

Apollo Global Management LLC  
Form SC 13G/A  
February 16, 2016

---

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

SCHEDULE 13G

Under the Securities Exchange Act of 1934  
(Amendment No. 3)\*

APOLLO GLOBAL MANAGEMENT, LLC  
(Name of Issuer)

Class A shares representing limited liability company interests  
(Title of Class of Securities)

037612306  
(CUSIP Number)

December 31, 2015  
(Date of Event which Requires Filing of this Statement)

Check the  
appropriate box  
to designate the  
rule pursuant to  
which this  
Schedule is  
filed.

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

\*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.

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).

---

CUSIP No. 037612306 SCHEDULE 13G Page 2 of 10

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

BRH Holdings GP, Ltd.

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

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Cayman Islands

5 SOLE VOTING POWER

0

NUMBER OF  
SHARES  
BENEFICIALLY OWNED  
BY EACH REPORTING  
PERSON  
WITH

6 SHARED VOTING POWER

216,169,856 (see Item 4)

7 SOLE DISPOSITIVE POWER

0

8 SHARED DISPOSITIVE POWER

216,169,856 (see Item 4)

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

216,169,856 (see Item 4)

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

61.4% (see Item 4)

12 TYPE OF REPORTING PERSON

CO

CUSIP No. 037612306 SCHEDULE 13G Page 3 of 10

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

AP Professional Holdings, L.P.

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

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Cayman Islands

5 SOLE VOTING POWER

216,169,856 (see Item 4)

NUMBER OF  
SHARES  
BENEFICIALLY OWNED  
BY EACH REPORTING  
PERSON  
WITH

6 SHARED VOTING POWER

0

7 SOLE DISPOSITIVE POWER

216,169,856 (see Item 4)

8 SHARED DISPOSITIVE POWER

0

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

216,169,856 (see Item 4)

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

61.4% (see Item 4)

12 TYPE OF REPORTING PERSON

PN

CUSIP No. 037612306 SCHEDULE 13G Page 4 of 10

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

Leon Black

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

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

5 SOLE VOTING POWER

0

NUMBER OF  
SHARES  
BENEFICIALLY OWNED  
BY EACH REPORTING  
PERSON  
WITH

6 SHARED VOTING POWER

216,169,856 (see Item 4)

7 SOLE DISPOSITIVE POWER

0

8 SHARED DISPOSITIVE POWER

216,169,856 (see Item 4)

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

216,169,856 (see Item 4)

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

61.4% (see Item 4)

12 TYPE OF REPORTING PERSON

IN

CUSIP No. 037612306 SCHEDULE 13G Page 5 of 10

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

Joshua Harris

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

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

5 SOLE VOTING POWER

0

NUMBER OF  
SHARES  
BENEFICIALLY OWNED  
BY EACH REPORTING  
PERSON  
WITH

6 SHARED VOTING POWER

216,169,856 (see Item 4)

7 SOLE DISPOSITIVE POWER

0

8 SHARED DISPOSITIVE POWER

216,169,856 (see Item 4)

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

216,169,856 (see Item 4)

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

61.4% (see Item 4)

12 TYPE OF REPORTING PERSON

IN

---

CUSIP No. 037612306 SCHEDULE 13G Page 6 of 10

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

Marc Rowan

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

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

5 SOLE VOTING POWER

565,519 (see Item 4)

NUMBER OF  
SHARES  
BENEFICIALLY OWNED  
BY EACH REPORTING  
PERSON  
WITH

6 SHARED VOTING POWER

216,169,856 (see Item 4)

7 SOLE DISPOSITIVE POWER

565,519 (see Item 4)

8 SHARED DISPOSITIVE POWER

216,169,856 (see Item 4)

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

216,735,375 (see Item 4)

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

61.5% (see Item 4)

12 TYPE OF REPORTING PERSON

IN

---

CUSIP No. 037612306 SCHEDULE 13G Page 7 of 10

ITEM 1. (a) Name of  
Issuer:  
  
Apollo Global  
Management,  
LLC

(b) Address of  
Issuer's  
Principal  
Executive  
Offices:  
  
