

Edgar Filing: GLOBAL SIGNAL INC - Form SC 13D/A

GLOBAL SIGNAL INC
Form SC 13D/A
December 12, 2005

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

SCHEDULE 13D
Amendment No. 4

Under the Securities Exchange Act of 1934
Information to be included in statements filed
pursuant to Rule 13D-1(A) and Amendments
thereto filed pursuant to Rule 13D-2(A)

Global Signal Inc.

(Name of Issuer)

Common Stock, par value \$0.01 per share

(Title of Class of Securities)

37944Q 10 3

(CUSIP Number)

Randal A. Nardone
Secretary
Fortress Registered Investment Trust
c/o Fortress Investment Group LLC
1345 Avenue of the Americas
New York, New York 10105
(212) 798-6100

(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

COPY TO:
Joseph A. Coco, Esq.
Skadden, Arps, Slate, Meagher & Flom LLP
Four Times Square
New York, New York 10036
(212) 735-3000

December 9, 2005

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), Rule 13d-1(f) or Rule 13d-1(g), check the following box. []

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

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The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

SCHEDULE 13D

 CUSIP No. 37944Q 10 3 Page 2 of 16 Pages

1 NAME OF REPORTING PERSON
 S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
 FRIT PINN LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
 (See Instructions) (a) | |
 (b) | |

3 SEC USE ONLY

4 SOURCE OF FUNDS (See Instructions)
 WC/AF

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT
 TO ITEMS 2(d) or 2(e) []

6 CITIZENSHIP OR PLACE OF ORGANIZATION
 Delaware

| | | |
|-----------|---|-------------------|
| | 7 | SOLE VOTING POWER |
| NUMBER OF | | -0- |
| SHARES | | |

| | | |
|--------------|---|---------------------|
| | 8 | SHARED VOTING POWER |
| BENEFICIALLY | | -19,162,248- |
| OWNED BY | | |

| | | |
|-----------|---|------------------------|
| | 9 | SOLE DISPOSITIVE POWER |
| EACH | | -0- |
| REPORTING | | |

| | | |
|--------|----|--------------------------|
| | 10 | SHARED DISPOSITIVE POWER |
| PERSON | | -19,162,248- |
| WITH | | |

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
 -19,162,248-

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN
 SHARES (See Instructions) []

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
 27.9% (based on 68,619,155 shares of common stock outstanding as of
 November 4, 2005)

14 TYPE OF REPORTING PERSON (See Instructions)
 OO

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SCHEDULE 13D

CUSIP No. 37944Q 10 3

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1 NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
Fortress Registered Investment Trust

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
(See Instructions) (a)
(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (See Instructions)
WC/AF

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT
TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

| | | |
|-----------|---|-------------------|
| NUMBER OF | 7 | SOLE VOTING POWER |
| SHARES | | -0- |

| | | |
|--------------|---|--|
| BENEFICIALLY | 8 | SHARED VOTING POWER -20,306,252*- |
| OWNED BY | | (inclusive of 644,000 shares issuable upon |
| EACH | | exercise of options beneficially owned by |
| | | the reporting person which are exercisable |
| | | as of or within 60 days of December 9, |
| | | 2005) |

| | | |
|-----------|---|------------------------|
| REPORTING | 9 | SOLE DISPOSITIVE POWER |
| PERSON | | -0- |

| | | |
|------|----|--------------------------|
| WITH | 10 | SHARED DISPOSITIVE POWER |
| | | -20,306,252*- |

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
-20,306,252-

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN
SHARES (See Instructions)

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
29.3% (based on 68,619,155 shares of common stock outstanding as of
November 4, 2005 and including 644,000 issuable upon exercise of options
beneficially owned by the reporting person which are exercisable as of or
within 60 days of December 9, 2005)

14 TYPE OF REPORTING PERSON (See Instructions)
OO

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* 19,162,248 shares solely in its capacity as the sole member of FRIT PINN LLC.

