

OMB APPROVAL	
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

1. Name and Address of Reporting Person* FIG Buyer GP, LLC (Last) (First) (Middle) 1345 AVENUE OF THE AMERICAS, 46TH FLOOR (Street) NEW YORK NY 10105 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol FTAI Infrastructure Inc. [FIP]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 08/09/2024	
4. If Amendment, Date of Original Filed (Month/Day/Year)		
Rule 10b5-1(c) Transaction Indication <input type="checkbox"/> Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.		

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 Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock, par value \$0.01 per share	08/09/2024		X		4,379	A	\$1.95	1,740,045	I	See Footnotes ⁽¹⁾⁽²⁾
Common Stock, par value \$0.01 per share	08/09/2024		X		1,452	A	\$1.94	1,741,497	I	See Footnotes ⁽¹⁾⁽²⁾
Common Stock, par value \$0.01 per share	08/09/2024		X		33,457	A	\$1.94	1,774,954	I	See Footnotes ⁽¹⁾⁽²⁾
Common Stock, par value \$0.01 per share	08/09/2024		X		284,746	A	\$3.69	2,059,700	I	See Footnotes ⁽¹⁾⁽²⁾
Common Stock, par value \$0.01 per share	08/09/2024		X		960,000	A	\$3.17	3,019,700	I	See Footnotes ⁽¹⁾⁽²⁾
Common Stock, par value \$0.01 per share	08/09/2024		X		102,710	A	\$3.17	3,122,410	I	See Footnotes ⁽¹⁾⁽²⁾
Common Stock, par value \$0.01 per share	08/09/2024		X		8,695,652	A	\$2.61	11,818,062	I	See Footnotes ⁽¹⁾⁽²⁾
Common Stock, par value \$0.01 per share	08/09/2024		S ⁽³⁾		3,399,501	D	\$9.04	8,418,561	I	See Footnotes ⁽¹⁾⁽²⁾
Common Stock, par value \$0.01 per share								757,340	I	See Footnotes ⁽²⁾⁽⁴⁾

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Stock Option (right to buy)	\$1.95	08/09/2024		X			4,379	(5)	08/28/2030	Common Stock, par value \$0.01 per share	4,379	\$0	0	I	See Footnotes ⁽¹⁾⁽²⁾
Stock Option (right to buy)	\$1.94	08/09/2024		X			1,452	(5)	08/31/2030	Common Stock, par value \$0.01 per share	1,452	\$0	0	I	See Footnotes ⁽¹⁾⁽²⁾
Stock Option (right to buy)	\$1.94	08/09/2024		X			33,457	(5)	09/01/2030	Common Stock, par value \$0.01 per share	33,457	\$0	0	I	See Footnotes ⁽¹⁾⁽²⁾
Stock Option (right to buy)	\$3.69	08/09/2024		X			284,746	(5)	03/25/2031	Common Stock, par value \$0.01 per share	284,746	\$0	35,593 ⁽⁶⁾	I	See Footnotes ⁽¹⁾⁽²⁾
Stock Option (right to buy)	\$3.17	08/09/2024		X			960,000	(5)	09/14/2031	Common Stock, par value \$0.01 per share	960,000	\$0	120,000 ⁽⁶⁾	I	See Footnotes ⁽¹⁾⁽²⁾

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Stock Option (right to buy)	\$3.17	08/09/2024		X			102,710	(5)	10/12/2031	Common Stock, par value \$0.01 per share	102,710	\$0	12,838 ⁽⁶⁾	I	See Footnotes ⁽¹⁾⁽²⁾
Stock Option (right to buy)	\$2.61	08/09/2024		X			8,695,652	(7)	08/01/2032	Common Stock, par value \$0.01 per share	8,695,652	\$0	2,173,913	I	See Footnotes ⁽¹⁾⁽²⁾

1. Name and Address of Reporting Person*

[FIG Buyer GP, 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*

[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 Blue 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*

[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*

[FIG 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*

[Foundation Holdco 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*

[FIG Parent, 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*

[FINCO I 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*

[FINCO I Intermediate Holdco LLC](#)

(Last)

(First)

(Middle)

1345 AVENUE OF THE AMERICAS, 46TH FLOOR

(Street)

NEW YORK NY 10105

(City)

(State)

(Zip)

Explanation of Responses:

1. 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 Blue LLC, a Delaware limited liability company ("FIG Blue"), is the general partner of FOE I. FIG Blue is wholly-owned by Fortress Investment Group LLC, a Delaware limited liability company ("Fortress Investment Group"). FINCO I Intermediate Holdco LLC, a Delaware limited liability company ("FINCO I IH"), is the sole member of Fortress Investment Group. FINCO I LLC, a Delaware limited liability company, is the sole member of FINCO I IH. FIG Parent, LLC, a Delaware limited liability company ("FIG Parent"), is the sole member of FINCO I LLC. Foundation Holdco LP, a Delaware limited partnership ("Foundation Holdco"), is the sole member of FIG Parent. FIG Buyer GP, LLC, a Delaware limited liability company is the general partner of Foundation Holdco.
2. 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.
3. On August 9, 2024, FIG exercised options to purchase an aggregate of 11,818,062 shares of the Issuer's common stock at various prices as reported in the two Forms 4 filed on the date hereof. These options were net settled, resulting in the Issuer's withholding of 3,399,501 of the option shares for the exercise prices and issuing to FIG the remaining 8,418,561 shares.
4. Reflects securities held directly by Principal Holdings I LP, a Delaware limited partnership ("Principal Holdings"). Foundation Holdco LP, a Delaware limited partnership ("Foundation Holdco") is the general partner of Principal Holdings. FIG Buyer GP, LLC, a Delaware limited liability company ("FIG Buyer"), is the general partner of Foundation Holdco.
5. These options are fully vested and exercisable, provided that FIG's right to exercise them is suspended in connection with those tandem awards held by certain directors and officers of the Issuer, subject to the terms of such awards.
6. Reflects the cancellation of certain options in connection with the exercise of corresponding tandem awards by an officer of the Issuer.
7. Upon grant (August 1, 2022), such options were fully vested and become exercisable over a 30-month period in monthly installments beginning on the first of each month following the month in which the options were granted, provided that FIG's right to exercise them is suspended in connection with those tandem awards held by certain directors and officers of the Issuer, subject to the terms of such awards.

Remarks:

Due to the limitation on the number of transactions that can be reported on a single Form 4, this Form 4 is the second of two being filed by the reporting persons on the date hereof.

[FIG BUYER GP, LLC, By: /s/ David N. Brooks, its Secretary](#) 08/13/2024

[FORTRESS INVESTMENT GROUP LLC, By: /s/ David N. Brooks, its Secretary](#) 08/13/2024

[FIG Blue LLC, By: /s/ David N. Brooks, its Secretary](#) 08/13/2024

[FORTRESS OPERATING ENTITY I LP, By: FIG Blue LLC, its general partner, By: /s/ David N. Brooks, its Secretary](#) 08/13/2024

[FIG LLC, By: /s/ David N. Brooks, its Secretary](#) 08/13/2024

[FOUNDATION HOLDCO LP, By: FIG Buyer GP, LLC, its general partner, By: /s/ David N. Brooks, its Secretary](#) 08/13/2024

[FIG PARENT, LLC, By: /s/ David N. Brooks, its Secretary](#) 08/13/2024

[FINCO I LLC, By: /s/ David N. Brooks, its Secretary](#) 08/13/2024

[FINCO I INTERMEDIATE](#) 08/13/2024

HOLDCO LLC, By: /s/ David N.
Brooks, its Secretary.

** 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 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).

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.