

**UNITED STATES SECURITIES AND EXCHANGE  
COMMISSION**

Washington, D.C. 20549

**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF  
SECURITIES**

OMB APPROVAL

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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934  
or Section 30(h) of the Investment Company Act of 1940

<b>1. Name and Address of Reporting Person*</b> <u>Fortress Investment Group LLC</u>  (Last) (First) (Middle) <u>1345 AVENUE OF THE AMERICAS, 46TH FLOOR</u>  (Street) <u>NEW YORK NY 10105</u>  (City) (State) (Zip)	<b>2. Date of Event Requiring Statement (Month/Day/Year)</b> <u>05/02/2024</u>	<b>3. Issuer Name and Ticker or Trading Symbol</b> <u>FTAI Infrastructure Inc. [ FIP ]</u>	
		<b>4. Relationship of Reporting Person(s) to Issuer (Check all applicable)</b>  Director <input checked="" type="checkbox"/> 10% Owner  Officer (give title below) Other (specify below)	<b>5. If Amendment, Date of Original Filed (Month/Day/Year)</b>  <b>6. Individual or Joint/Group Filing (Check Applicable Line)</b> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Beneficially Owned**

<b>1. Title of Security (Instr. 4)</b>	<b>2. Amount of Securities Beneficially Owned (Instr. 4)</b>	<b>3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)</b>	<b>4. Nature of Indirect Beneficial Ownership (Instr. 5)</b>
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**Table II - Derivative Securities Beneficially Owned  
(e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)	
	Date Exercisable	Expiration Date					Title
Stock Option (right to buy)	(1)	01/16/2028	Common Stock, par value \$0.01 per share	560,000	2.28	I	See Footnotes <sup>(2)</sup> (3)
Stock Option (right to buy)	(1)	12/06/2028	Common Stock, par value \$0.01 per share	101,074	1.91	I	See Footnotes <sup>(2)</sup> (3)
Stock Option (right to buy)	(1)	09/12/2029	Common Stock, par value \$0.01 per share	400,268	1.8	I	See Footnotes <sup>(2)</sup> (3)
Stock Option (right to buy)	(1)	09/12/2029	Common Stock, par value \$0.01 per share	60,040	1.8	I	See Footnotes <sup>(2)</sup> (3)
Stock Option (right to buy)	(1)	11/22/2029	Common Stock, par value \$0.01 per share	549,582	2.03	I	See Footnotes <sup>(2)</sup> (3)
Stock Option (right to buy)	(1)	07/06/2030	Common Stock, par value \$0.01 per share	1,801	1.51	I	See Footnotes <sup>(2)</sup> (3)
Stock Option (right to buy)	(1)	07/07/2030	Common Stock, par value \$0.01 per share	598	1.5	I	See Footnotes <sup>(2)</sup> (3)

**Table II - Derivative Securities Beneficially Owned  
(e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Stock Option (right to buy)	(1)	07/08/2030	Common Stock, par value \$0.01 per share	567	1.53	I	See Footnotes <sup>(2)</sup> (3)
Stock Option (right to buy)	(1)	07/13/2030	Common Stock, par value \$0.01 per share	563	1.53	I	See Footnotes <sup>(2)</sup> (3)
Stock Option (right to buy)	(1)	07/14/2030	Common Stock, par value \$0.01 per share	550	1.58	I	See Footnotes <sup>(2)</sup> (3)
Stock Option (right to buy)	(1)	07/29/2030	Common Stock, par value \$0.01 per share	7,604	1.77	I	See Footnotes <sup>(2)</sup> (3)
Stock Option (right to buy)	(1)	07/30/2030	Common Stock, par value \$0.01 per share	543	1.74	I	See Footnotes <sup>(2)</sup> (3)
Stock Option (right to buy)	(1)	07/31/2030	Common Stock, par value \$0.01 per share	1,585	1.78	I	See Footnotes <sup>(2)</sup> (3)
Stock Option (right to buy)	(1)	08/04/2030	Common Stock, par value \$0.01 per share	508	1.82	I	See Footnotes <sup>(2)</sup> (3)
Stock Option (right to buy)	(1)	08/05/2030	Common Stock, par value \$0.01 per share	1,563	1.79	I	See Footnotes <sup>(2)</sup> (3)
Stock Option (right to buy)	(1)	08/06/2030	Common Stock, par value \$0.01 per share	2,067	1.8	I	See Footnotes <sup>(2)</sup> (3)
Stock Option (right to buy)	(1)	08/07/2030	Common Stock, par value \$0.01 per share	1,983	1.9	I	See Footnotes <sup>(2)</sup> (3)
Stock Option (right to buy)	(1)	08/10/2030	Common Stock, par value \$0.01 per share	5,563	2.04	I	See Footnotes <sup>(2)</sup> (3)
Stock Option (right to buy)	(1)	08/11/2030	Common Stock, par value \$0.01 per share	6,959	2.05	I	See Footnotes <sup>(2)</sup> (3)
Stock Option (right to buy)	(1)	08/12/2030	Common Stock, par value \$0.01 per share	6,530	2.05	I	See Footnotes <sup>(2)</sup> (3)
Stock Option (right to buy)	(1)	08/13/2030	Common Stock, par value \$0.01 per share	2,863	2.06	I	See Footnotes <sup>(2)</sup> (3)
Stock Option (right to buy)	(1)	08/14/2030	Common Stock, par value \$0.01 per share	1,427	2.07	I	See Footnotes <sup>(2)</sup> (3)
Stock Option (right to buy)	(1)	08/17/2030	Common Stock, par value \$0.01 per share	2,386	2.06	I	See Footnotes <sup>(2)</sup> (3)

