ON TRACK INNOVATIONS LTD Form SC 13G/A February 15, 2011

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934 (Amendment No. 1)*

OnTrack Innovation Ltd. (Name of Issuer)

Ordinary Shares, par value NIS 0.10 per share (Title of Class of Securities)

M8791A109 (CUSIP Number)

December 31, 2010 (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)
- b 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.: M8791A109				
NAME OF REPORTING PERSON Fortrage Portrage Sequentials LLC	NAME OF REPORTING PERSON Fortress Partners Securities LLC			
	[]			
(b)	[]			
3 SEC USE ONLY				
4 CITIZENSHIP OR PLACE OF ORGANIZATION				
Delaware				
5 SOLE VOTING POWER				
NUMBER OF SHARES BENEFICIALLY 0				
OWNED BY EACH REPORTING 6 SHARED VOTING POWE	ER			
PERSON WITH 751,986*				
7 SOLE DISPOSITIVE POW	/ER			
0				
8 SHARED DISPOSITIVE P	'OWER			
751,986*				
9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTS 751,986*	ING PERSON			
10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES	CERTAIN			
SHARES	CLRTAIN			
11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)				
2.99%* (based on approximately 25,123,556 Ordinary Shares outstanding as	of February 1			
2011, as reported in the Issuer's Form 424(b)(5) filed with the Securities and	•			
Commission on February 3, 2011)	Zachange			
12 TYPE OF REPORTING PERSON				

^{*} See Exhibit 1 hereto for a full description of the relevant subsidiaries which hold Ordinary Shares directly and indirectly.

CUSIP No.:	M8791A109 NAME OF REPORTIN Fortress Partners Fund			
2	CHECK THE APPROP	PRIATE BOX IF A MEM	IBER OF A GROUP	(a) []
				(b) []
3 4	SEC USE ONLY CITIZENSHIP OR PLA Delaware	ACE OF ORGANIZATIO	ON	
		5	SOLE VOTING POW	ER
NUMBER OF SHA	RES BENEFICIALLY		0	
OWNED BY EACH	H REPORTING	6	SHARED VOTING PO	OWER
PERSON WITH			751,986*	
		7	SOLE DISPOSITIVE I	POWER
		8	SHARED DISPOSITIV 751,986*	VE POWER
9	AGGREGATE AMOU	NT BENEFICIALLY OV		ORTING PERSON
	751,986*	TOT BEIVELLENGER OV	WINED DI EMEMBER	JKTH (OT ERSOT)
10	CHECK BOX IF THE SHARES	AGGREGATE AMOUN	T IN ROW (9) EXCLUI	DES CERTAIN
1.1		DEDDECEMEED DV AA	AOUNTE IN DOM (O)	
11		REPRESENTED BY AN	* *	a as of Falamana 1
		eximately 25,123,556 Ord	· ·	-
		Issuer's Form 424(b)(5)	med with the Securities	and Exchange
12	Commission on Februar TYPE OF REPORTING			
12	PN	O I EKSON		

^{*} See Exhibit 1 hereto for a full description of the relevant subsidiaries which hold Ordinary Shares directly and indirectly.

CUSIP No.:	M8791A109 NAME OF REPORTIN Fortress Partners GP LI			
2		PRIATE BOX IF A MEM	IBER OF A GROUP	(a) []
				(b) []
3 4	SEC USE ONLY CITIZENSHIP OR PLA Delaware	ACE OF ORGANIZATIO	ON	
		5	SOLE VOTING POW	ER
NUMBER OF SHA	RES BENEFICIALLY		0	
OWNED BY EACH PERSON WITH	H REPORTING	6	SHARED VOTING PO 751,986*	OWER
		7	SOLE DISPOSITIVE I	POWER
		8	SHARED DISPOSITIV 751,986*	VE POWER
9	AGGREGATE AMOU	NT BENEFICIALLY OV		ORTING PERSON
	751,986*			
10	SHARES	AGGREGATE AMOUN	T IN ROW (9) EXCLUI	DES CERTAIN
11	[] PERCENT OF CLASS	REPRESENTED BY AN	MOUNT IN ROW (0)	
11		oximately 25,123,556 Ord	* *	σ as of February 1
		Issuer's Form 424(b)(5)	· ·	-
	Commission on Februar		The with the Securities	and Exemange
12	TYPE OF REPORTING			
	00			

^{*} See Exhibit 1 hereto for a full description of the relevant subsidiaries which hold Ordinary Shares directly and indirectly.

CUSIP No.:	M8791A109			
1	NAME OF REPORTIN	IG PERSON		
	Fortress Principal Inves	tment Holdings IV LLC		
2		PRIATE BOX IF A MEM	BER OF A GROUP	(a) []
				(b) []
3	SEC USE ONLY			
4	CITIZENSHIP OR PLA	ACE OF ORGANIZATION	N	
	Delaware			
		5	SOLE VOTING POWI	ER
NUMBER OF SHA	RES BENEFICIALLY		0	
OWNED BY EACH	H REPORTING	6	SHARED VOTING PO	OWER
PERSON WITH		751,986*		
		7	SOLE DISPOSITIVE I	POWER
			0	
		8	SHARED DISPOSITIV	VE POWER
			751,986*	
9	AGGREGATE AMOU	NT BENEFICIALLY OV	WNED BY EACH REPO	ORTING PERSON
	751,986*			
10	CHECK BOX IF THE	AGGREGATE AMOUN	T IN ROW (9) EXCLUI	DES CERTAIN
	SHARES			
	[]			
11	PERCENT OF CLASS	REPRESENTED BY AN	MOUNT IN ROW (9)	
	2.99%* (based on appro	oximately 25,123,556 Ord	dinary Shares outstanding	g as of February 1,
	2011, as reported in the	Issuer's Form 424(b)(5)	filed with the Securities	and Exchange
	Commission on Februar			Č
12	TYPE OF REPORTING			
	00			
	00			

^{*} See Exhibit 1 hereto for a full description of the relevant subsidiaries which hold Ordinary Shares directly and indirectly.