SCHEDULE 13D

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1 NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
Fortress Pinnacle Investment Fund LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
(See Instructions) (a)
(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (See Instructions)
WC

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT
TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

| | | |
|--------------|----|--------------------------|
| NUMBER OF | 7 | SOLE VOTING POWER |
| | | -0- |
| SHARES | 8 | SHARED VOTING POWER |
| | | -5,137,444- |
| BENEFICIALLY | | |
| OWNED BY | 9 | SOLE DISPOSITIVE POWER |
| EACH | | -0- |
| REPORTING | | |
| PERSON | 10 | SHARED DISPOSITIVE POWER |
| | | -5,137,444- |
| WITH | | |

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
-5,137,444-

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN
SHARES (See Instructions)

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
7.5% (based on 68,619,155 shares of common stock outstanding as of
November 4, 2005)

14 TYPE OF REPORTING PERSON (See Instructions)
IV

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1 NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
FIG Advisors LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
(See Instructions) (a)
(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (See Instructions)
Not Applicable

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT
TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

| | | |
|-----------|---|-------------------|
| | 7 | SOLE VOTING POWER |
| NUMBER OF | | -0- |

| | | |
|--------------|---|---------------------|
| | 8 | SHARED VOTING POWER |
| SHARES | | -5,137,444- |
| BENEFICIALLY | | |

| | | |
|----------|---|------------------------|
| | 9 | SOLE DISPOSITIVE POWER |
| OWNED BY | | -0- |
| EACH | | |

| | | |
|-----------|----|--------------------------|
| | 10 | SHARED DISPOSITIVE POWER |
| REPORTING | | -5,137,444- |
| PERSON | | |

WITH

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
-5,137,444-

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN
SHARES (See Instructions)

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
7.5% (based on 68,619,155 shares of common stock outstanding as of
November 4, 2005)

14 TYPE OF REPORTING PERSON (See Instructions)
IA

* Solely in its capacity as the investment advisor of Fortress Pinnacle
Investment Fund LLC

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1 NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
Robert H. Gidel

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
(See Instructions) (a)
(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (See Instructions)
Not Applicable

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT
TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION
United States of America

| | | |
|-----------|---|-------------------|
| NUMBER OF | 7 | SOLE VOTING POWER |
| | | -25,000- |

SHARES

| | | |
|--------------|---|---------------------|
| BENEFICIALLY | 8 | SHARED VOTING POWER |
| | | -5,137,444*- |

OWNED BY

| | | |
|------|---|------------------------|
| EACH | 9 | SOLE DISPOSITIVE POWER |
| | | -25,000- |

REPORTING

| | | |
|--------|----|--------------------------|
| PERSON | 10 | SHARED DISPOSITIVE POWER |
| | | -5,137,444*- |

WITH

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
-5,162,444-

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN
SHARES (See Instructions)

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
7.5% (based on 68,619,155 shares of common stock outstanding as of
November 4, 2005)

14 TYPE OF REPORTING PERSON (See Instructions)
IN

* Solely in his capacity as the sole manager of Fortress Pinnacle Investment
Fund LLC.

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1 NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
Fortress Investment Fund LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
(See Instructions) (a)
(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (See Instructions)
Not Applicable

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT
TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

| | | |
|-----------|---|-------------------|
| | 7 | SOLE VOTING POWER |
| NUMBER OF | | -0- |
| SHARES | | |

| | | |
|--------------|---|--|
| | 8 | SHARED VOTING POWER |
| BENEFICIALLY | | -20,306,252*- (inclusive of 644,000 shares |
| OWNED BY | | issuable upon exercise of options |
| EACH | | beneficially owned by the reporting person |
| REPORTING | | which are exercisable as of or within 60 |
| PERSON | | days of December 9, 2005) |

| | | |
|------|---|------------------------|
| | 9 | SOLE DISPOSITIVE POWER |
| WITH | | -0- |

| | | |
|--|----|--------------------------|
| | 10 | SHARED DISPOSITIVE POWER |
| | | -20,306,252*- |

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
-20,306,252-

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN
SHARES (See Instructions)

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 29.3% (based on
68,619,155 shares of common stock outstanding as of November 4, 2005 and
including 644,000 shares issuable upon exercise of options beneficially
owned by the reporting person which are exercisable as of or within 60
days of December 9, 2005)

14 TYPE OF REPORTING PERSON (See Instructions)
OO

* Solely in its capacity as the holder of all issued and outstanding shares
of beneficial interest of Fortress Registered Investment Trust.

