

OCM Growth Holdings LLC

Form 4

December 12, 2017

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
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
OCM Growth Holdings LLC

2. Issuer Name **and** Ticker or Trading
Symbol
Runway Growth Credit Fund Inc.
[NONE]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction
(Month/Day/Year)
12/08/2017

☒ Director ☒ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

C/O OAKTREE CAPITAL
MANAGEMENT, L.P., 333 S.
GRAND AVE., 28TH FLOOR

(Street)

4. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check
Applicable Line)
☐ Form filed by One Reporting Person
☒ Form filed by More than One Reporting
Person

LOS ANGELES, CA 90071

(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
Common Stock	12/08/2017		P		1,413,921.53	A	\$ 15 4,370,158.133
						D	(1) (2) (3) (4)

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
required to respond unless the form
displays a currently valid OMB control
number.**

SEC 1474
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)**

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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. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

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

Oaktree Capital Group Holdings GP, LLC
333 SOUTH GRAND AVENUE
28TH FLOOR
LOS ANGELES, CA 90071

Signatures

OCM Growth Holdings, LLC, By: Oaktree Fund GP, LLC Its: Manager, By: Oaktree Fund GP I, L.P. Its Managing Member /s/ Jordan Mikes, Authorized Signatory	12/12/2017
__Signature of Reporting Person	Date
Oaktree Fund GP, LLC, By: Oaktree Fund GP I, L.P. Its Managing Member /s/ Jordan Mikes, Authorized Signatory	12/12/2017
__Signature of Reporting Person	Date
Oaktree Fund GP I, L.P. /s/ Jordan Mikes, Authorized Signatory	12/12/2017
__Signature of Reporting Person	Date
Oaktree Capital I, L.P. /s/ Jordan Mikes, Vice President	12/12/2017
__Signature of Reporting Person	Date
OCM Holdings I, LLC /s/ Jordan Mikes, Vice President	12/12/2017
__Signature of Reporting Person	Date
Oaktree Holdings, LLC /s/ Jordan Mikes, Vice President	12/12/2017
__Signature of Reporting Person	Date
Oaktree Capital Group, LLC, By: Oaktree Capital Group Holdings GP, LLC Its Manager /s/ Jordan Mikes, Vice President	12/12/2017
__Signature of Reporting Person	Date
Oaktree Capital Group Holdings, L.P., By: Oaktree Capital Group Holdings GP, LLC Its: General Partner /s/ Jordan Mikes, Vice President	12/12/2017
__Signature of Reporting Person	Date
Oaktree Capital Group Holdings GP, LLC /s/ Jordan Mikes, Vice President	12/12/2017
__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) OCM Growth Holdings, LLC, a Delaware limited liability company ("LLC")("OCMGH"), directly owns 4,370,158.133 shares of the common stock (the "Common Stock") of GSV Growth Credit Fund, Inc. ("Issuer"). This Form 4 is being filed by (i) Oaktree Fund GP, LLC, a Delaware LLC ("GP LLC"), in its capacity as manager of OCMGH, (ii) Oaktree GP I, L.P., a Delaware limited partnership ("GP I LLC"), in its capacity as managing member of GP LLP, (iii) Oaktree Capital I, L.P., a Delaware limited partnership ("Capital I"), in its capacity as general partner of GP I, (iv) OCM Holdings I, LLC, a Delaware LLC ("Holdings I"), in its capacity as general partner of Capital I, (v) Oaktree Holdings, LLC, a Delaware LLC ("Holdings"), in its capacity as managing member of Holdings I; (vi) Oaktree Capital Group, LLC, a Delaware LLC ("OCG"), in its capacity as managing member of Holdings; and (vii) Oaktree Capital Group Holdings GP, LLC, a Delaware LLC ("OCGH GP"), in its capacity as duly elected manager of OCG.
- (2) Each Reporting Person disclaims beneficial ownership of all equity securities reported herein except to the extent of its respective pecuniary interest therein, and the filing of this Form 4 shall not be construed as an admission that any such Reporting Person is the beneficial owner of any equity securities covered by this Form 4.
- (3) OCGH GP is managed by an executive committee consisting of Howard S. Marks, Bruce A. Karsh, Sheldon M. Stone, John B. Frank, and Jay S. Wintrob (the "OCGH GP Members"). In such capacity, the OCGH GP Members may be deemed to have indirect beneficial ownership of the Common Stock. Each OCGH GP Member expressly disclaims beneficial ownership of the Common Stock, except to the

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extent of his respective pecuniary interest therein, and the filing of this Form 3 shall not be construed as an admission that any such person is the beneficial owner of any equity securities covered by this Form 4.

- (4) The Reporting Persons may be deemed directors by deputation by virtue of their right to designate representatives to be nominated by the Issuer to serve on the Issuer's board of directors.

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

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.