

ROWAN MARC J
Form 4
May 16, 2013

FORM 4

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

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).

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
ROWAN MARC J

2. Issuer Name and Ticker or Trading Symbol
Apollo Global Management LLC [APO]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
05/14/2013

Director 10% Owner
 Officer (give title below) Other (specify below)
Senior Managing Director

C/O APOLLO GLOBAL MANAGEMENT, INC., 9 WEST 57TH STREET, 43RD FLOOR
(Street)

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

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

NEW YORK, NY 10019

(City) (State) (Zip)

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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Class A Shares	05/14/2013		M		4,425,620	A	Ⓛ
Class A Shares	05/15/2013		S		4,425,620	D	\$ 24.375

See Footnote (2)
See Footnote (2)

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

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SEC 1474 (9-02)

displays a currently valid OMB control number.

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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Apollo Operating Group units	(1)	05/14/2013		M	4,425,620	(3)	(4)	Class A Shares	4,425,620
Apollo Operating Group units	(1)					(3)	(4)	Class A Shares	(1)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ROWAN MARC J C/O APOLLO GLOBAL MANAGEMENT, INC. 9 WEST 57TH STREET, 43RD FLOOR NEW YORK, NY 10019	X	X	Senior Managing Director	

Signatures

/s/ Marc J.
Rowan

05/16/2013

**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) Each Apollo Operating Group ("AOG") unit represents a right to receive one Class A share, subject to the restrictions and provisions set forth in the Agreement Among Principals, dated July 13, 2007, by and among the reporting person, Leon Black and Joshua Harris, and the Exchange Agreement, dated July 13, 2007, by and among Apollo Global Management, LLC, AP Professional Holdings, L.P. and the other parties thereto, as amended and restated on May 6, 2013.
- (2) By MJR Foundation LLC, an estate planning vehicle for which voting and investment control are exercised by the reporting person. The reporting person is an indirect limited partner in BRH Holdings, L.P., which holds 87.8% of the limited partnership interests in AP Professional Holdings, L.P., the direct holder of the AOG units. The AOG units indirectly held by the reporting person are the number of AOG units that he has a right to receive as an indirect limited partner in BRH Holdings, L.P., subject to the restrictions and provisions set

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forth in the Agreement Among Principals and the Exchange Agreement described in footnote (1) above.

- (3) The AOG units vested in equal monthly installments of 995,644 (or 995,645) units through December 31, 2011.
- (4) Not applicable.
- (5) Pursuant to Instruction 4(c)(iii), this response has been left blank.

By AP Professional Holdings, L.P. The reporting person is an indirect limited partner in BRH Holdings, L.P., which holds 87.8% of the limited partnership interests in AP Professional Holdings, L.P., the direct holder of the AOG units. The AOG units indirectly held by the

- (6) reporting person are the number of AOG units that he has a right to receive as an indirect limited partner in BRH Holdings, L.P., subject to the restrictions and provisions set forth in the Agreement Among Principals and the Exchange Agreement described in footnote (1) above.

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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