M8791A109			
NAME OF REPORTIN	IG PERSON		
Fortress Partners Offsho	ore Securities LLC		
CHECK THE APPROP	PRIATE BOX IF A MEM	IBER OF A GROUP	(a) []
			(b) []
SEC USE ONLY			
CITIZENSHIP OR PLA	ACE OF ORGANIZATION	ON	
Delaware			
	5	SOLE VOTING POWI	ER
RES BENEFICIALLY		0	
H REPORTING	6	SHARED VOTING PO	OWER
PERSON WITH		264,939*	
	7	SOLE DISPOSITIVE I	POWER
		0	
	8	SHARED DISPOSITIV	VE POWER
		264,939*	
AGGREGATE AMOU	NT BENEFICIALLY O	WNED BY EACH REPO	ORTING PERSON
264,939*			
CHECK BOX IF THE	AGGREGATE AMOUN	T IN ROW (9) EXCLUI	DES CERTAIN
SHARES			
[]			
PERCENT OF CLASS	REPRESENTED BY AN	MOUNT IN ROW (9)	
1.05%* (based on appro	oximately 25,123,556 Or	dinary Shares outstandin	g as of February 1,
2011, as reported in the	Issuer's Form 424(b)(5)	filed with the Securities	and Exchange
Commission on Februa	ry 3, 2011)		_
00			
	NAME OF REPORTING Fortress Partners Offsh CHECK THE APPROB SEC USE ONLY CITIZENSHIP OR PLA Delaware RES BENEFICIALLY H REPORTING AGGREGATE AMOU 264,939* CHECK BOX IF THE SHARES [] PERCENT OF CLASS 1.05%* (based on approposition on Februa TYPE OF REPORTING	NAME OF REPORTING PERSON Fortress Partners Offshore Securities LLC CHECK THE APPROPRIATE BOX IF A MEM SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION Delaware 5 RES BENEFICIALLY H REPORTING 6 AGGREGATE AMOUNT BENEFICIALLY OF 264,939* CHECK BOX IF THE AGGREGATE AMOUN SHARES [] PERCENT OF CLASS REPRESENTED BY AND 1.05%* (based on approximately 25,123,556 Or 2011, as reported in the Issuer's Form 424(b)(5) Commission on February 3, 2011) TYPE OF REPORTING PERSON	NAME OF REPORTING PERSON Fortress Partners Offshore Securities LLC CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION Delaware 5 SOLE VOTING POWE RES BENEFICIALLY 0 SHARED VOTING POWE 1 REPORTING 6 SHARED VOTING POWE 264,939* 7 SOLE DISPOSITIVE DOWNED BY EACH REPOWE 264,939* AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPOWE 264,939* CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDING SHARES [] PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 1.05%* (based on approximately 25,123,556 Ordinary Shares outstandin 2011, as reported in the Issuer's Form 424(b)(5) filed with the Securities Commission on February 3, 2011) TYPE OF REPORTING PERSON

^{*} See Exhibit 1 hereto for a full description of the relevant subsidiaries which hold Ordinary Shares directly and indirectly.

CUSIP No.:	M8791A109			
1	NAME OF REPORTING PERSON			
	Fortress Partners Maste			
2	CHECK THE APPROP	PRIATE BOX IF A MEM	IBER OF A GROUP	(a) []
				(b) []
				(b) []
3	SEC USE ONLY			
4		ACE OF ORGANIZATIO	ON	
	Cayman Islands			
	,	5	SOLE VOTING POW	ER
NUMBER OF SHA	RES BENEFICIALLY		0	
OWNED BY EACH	H REPORTING	6	SHARED VOTING PO	OWER
PERSON WITH			264,939*	
		7	SOLE DISPOSITIVE I	POWER
			0	
		8	SHARED DISPOSITIV	VE POWER
			264,939*	
9		NT BENEFICIALLY OV	WNED BY EACH REPO	ORTING PERSON
	264,939*			
10		AGGREGATE AMOUN	T IN ROW (9) EXCLUI	DES CERTAIN
	SHARES			
1.1		DEDDEGENÆED DV. A	(OLDED DOW (O)	
11		REPRESENTED BY AN	* /	CD 1 1
		eximately 25,123,556 Ord	•	•
		Issuer's Form 424(b)(5)	filed with the Securities	and Exchange
10	Commission on Februar	•		
12	TYPE OF REPORTING PN	J PEKSUN		
	LIN			

^{*} See Exhibit 1 hereto for a full description of the relevant subsidiaries which hold Ordinary Shares directly and indirectly.

