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

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**SCHEDULE 13G**

Under the Securities Exchange Act of 1934  
(Amendment No. 2)\*

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**Blue Owl Capital Inc.**  
(Name of Issuer)

Class A Common Stock, par value \$0.0001 per share  
(Titles of Class of Securities)

09581B103  
(CUSIP Number)

December 31, 2022  
(Date of Event Which Requires Filing of this Statement)

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Check 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 disclosures provided in a prior cover page.

The 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 Exchange Act of 1934, as amended (the "Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the *Notes*).

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1	NAME OF REPORTING PERSON OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  Blue Pool Capital Limited	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION  Hong Kong	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER  0
	6	SHARED VOTING POWER  41,157,043
	7	SOLE DISPOSITIVE POWER  0
	8	SHARED DISPOSITIVE POWER  41,157,043
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  41,157,043	
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES  <input type="checkbox"/>	
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  9.2%	
12	TYPE OF REPORTING PERSON  FI, OO	

1	NAME OF REPORTING PERSON OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  Blue Pool Management Ltd.	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION  Cayman Islands	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER  0
	6	SHARED VOTING POWER  41,157,043
	7	SOLE DISPOSITIVE POWER  0
	8	SHARED DISPOSITIVE POWER  41,157,043
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  41,157,043	
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES  <input type="checkbox"/>	
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  9.2%	
12	TYPE OF REPORTING PERSON  HC, OO	

1	NAME OF REPORTING PERSON OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  Oliver Paul Weisberg	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION  Hong Kong Special Administrative Region of the People's Republic of China	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER  0
	6	SHARED VOTING POWER  41,157,043
	7	SOLE DISPOSITIVE POWER  0
	8	SHARED DISPOSITIVE POWER  41,157,043
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  41,157,043	
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES  <input type="checkbox"/>	
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  9.2%	
12	TYPE OF REPORTING PERSON  IN, HC	

**Item 1(a). Name of Issuer:**

Blue Owl Capital Inc.

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

399 Park Avenue  
38th Floor  
New York, NY 10022

**Item 2(a). Name of Person Filing:**

This statement is filed on behalf of each of the following persons (collectively, the "Reporting Persons"):

1. Blue Pool Capital Limited ("BPCL");
2. Blue Pool Management Ltd. ("BPM"); and
3. Oliver Paul Weisberg ("Mr. Weisberg").

This Statement relates to Shares (as defined herein) held for the account of PSPE II Limited, an exempted company organized under the laws of the Cayman Islands. BPCL is the investment manager of PSPE II Limited and, in such capacity, exercises voting and investment power over the Shares held for the account of PSPE II Limited. BPM is the sole shareholder of BPCL. Mr. Weisberg is the sole shareholder and a director of BPM. Mr. Weisberg is also a director of BPCL.

**Item 2(b). Address of Principal Business Office or, if none, Residence:**

The principal business address of each of the Reporting Persons is as follows:  
25/F Hysan Place  
500 Hennessy Road  
Causeway Bay, Hong Kong

**Item 2(c). Citizenship:**

1. BPCL is a company incorporated in Hong Kong;
2. BPM is an exempted company incorporated with limited liability in the Cayman Islands;
3. Mr. Weisberg is a citizen of the Hong Kong Special Administrative Region of the People's Republic of China.

**Item 2(d). Titles of Classes of Securities:**

Class A Common Stock, par value \$0.0001 per share.

**Item 2(e). CUSIP Number:**

09581B103

**Item 3. If This Statement is Filed Pursuant to Rule 13d-1(b), or 13d-2(b) or (c), Check Whether the Person Filing is a(n):**

- (a)  Broker or dealer registered under Section 15 of the Exchange Act (15 U.S.C. 78o).
- (b)  Bank as defined in Section 3(a)(6) of the Exchange Act (15 U.S.C. 78c).
- (c)  Insurance company as defined in Section 3(a)(19) of the Exchange 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)  Investment adviser in accordance with §240.13d-1(b)(1)(ii)(E).
- (f)  Employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F).
- (g)  Parent holding company or control person in accordance with §240.13d-1(b)(1)(ii)(G).
- (h)  Savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813).
- (i)  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)  Non-U.S. institution, in accordance with § 240.13d-1(b)(1)(ii)(J).
- (k)  Group in accordance with §240.13d-1(b)(1)(ii)(K).

If filing as a non-U.S. institution in accordance with §240.13d-1(b)(1)(ii)(J), please specify the type of institution: See responses to Item 12 on each cover page.

**Item 4. Ownership****(a) Amount beneficially owned:**

As of December 31, 2022, each of the Reporting Persons may be deemed the beneficial owner of 41,157,043 Shares held by PSPE II Limited.

**(b) Percent of class:**

As of December 31, 2022, each of the Reporting Persons may be deemed the beneficial owner of approximately 9.2% of Shares outstanding (based on 445,131,351 Shares outstanding as of December 16, 2022 based on information from the Issuer).

