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

SCHEDULE 13G

UNDER THE SECURITIES EXCHANGE ACT OF 1934 (Amendment No. 2)*

FTAI Infrastructure Inc.

(Name of Issuer)

Common Stock, par value \$0.01 per share (Title of Class of Securities)

35953C106 (CUSIP Number)

	May 31, 2024 (Date of Event Which Requires Filing of this Statement)
Ch	eck the appropriate box to designate the rule pursuant to which this Schedule is filed:
	☑ Rule 13d-1(b)
	☐ Rule 13d-1(c)
	☐ 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 the disclosure provided in a prior cover page.
Ex	e information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities change Act of 1934 ("Act") or otherwise subject to the liabilities of the section of the Act but shall be subject to all other provisions of the t (however, see the Notes).

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	NAME OF REP	ORTING PER	RSON				
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	TTO EEC	FIG LLC					
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9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON						
9	11,455,743	1,455,743					
10	CHECK IF THE	AGGREGAT	TE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES				
10							
11	PERCENT OF O	CLASS REPR	ESENTED BY AMOUNT IN ROW 9				
11	10.1%1						
12	TYPE OF REPO	ORTING PERS	SON				
12	IA						

All percentages of Common Stock contained herein are based on 101,693,823 shares outstanding as of May 8, 2024, as reported by the Issuer in its Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on May 10, 2024, plus 11,455,743 shares issuable upon the exercise of certain options.

	NAME OF REP	ORTING PER	SON				
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		Fortress Operating Entity I LP					
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10		CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES					
11		CLASS REPRI	ESENTED BY AMOUNT IN ROW 9				
11	10.1%						
12	TYPE OF REPO	ORTING PERS	ON				
12	PN, HC						

¹ Solely in its capacity as the sole member of FIG LLC.

CUSIP No.	35953C106
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	NAME OF REPORTING PERSON					
1	FIG Blue LLC (f/k/a FIG Corp.)					
2	CHECK THE A	APPROPRIAT	E BOX IF A MEMBER OF A GROUP			
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9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 11,455,743					
10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES			TE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES			
11	PERCENT OF 10.1%	CLASS REPR	ESENTED BY AMOUNT IN ROW 9			
12	TYPE OF REPORTING PERSON OO, HC					

Solely in its capacity as the general partner of Fortress Operating Entity I LP.

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	Fortress Investm	ent Group LL	C			
	CHECK THE A	PPROPRIATE	E BOX IF A MEMBER OF A GROUP			
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		LASS REPRI	ESENTED BY AMOUNT IN ROW 9			
11	10.1%	L. ISS REI R	Eddivide Di Inicolli il Ilono			
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12	OO, HC	TITING I LIKE				
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Solely in its capacity as the sole member of FIG Blue LLC.

	NAME OF REP	ORTING PER	SON				
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9		AMOUNT BE	NEFICIALLY OWNED BY EACH REPORTING PERSON				
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11		CLASS REPR	ESENTED BY AMOUNT IN ROW 9				
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12	TYPE OF REPO	DRTING PERS	SUN				
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Solely in its capacity as the sole member of Fortress Investment Group LLC.

	NAME OF REPORTING PERSON				
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-	FINCO I LLC				
	CHECK THE A	PPROPRIATE	E BOX IF A MEMBER OF A GROUP		
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		DTING DED	YOM		
12	TYPE OF REPO	KIING PERS	DUN		
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Solely in its capacity as the sole member of FINCO I Intermediate Holdco LLC.

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	SON						
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	FIG Parent, LLC	FIG Parent, LLC					
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10	CHECK IF THE	AGGREGAT	E AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES				
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11	PERCENT OF C	CLASS REPRI	ESENTED BY AMOUNT IN ROW 9				
11	10.1%						
12	TYPE OF REPO	RTING PERS	SON				
12	OO, HC						

Solely in its capacity as the sole member of FINCO I LLC.

	NAME OF DED	ODTING DED	COM				
1	NAME OF REP	NAME OF REPORTING PERSON					
	Foundation Holdco LP						
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<u> </u>			12,213,0831				
9		AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON					
		12,213,083					
10		CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES					
11		PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9					
11		10.8%					
12	TYPE OF REPO	ORTING PERS	SON				
	PN, HC						

Solely in its capacity as the sole member of FIG Parent, LLC and as the general partner of an entity that holds shares of Common Stock of the Issuer.