CUSIP No.:	M8791A109 NAME OF REPORTIN Fortress Partners Offsho			
2	CHECK THE APPROF	PRIATE BOX IF A MEM	IBER OF A GROUP	(a) []
				(b) []
3	SEC USE ONLY			
4	CITIZENSHIP OR PLA Delaware	ACE OF ORGANIZATIO	ON	
		5	SOLE VOTING POW	ER
NUMBER OF SHA	RES BENEFICIALLY		0	
OWNED BY EACH	H REPORTING	6	SHARED VOTING PO	OWER
PERSON WITH			264,939*	
		7	SOLE DISPOSITIVE I	POWER
		8	SHARED DISPOSITI	VE DOWED
		o	264,939*	VE POWEK
9	AGGREGATE AMOU	NT BENEFICIALLY OV	,	DRTING PERSON
	264,939*	IVI BENEFICIALET O	WILDELLACITED	DRIING I ERSON
10	SHARES	AGGREGATE AMOUN	T IN ROW (9) EXCLUI	DES CERTAIN
11		REPRESENTED BY AN	* *	
		oximately 25,123,556 Ord	· ·	-
		Issuer's Form 424(b)(5)	filed with the Securities	and Exchange
	Commission on Februar			
12	TYPE OF REPORTING	3 PERSON		
	00			

^{*} See Exhibit 1 hereto for a full description of the relevant subsidiaries which hold Ordinary Shares directly and indirectly.

CUSIP No.:	M8791A109				
1	NAME OF REPORTIN	NG PERSON			
	Fortress Partners Advisors LLC				
2	CHECK THE APPROPRIES	PRIATE BOX IF A MEM	IBER OF A GROUP	(a) []	
				(b) []	
				(0)[]	
3	SEC USE ONLY				
4	CITIZENSHIP OR PLA	ACE OF ORGANIZATION	ON		
	Delaware				
		5	SOLE VOTING POW	ER	
NUMBER OF SHA	RES BENEFICIALLY		0		
OWNED BY EACH	H REPORTING	6	SHARED VOTING PO	OWER	
PERSON WITH			1,016,925*		
		7	SOLE DISPOSITIVE	POWER	
			0		
		8	SHARED DISPOSITI	VE POWER	
			1,016,925*		
9	AGGREGATE AMOU	NT BENEFICIALLY OV	WNED BY EACH REPO	ORTING PERSON	
	1,016,925*				
10	CHECK BOX IF THE	AGGREGATE AMOUN	T IN ROW (9) EXCLU	DES CERTAIN	
	SHARES				
	[]				
11		REPRESENTED BY A	* *		
		oximately 25,123,556 Or	•	•	
		Issuer's Form 424(b)(5)	filed with the Securities	and Exchange	
	Commission on Februa	•			
12	TYPE OF REPORTING	G PERSON			
	IA				

^{*} See Exhibit 1 hereto for a full description of the relevant subsidiaries which hold Ordinary Shares directly and indirectly.

CUSIP No.:	M8791A109 NAME OF REPORTIN Fortress Investment Ho			
2	CHECK THE APPROP	PRIATE BOX IF A MEM	IBER OF A GROUP	(a) []
				(b) []
3 4	SEC USE ONLY CITIZENSHIP OR PLA Delaware	ACE OF ORGANIZATIO	ON	
		5	SOLE VOTING POWI	ER
NUMBER OF SHA	RES BENEFICIALLY		0	
OWNED BY EACH	H REPORTING	6	SHARED VOTING PO	OWER
PERSON WITH			1,016,925*	
		7	SOLE DISPOSITIVE I	POWER
			0	
		8	SHARED DISPOSITIV	VE POWER
			1,016,925*	
9		NT BENEFICIALLY OV	WNED BY EACH REPO	ORTING PERSON
	1,016,925*			
10		AGGREGATE AMOUN	T IN ROW (9) EXCLUI	DES CERTAIN
	SHARES			
1.1		DEDDEGENÆED DV. A	AOINTEN DOM (0)	
11		REPRESENTED BY AN	* *	
		oximately 25,123,556 Ord	•	-
	•	Issuer's Form 424(b)(5)	filed with the Securities	and Exchange
10	Commission on Februar	•		
12	TYPE OF REPORTING	J PEKSON		
	OO			

^{*} See Exhibit 1 hereto for a full description of the relevant subsidiaries which hold Ordinary Shares directly and indirectly.