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1 NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
Fortress Fund MM LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
(See Instructions) (a)
(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (See Instructions)
Not Applicable

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT
TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

| | | |
|--------------|----|--|
| NUMBER OF | 7 | SOLE VOTING POWER |
| SHARES | | -0- |
| ----- | | |
| BENEFICIALLY | | |
| OWNED BY | 8 | SHARED VOTING POWER |
| EACH | | -20,306,252*- (inclusive of 644,000 shares |
| REPORTING | | issuable upon exercise of options |
| PERSON | | beneficially owned by the reporting person |
| | | which are exercisable as of or within 60 |
| | | days of December 9, 2005) |
| ----- | | |
| WITH | 9 | SOLE DISPOSITIVE POWER |
| | | -0- |
| ----- | | |
| | 10 | SHARED DISPOSITIVE POWER |
| | | -20,306,252*- |

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
-20,306,252-

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN
SHARES (See Instructions)

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 29.3% (based on
68,619,155 shares of common stock outstanding as of November 4, 2005 and
including 644,000 shares issuable upon exercise of options beneficially
owned by the reporting person which are exercisable as of or within 60
days of December 9, 2005)

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14 TYPE OF REPORTING PERSON (See Instructions)
OO

* Solely in its capacity as the managing member of Fortress Investment Fund LLC.

SCHEDULE 13D

CUSIP No. 37944Q 10 3

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1 NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
FIT GSL LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
(See Instructions) (a)
(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (See Instructions)
WC

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT
TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

7 SOLE VOTING POWER
NUMBER OF -0-
SHARES

8 SHARED VOTING POWER
BENEFICIALLY OWNED BY -4,705,883-

9 SOLE DISPOSITIVE POWER
EACH REPORTING -0-

10 SHARED DISPOSITIVE POWER
PERSON WITH -4,705,883-

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
-4,705,883-

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN
SHARES (See Instructions)

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
6.9% (based on 68,619,155 shares of common stock outstanding as of
November 4, 2005)

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14 TYPE OF REPORTING PERSON (See Instructions)
OO

SCHEDULE 13D

CUSIP No. 37944Q 10 3

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1 NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
Fortress Investment Trust II

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
(See Instructions) (a) | |
(b) | |

3 SEC USE ONLY

4 SOURCE OF FUNDS (See Instructions)
Not Applicable

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT
TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

| | | |
|--------------|----|--------------------------|
| NUMBER OF | 7 | SOLE VOTING POWER |
| SHARES | | -0- |
| ----- | | |
| BENEFICIALLY | 8 | SHARED VOTING POWER |
| OWNED BY | | -4,705,883-* |
| ----- | | |
| EACH | 9 | SOLE DISPOSITIVE POWER |
| REPORTING | | -0- |
| ----- | | |
| PERSON | 10 | SHARED DISPOSITIVE POWER |
| WITH | | -4,705,883-* |

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
-4,705,883-

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN
SHARES (See Instructions) []

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
6.9% (based on 68,619,155 shares of common stock outstanding as of
November 4, 2005)

14 TYPE OF REPORTING PERSON (See Instructions)
OO

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* Solely in its capacity as the holder of all issued and outstanding shares of beneficial interest of FIT GSL LLC.

SCHEDULE 13D

CUSIP No. 37944Q 10 3

Page 11 of 16 Pages

1 NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
Fortress Investment Fund II LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
(See Instructions) (a) | |
(b) | |

3 SEC USE ONLY

4 SOURCE OF FUNDS (See Instructions)
Not Applicable

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT
TO ITEMS 2(d) or 2(e) []

