

GT Solar International, Inc.

Form 4

August 13, 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  
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burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Oaktree Capital Group Holdings GP,  
LLC

(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)  
08/11/2010

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

76,788,149 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.

**Persons who respond to the collection of  
information contained in this form are not  
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number.**

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)	08/11/2010	08/11/2010	A		20,254	(4)	(5)	(5)	Common stock, par value \$0.01 per share	20,254

## Reporting Owners

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

LOS ANGELES, CA 90071

OAKTREE FUND GP I, L.P.

C/O OAKTREE CAPITAL MANAGEMENT, L.P.

333 SOUTH GRAND AVENUE, 28TH FLOOR

LOS ANGELES, CA 90071

X

X

## Signatures

Oaktree Capital Group Holdings GP, LLC By: /s/ Richard Ting Name: Richard Ting Title: Managing Director and Associate General Counsel By: /s/ Martin Boskovich Name: Martin Boskovich Title: VP, Legal

08/13/2010

\_\_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

08/13/2010

\_\_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

08/13/2010

\_\_Signature of Reporting Person

Date

OAKTREE HOLDINGS, LLC By: Oaktree Capital Group, LLC Its: Managing Member 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

08/13/2010

\_\_Signature of Reporting Person

Date

OCM HOLDINGS I, LLC By: /s/ Richard Ting Name: Richard Ting Title: Managing Director and Associate General Counsel By: /s/ Martin Boskovich Name: Martin Boskovich Title: Vice President and Assistant Secretary

08/13/2010

\_\_Signature of Reporting Person

Date

OAKTREE CAPITAL I, L.P. By: OCM Holdings I, LLC Its: General Partner 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

08/13/2010

\_\_Signature of Reporting Person

Date

OAKTREE FUND GP I, L.P. By: /s/ Richard Ting Name: Richard Ting Title: Authorized Signatory By: /s/ Martin Boskovich Name: Martin Boskovich Title: Authorized Signatory

08/13/2010

\_\_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 Capital Management, L.P. ("OCM") 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 OCM (any two of Messrs. Stephen A. Kaplan, Michael P. Harmon, Bruce A. Karsh and Howard S. Marks).

(2)

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Oaktree Holdings, Inc. is the general partner of OCM. 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 and 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., OCM, Howard S. Marks, Bruce A. Karsh, Sheldon M. Stone, Larry W. Keele, Stephen A. Kaplan, John B. Frank, David Kirchheimer and Kevin L. Clayton 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 20,254 restricted stock units. Each restricted stock unit represents the right to receive one share of common stock upon vesting. Vesting of half of the restricted stock units is subject to the continued service of J. Bradford Forth as a director of GT Solar International, Inc., and vesting of the other half is subject to the continued service of R. Chad Van Sweden as a director of GT Solar International, Inc.

- (5) The restricted stock units vest on the earlier of (i) the day preceding the next annual meeting of GT Solar International, Inc. and (ii) August 11, 2011. Shares of common stock will be delivered to OCM FIE, L.P. ("OCM FIE") on vesting.

- (6) OCM FIE is the direct beneficial holder of the restricted stock units reported in Table II. Oaktree Fund GP, LLC is the general partner of OCM FIE. Oaktree Fund GP I, L.P. is the managing member of Oaktree Fund GP, LLC. Oaktree Capital I, L.P. is the general partner of Oaktree Fund GP I, L.P. OCM Holdings I, LLC is the general partner of Oaktree Capital I, L.P. Oaktree Holdings, LLC is the managing member of OCM Holdings I, LLC. Oaktree Capital Group, LLC is the managing member of Oaktree Holdings, LLC.

- (7) 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, LLC, OCM Holdings I, LLC, Oaktree Capital I, L.P., Oaktree Fund GP I, L.P., Oaktree Fund GP, LLC, Howard S. Marks, Bruce A. Karsh, Sheldon M. Stone, Larry W. Keele, Stephen A. Kaplan, John B. Frank, David Kirchheimer and Kevin L. Clayton may be deemed to have beneficial ownership of the restricted stock units owned by OCM FIE. Each of the foregoing persons expressly disclaims beneficial ownership of the restricted stock units held by OCM FIE, except to the extent of their respective pecuniary interests therein.

### Remarks:

The 20,254 restricted stock units were granted to OCM FIE, L.P. as part of a grant of restricted stock units to directors of GT S

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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