1 NAME OF REPORTING PERSON Fortress Operating Entity I LP 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) [] (b) [] (b) [] 3 SEC USE ONLY 4 CITIZENSHIP OR PLACE OF ORGANIZATION Delaware 5 SOLE VOTING POWER NUMBER OF SHARES BENEFICIALLY 0 OWNED BY EACH REPORTING 6 SHARED VOTING POWER PERSON WITH 1,016,925* 7 SOLE DISPOSITIVE POWER 8 SHARED DISPOSITIVE POWER 1,016,925* 9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 1,016,925* 10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES [] 11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 4.05%* (based on approximately 25,123,556 Ordinary Shares outstanding as of February 1, 2011, as reported in the Issuer's Form 424(b)(5) filed with the Securities and Exchange	CUSIP No.:	M8791A109			
2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) [] (b) [] (b) [] (b) [] 3 SEC USE ONLY 4 CITIZENSHIP OR PLACE OF ORGANIZATION Delaware 5 SOLE VOTING POWER NUMBER OF SHARES BENEFICIALLY 0 OWNED BY EACH REPORTING 6 SHARED VOTING POWER PERSON WITH 1,016,925* 7 SOLE DISPOSITIVE POWER 0 SHARED DISPOSITIVE POWER 1,016,925* 9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 1,016,925* 10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES [] 11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 4.05%* (based on approximately 25,123,556 Ordinary Shares outstanding as of February 1, 2011, as reported in the Issuer's Form 424(b)(5) filed with the Securities and Exchange	1	NAME OF REPORTIN	NG PERSON		
(b) [] 3 SEC USE ONLY 4 CITIZENSHIP OR PLACE OF ORGANIZATION Delaware 5 SOLE VOTING POWER NUMBER OF SHARES BENEFICIALLY 0 OWNED BY EACH REPORTING 6 SHARED VOTING POWER PERSON WITH 7 SOLE DISPOSITIVE POWER 0 8 SHARED DISPOSITIVE POWER 1,016,925* 9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 1,016,925* 10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES [] 11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 4.05%* (based on approximately 25,123,556 Ordinary Shares outstanding as of February 1, 2011, as reported in the Issuer's Form 424(b)(5) filed with the Securities and Exchange		Fortress Operating Enti	ity I LP		
3 SEC USE ONLY 4 CITIZENSHIP OR PLACE OF ORGANIZATION Delaware 5 SOLE VOTING POWER NUMBER OF SHARES BENEFICIALLY 0 OWNED BY EACH REPORTING 6 SHARED VOTING POWER PERSON WITH 1,016,925* 7 SOLE DISPOSITIVE POWER 0 8 SHARED DISPOSITIVE POWER 1,016,925* 9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 1,016,925* 10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES [] 11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 4.05%* (based on approximately 25,123,556 Ordinary Shares outstanding as of February 1, 2011, as reported in the Issuer's Form 424(b)(5) filed with the Securities and Exchange	2	CHECK THE APPROI	PRIATE BOX IF A MEN	MBER OF A GROUP	(a) []
3 SEC USE ONLY 4 CITIZENSHIP OR PLACE OF ORGANIZATION Delaware 5 SOLE VOTING POWER NUMBER OF SHARES BENEFICIALLY 0 OWNED BY EACH REPORTING 6 SHARED VOTING POWER PERSON WITH 1,016,925* 7 SOLE DISPOSITIVE POWER 0 8 SHARED DISPOSITIVE POWER 1,016,925* 9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 1,016,925* 10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES [] 11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 4.05%* (based on approximately 25,123,556 Ordinary Shares outstanding as of February 1, 2011, as reported in the Issuer's Form 424(b)(5) filed with the Securities and Exchange					
4 CITIZENSHIP OR PLACE OF ORGANIZATION Delaware 5 SOLE VOTING POWER NUMBER OF SHARES BENEFICIALLY 0 OWNED BY EACH REPORTING 6 SHARED VOTING POWER PERSON WITH 1,016,925* 7 SOLE DISPOSITIVE POWER 0 8 SHARED DISPOSITIVE POWER 1,016,925* 9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 1,016,925* 10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES [] 11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 4.05%* (based on approximately 25,123,556 Ordinary Shares outstanding as of February 1, 2011, as reported in the Issuer's Form 424(b)(5) filed with the Securities and Exchange					(b) []
4 CITIZENSHIP OR PLACE OF ORGANIZATION Delaware 5 SOLE VOTING POWER NUMBER OF SHARES BENEFICIALLY 0 OWNED BY EACH REPORTING 6 SHARED VOTING POWER PERSON WITH 1,016,925* 7 SOLE DISPOSITIVE POWER 0 8 SHARED DISPOSITIVE POWER 1,016,925* 9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 1,016,925* 10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES [] 11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 4.05%* (based on approximately 25,123,556 Ordinary Shares outstanding as of February 1, 2011, as reported in the Issuer's Form 424(b)(5) filed with the Securities and Exchange	2	CECTICE ONLY			
Delaware 5 SOLE VOTING POWER NUMBER OF SHARES BENEFICIALLY 0 OWNED BY EACH REPORTING 6 SHARED VOTING POWER PERSON WITH 1,016,925* 7 SOLE DISPOSITIVE POWER 0 SHARED DISPOSITIVE POWER 1,016,925* 9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 1,016,925* 10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES [] 11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 4.05%* (based on approximately 25,123,556 Ordinary Shares outstanding as of February 1, 2011, as reported in the Issuer's Form 424(b)(5) filed with the Securities and Exchange				ONI	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING 6 SHARED VOTING POWER PERSON WITH 7 SOLE DISPOSITIVE POWER 0 8 SHARED DISPOSITIVE POWER 1,016,925* 9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 1,016,925* 10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES [] 11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 4.05%* (based on approximately 25,123,556 Ordinary Shares outstanding as of February 1, 2011, as reported in the Issuer's Form 424(b)(5) filed with the Securities and Exchange	4		ACE OF ORGANIZATION	JIN	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING 6 SHARED VOTING POWER 1,016,925* 7 SOLE DISPOSITIVE POWER 0 SHARED DISPOSITIVE POWER 1,016,925* 9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 1,016,925* 10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES [] 11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 4.05%* (based on approximately 25,123,556 Ordinary Shares outstanding as of February 1, 2011, as reported in the Issuer's Form 424(b)(5) filed with the Securities and Exchange		Delaware	5	COLE VOTING DOW	ED