6 CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

| | | |
|-----------|---|-------------------|
| NUMBER OF | 7 | SOLE VOTING POWER |
| SHARES | | -0- |

| | | |
|--------------|---|---------------------|
| BENEFICIALLY | 8 | SHARED VOTING POWER |
| OWNED BY | | -4,705,883-* |

| | | |
|-----------|---|------------------------|
| EACH | 9 | SOLE DISPOSITIVE POWER |
| REPORTING | | -0- |

| | | |
|--------|----|--------------------------|
| PERSON | 10 | SHARED DISPOSITIVE POWER |
| WITH | | -4,705,883-* |

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
-4,705,883-

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN
SHARES (See Instructions) []

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
6.9% (based on 68,619,155 shares of common stock outstanding as of
November 4, 2005)

14 TYPE OF REPORTING PERSON (See Instructions)
OO

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* Solely in its capacity as the holder of a majority of the issued and outstanding shares of beneficial interest of Fortress Investment Trust II.

SCHEDULE 13D

CUSIP No. 37944Q 10 3

Page 12 of 16 Pages

1 NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
Fortress Fund MM II LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
(See Instructions) (a) | |
(b) | |

3 SEC USE ONLY

4 SOURCE OF FUNDS (See Instructions)
Not Applicable

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT
TO ITEMS 2(d) or 2(e) []

6 CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

| | | |
|-----------|---|-------------------|
| NUMBER OF | 7 | SOLE VOTING POWER |
| SHARES | | -0- |

| | | |
|--------------|---|---------------------|
| BENEFICIALLY | 8 | SHARED VOTING POWER |
| OWNED BY | | -4,705,883*- |

| | | |
|-----------|---|------------------------|
| EACH | 9 | SOLE DISPOSITIVE POWER |
| REPORTING | | -0- |

| | | |
|--------|----|--------------------------|
| PERSON | 10 | SHARED DISPOSITIVE POWER |
| WITH | | -4,705,883*- |

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
-4,705,883-

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN
SHARES (See Instructions) []

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
6.9% (based on 68,619,155 shares of common stock outstanding as of
November 4, 2005)

14 TYPE OF REPORTING PERSON (See Instructions)
OO

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* Solely in its capacity as the managing member of Fortress Investment Fund II LLC.

SCHEDULE 13D

CUSIP No. 37944Q 10 3

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1 NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
Fortress Investment Group LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
(See Instructions) (a) | |
(b) | |

3 SEC USE ONLY

4 SOURCE OF FUNDS (See Instructions)
Not Applicable

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT
TO ITEMS 2(d) or 2(e) []

6 CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

| | | |
|--------------|----|--|
| NUMBER OF | 7 | SOLE VOTING POWER |
| SHARES | | -0- |
| BENEFICIALLY | 8 | SHARED VOTING POWER |
| OWNED BY | | -31,047,879*- (inclusive of 644,000 shares |
| EACH | | issuable upon exercise of options |
| REPORTING | | beneficially owned by the reporting person |
| PERSON | 9 | which are exercisable as of or within 60 |
| WITH | | days of December 9, 2005) |
| | 10 | SHARED DISPOSITIVE POWER |
| | | -31,047,879*- |

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
-31,047,879-

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN
SHARES (See Instructions) []

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 44.8% (based on
68,619,155 shares of common stock outstanding as of November 4, 2005
and including 644,000 shares issuable upon exercise of options
beneficially owned by the reporting person which are exercisable as
of or within 60 days of December 9, 2005)

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14 TYPE OF REPORTING PERSON (See Instructions)
OO

* 4,705,883 shares solely in its capacity as the managing member of Fortress Fund MM II LLC, 20,306,252 shares solely in its capacity as the managing member of Fortress Fund MM LLC, 5,137,444 shares solely in its capacity as the holder of all issued and outstanding shares of beneficial interest of FIG Advisors LLC, and 898,300 shares solely in its capacity as the managing member of Drawbridge Global Macro Fund Advisors LLC.

