

Principal Holdings I LP
Form 3
October 18, 2017

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) | | Mosaic Acquisition Corp. [MOSC] | |
| (Last) | (First) | (Middle) | 10/18/2017 | | | |
| 1345 AVENUE OF THE AMERICAS,Â 46TH FLOOR | | | | | 4. Relationship of Reporting Person(s) to Issuer | |
| (Street) | | | | | (Check all applicable) | |
| NEW YORK,Â NYÂ 10105 | | | | | 5. If Amendment, Date Original Filed(Month/Day/Year) | |
| (City) | (State) | (Zip) | | | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) | |
| | | | | | 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) |
|------------------------------------|--|---|--|

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 (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
| | Date Exercisable Expiration Date | Title Amount or Number of | | | |

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| | | | | | | | |
|---|-------|-------|--|---------------------|--------|---|--|
| Class F ordinary shares, par value \$0.0001 per share | Â (1) | Â (1) | Class A ordinary shares, par value \$0.0001 per share | Shares 4,297,500 | \$ (1) | or Indirect (1) (Instr. 5) I | See Explanation of Responses (1) (2) (3) (4) |
|---|-------|-------|--|---------------------|--------|---|--|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Fortress Investment Group LLC 1345 AVENUE OF THE AMERICAS 46TH FLOOR NEW YORK, NY 10105 | Â | Â | Â | Â |
| FIG Asset Co. LLC 1345 AVENUE OF THE AMERICAS 46TH FLOOR NEW YORK, NY 10105 | Â | Â | Â | Â |
| Principal Holdings I LP 1345 AVENUE OF THE AMERICAS 46TH FLOOR NEW YORK, NY 10105 | Â | Â | Â | Â |
| Fortress Mosaic Sponsor LLC 1345 AVENUE OF THE AMERICAS 46TH FLOOR NEW YORK, NY 10105 | Â | Â | Â | Â |

Signatures

| | |
|--|------------|
| /s/ David N. Brooks, Authorized Signatory, FORTRESS INVESTMENT GROUP LLC | 10/18/2017 |
| **Signature of Reporting Person | Date |
| /s/ David N. Brooks, Authorized Signatory, FIG ASSET CO. LLC | 10/18/2017 |
| **Signature of Reporting Person | Date |
| /s/ David N. Brooks, Authorized Signatory, PRINCIPAL HOLDINGS I LP | 10/18/2017 |
| **Signature of Reporting Person | Date |
| /s/ David N. Brooks, Authorized Signatory, FORTRESS MOSAIC SPONSOR LLC | 10/18/2017 |
| **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).

Fortress Mosaic Sponsor LLC ("Sponsor") directly owns 4,297,500 Class F ordinary shares, par value \$0.0001 per share (the "Class F Shares"), of Mosaic Acquisition Corp. (the "Issuer"), including 562,500 Class F Shares that are subject to forfeiture if the underwriters of the Issuer's initial public offering do not exercise in full an option granted to it to cover over-allotments. Pursuant to the Amended and

- (1) Restated Memorandum and Articles of Association of the Issuer, the Class F Shares have no expiration date and (i) are convertible into Class A ordinary shares, par value \$0.0001 per share ("Class A Shares"), of the Issuer at any time at the option of the holder on a one-for-one basis and (ii) will automatically convert into Class A Shares at the time of the Issuer's initial business combination on a one-for-one basis, in each case, subject to adjustment.

The managing member of the Sponsor is Principal Holdings I LP ("Holdings"), whose general partner is FIG Asset Co. LLC ("FIG"),

- (2) whose sole member is Fortress Investment Group LLC ("Fortress" and, together with Sponsor, Holdings and FIG, "the Reporting Persons").

Because of the relationship among the Reporting Persons, the Reporting Persons may be deemed to beneficially own the securities reported herein to the extent of their respective pecuniary interests. Each Reporting Person disclaims beneficial ownership of the securities reported herein, except to the extent of such Reporting Person's pecuniary interest therein, if any.

- (3)

Pursuant to Rule 16a-1(a)(4) under the Exchange Act, this filing shall not be deemed an admission that the Reporting Persons are, for

- (4) purposes of Section 16 of the Exchange Act or otherwise, the beneficial owners of any equity securities in excess of their respective pecuniary interests.

Â

Remarks:

ExhibitÂ 99.1Â JointÂ FilerÂ Information,Â incorporatedÂ hereinÂ byÂ reference.

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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