OWNED BY EACH REPORTING 6 PERSON WITH 1,016,925* 7 SOLE DISPOSITIVE POWER 0 8 SHARED DISPOSITIVE POWER 1,016,925* 9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 1,016,925* 10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES [] PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 4.05%* (based on approximately 25,123,556 Ordinary Shares outstanding as of February 1, 2011, as reported in the Issuer's Form 424(b)(5) filed with the Securities and Exchange	NIIMDED OF CITA	DEC DENEELCIALLY	3		EK
PERSON WITH 1,016,925* SOLE DISPOSITIVE POWER 0 8 SHARED DISPOSITIVE POWER 1,016,925* 9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 1,016,925* 10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES [] 11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 4.05%* (based on approximately 25,123,556 Ordinary Shares outstanding as of February 1, 2011, as reported in the Issuer's Form 424(b)(5) filed with the Securities and Exchange			(OWED
7 SOLE DISPOSITIVE POWER 0 8 SHARED DISPOSITIVE POWER 1,016,925* 9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 1,016,925* 10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES [] 11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 4.05%* (based on approximately 25,123,556 Ordinary Shares outstanding as of February 1, 2011, as reported in the Issuer's Form 424(b)(5) filed with the Securities and Exchange		H REPORTING	0		OWER
8 SHARED DISPOSITIVE POWER 1,016,925* 9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 1,016,925* 10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES [] 11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 4.05%* (based on approximately 25,123,556 Ordinary Shares outstanding as of February 1, 2011, as reported in the Issuer's Form 424(b)(5) filed with the Securities and Exchange	PERSON WITH		_	, ,	DOWNER
8 SHARED DISPOSITIVE POWER 1,016,925* 9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 1,016,925* 10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES [] 11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 4.05%* (based on approximately 25,123,556 Ordinary Shares outstanding as of February 1, 2011, as reported in the Issuer's Form 424(b)(5) filed with the Securities and Exchange			1		POWER
1,016,925* AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 1,016,925* CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES [] PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 4.05%* (based on approximately 25,123,556 Ordinary Shares outstanding as of February 1, 2011, as reported in the Issuer's Form 424(b)(5) filed with the Securities and Exchange				· ·	
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 1,016,925* CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES [] PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 4.05%* (based on approximately 25,123,556 Ordinary Shares outstanding as of February 1, 2011, as reported in the Issuer's Form 424(b)(5) filed with the Securities and Exchange			8		VE POWER
1,016,925* CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES [] PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 4.05%* (based on approximately 25,123,556 Ordinary Shares outstanding as of February 1, 2011, as reported in the Issuer's Form 424(b)(5) filed with the Securities and Exchange				· · · · · · · · · · · · · · · · · · ·	
CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES [] PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 4.05%* (based on approximately 25,123,556 Ordinary Shares outstanding as of February 1, 2011, as reported in the Issuer's Form 424(b)(5) filed with the Securities and Exchange	9	AGGREGATE AMOU	INT BENEFICIALLY O	WNED BY EACH REP	ORTING PERSON
SHARES [] 11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 4.05%* (based on approximately 25,123,556 Ordinary Shares outstanding as of February 1, 2011, as reported in the Issuer's Form 424(b)(5) filed with the Securities and Exchange		1,016,925*			
[] PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 4.05%* (based on approximately 25,123,556 Ordinary Shares outstanding as of February 1, 2011, as reported in the Issuer's Form 424(b)(5) filed with the Securities and Exchange	10	CHECK BOX IF THE	AGGREGATE AMOUN	IT IN ROW (9) EXCLU	DES CERTAIN
PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 4.05%* (based on approximately 25,123,556 Ordinary Shares outstanding as of February 1, 2011, as reported in the Issuer's Form 424(b)(5) filed with the Securities and Exchange		SHARES			
4.05%* (based on approximately 25,123,556 Ordinary Shares outstanding as of February 1, 2011, as reported in the Issuer's Form 424(b)(5) filed with the Securities and Exchange		[]			
2011, as reported in the Issuer's Form 424(b)(5) filed with the Securities and Exchange	11	PERCENT OF CLASS	REPRESENTED BY A	MOUNT IN ROW (9)	
2011, as reported in the Issuer's Form 424(b)(5) filed with the Securities and Exchange		4.05%* (based on appr	oximately 25,123,556 Or	dinary Shares outstanding	ng as of February 1,
			•	•	•
Commission on February 3, 2011)		Commission on Februa			C
12 TYPE OF REPORTING PERSON	12		•		
		PN			
D. I.		PN			

