

Cullen Agricultural Holding Corp  
 Form 4  
 November 21, 2012

**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 \*  
 Fortress Investment Group LLC

2. Issuer Name and Ticker or Trading Symbol  
 Cullen Agricultural Holding Corp  
 [CAGZ]

5. Relationship of Reporting Person(s) to Issuer  
 (Check all applicable)

(Last) (First) (Middle)  
 1345 AVENUE OF THE AMERICAS  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
 11/16/2012

\_\_\_\_ Director  
 \_\_\_\_ Officer (give title below)  
 10% Owner  
 \_\_\_\_ Other (specify below)

NEW YORK, NY 10105

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

(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 Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)		
				(A) or (D)	Code	V	Amount	(D)	Price

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	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transaction	5. Number of Derivative	6. Date Exercisable and Expiration Date	7. Title and Amount Underlying Securities
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Security (Instr. 3)	or Exercise Price of Derivative Security	any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year)	(Instr. 3 and 4)				
			Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount	Number	Shares
Warrants	\$ 12	11/16/2012	S		10/22/2009	10/21/2013	Common Shares	2,559,500		

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Fortress Investment Group LLC 1345 AVENUE OF THE AMERICAS NEW YORK, NY 10105		X		
DRAWBRIDGE SPECIAL OPPORTUNITIES ADVISORS LLC 1345 AVENUE OF THE AMERICAS NEW YORK, NY 10105		X		
FIG Corp. 1345 AVENUE OF THE AMERICAS NEW YORK, NY 10105		X		
FIG LLC 1345 AVENUE OF THE AMERICAS NEW YORK, NY 10105		X		
Fortress Operating Entity I LP 1345 AVENUE OF THE AMERICAS NEW YORK, NY 10105		X		
Fortress Principal Investment Holdings IV LLC 1345 AVENUE OF THE AMERICAS NEW YORK, NY 10105		X		

## Signatures

/s/ David N. Brooks, as Secretary of Fortress Investment Group LLC	11/20/2012
**Signature of Reporting Person	Date
/s/ David N. Brooks, as Authorized Signatory of Drawbridge Special Opportunities Advisors LLC	11/20/2012
**Signature of Reporting Person	Date
/s/ David N. Brooks, as Secretary of FIG Corp.	11/20/2012
**Signature of Reporting Person	Date
/s/ David N. Brooks, as Secretary of FIG LLC	11/20/2012
**Signature of Reporting Person	Date

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/s/ David N. Brooks, as Secretary of FIG Corp., general partner of Fortress Operating Entity I LP 11/20/2012

\_\_Signature of Reporting Person Date

/s/ David N. Brooks, as Authorized Signatory of Fortress Principal Investment Holdings IV LLC 11/20/2012

\_\_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) 2,303,550 Warrants by Drawbridge DSO Securities LLC, and 255,950 Warrants by Drawbridge OSO Securities LLC.  
Each reporting person disclaims beneficial ownership of all reported shares except to the extent of its pecuniary interest therein and the inclusion of the shares in this report shall not be deemed to be an admission of beneficial ownership of the reported shares for the purposes of Section 16 or otherwise. Fortress Operating Entity I LP ("FOE I") is the sole managing member of FIG LLC. FIG Corp. is the general partner of FOE I and FIG Corp. is wholly-owned by FIG. Drawbridge DSO Securities LLC is wholly-owned by Drawbridge Special Opportunities Fund LP. Drawbridge Special Opportunities GP LLC is the general partner of Drawbridge Special Opportunities LP. Fortress Principal Investment Holdings IV LLC ("FPIH IV") is the sole managing member of Drawbridge Special Opportunities GP LLC. Drawbridge Special Opportunities Fund Ltd. ("DSOF Ltd.") owns 100% of Drawbridge OSO Securities LLC ("DOSO").  
[Footnote Continues Below]
- (3) Drawbridge Special Opportunities Intermediate Fund L.P. ("DSOIF") owns 100% of DSOF Ltd. Drawbridge Special Opportunities Offshore GP LLC ("DSOO GP") is the general partner of DSOIF, and Drawbridge Special Opportunities Offshore Fund Ltd. ("DSOOF") is the sole limited partner of DSOIF. Drawbridge Special Opportunities Advisors LLC ("DSOA") is the investment advisor of DSOF Ltd., Drawbridge Special Opportunities Fund LP, DSOIF, and DSOOF. FIG LLC is the sole managing member of DSOA, and FOE I is the sole managing member of FIG LLC, DSOO GP, and FPIH IV. FIG Corp. is the general partner of FOE I, and FIG Corp. is wholly-owned by Fortress Investment Group LLC.

### Remarks:

Because no more than 10 Reporting Persons can file any one Form 4 through the SEC's EDGAR system, the Reporting Person

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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