SCHEDULE 13D

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1 NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
Fortress Investment Holdings LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
(See Instructions) (a)
(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (See Instructions)
Not Applicable

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT
TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

| | | |
|--------------|----|--|
| | 7 | SOLE VOTING POWER |
| NUMBER OF | | -0- |
| SHARES | | |
| BENEFICIALLY | 8 | SHARED VOTING POWER |
| OWNED BY | | -31,047,879*- (inclusive of 644,000 shares issuable upon exercise of options beneficially owned by the reporting person which are exercisable as of or within 60 days of December 9, 2005) |
| EACH | | |
| REPORTING | | |
| PERSON | 9 | SOLE DISPOSITIVE POWER |
| WITH | | -0- |
| PERSON | 10 | SHARED DISPOSITIVE POWER |
| EACH | | -31,047,879*- |

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
-31,047,879-

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN
SHARES (See Instructions)

Edgar Filing: GLOBAL SIGNAL INC - Form SC 13D/A

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 44.8% (based on 68,619,155 shares of common stock outstanding as of November 4, 2005 and including 644,000 shares issuable upon exercise of options beneficially owned by the reporting person which are exercisable as of or within 60 days of December 9, 2005)

14 TYPE OF REPORTING PERSON (See Instructions)
OO

* Solely in its capacity as the sole member of Fortress Investment Group LLC.

The item numbers and responses thereto below are in accordance with the requirements of Schedule 13D.

This Amendment No. 4 (this "Amendment") amends and supplements the Schedule 13D filed on January 3, 2005, as amended by Amendment No. 1 thereto filed on February 16, 2005, as amended by Amendment No. 2 thereto filed on May 11, 2005, and as amended by Amendment No. 3 thereto filed on May 31, 2005 (as so amended, the "Schedule 13D"), by FRIT PINN LLC ("FRIT PINN"), Fortress Registered Investment Trust ("FRIT"), Fortress Pinnacle Investment Fund LLC ("FPIF"), FIG Advisors LLC ("FIGA"), Robert H. Gidel ("Gidel"), Fortress Investment Fund LLC ("FIF"), Fortress Fund MM LLC ("FFMM"), FIT GSL LLC ("FIT GSL"), Fortress Investment Trust II ("FIT II"), Fortress Investment Fund II ("FIF II"), Fortress Fund MM II LLC ("FFMMII"), Fortress Investment Group LLC ("FIG"), and Fortress Investment Holdings LLC ("FIH" and together with FRIT PINN, FRIT, FPIF, FIGA, Gidel, FIF, FFMM, FIT GSL, FIT II, FIF II, FFMMII, FIG, the "Reporting Persons") with respect to the shares of common stock, par value \$0.01 per share (the "Common Stock"), of Global Signal Inc., a Delaware corporation (the "Issuer"). All capitalized terms used in this Amendment and not otherwise defined herein have the meanings assigned to such terms in the Schedule 13D.

Item 6. Contracts, Arrangements, Understandings or Relationships With Respect to Securities of the Issuer.

FRIT has replaced the Credit Agreement, dated as of December 21, 2004, between FRIT PINN and Bank of America, N.A., Morgan Stanley Asset Funding Inc., the other lenders that may become parties thereto and Banc of America Securities LLC (the "Old Credit Agreement"), with the FRIT Credit Agreement discussed below. No shares of the Issuer's Common Stock remain pledged under the Old Credit Agreement.

FRIT entered into a credit agreement, dated as of December 9, 2005, with Deutsche Bank AG, London Branch and the other lenders that may become parties thereto (the "FRIT Credit Agreement"). Pursuant to the FRIT Credit Agreement, FRIT borrowed \$464.4 million from the lenders thereunder and this amount is secured by a pledge of a total of 19,659,324 shares of the Issuer's Common Stock, consisting of a pledge by FRIT of a total of 497,076 shares owned by FRIT and a pledge by FRIT PINN of a total of 19,162,248 shares owned by FRIT PINN. The term of the FRIT Credit Agreement is 12 months with a six-month extension at the option of the lenders. The 19,659,324 shares of Common Stock represents approximately 28.6% of the Issuer's issued and outstanding Common Stock as of November 4, 2005.

In addition, FIT II entered into a credit agreement, dated as of December 9, 2005, with Deutsche Bank AG, London Branch and the other lenders that may

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become parties thereto (the "FIT II Credit Agreement", and together with the FRIT Credit Agreement, the "New Credit Agreements"). Pursuant to the FIT II Credit Agreement, FIT II borrowed \$228.3 million from the lenders thereunder and this amount is secured by a pledge by FIT GSL of a total of 4,705,883 shares of the Issuer's Common Stock owned by FIT GSL. The term of the FIT II Credit Agreement is 12 months with a six-month extension at the option of the lenders. The 4,705,883 shares of Common Stock represents approximately 6.9% of the Issuer's issued and outstanding Common Stock as of November 4, 2005.

