

GT Solar International, Inc.

Form 4

February 12, 2010

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
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(Print or Type Responses)

1. Name and Address of Reporting Person *

OAKTREE CAPITAL
MANAGEMENT LP

(Last) (First) (Middle)

C/O OAKTREE CAPITAL
MANAGEMENT, L.P., 333 SOUTH
GRAND AVENUE, 28TH FLOOR

(Street)

LOS ANGELES, CA 90071

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading

Symbol

GT Solar International, Inc. [SOLR]

3. Date of Earliest Transaction

(Month/Day/Year)

02/09/2010

4. If Amendment, Date Original

Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☒ Director☒ 10% Owner☐ Officer (give title
below)☐ Other (specify
below)6. Individual or Joint/Group Filing(Check
Applicable Line)☐ Form filed by One Reporting Person☒ Form filed by More than One Reporting
Person**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)
				(A) or (D)	Price		

Common
Stock

105,538,149 I

By GT
Solar
Holdings,
LLC (1) (2)
(3)

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

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information contained in this form are not
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SEC 1474
(9-02)

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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. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Unit	(4)	02/09/2010	02/09/2010	A		10,772 (4)		(4)	(4)	Common stock, \$0.01 par value	10,772

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
OAKTREE CAPITAL MANAGEMENT LP C/O OAKTREE CAPITAL MANAGEMENT, L.P. 333 SOUTH GRAND AVENUE, 28TH FLOOR LOS ANGELES, CA 90071	X	X		
Oaktree Holdings, Inc. C/O OAKTREE CAPITAL MANAGEMENT, L.P. 333 SOUTH GRAND AVENUE, 28TH FLOOR LOS ANGELES, CA 90071	X	X		
Oaktree Capital Group, LLC C/O OAKTREE CAPITAL MANAGEMENT, L.P. 333 SOUTH GRAND AVENUE, 28TH FLOOR LOS ANGELES, CA 90071	X	X		
Oaktree Capital Group Holdings, L.P. C/O OAKTREE CAPITAL MANAGEMENT, L.P. 333 SOUTH GRAND AVENUE, 28TH FLOOR LOS ANGELES, CA 90071	X	X		
Oaktree Capital Group Holdings GP, LLC C/O OAKTREE CAPITAL MANAGEMENT, L.P. 333 SOUTH GRAND AVENUE, 28TH FLOOR LOS ANGELES, CA 90071	X	X		

Signatures

Oaktree Capital Management, L.P. By: /s/ Richard Ting Name: Richard Ting Title: Managing Director and Associate General Counsel By: /s/ Martin Boskovich Name: Martin Boskovich Title: Authorized Signatory	02/12/2010
__Signature of Reporting Person	Date
Oaktree Holdings, Inc. By: /s/ Richard Ting Name: Richard Ting Title: Managing Director and Associate General Counsel By: /s/ Martin Boskovich Name: Martin Boskovich Title: V.P. and Assistant Secretary	02/12/2010
__Signature of Reporting Person	Date
Oaktree Capital Group, LLC By: /s/ Richard Ting Name: Richard Ting Title: Managing Director and Associate General Counsel By: /s/ Martin Boskovich Name: Martin Boskovich Title: V.P. and Assistant Secretary	02/12/2010
__Signature of Reporting Person	Date
Oaktree Capital Group Holdings, L.P. By: /s/ Richard Ting Name: Richard Ting Title: Managing Director and Associate General Counsel By: /s/ Martin Boskovich Name: Martin Boskovich Title: V.P. and Assistant Secretary	02/12/2010
__Signature of Reporting Person	Date
Oaktree Capital Group Holdings GP, LLC By: /s/ Richard Ting Name: Richard Ting Title: Managing Director and Associate General Counsel By: /s/ Richard Ting Name: Martin Boskovich Title: V.P., Legal	02/12/2010
__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).
- (1) These shares are owned directly by GT Solar Holdings, LLC. OCM/GFI Power Opportunities Fund II, L.P., or the "Main Fund," and OCM/GFI Power Opportunities Fund II (Cayman), L.P. ("Cayman Fund" and together with the Main Fund, "OCM/GFI Funds") are together the managing member of GT Solar Holdings, LLC. Oaktree is one of the two investment managers of each of the OCM/GFI Funds. Voting and investment power with respect to securities owned by the OCM/GFI Funds is exercised by a four-person committee, including two representatives of Oaktree (any two of Messrs. Stephen A. Kaplan, Michael P. Harmon, Bruce A. Karsh and Howard S. Marks).
- (2) Oaktree Holdings, Inc. is the general partner of Oaktree. Oaktree Capital Group, LLC is the sole shareholder of Oaktree Holdings, Inc. Oaktree Capital Group Holdings, L.P. controls Oaktree Capital Group, LLC. Oaktree Capital Group Holdings GP, LLC is the general partner of Oaktree Capital Group Holdings, L.P. Oaktree Capital Group Holdings GP, LLC is managed by Howard S. Marks, Bruce A. Karsh, Sheldon M. Stone, Larry W. Keele, Stephen A. Kaplan, John B. Frank, David Kirchheimer, Kevin L. Clayton.
- (3) By virtue of the ownership structure described above, each of the OCM/GFI Funds, Oaktree Capital Group Holdings GP, LLC, Oaktree Capital Group Holdings, L.P., Oaktree Capital Group, LLC, Oaktree Holdings, Inc., Oaktree, Howard S. Marks, Bruce A. Karsh, Sheldon M. Stone, Larry W. Keele, Stephen A. Kaplan, John B. Frank, David Kirchheimer, Kevin L. Clayton and Michael P. Harmon may be deemed to have beneficial ownership of the shares owned by GT Solar Holdings, LLC. Each of the foregoing persons expressly disclaims beneficial ownership of the shares held by GT Solar Holdings, LLC, except to the extent of their respective pecuniary interests therein.
- (4) Represents 10,772 restricted stock units. Each restricted stock unit represents the right to receive one share of common stock upon vesting. Vesting of the restricted stock units is subject to the continued service of Chad Van Sweden as a director of GT Solar International, Inc. The restricted stock units vest on February 9, 2011. Shares of common stock will be delivered to the reporting person on vesting.
- (5) These securities are directly owned by Oaktree. By virtue of the ownership structure described above, each of Oaktree Capital Group Holdings GP, LLC, Oaktree Capital Group Holdings, L.P., Oaktree Capital Group, LLC, Oaktree Holdings, Inc., Howard S. Marks, Bruce A. Karsh, Sheldon M. Stone, Larry W. Keele, Stephen A. Kaplan, John B. Frank, David Kirchheimer, Kevin L. Clayton and Michael P. Harmon may be deemed to have beneficial ownership of the shares owned by Oaktree. Each of the foregoing persons

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expressly disclaims beneficial ownership of the shares held by Oaktree, except to the extent of their respective pecuniary interests therein.

Remarks:

The 10,772 restricted stock units were granted to Oaktree Capital Management, L.P. ("Oaktree") as part of a grant of restricted

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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