^{*} See Exhibit 1 hereto for a full description of the relevant subsidiaries which hold Ordinary Shares directly and indirectly.

1 NAME OF REPORTING PERSON FIG Corp. 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) [] (b) [] (b) [] (b) [] 3 SEC USE ONLY 4 CITIZENSHIP OR PLACE OF ORGANIZATION Delaware 5 SOLE VOTING POWER NUMBER OF SHARES BENEFICIALLY 0 OWNED BY EACH REPORTING 6 SHARED VOTING POWER PERSON WITH 1,016,925* 7 SOLE DISPOSITIVE POWER 0 8 SHARED DISPOSITIVE POWER 1,016,925* 9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 1,016,925* 10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES	CUSIP No.:	M8791A109			
2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) [] (b) [] (b) [] 3 SEC USE ONLY 4 CITIZENSHIP OR PLACE OF ORGANIZATION Delaware 5 SOLE VOTING POWER NUMBER OF SHARES BENEFICIALLY 0 OWNED BY EACH REPORTING 6 SHARED VOTING POWER PERSON WITH 1,016,925* 7 SOLE DISPOSITIVE POWER 0 8 SHARED DISPOSITIVE POWER 1,016,925* 9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 1,016,925* 10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES	1	NAME OF REPORTIN	NG PERSON		
3 SEC USE ONLY 4 CITIZENSHIP OR PLACE OF ORGANIZATION Delaware 5 SOLE VOTING POWER NUMBER OF SHARES BENEFICIALLY 0 OWNED BY EACH REPORTING 6 SHARED VOTING POWER PERSON WITH 1,016,925* 7 SOLE DISPOSITIVE POWER 0 8 SHARED DISPOSITIVE POWER 1,016,925* 9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 1,016,925* 10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES		FIG Corp.			
3 SEC USE ONLY 4 CITIZENSHIP OR PLACE OF ORGANIZATION Delaware 5 SOLE VOTING POWER NUMBER OF SHARES BENEFICIALLY 0 OWNED BY EACH REPORTING 6 SHARED VOTING POWER PERSON WITH 1,016,925* 7 SOLE DISPOSITIVE POWER 0 8 SHARED DISPOSITIVE POWER 1,016,925* 9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 1,016,925* 10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES	2	CHECK THE APPROI	PRIATE BOX IF A MEM	IBER OF A GROUP	(a) []
3 SEC USE ONLY 4 CITIZENSHIP OR PLACE OF ORGANIZATION Delaware 5 SOLE VOTING POWER NUMBER OF SHARES BENEFICIALLY 0 OWNED BY EACH REPORTING 6 SHARED VOTING POWER PERSON WITH 1,016,925* 7 SOLE DISPOSITIVE POWER 0 8 SHARED DISPOSITIVE POWER 1,016,925* 9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 1,016,925* 10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES					
4 CITIZENSHIP OR PLACE OF ORGANIZATION Delaware 5 SOLE VOTING POWER NUMBER OF SHARES BENEFICIALLY 0 OWNED BY EACH REPORTING 6 SHARED VOTING POWER PERSON WITH 1,016,925* 7 SOLE DISPOSITIVE POWER 0 8 SHARED DISPOSITIVE POWER 1,016,925* 9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 1,016,925* 10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES					(b) []
4 CITIZENSHIP OR PLACE OF ORGANIZATION Delaware 5 SOLE VOTING POWER NUMBER OF SHARES BENEFICIALLY 0 OWNED BY EACH REPORTING 6 SHARED VOTING POWER PERSON WITH 1,016,925* 7 SOLE DISPOSITIVE POWER 0 8 SHARED DISPOSITIVE POWER 1,016,925* 9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 1,016,925* 10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES	3	SECTISE ONLY			
Delaware 5 SOLE VOTING POWER NUMBER OF SHARES BENEFICIALLY 0 OWNED BY EACH REPORTING 6 SHARED VOTING POWER PERSON WITH 1,016,925* 7 SOLE DISPOSITIVE POWER 0 8 SHARED DISPOSITIVE POWER 1,016,925* 9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 1,016,925* 10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES			ACE OF OPGANIZATIO	OM	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH 7 SOLE DISPOSITIVE POWER 0 SHARED DISPOSITIVE POWER 0 SHARED DISPOSITIVE POWER 1,016,925* SHARED DISPOSITIVE POWER 1,016,925* AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 1,016,925* CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES	7		ACE OF ORGANIZATIO	J1 V	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING 6 SHARED VOTING POWER 1,016,925* 7 SOLE DISPOSITIVE POWER 0 SHARED DISPOSITIVE POWER 1,016,925* 9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 1,016,925* 10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES		Delaware	5	SOLE VOTING POW	FR
OWNED BY EACH REPORTING 6 SHARED VOTING POWER PERSON WITH 1,016,925* 7 SOLE DISPOSITIVE POWER 0 8 SHARED DISPOSITIVE POWER 1,016,925* 9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 1,016,925* 10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES	NI IMBER OF SHA	RES RENEFICIALLY	3		LK
PERSON WITH 7 SOLE DISPOSITIVE POWER 0 8 SHARED DISPOSITIVE POWER 1,016,925* 9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 1,016,925* 10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES			6	· ·	OWER
7 SOLE DISPOSITIVE POWER 0 8 SHARED DISPOSITIVE POWER 1,016,925* 9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 1,016,925* 10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES		I KLI OKTINO	O		OWER
8 SHARED DISPOSITIVE POWER 1,016,925* 9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 1,016,925* 10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES	TERSON WITH		7	, ,	POWER
8 SHARED DISPOSITIVE POWER 1,016,925* 9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 1,016,925* 10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES			1		IOWLK
1,016,925* 9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 1,016,925* 10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES			8	· ·	VF POWFR
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 1,016,925* CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES			O		VETOWER
1,016,925* CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES	9	AGGREGATE AMOU	INT BENEFICIALLY OV		ORTING PERSON
SHARES				,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,	0111111012110011
SHARES	10	, ,	AGGREGATE AMOUN	T IN ROW (9) EXCLU	DES CERTAIN
r 1		SHARES		. ,	
		[]			
11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)	11	PERCENT OF CLASS	REPRESENTED BY A	MOUNT IN ROW (9)	
4.05%* (based on approximately 25,123,556 Ordinary Shares outstanding as of February 1,		4.05%* (based on appre	oximately 25,123,556 Or	dinary Shares outstandir	ng as of February 1,
2011, as reported in the Issuer's Form 424(b)(5) filed with the Securities and Exchange		2011, as reported in the	e Issuer's Form 424(b)(5)	filed with the Securities	and Exchange
Commission on February 3, 2011)					Č
12 TYPE OF REPORTING PERSON	12				
CO					

^{*} See Exhibit 1 hereto for a full description of the relevant subsidiaries which hold Ordinary Shares directly and indirectly.