**(c) Number of shares as to which such person has:**

- (i) Sole power to vote or to direct the vote: 0
- (ii) Shared power to vote or to direct the vote: 41,157,043
- (iii) Sole power to dispose or to direct the disposition of: 0
- (iv) Shared power to dispose or to direct the disposition of: 41,157,043

**Item 5. Ownership of Five Percent or Less of a Class.**

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following .

**Item 6. Ownership of More than Five Percent on Behalf of Another Person.**

See disclosure in Items 2 and 4 hereof. PSPE II Limited has the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, more than 5 percent of the Shares covered by this Statement that may be deemed to be beneficially owned by the Reporting Persons.

**Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company.**

See disclosure in Item 2 hereof.

**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 are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing 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 under §240.14a-11.

By signing below I further certify that, to the best of my knowledge and belief, the foreign regulatory scheme applicable to BPCL, licensed and regulated by the Securities and Futures Commission of Hong Kong to conduct Type 9 regulated activity (asset management), is substantially comparable to the regulatory scheme applicable to the functionally equivalent U.S. institution listed in Rule 13d-1(b)(1)(ii)(E). I also undertake to furnish to the Commission staff, upon request, information that would otherwise be disclosed in a Schedule 13D.



**SIGNATURE**

After reasonable inquiry and to the best of my knowledge and belief, the undersigned hereby certify that the information set forth in this statement is true, complete and correct.

Dated: February 14, 2023

**Blue Pool Capital Limited**

By: /s/ Henry Li

Name: Henry Li

Title: Partner and General Counsel

**Blue Pool Management Ltd.**

By: /s/ Henry Li

Name: Henry Li

Title: Attorney-in-fact for each of Oliver Paul Weisberg and Henry Li, Directors of Blue Pool Management Ltd.

**Oliver Paul Weisberg**

By: /s/ Henry Li

Name: Henry Li

Title: Attorney-in-fact

*[Signature Page to Schedule 13G]*

**Exhibit Index**

<b>Exhibit.</b>	<b>Description</b>
A	<a href="#">Joint Filing Agreement</a>
B	<a href="#">Power of Attorney: Oliver Paul Weisberg</a>

**JOINT FILING AGREEMENT**

The undersigned hereby agree that the statement on Schedule 13G with respect to the Class A Common Stock of Blue Owl Capital Inc. dated as of May 28, 2021 is, and any amendments thereto (including amendments on Schedule 13D) signed by each of the undersigned shall be, filed on behalf of each of us pursuant to and in accordance with the provisions of Rule 13d-1(k) under the Securities Exchange Act of 1934, as amended.

**Blue Pool Capital Limited**

By: /s/ Henry Li

Name: Henry Li

Title: Partner and General Counsel

**Blue Pool Management Ltd.**

By: /s/ Henry Li

Name: Henry Li

Title: Attorney-in-fact for each of Oliver Paul Weisberg and Henry Li, Directors of Blue Pool Management Ltd.

**Oliver Paul Weisberg**

By: /s/ Henry Li

Name: Henry Li

Title: Attorney-in-fact

## POWER OF ATTORNEY

Know all by these present, that I, Oliver Paul Weisberg, hereby make, constitute and appoint Henry Li, acting individually, as my agent and attorney-in-fact for the purpose of executing in my name, (a) in my personal capacity or (b) in my capacity as Director of Blue Pool Management Ltd., an exempted company incorporated with limited liability in the Cayman Islands, all documents, certificates, instruments, statements, filings and agreements ("documents") to be filed with or delivered to United States Securities and Exchange Commission (the "SEC") pursuant to the Securities Exchange Act of 1934, as amended (the "Act"), and the rules and regulations promulgated thereunder, including, without limitation, (1) all documents relating to the beneficial ownership of securities required to be filed with the SEC pursuant to Section 13(d) or Section 16(a) of the Act, including, without limitation: (a) any acquisition statements on Schedule 13D or Schedule 13G and any amendments thereto; (b) any joint filing agreements pursuant to Rule 13d-1(k) under the Act; and (c) any initial statements of, or statements of changes in, beneficial ownership of securities on Form 3, Form 4 or Form 5, and (2) any information statements on Form 13F required to be filed with the SEC pursuant to Section 13(f) of the Act.

All past acts of this attorney-in-fact in furtherance of the foregoing are hereby ratified and confirmed.

This Power of Attorney shall remain in full force and effect until the earlier of it being (a) revoked by the undersigned in a signed writing delivered to the foregoing attorney-in-fact or (b) superseded by a new power of attorney regarding the purposes outlined herein as of a later date.

IN WITNESS WHEREOF, the undersigned has executed this Power of Attorney, this 28th day of May 2021.

/s/ Oliver Paul Weisberg

Oliver Paul Weisberg