9 West 57th  
Street, 43rd  
Floor  
New York,  
New York  
10019

ITEM 2. (a) Name of  
Persons  
Filing:  
  
BRH  
Holdings GP,  
Ltd.  
AP  
Professional  
Holdings,  
L.P.  
Leon Black  
Joshua Harris  
Marc Rowan

(b) Address of  
Principal  
Business  
Office, or if  
None,  
Residence:  
  
The principal  
business  
office for all



persons filing  
is:

c/o Apollo  
Global  
Management,  
LLC  
9 West 57th  
Street, 43rd  
Floor  
New York,  
New York  
10019

(c) Citizenship:

See Item 4 of  
each cover  
page.

(d) Title of Class  
of Securities:

Class A  
shares  
representing  
limited  
liability  
company  
interests

(e) CUSIP  
Number:

037612306

ITEM 3. IF THIS STATEMENT IS  
FILED PURSUANT TO  
RULES 13d-1(b), OR  
13d-2(b) OR (c), CHECK  
WHETHER THE PERSON  
FILING IS A:

N/A

ITEM 4. OWNERSHIP.

BRH Holdings GP, Ltd.  
("BRH Holdings") is one third  
owned by Mr. Black, one  
third owned by Mr. Harris

and one third owned by Mr. Rowan. BRH Holdings is the general partner of AP Professional Holdings, L.P. (“Holdings”), and may be deemed to be the beneficial owner of the Class A shares or the Apollo Operating Group units (the “AOG Units”) held by Holdings.

---

CUSIP No. 037612306 SCHEDULE 13G Page 8 of 10

(a) Amount beneficially owned:

As of December 31, 2015, BRH Holdings may be deemed to be the beneficial owner of 216,169,856 Class A shares, consisting of the 216,169,856 AOG Units held by Holdings (which are exchangeable into Class A shares on a one-for-one basis).

As of December 31, 2015, Holdings may be deemed to be the beneficial owner of 216,169,856 Class A shares, consisting of the 216,169,856 AOG Units it holds, assuming that it exchanges all AOG Units for Class A shares.

As of December 31, 2015, Leon Black, by virtue of his control of BRH Holdings, may be deemed to be the beneficial owner of 216,169,856 Class A shares, consisting of the 216,169,856 AOG Units held by Holdings. Mr. Black disclaims any beneficial ownership of these Class A shares, except to the extent of his personal pecuniary interest therein.

As of December 31, 2015, Joshua Harris, by virtue of his control of BRH Holdings, may be deemed to be the beneficial owner of 216,169,856 Class A shares, consisting of the 216,169,856 AOG Units held by Holdings. Mr. Harris disclaims any beneficial ownership of these Class A shares, except to the extent of his personal pecuniary interest therein.

As of December 31, 2015, Marc Rowan, by virtue of his control of BRH Holdings, may be deemed to be the beneficial owner of 216,169,856 Class A shares, consisting of the 216,169,856 AOG Units held by Holdings. Mr. Rowan disclaims any beneficial ownership of these Class A shares, except to the extent of his personal pecuniary interest therein. As of December 31, 2015, Marc Rowan beneficially owns an additional 565,519 Class A shares through MJR Foundation AC LLC, which is an estate planning vehicle for which voting and investment control are exercised by Mr. Rowan.

(b) Percent of class:

Based on approximately 352,248,792 voting Class A shares outstanding (after giving effect to the exchange of outstanding AOG Units), as of December 31, 2015, (i) each

of BRH Holdings GP, Ltd., AP Professional Holdings, L.P., Leon Black and Joshua Harris may be deemed to be the beneficial owner of approximately 61.4% of the total percentage of the voting power of the Class A shares of the Issuer, and (ii) Marc Rowan may be deemed to be the beneficial owner of approximately 61.5% of the total percentage of the voting power of the Class A shares of the Issuer.