CUSIP No.:	M8791A109 NAME OF REPORTIN Fortress Investment Gro			
2		PRIATE BOX IF A MEM	IBER OF A GROUP	(a) []
				(b) []
3 4	SEC USE ONLY CITIZENSHIP OR PLA Delaware	ACE OF ORGANIZATIO	ON	
		5	SOLE VOTING POWI	ER
NUMBER OF SHA	RES BENEFICIALLY		0	
OWNED BY EACH	H REPORTING	6	SHARED VOTING PO	OWER
PERSON WITH			1,016,925*	
		7	SOLE DISPOSITIVE I	POWER
			0	
		8	SHARED DISPOSITIV	VE POWER
			1,016,925*	
9		NT BENEFICIALLY OV	WNED BY EACH REPO	ORTING PERSON
	1,016,925*			
10		AGGREGATE AMOUN	T IN ROW (9) EXCLUI	DES CERTAIN
	SHARES			
1.1		DEDDEGENÆED DV. A	AOINTEN DOM (0)	
11		REPRESENTED BY AN	* *	
		oximately 25,123,556 Ord	•	-
	•	Issuer's Form 424(b)(5)	filed with the Securities	and Exchange
10	Commission on Februar	•		
12	TYPE OF REPORTING	J PERSON		
	OO			

^{*} See Exhibit 1 hereto for a full description of the relevant subsidiaries which hold Ordinary Shares directly and indirectly.

Itam 1			
Item 1.	(a)	Name of Issuer:	
	(a)		
		The name of the issuer is	OnTrack Innovations Ltd. (the "Issuer").
	(b)	Address of Issuer's Princip	pal Executive Offices:
		The Issuer's principal exec Box 32, Rosh Pina 12000,	cutive offices are located at Z.H.R Industrial Zone, P.O. Israel.
Item 2.			
	(a)	Name of Person Filing:	
		This statement is filed by:	
		(i)	Fortress Partners Securities LLC, a Delaware limited liability company;
		(ii)	Fortress Partners Fund LP, a Delaware limited partnership;
		(iii)	Fortress Partners GP LLC, a Delaware limited liability company;
		(iv)	Fortress Principal Investment Holdings IV LLC, a Delaware limited liability company;
		(v)	Fortress Partners Offshore Securities LLC, a Delaware limited liability company;
		(vi)	Fortress Partners Master Fund L.P., a Cayman Islands exempted limited partnership;
		(vii)	Fortress Partners Offshore Master GP LLC, a Delaware limited liability company;
		(viii)	Fortress Partners Advisors LLC, a Delaware limited liability company;
		(ix)	Fortress Investment Holdings II LLC, a Delaware limited liability company;
		(x)	Fortress Operating Entity I LP, a Delaware limited partnership;

(xi) FIG Corp., a Delaware corporation; and

(xii) Fortress Investment Group LLC, a Delaware limited

liability company.

The foregoing persons are hereinafter sometimes collectively referred to as the "Reporting Persons." Any disclosures herein with respect to persons other than the Reporting Persons are made on information and belief after making inquiry to the appropriate party.

(b) Address of Principal Business Office:

The address of the principal business office of each of the Reporting Persons is c/o Fortress Investment Group LLC, 1345 Avenue of the Americas, 46th Floor, New York, NY 10105, Attention: Michael Cohn.

(c) Citizenship:

Each of Fortress Partners Securities LLC, Fortress Partners GP LLC, Fortress Partners Offshore Securities LLC, Fortress Partners Offshore Master GP LLC, Fortress Partners Advisors LLC, Fortress Principal Investment Holdings IV LLC, FIG LLC, and Fortress Investment Group LLC is a limited liability company organized under the laws of the State of Delaware. Each of Fortress Partners Fund LP and Fortress Operating Entity I LP is a limited partnership organized under the laws of the State of Delaware. Fortress Partners Master Fund L.P. is an exempted limited partnership organized under the laws of the Cayman Islands. FIG Corp. is a corporation organized under the laws of the State of Delaware.

(d) Title of Class of Securities:

Ordinary Shares, par value NIS 0.10 per share (the "Ordinary Shares")

(e) CUSIP Number:

M8791A109

Item If this statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a: 3.

(a)	o	Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o).
(b	o	Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).
(c)	0	Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c).
(d)	O	Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8).
(e)	0	An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E).
(f)	O	An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F).

(g)	0	A parent holding company or control person in accordance with §240.13d-1(b)(1)(ii)(G).
(h)	o	A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813).
(i)	0	A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3).
(j)	o	Group, in accordance with §240.13d-1(b)(1)(ii)(J).

Item Ownership.

4.

As of December 31, 2010, Fortress Partners Securities LLC is the beneficial owner of 751,986 Ordinary Shares. As of February 4, 2010, Fortress Partners Offshore Securities LLC is the beneficial owner of 264,939 Ordinary Shares.

The percentages used in this Item 4 are calculated based on 25,123,556 Ordinary Shares outstanding as of February 1, 2011, as reported in the Issuer's Form 424(b)(5) filed with the Securities and Exchange Commission on February 3, 2011.