**Table II - Derivative Securities Beneficially Owned  
(e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Stock Option (right to buy)	(1)	08/18/2030	Common Stock, par value \$0.01 per share	1,410	2.1	I	See Footnotes <sup>(2)</sup> (3)
Stock Option (right to buy)	(1)	08/19/2030	Common Stock, par value \$0.01 per share	2,911	2.03	I	See Footnotes <sup>(2)</sup> (3)
Stock Option (right to buy)	(1)	08/20/2030	Common Stock, par value \$0.01 per share	2,950	2.02	I	See Footnotes <sup>(2)</sup> (3)
Stock Option (right to buy)	(1)	08/21/2030	Common Stock, par value \$0.01 per share	1,463	2.03	I	See Footnotes <sup>(2)</sup> (3)
Stock Option (right to buy)	(1)	08/25/2030	Common Stock, par value \$0.01 per share	940	2.01	I	See Footnotes <sup>(2)</sup> (3)
Stock Option (right to buy)	(1)	08/26/2030	Common Stock, par value \$0.01 per share	1,840	2.05	I	See Footnotes <sup>(2)</sup> (3)
Stock Option (right to buy)	(1)	08/27/2030	Common Stock, par value \$0.01 per share	7,528	2.01	I	See Footnotes <sup>(2)</sup> (3)

1. Name and Address of Reporting Person\*

[Fortress Investment Group LLC](#)

(Last) (First) (Middle)

1345 AVENUE OF THE AMERICAS, 46TH FLOOR

(Street)

NEW YORK NY 10105

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[FIG Corp.](#)

(Last) (First) (Middle)

1345 AVENUE OF THE AMERICAS, 46TH FLOOR

(Street)

NEW YORK NY 10105

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[Fortress Operating Entity I LP](#)

(Last) (First) (Middle)

1345 AVENUE OF THE AMERICAS, 46TH FLOOR

(Street)		
NEW YORK	NY	10105
-----		
(City)	(State)	(Zip)
1. Name and Address of Reporting Person*		
<a href="#">FIG LLC</a>		
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(Last)	(First)	(Middle)
1345 AVENUE OF THE AMERICAS, 46TH FLOOR		
-----		
(Street)		
NEW YORK	NY	10105
-----		
(City)	(State)	(Zip)

**Explanation of Responses:**

1. These options are fully vested and exercisable.
2. Reflects securities held directly by FIG LLC, a Delaware limited liability company ("FIG"). Fortress Operating Entity I LP, a Delaware limited partnership ("FOE I"), is the owner of all of the issued and outstanding interests of FIG. FIG Corp., a Delaware corporation, is the general partner of FOE I. FIG Corp. is wholly-owned by Fortress Investment Group LLC, a Delaware limited liability company.
3. Each reporting person disclaims beneficial ownership of all reported securities except to the extent of its pecuniary interest therein and the inclusion of the securities in this report shall not be deemed to be an admission of beneficial ownership of the reported securities for the purposes of Section 16 or otherwise.

**Remarks:**

Due to the limitation on the number of transactions that can be reported on a single Form 3, this Form 3 is the first of two being filed by the reporting persons on the date hereof.

<a href="#">FORTRESS INVESTMENT GROUP LLC, By: /s/ David N. Brooks, its Secretary</a>	<a href="#">05/10/2024</a>
<a href="#">FIG Corp., By: /s/ David N. Brooks, its Secretary</a>	<a href="#">05/10/2024</a>
<a href="#">FORTRESS OPERATING ENTITY I LP, By: FIG Corp., its general partner, By: /s/ David N. Brooks, its Secretary</a>	<a href="#">05/10/2024</a>
<a href="#">FIG LLC, By: /s/ David N. Brooks, its Secretary</a>	<a href="#">05/10/2024</a>
** Signature of Reporting Person	Date

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

\* If the form is filed by more than one reporting person, see Instruction 5 (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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.**