

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

FORM 8-K

CURRENT REPORT
Pursuant to Section 13 or 15(d)
of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): November 24, 2021

DIGITALBRIDGE GROUP, INC.

(Exact Name of Registrant as Specified in Its Charter)

Maryland
(State or Other Jurisdiction of
Incorporation or Organization)

001-37980
(Commission
File Number)

46-4591526
(I.R.S. Employer
Identification No.)

750 Park of Commerce Drive, Suite 210
Boca Raton, Florida 33487
(Address of Principal Executive Offices, Including Zip Code)

(561) 544-7475
(Registrant's telephone number, including area code)

N/A
(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of Class	Trading Symbol(s)	Name of Each Exchange on Which Registered
Class A Common Stock, \$0.01 par value	DBRG	New York Stock Exchange
Preferred Stock, 7.125% Series H Cumulative Redeemable, \$0.01 par value	DBRG.PRH	New York Stock Exchange
Preferred Stock, 7.15% Series I Cumulative Redeemable, \$0.01 par value	DBRG.PRI	New York Stock Exchange
Preferred Stock, 7.125% Series J Cumulative Redeemable, \$0.01 par value	DBRG.PRJ	New York Stock Exchange

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 3.02. Unregistered Sales of Equity Securities.

On November 24, 2021, DigitalBridge Group, Inc. (the "Company") and DigitalBridge Operating Company, LLC (the "Issuer") completed two privately negotiated transactions resulting in the exchange of 53,325,348 shares of the Company's class A common stock, par value \$0.01 per share ("Common Stock"), for \$117.287 million in aggregate principal amount of the Issuer's 5.75% Exchangeable Senior Notes due 2025 (the "2025 Notes"). First, pursuant to the exchange agreement entered into and announced on November 16, 2021, the Company issued 48,347,183 shares of Common Stock to certain noteholders in exchange for \$106.337 million in aggregate principal amount of the 2025 Notes and paid accrued but unpaid interest of approximately \$2.2 million in cash to such noteholders. In the second exchange, pursuant to an exchange agreement entered into on November 18, 2021, the Company issued 4,978,165 shares of Common Stock to certain noteholders of the 2025 Notes in exchange for \$10.950 million in aggregate principal amount of the outstanding 2025 Notes and paid accrued but unpaid interest of approximately \$0.2 million in cash to such noteholders.

The exchanges of shares of Common Stock for 2025 Notes described above were made pursuant to an exemption from registration provided in Section 4(a)(2) of the Securities Act of 1933, as amended. This Current Report on Form 8-K does not constitute an offer to exchange the 2025 Notes or other securities of the Issuer for Common Stock or other securities of the Company.