(a) (b)	Fortress Partners Securities LLC Amount beneficially owned: 751,98 Percent of class: 2.99% (i) Sole power to vote or direct the v (ii) (iii) (iv)	
(a) (b)	Fortress Partners Fund LP Amount beneficially owned: 751,98 Percent of class: 2.99% (i) Sole power to vote or direct the v (ii) (iii) (iv)	
(a) (b)	Fortress Partners GP LLC Amount beneficially owned: 751,98 Percent of class: 2.99% (i) Sole power to vote or direct the v (ii) (iii) (iv)	
(a)	Fortress Principal Investment Holdir Amount beneficially owned: 751,98 Percent of class: 2.99% (i) Sole power to vote or direct the v (ii) (iii) (iv)	$\dot{6}$
(a	Fortress Partners Offshore Securities Amount beneficially owned: 264,93 Percent of class: 1.05% (i) Sole power to vote or direct the v (ii) (iii) (iv)	9
. ,	Fortress Partners Master Fund L.P. Amount beneficially owned: 264,93 Percent of class: 1.05% (i) Sole power to vote or direct the v (ii) (iii) (iv)	

G. Fortress Partners Offshore Master GP LLC

(a) Amount beneficially owned: 264,939

(b) Percent of class: 1.05%

(c) (i) Sole power to vote or direct the vote: 0

(ii) Shared power to vote or direct the vote: 264,939 (iii) Sole power to dispose or direct the disposition: 0

(iv) Shared power to dispose or direct the disposition: 264,939

H. Fortress Partners Advisors LLC (a) Amount beneficially owned: 1,016,925 (b) Percent of class: 4.05% (c) (i) Sole power to vote or direct the vote: 0 (ii) Shared power to vote or direct the vote: 1,016,925 (iii) Sole power to dispose or direct the disposition: 0 Shared power to dispose or direct the disposition: 1,016,925 (iv) I. Fortress Investment Holdings II LLC (a) Amount beneficially owned: 1,016,925 (b) Percent of class: 4.05% (c) (i) Sole power to vote or direct the vote: 0 (ii) Shared power to vote or direct the vote: 1,016,925 Sole power to dispose or direct the disposition: 0 (iii) Shared power to dispose or direct the disposition: 1,016,925 (iv) J. Fortress Operating Entity I LP (a) Amount beneficially owned: 1,016,925 (b) Percent of class: 4.05% (c) (i) Sole power to vote or direct the vote: 0 (ii) Shared power to vote or direct the vote: 1,016,925 (iii) Sole power to dispose or direct the disposition: 0 (iv) Shared power to dispose or direct the disposition: 1,016,925 K. FIG Corp. (a) Amount beneficially owned: 1,016,925 (b) Percent of class: 4.05% (c) (i) Sole power to vote or direct the vote: 0 (ii) Shared power to vote or direct the vote: 1,016,925 (iii) Sole power to dispose or direct the disposition: 0 Shared power to dispose or direct the disposition: 1,016,925 (iv) L. Fortress Investment Group LLC (a) Amount beneficially owned: 1,016,925 (b) Percent of class: 4.05% (c) (i) Sole power to vote or direct the vote: 0 (ii) Shared power to vote or direct the vote: 1,016,925 (iii) Sole power to dispose or direct the disposition: 0 Shared power to dispose or direct the disposition: 1,016,925 (iv)

Item 5.	Ownership of Five Percent or Less of a Class.
	The statement is being filed to report the fact that as of the date hereof, each Reporting Person has ceased to be the beneficial owner of more than five percent of the Ordinary Shares.
Item 6.	Ownership of More than Five Percent on Behalf of Another Person.
	Not applicable.
Item 7.	Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company.
	Not applicable.
Item 8.	Identification and Classification of Members of the Group.
	Not applicable.
Item 9.	Notice of Dissolution of a Group.
	Not applicable.
Item 10.	Certification.
	Not applicable

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 14, 2011

FORTRESS PARTNERS SECURITIES LLC

By: /s/ Glenn Cummins

Name: Glenn Cummins Title: Authorized Signatory

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 14, 2011

FORTRESS PARTNERS FUND LP

BY: FORTRESS PARTNERS GP LLC

its general partner

By: /s/ Glenn Cummins

Name: Glenn Cummins
Title: Authorized Signatory

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 14, 2011

FORTRESS PARTNERS GP LLC

By: /s/ Glenn Cummins

Name: Glenn Cummins
Title: Authorized Signatory

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 14, 2011

FORTRESS PRINCIPAL INVESTMENT HOLDINGS IV LLC

By: /s/ Michael J. Cohn

Name: Michael J. Cohn

Title: Chief Compliance 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: February 14, 2011

FORTRESS PARTNERS OFFSHORE SECURITIES LLC

By: /s/ Glenn Cummins

Name: Glenn Cummins Title: Authorized Signatory

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 14, 2011

FORTRESS PARTNERS MASTER FUND L.P.

BY: FORTRESS PARTNERS OFFSHORE MASTER GP LLC

its general partner

By: /s/ Glenn Cummins

Name: Glenn Cummins
Title: Authorized Signatory

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 14, 2011

FORTRESS PARTNERS OFFSHORE MASTER GP LLC

By: /s/ Glenn Cummins

Name: Glenn Cummins
Title: Authorized Signatory

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 14, 2011

FORTRESS PARTNERS ADVISORS LLC

By: /s/ Glenn Cummins

Name: Glenn Cummins Title: Authorized Signatory

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 14, 2011

Fortress Investment Holdings II LLC

By: /s/ Michael J. Cohn

Name: Michael J. Cohn

Title: Chief Compliance 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: February 14, 2011

FORTRESS OPERATING ENTITY I LP

BY: FIG CORP.

its general partner

By: /s/ Michael J. Cohn

Name: Michael J. Cohn

Title: Chief Compliance 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: February 14, 2011

FIG CORP.

By: /s/ Michael J. Cohn

Name: Michael J. Cohn

Title: Chief Compliance 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: February 14, 2011

FORTRESS INVESTMENT GROUP LLC

By: /s/ Michael J. Cohn

Name: Michael J. Cohn

Title: Chief Compliance Officer

EXHIBIT INDEX

Exhibit No. Exhibit

1 Identification of Relevant Subsidiaries