

Oaktree Capital Group Holdings GP, LLC

Form 3

February 07, 2018

FORM 3**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549

OMB APPROVAL

OMB
Number: 3235-0104Expires: January 31,
2005Estimated average
burden hours per
response... 0.5**INITIAL STATEMENT OF 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

(Print or Type Responses)

1. Name and Address of Reporting
Person *Â OAKTREE CAPITAL
MANAGEMENT LP

(Last) (First) (Middle)

333 S GRAND AVE 28TH
FL,Â

(Street)

LOS ANGELES,Â CAÂ 90071

(City) (State) (Zip)

2. Date of Event Requiring
Statement(Month/Day/Year)
02/05/20183. Issuer Name **and** Ticker or Trading Symbol
STONEMOR PARTNERS LP [STON]4. Relationship of Reporting
Person(s) to Issuer

(Check all applicable)

____ Director ____X____ 10% Owner
____ Officer ____ Other
(give title below) (specify below)5. If Amendment, Date Original
Filed(Month/Day/Year)6. Individual or Joint/Group
Filing(Check Applicable Line)
____ Form filed by One Reporting
Person
X Form filed by More than One
Reporting Person**Table I - Non-Derivative Securities Beneficially Owned**1. Title of Security
(Instr. 4)2. Amount of Securities
Beneficially Owned
(Instr. 4)3. Ownership
Form:
Direct (D)
or Indirect
(I)
(Instr. 5)4. Nature of Indirect Beneficial
Ownership
(Instr. 5)Common units representing partnership
interests

3,905,946

D (1) (2) (3)
(4) ÂReminder: Report on a separate line for each class of securities beneficially
owned directly or indirectly.

SEC 1473 (7-02)

**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.****Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**1. Title of Derivative Security
(Instr. 4)2. Date Exercisable and
Expiration Date
(Month/Day/Year)3. Title and Amount of
Securities Underlying
Derivative Security4. Conversion
or Exercise5. Ownership
Form of6. Nature of Indirect
Beneficial Ownership
(Instr. 5)

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Date Exercisable	Expiration Date	Title (Instr. 4)	Amount or Number of Shares	Price of Derivative Security	Derivative Security: Direct (D) or Indirect (I) (Instr. 5)

Reporting Owners

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

Signatures

See Signatures Included in
Exhibit 99.1

02/07/2018

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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) By Oaktree Value Equity Holdings, L.P., a Delaware limited partnership ("VE Holdings"). This Form 3 is also being filed by (i) Oaktree Value Equity Fund GP, L.P., a Cayman Islands exempted limited partnership ("VEF GP"), in its capacity as the general partner of VE Holdings; (ii) Oaktree Value Equity Fund GP Ltd., a Cayman Islands exempted company ("VEF Ltd."), in its capacity as the general partner of VEF GP; (iii) Oaktree Capital Management, L.P., a Delaware limited partnership ("Management"), in its capacity as the sole director of VEF Ltd.; (iv) Oaktree Holdings, Inc., a Delaware corporation ("Holdings"), in its capacity as the general partner of Management; (v) Oaktree Fund GP I, L.P., a Delaware limited partnership ("GP I"), in its capacity as sole shareholder of VEF Ltd.; (vi) Oaktree Capital I, L.P., a Delaware limited partnership ("Capital I"), in its capacity as the general partner of GP I; (continue on footnote 2)

(2) (continued from footnote 1) (vii) OCM Holdings I, LLC, a Delaware limited liability company ("Holdings I"), in its capacity as the general partner of Capital I; (viii) Oaktree Holdings, LLC, a Delaware limited liability company ("Holdings LLC") in its capacity as the managing member of Holdings I; (ix) Oaktree Capital Group, LLC, a Delaware limited liability company ("OCG"), in its capacity as the sole shareholder of Holdings and the managing member of Holdings LLC; and (x) Oaktree Capital Group Holdings GP, LLC, a Delaware limited liability company ("OCGH"), in its capacity as the duly elected manager of OCG.

(3) Each Reporting Person disclaims beneficial ownership of the Common Stock reported herein except to the extent of its respective pecuniary interest therein, and the filing of this Form 3 shall not be construed as an admission that any such Reporting Person is the beneficial owner of the Common Stock covered by this Form 3.

(4) OCGH 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 Members"). In such capacity, the OCGH Members may be deemed to have indirect beneficial ownership of the Common Stock reported herein. Each OCGH Member expressly disclaims beneficial ownership of the Common Stock reported herein, except to the 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 the Common Stock covered by this Form 3.

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Remarks:

ThisÂ FormÂ 3Â isÂ beingÂ filedÂ inÂ twoÂ partsÂ dueÂ toÂ theÂ numberÂ ofÂ ReportingÂ Persons.Â BothÂ filingsÂ r

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.