

Apollo Global Management LLC
Form 4
October 31, 2014

FORM 4

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

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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
Zelter James C

(Last) (First) (Middle)

C/O APOLLO GLOBAL
MANAGEMENT, LLC, 9 WEST
57TH STREET, 43RD FLOOR

(Street)

NEW YORK, NY 10019

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
10/31/2014

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)
Managing Director - Credit

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

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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Class A Shares	10/31/2014		M		14,000	A	<u>(1)</u>	236,030 <u>(2)</u>	D	
Class A Shares	10/31/2014		G	V	14,000	D	\$ 0	222,030 <u>(2)</u>	D	
Class A Shares								245,924 <u>(3)</u>	I	See Footnote <u>(3)</u>
Class A Shares								54,774 <u>(4)</u>	I	See Footnote <u>(4)</u>

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

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SEC 1474
(9-02)

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)	8. Price 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)	10/31/2014		M	14,000	(5)	(5)	Class A Shares	14,000 (6)
Apollo Operating Group units	(1)					(5)	(5)	Class A Shares	(1)

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Zelter James C
C/O APOLLO GLOBAL MANAGEMENT, LLC
9 WEST 57TH STREET, 43RD FLOOR
NEW YORK, NY 10019

Managing Director - Credit

Signatures

/s/ James C.
Zelter 10/31/2014

__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)

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Each Apollo Operating Group ("AOG") unit represents a right to receive one Class A share of Apollo Global Management, LLC (the "Issuer"), subject to the restrictions and provisions set forth in the reporting person's Roll-Up Agreement, dated July 13, 2007, by and among the reporting person, the Issuer, AP Professional Holdings, L.P. ("AP Professional Holdings"), and the other parties thereto (the "Roll-Up Agreement"), and the Second Amended and Restated Exchange Agreement, dated March 5, 2014, by and among the Issuer, AP Professional Holdings and the other parties thereto (the "Exchange Agreement").

- (2) Reported amount includes 222,030 restricted share units ("RSUs") granted under the Apollo Global Management, LLC 2007 Omnibus Equity Incentive Plan. Each RSU represents the contingent right to receive, in accordance with the issuance schedule set forth in the applicable RSU award agreement, one Class A share for each vested RSU. The RSUs vest in installments in accordance with the terms of the applicable RSU award agreement, provided the reporting person remains in service through the applicable vesting date.

- (3) By Zelter APO Series LLC, a vehicle over which the reporting person exercises voting and investment control. 5,277 Class A shares that were previously reflected as directly owned were contributed in-kind to Zelter APO Series LLC prior to the transactions reported herein without any change in the reporting person's pecuniary interest.

- (4) By Zelter APO Series LLC, 3/31/14 Series, a vehicle over which the reporting person exercises voting and investment control.

- (5) The AOG units were fully vested as of June 30, 2013 and do not expire.

- (6) Pursuant to Instruction 4(c)(iii), this response has been left blank.

By AP Professional Holdings. The reporting person is a limited partner in AP Professional Holdings, the direct holder of the AOG units.

- (7) The AOG units indirectly held by the reporting person are the number of AOG units that he has a right to receive as a limited partner in AP Professional Holdings, subject to the restrictions and provisions set forth in the Roll-Up Agreement and the Exchange Agreement.

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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