	NAME OF REPORTING PERSON					
1						
	FIG Buyer GP, LLC					
	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP					
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	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON					
9	12,213,083					
10	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES					
10						
	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9					
11	10.8%					
1.0	TYPE OF REPORTING PERSON					
12	OO, HC					

Solely in its capacity as the general partner of Foundation Holdco LP.

Explanatory Note

This Schedule 13G constitutes (i) an initial Schedule 13G on behalf of FINCO I Intermediate Holdco LLC, FINCO I LLC, FIG Parent, LLC, Foundation Holdco LP and FIG Buyer GP, LLC (collectively, the "New Fortress Entities") and (ii) Amendment No. 2 to the Schedule 13G on behalf of FIG LLC, Fortress Operating Entity I LP, FIG Blue LLC (f/k/a/ FIG Corp.) and Fortress Investment Group LLC (collectively, the "Other Fortress Entities").

On May 14, 2024, pursuant to an internal reorganization (the "Internal Reorganization") consummated in connection with a series of transactions involving management of Fortress Investment Group LLC and certain of its affiliates ("Fortress"), Mubadala Investment Company ("Mubadala") and SoftBank Group Corp., in which Fortress management and a consortium led by Mubadala's wholly owned asset management subsidiary Mubadala Capital, indirectly acquired all of the economic interest in Fortress Investment Group LLC (the "Mubadala Transaction"), the New Fortress Entities may be deemed to have acquired beneficial ownership of the securities beneficially owned by Fortress Investment Group LLC at the time of the Mubadala Transaction reported herein. This Schedule 13G represents an initial Schedule 13G filed by the New Fortress Entities with respect to their beneficial ownership of the Issuer's Common Stock. The Other Fortress Entities have previously filed a Schedule 13G reporting their beneficial ownership in Issuer securities.

This Schedule 13G also reflects that the beneficial ownership by the Reporting Persons (as defined below) of the Issuer's Common Stock exceeded 10% of the Issuer's outstanding Common Stock as of May 31, 2024.

Item 1(a) Name of Issuer

The name of the issuer is FTAI Infrastructure Inc. (the "Issuer").

Item 1(b) Address of Issuer's Principal Executive Offices

The Issuer's principal executive offices are located at: 1345 Avenue of the Americas, 45th Floor, New York, NY 10105.

Item 2(a) Name of Person Filing

This statement is filed by (collectively, the "Reporting Persons"):

- (i) FIG LLC, a Delaware limited liability company, directly holds options to acquire Common Stock of the Issuer;
- (ii) Fortress Operating Entity I LP, a Delaware limited partnership, is the sole member of FIG LLC and may therefore be deemed to beneficially own the Common Stock beneficially owned thereby;
- (iii) FIG Blue LLC (f/k/a FIG Corp.), a Delaware limited liability company, is the general partner of Fortress Operating Entity I LP and may therefore be deemed to beneficially own the Common Stock beneficially owned thereby;
- (iv) Fortress Investment Group LLC, a Delaware limited liability company, is the sole member of FIG Blue LLC and may therefore be deemed to beneficially own the Common Stock beneficially owned thereby;
- (v) FINCO I Intermediate Holdco LLC, a Delaware limited liability company, is the sole member of Fortress Investment Group LLC and may therefore be deemed to beneficially own the Common Stock beneficially owned thereby;

- (vi) FINCO I LLC, a Delaware limited liability company, is the sole member of FINCO I Intermediate Holdco LLC and may therefore be deemed to beneficially own the Common Stock beneficially owned thereby;
- (vii) FIG Parent, LLC, a Delaware limited liability company, is the sole member of FINCO I LLC and may therefore be deemed to beneficially own the Common Stock beneficially owned thereby;
- (viii) Foundation Holdco LP, a Delaware limited partnership, is the sole member of FIG Parent, LLC and the general partner of an entity that holds shares of Common Stock of the Issuer and may therefore be deemed to beneficially own the Common Stock beneficially owned thereby; and
- (ix) FIG Buyer GP, LLC, a Delaware limited liability company, is the general partner of Foundation Holdco LP and may therefore be deemed to beneficially own the Common Stock beneficially owned thereby.

The Joint Filing Agreement among the Reporting Persons to file this Amendment No. 2 to Schedule 13G jointly in accordance with Rule 13d-1(k) of the Securities Exchange Act of 1934, as amended, is attached as Exhibit B herein.

Item 2(b) Address of Principal Business Office or, if None, Residence

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

Item 2(c) Citizenship

See Item 4 of each of the cover pages.

