
**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): August 18, 2022

Blue Owl Capital Inc.

(Exact Name of Registrant as Specified in Charter)

Delaware
(State or Other Jurisdiction
of Incorporation)

001-39653
(Commission
File Number)

86-3906032
(IRS Employer
Identification No.)

399 Park Avenue, New York, NY 10022
(Address of Principal Executive Offices) (Zip Code)

(212) 419-3000
(Registrant's Telephone Number, Including Area Code)

Not Applicable
(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 each class	Trading Symbol(s)	Name of each exchange on which registered
Class A Shares	OWL	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 8.01. Other Events.

On August 24, 2022, Blue Owl Capital Inc., a Delaware corporation (the “Company”), issued a press release announcing the results of the previously announced redemption of all of its outstanding redeemable warrants (the “Public Warrants”) to purchase shares of the Company’s Class A common stock, par value \$0.0001 per share (the “Class A Shares”), pursuant to the Amended and Restated Warrant Agreement, dated May 19, 2021, by and between the Company and Computershare Inc. and its wholly-owned subsidiary, Computershare Trust Company, N.A., as warrant agent. Certain warrants to purchase Class A Shares that were issued in a private placement (the “Private Placement Warrants”) were not subject to redemption and may remain outstanding following the redemption. After completing the redemption, the Company expects to have zero Public Warrants, 5,000,000 Private Placement Warrants and 442,117,260 Class A Shares issued and outstanding. A copy of the press release is filed as Exhibit 99.1 hereto and incorporated by reference.

The information in this Item 8.01 shall not be deemed “filed” for purposes of the Exchange Act, or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference in any filing under the Securities Act or the Exchange Act, except as expressly set forth by specific reference in such filing.

Item 9.01. Financial Statement and Exhibits.

(d) Exhibits.

Exhibit	Description
99.1	Press Release, dated August 24, 2022.
104	Cover Page Interactive Data File (embedded within the Inline XBRL document).

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Dated: August 24, 2022

BLUE OWL CAPITAL INC.

By: /s/ Neena A. Reddy

Name: Neena A. Reddy

Title: General Counsel and Secretary

Blue Owl Capital Inc. Announces the Results of the Redemption of Public Warrants

NEW YORK, NY, August 24, 2022 – Blue Owl Capital Inc. (NYSE: OWL) (“Blue Owl” or the “Company”), today announced the results of the redemption of all of its outstanding redeemable warrants (the “Public Warrants”) to purchase shares of the Company’s Class A common stock, par value \$0.0001 per share (the “Class A Shares”), pursuant to the Amended and Restated Warrant Agreement, dated May 19, 2021 (the “Warrant Agreement”), by and between the Company and Computershare Inc. and its wholly-owned subsidiary, Computershare Trust Company, N.A., as warrant agent (the “Warrant Agent”), for a redemption price of \$0.10 per Public Warrant (the “Redemption Price”) at 5:00 p.m. New York City time on August 18, 2022 (the “Redemption Date”).

On July 18, 2022, the Company issued a press release stating that, pursuant to the terms of the Warrant Agreement, it would redeem all of the outstanding Public Warrants at the Redemption Price. The redemption was triggered because the last sales price of the Class A Shares was at least \$10.00 per share on each of twenty trading days within a thirty-day trading period ending on the third trading day prior to July 18, 2022. Certain warrants to purchase Class A Shares that were issued in a private placement (the “Private Placement Warrants”) and, together with Public Warrants, the “Warrants”) were not subject to redemption under the Warrant Agreement and may remain outstanding following the redemption.

Of the 14,159,048 Warrants (9,159,048 Public Warrants and 5,000,000 Private Placement Warrants) that were outstanding on July 18, 2022, approximately 14,553 were exercised for cash at an exercise price of \$11.50 per Class A Share in exchange for an aggregate of 14,553 Class A Shares and 8,961,029 were exercised on a cashless basis in exchange for an aggregate of 2,141,601 Class A Shares, in each case in accordance with the terms of the Warrant Agreement. Total cash proceeds generated from exercises of the Public Warrants were \$171,185. Immediately following the redemption, the Company expects to have zero Public Warrants, 5,000,000 Private Placement Warrants and 442,117,260 of Class A Shares outstanding.

In connection with the redemption, the Warrants stopped trading on the New York Stock Exchange (the “NYSE”) and were delisted, with the trading halt announced after close of market on the Redemption Date. The redemption had no effect on the trading of the Class A Shares, which continue to trade on the NYSE under the symbol “OWL.”

About Blue Owl Capital Inc.

Blue Owl is a global alternative asset manager with \$119.1 billion of assets under management as of June 30, 2022. Anchored by a strong permanent capital base, the firm deploys private capital across Direct Lending, GP Capital Solutions and Real Estate strategies on behalf of Institutional and Private Wealth clients. Blue Owl’s flexible, consultative approach helps position the firm as a partner of choice for businesses seeking capital solutions to support their sustained growth. The firm’s management team is comprised of seasoned investment professionals with more than 30 years of experience building alternative investment businesses. Blue Owl employs over 450 people across 10 offices globally.

No Offer or Solicitation

This communication does not constitute an offer to sell or the solicitation of an offer to buy any securities or a solicitation of any vote or approval, nor shall there be any sale of any securities in any state or jurisdiction in which such offer, solicitation, or sale would be unlawful prior to registration or qualification under the securities laws of such other jurisdiction.

Forward Looking Statements

Certain statements made in this press release are “forward looking statements” within the meaning of the “safe harbor” provisions of the United States Private Securities Litigation Reform Act of 1995. When used in this press release, the words “estimates,” “projected,” “expects,” “anticipates,” “forecasts,” “plans,” “intends,” “believes,” “seeks,” “may,” “will,” “would,” “should,” “future,” “propose,” “target,” “goal,” “objective,” “outlook” and variations of these words or similar expressions (or the negative versions of such words or expressions) are intended to identify forward-looking statements. Any such forward-looking statements are made pursuant to the safe harbor provisions available under applicable securities laws and speak only as of the date made. Blue Owl assumes no obligation to update or revise any such forward-looking statements except as required by law.

These forward-looking statements are not guarantees of future performance, conditions or results, and involve a number of known and unknown risks, uncertainties, assumptions and other important factors, many of which are outside Blue Owl’s control, that could cause actual results or outcomes to differ materially from those discussed in the forward-looking statements.

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