The New Credit Agreements contain representations, covenants and default provisions relating to FRIT, FRIT PINN, FIT II, FIT GSL, and the Issuer, and also require prepayment of a portion of the borrowings by FRIT and FIT II in the event the trading price of the Issuer's Common Stock decreases below certain specified levels. In the event of a default under the New Credit Agreements by FRIT or FIT II, the lenders may foreclose upon any and all shares of Common Stock pledged to them. FRIT and FIT II have agreed in the New Credit Agreements that if a shelf registration statement is not effective and usable for resales of any portion of the pledged common stock by the lenders or their assignees (in the event of foreclosure) as of March 9, 2006, FRIT or FIT II, as applicable, will prepay a related portion of their borrowings.

Except as provided in the Amended and Restated Investor Agreement, the Option Agreement, the Credit Agreements or as set forth herein, neither any of the Reporting Persons nor, to the best of such Reporting Persons' knowledge, any of the Covered Persons has any contracts, arrangements, understandings or relationships (legal or otherwise), with any person with respect to any securities of the Issuer, including, but not limited to, transfer or voting of any securities, finder's fees, joint ventures, loan or option arrangements, puts or calls, guarantees of profits, division of profits or losses, or the giving or withholding of proxies.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: December 12, 2005

FORTRESS PINNACLE INVESTMENT FUND LLC

By: /s/ Robert H. Gidel

Robert H. Gidel
as sole manager of Fortress
Pinnacle Investment Fund LLC

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: December 12, 2005

FIG ADVISORS LLC

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By: /s/ Randal A. Nardone

Randal A. Nardone
as Chief Operating Officer of
Fortress Investment Group LLC,
managing member of FIG
Advisors LLC

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: December 12, 2005

ROBERT H. GIDEL

/s/ Robert H. Gidel

Robert H. Gidel

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: December 12, 2005

FRIT PINN LLC

By: /s/ Randal A. Nardone

Randal A. Nardone
as Vice President and Secretary

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: December 12, 2005

FORTRESS REGISTERED INVESTMENT TRUST

By: /s/ Randal A. Nardone

Randal A. Nardone
as Chief Operating Officer
and Secretary

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SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: December 12, 2005

FORTRESS INVESTMENT FUND LLC

By: /s/ Randal A. Nardone

Randal A. Nardone
as Chief Operating Officer and
Secretary of Fortress
Fund MM LLC, managing member of
Fortress Investment Fund LLC

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: December 12, 2005

FORTRESS FUND MM LLC

By: /s/ Randal A. Nardone

Randal A. Nardone
as Chief Operating Officer
and Secretary

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: December 12, 2005

FIT GSL LLC

By: /s/ Randal A. Nardone

Randal A. Nardone
as Chief Operating Officer
and Secretary

SIGNATURE

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After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: December 12, 2005

FORTRESS INVESTMENT TRUST II

By: /s/ Randal A. Nardone

Randal A. Nardone
as Chief Operating Officer and
Secretary

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: December 12, 2005

FORTRESS INVESTMENT FUND II LLC

By: /s/ Randal A. Nardone

Randal A. Nardone
as Chief Operating Officer
and Secretary of Fortress
Fund MM II LLC, managing
member of Fortress Investment
Fund II LLC

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: December 12, 2005

FORTRESS FUND MM II LLC

By: /s/ Randal A. Nardone

Randal A. Nardone
as Chief Operating Officer and
Secretary

SIGNATURE

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After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: December 12, 2005

FORTRESS INVESTMENT GROUP LLC

By: /s/ Randal A. Nardone

Randal A. Nardone
as Chief Operating Officer

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: December 12, 2005

FORTRESS INVESTMENT HOLDINGS LLC

By: /s/ Randal A. Nardone

Randal A. Nardone
As Manager