

# FORM 4

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

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

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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

(Print or Type Responses)

1. Name and Address of Reporting Person * <b>Ward Sean Jason</b>		2. Issuer Name and Ticker or Trading Symbol <b>BLUE OWL CAPITAL INC. [OWL]</b>		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)	
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 11/03/2021		<b>Senior Managing Director</b>
399 PARK AVENUE, 38TH FLOOR			4. If Amendment, Date Original Filed (Month/Day/Year)		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
(Street)			NEW YORK, NY 10022		
(City)		(State)	(Zip)		

### 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				
Class D Shares	11/03/2021		C	(1)(2)		651,637	A	(1) (2)	18,638,052	I	See Footnotes (3)

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

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### 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 Underlying Securities (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 of Derivative Security: 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				
Series E-2 Seller Earnout Units	(1) (2)	11/03/2021		C	(1)(2)		651,637	(1)(2)	(1)(2)	Class B Shares	651,637.00	(1) (2)	0	I	See Footnotes (3)
Blue Owl Operating Group Units	(4)	11/03/2021		C	(1)(2)		651,637	(4)	(4)	Class B Shares	651,637.00	(1) (2)	18,638,052	I	See Footnotes (3)

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Ward Sean Jason 399 PARK AVENUE 38TH FLOOR NEW YORK, NY 10022	X		Senior Managing Director	

## Signatures

/s/ Neena A. Reddy, as Attorney-in-Fact		11/05/2021
Signature of Reporting Person		Date

## Explanation of Responses:

\* 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).

Pursuant to the terms of that certain Business Combination Agreement, dated as of December 23, 2020 (as the same has been amended, modified, supplemented or waived from time to time, the "Business Combination Agreement" or "BCA"), by and among Altimar Acquisition Corporation, Owl Rock Capital Group LLC, Owl Rock Capital Feeder LLC, Owl Rock Capital Partners LP and

- (1) Neuberger Berman Group LLC, the reporting person became entitled to indirectly receive shares of Blue Owl Capital Inc.'s (the "Issuer") Class D common stock ("Class D Shares") and an equal number of Blue Owl Operating Group Units (which consists of one common unit of Blue Owl Capital Carry LP and one common unit of Blue Owl Capital Holdings LP) issuable in respect of his Series E-2 Seller Earnout Units following the occurrence of a Triggering Event (as defined in the BCA).
- (2) The "Triggering Event" occurred on November 3, 2021, when the volume weighted average share price exceeded \$15.00 per share for 20 consecutive trading days.  
Consists of 18,638,052 Class D Shares and an equal number of Blue Owl Operating Group Units held directly by Dyal Capital SLP LP ("Dyal SLP") on behalf of Mr. Ward, his spouse and one or more entities controlled by him. Mr. Ward expressly disclaims beneficial ownership of the securities held by Dyal SLP, including any shares of Class B common stock ("Class B Shares") that may be acquired upon exchange of Blue Owl Operating Group Units and the cancellation of an equal number of Class D Shares, and the Blue Owl Operating Group Units and Class D Shares stock issuable in respect of the Seller Earnout Units upon the satisfaction of certain vesting conditions, in each case, except to the extent of his pecuniary interest therein.
- (3) Each Blue Owl Operating Group Unit, upon the cancellation of an equal number of Class D Shares, may be exchanged from time to time for an equal number of newly issued Class B Shares, subject to any applicable transfer restrictions and the terms of the Exchange Agreement, dated as of May 19, 2021, or (at the election of an exchange committee of the general partner of the Blue Owl Operating Group) a cash payment equal to the five-day volume weighted average price of shares of Class A common stock immediately prior to the applicable exchange date. Blue Owl Operating Group Units do not expire.
- (4)

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

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