</b>		33,750
	Engineering Fees	**********	Ø	<b>s</b> _		0
	Sales Commissions (specify finders' fees separately)	******	7	<b>s</b> _		0_
	Other Expenses (identify) Travel and Miscellaneous Expenses	**************	Ø	<b>s</b> _		15,000
	Total	********	7	<b>S</b> _	2	80,500

	and total expenses furnished in response to Part C- proceeds to the issuer."	Bring price given in response to Part G — Question I — Question 4.s. This difference is the "adjusted gross			\$ <u>419</u>	,219,500
5.	each of the purposes shown. If the amount for	proceed to the issuer used or proposed to be used for any purpose is not known, furnish an estimate and of the payments listed must equal the adjusted gross art C — Question 4.b above.				
			Paymen Office Director Affilial	era, es, &	•	ents to
	Salaries and fees	and the state of t	<b>7</b> \$	0	Z 5	0
	Purchase of real estate		<u>]</u> \$	0	Z) \$	0
	Thursbare sental or lessing and installation of m					
	Construction or lessing of plant buildings and f	acilities	<b>7</b> \$	0	<b>Ø</b> \$	<u> </u>
	Acquisition of other businesses (including the voiffering that may be used in exchange for the a issuer purposet to a merger)	raine of securities involved in this	<b>]\$</b> _	0	<b>2</b> 15	0
	Repayment of Indebtedness		<u>]</u> *		<b>Ø</b> \$	0
	Working capital	phanes son had been blanchand is good the wax on the table should be sail top top and reply open belief abbeet	<b>⋬</b> ₹	<del></del>	KI 9	<del>`</del>
	Other (specify):	[	<b>₫\$</b>		Z] \$	0
	Eurocomest of proceeds		<b>7\$</b>	0	Z 5 <u>41</u>	9,219,500
	Column Totals	aniigh east she impellime for 1 const. (for 2 const. policy 3 ab const. 1 c	<u> </u>	0	Ø \$_41	9,219,500
	Total Payments Listed (column totals added)	Gada andre a programum estados en ponto estados de astrobos de entre un stado estada e sa parte esta esta esta			19,219,500	
12			431 A		<b>1</b>	0.24
Th	e issuer has duly caused this notice to be signed by	the undersigned duly authorized person. If this notice furnish to the U.S. Securities and Exchange Commu- extredited investor pursuant to paragraph (b)(2) of 1	is filed ur sion, upor	der Ru	le 505, the	following
	uer (Print or Type) ortress investment Fund V (Fund C) L.P.	2 Signature 1	Date May 21, 2	007		
Ne	me of Signer (Print or Type)	Title of Signer (Print or Type)				
	andal A. Nardone	Chief Operating Officer				

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A	TTE	NII	W	

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1901.)

30.39			er ibilia a	is one	
1.	Is any party described in 17 CFR 230.262 provisions of such rule?	presently subject to any of the disquali	leation \	es No	
	S	se Appendix, Column 5, for state respon	186.		
2.	The undersigned issuer hereby undertakes to D (17 CFR 239.500) at such times as requi		state in which this notice is file	d a notice on I	Porm
3.	The undersigned laster hereby undertakes issuer to offerees.	to furnish to the state administrators, u	son written request, information	furnished by	y the
4.	The undersigned issuer represents that the limited Offering Exemption (ULOE) of the of this exemption has the burden of establishments.	state in which this notice is filed and ut	derstands that the issuer claim!	ed to the Uning the availab	form bility
	er has read this notification and knows the co thorized person.	ntents to be true and has duly caused this	notice to be signed on its behalf l	ry the undersi	gned
Issuer (	Print or Type)	Signature	Date		
Fortre	ss Investment Fund V (Fund C) L.P.		May*\ 2007		
Namo (	Print or Type)	Title (Print or Type)			
Dande	il A Naedone	Chief Operating Officer			

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

14	3		Aggariga (A.)	AP	BENDIX		KAIT.	*	<b>第</b> 章
1	Intend to sell to non-accredited investors in State (Part B-Item 1)		Intend to sell and aggregate to non-accredited offering price		4  Type of investor and  amount purchased in State  (Part C-Item 2)				
State	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
AL									
AK						<u>.                                    </u>			
AZ									
AR									
CA		×	Common - \$15,000,000	1	\$15,000,000	0	\$0		×
со									
СТ		×	Common - \$15,000,000	1	\$15,000,000	00	50	<u> </u>	×
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1		2	3			4		5 Disqualification under State ULOE		
	Intend to sell to non-accredited investors in State (Part B-Item 1)		on-accredited offering price estors in State offered in state		Type of investor and amount purchased in State (Part C-Item 2)					
State	Yes No				Amount	Number of Non-Accredited Investors Amoun		Yes	No	
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1	to non-a	I to sell accredited is in State I-Item 1)	Type of security and aggregate offering price offered in state (Part C-Item 1)		4  Type of investor and amount purchased in State (Part C-Item 2)			Disqual under Sta (if yes, explana waiver (Part E-	attach attach ation of granted)
State	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
WY								<u> </u>	
PR									