Item 2(d) Title of Class of Securities

Common Stock, par value \$0.01 per share.

Item 2(e) CUSIP No.

tem 3.	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:

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

(g)	☑ A parent holding company or control person in accordance with §240.13d-1(b)(1)(ii)(G).						
(h)	☐ A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813).						
(i)	☐ 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)	\square Group, in accordance with §240.13d-1(b)(1)(ii)(J).						
Item 4.	Ownership						
(a)	Amount Beneficially Owned: See Item 9 of each of the cover pages.						
(b)	Percent of Class: See Item 11 of each of the cover pages.						
(c)	Number of Shares as to which such person has:						
	(i) Sole power to vote or direct the vote: See Item 5 of each of the cover pages.						
	(ii) Shared power to vote or direct the vote: See Item 6 of each of the cover pages.						
	(iii) Sole power to dispose or direct the disposition: See Item 7 of each of the cover pages.						
	(iv) Shared power to dispose or direct the disposition: See Item 8 of each of the cover pages.						
Item 5.	Ownership of Five Percent or Less of a Class						
	Not applicable.						
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 Holding Company						
	See Exhibit A attached.						
Item 8.	Identification and Classification of Members of the Group						
	Not applicable.						
Item 9.	Notice of Dissolution of Group						
	Not applicable.						
Item 10.	Certification						
	By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of cha or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect, other than activities solely in connection with a nomination up 240.14a-11.	nging					

SIGNATURES

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: June 7, 2024

FIG LLC

By: /s/ David Brooks

Name: David Brooks
Title: Secretary

FORTRESS OPERATING ENTITY I LP By: FIG Blue LLC, its general partner

By: /s/ David Brooks

Name: David Brooks
Title: Secretary

FIG Blue LLC

By: /s/ David Brooks

Name: David Brooks Title: Secretary

FORTRESS INVESTMENT GROUP LLC

By: /s/ David Brooks

Name: David Brooks
Title: Secretary

FINCO I Intermediate Holdco LLC

By: /s/ David Brooks

Name: David Brooks Title: Secretary

FINCO I LLC

By: /s/ David Brooks

Name: David Brooks
Title: Secretary

14

FIG Parent, LLC

By: /s/ David Brooks

Name: David Brooks Title: Secretary

Foundation Holdco LP

By: FIG Buyer GP, LLC, its general partner

By: /s/ David Brooks

Name: David Brooks
Title: Secretary

FIG Buyer GP, LLC

By: /s/ David Brooks

Name: David Brooks Title: Secretary FIG LLC is a registered investment adviser (IA). See Items 2(a) and 3 of the statement to which this exhibit is attached.

JOINT FILING AGREEMENT PURSUANT TO RULE 13d-1(k)

In accordance with Rule 13d-1(k), the undersigned acknowledge and agree that the foregoing statement on Schedule 13G with respect to the Common Stock, par value \$0.01 per share, of FTAI Infrastructure Inc., is filed on behalf of each of the undersigned and that all subsequent amendments to this statement on Schedule 13G may be filed on behalf of each of the undersigned without the necessity of filing additional joint filing agreements. The undersigned acknowledge that each shall be responsible for the timely filing of such amendments, and for the completeness and accuracy of the information concerning such person contained herein or therein, but shall not be responsible for the completeness and accuracy of the information concerning the others, except to the extent that such person knows or has reason to believe that such information is inaccurate.

Dated this 7th day of June 2024.

FIG LLC

By: /s/ David Brooks

Name: David Brooks Title: Secretary

FORTRESS OPERATING ENTITY I LP By: FIG Blue LLC, its general partner

By: /s/ David Brooks

Name: David Brooks Title: Secretary

FIG Blue LLC

By: /s/ David Brooks

Name: David Brooks
Title: Secretary

FORTRESS INVESTMENT GROUP LLC

By: /s/ David Brooks

Name: David Brooks Title: Secretary

FINCO I Intermediate Holdco LLC

By: /s/ David Brooks

Name: David Brooks
Title: Secretary

FINCO I LLC

By: /s/ David Brooks

Name: David Brooks Title: Secretary

FIG Parent, LLC

By: /s/ David Brooks

Name: David Brooks
Title: Secretary

Foundation Holdco LP

By: FIG Buyer GP, LLC, its general partner

By: /s/ David Brooks

Name: David Brooks Title: Secretary

FIG Buyer GP, LLC

By: /s/ David Brooks

Name: David Brooks
Title: Secretary