(c) Number of shares as to which such person has:

- (i) Sole power to vote or to direct the vote:  
See Item 5 of each cover page.
  - (ii) Shared power to vote or to direct the vote:  
See Item 6 of each cover page.
  - (iii) Sole power to dispose or to direct the disposition of:  
See Item 7 of each cover page.
  - (iv) Shared power to dispose or to direct the disposition of:  
See Item 8 of each cover page.
-

CUSIP No. 037612306 SCHEDULE 13G Page 9 of 10

ITEM 5. OWNERSHIP OF  
FIVE PERCENT  
OR LESS OF A  
CLASS.

N/A

ITEM 6. OWNERSHIP OF  
MORE THAN FIVE  
PERCENT ON  
BEHALF OF  
ANOTHER  
PERSON.

N/A

ITEM 7. IDENTIFICATION  
AND  
CLASSIFICATION  
OF THE  
SUBSIDIARY  
WHICH  
ACQUIRED THE  
SECURITY BEING  
REPORTED ON  
BY THE PARENT  
HOLDING  
COMPANY.

N/A

ITEM 8. IDENTIFICATION  
AND  
CLASSIFICATION  
OF MEMBERS OF  
THE GROUP.

N/A

ITEM 9. NOTICE OF  
DISSOLUTION OF  
GROUP.

N/A

ITEM 10. CERTIFICATIONS.

N/A

---

CUSIP No. 037612306 SCHEDULE 13G Page 10 of 10

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: February 16, 2016

BRH HOLDINGS GP,  
LTD.

By: /s/ John J. Suydam  
Name: John J. Suydam  
Title: Vice President

AP PROFESSIONAL  
HOLDINGS, L.P.

By: BRH HOLDINGS GP,  
LTD.,  
its General Partner

By: /s/ John J.  
Suydam  
Name:  
John J.  
Suydam  
Title:  
Vice  
President

LEON BLACK

By: /s/ Leon Black  
Name: Leon Black

JOSHUA HARRIS

By: /s/ Joshua Harris  
Name: Joshua Harris

MARC ROWAN

By: /s/ Marc Rowan  
Name: Marc Rowan

---



Exhibit Index

Exhibit No.	Description
1	Joint Filing Agreement, dated February 14, 2013, among BRH Holdings GP, Ltd., AP Professional Holdings, L.P., Leon Black, Joshua Harris and Marc Rowan

---

Exhibit 1

JOINT FILING AGREEMENT

BRH Holdings GP, Ltd., AP Professional Holdings, L.P., Leon Black, Joshua Harris and Marc Rowan (the “Filing Persons”), hereby agree to file jointly a Schedule 13G and any amendments thereto relating to the aggregate ownership by each of the Filing Persons of any voting equity security of a class which is registered pursuant to Section 12 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), as required by Rule 13d-1 and Rule 13d-2 promulgated under the Exchange Act, and hereby agree that this agreement be included as an Exhibit to such joint filing. Each of the Filing Persons agrees that the information set forth in such Schedule 13G and any amendments thereto with respect to such Filing Person will be true, complete and correct as of the date of such Schedule 13G or such amendment, to the best of such Filing Person’s knowledge and belief, after reasonable inquiry. Each of the Filing Persons makes no representations as to the accuracy or adequacy of the information set forth in the Schedule 13G or any amendments thereto with respect to any other Filing Person. Each of the Filing Persons shall promptly notify the other Filing Persons if any of the information set forth in the Schedule 13G or any amendments thereto shall become inaccurate in any material respect or if said person learns of information that would require an amendment to the Schedule 13G.

[Signature Page Follows]

---

IN WITNESS WHEREOF, each of the undersigned has executed this Joint Filing Agreement as of this 14th day of February, 2013.

BRH HOLDINGS GP,  
LTD.

By: /s/ John J. Suydam  
Name: John J. Suydam  
Title: Vice President

AP PROFESSIONAL  
HOLDINGS, L.P.

By: BRH  
HOLDINGS GP,  
LTD.,  
its General  
Partner

By: /s/ John J.  
Suydam  
Name:  
John J.  
Suydam  
Title:  
Vice  
President

LEON BLACK

By: /s/ Leon Black  
Name: Leon Black

JOSHUA HARRIS

By: /s/ Joshua Harris  
Name: Joshua Harris

MARC ROWAN

By: /s/ Marc Rowan  
Name: Marc Rowan

