

Alliance HealthCare Services, Inc
Form 4
November 03, 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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
OCM Principal Opportunities Fund
IV, LP

(Last) (First) (Middle)

C/O OAKTREE CAPITAL GROUP
HOLDINGS, 333 S. GRAND
AVENUE, FLOOR 28

(Street)

LOS ANGELES, CA 90071

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
Alliance HealthCare Services, Inc
[AIQ]

3. Date of Earliest Transaction
(Month/Day/Year)
11/01/2010

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____X____ 10% Owner
____ Officer (give title below) ____ Other (specify below)

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 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)
Common Stock	11/01/2010		P	342,101	A \$ 3.955	23,782,451	D (1) (2) (3) (4) (5) (6)
Common Stock	11/01/2010		P	25,307	A \$ 3.955	1,759,258	I See Footnotes (1) (2) (5) (6) (7)
Common Stock	11/01/2010		P	5,061	A \$ 3.955	351,899	I See Footnotes (1) (2) (5) (6) (8)

Common Stock	11/01/2010	P	2,531	A	\$ 3.955	175,949	I	See Footnotes (1) (2) (5) (6) (9)
Common Stock						1,120,160	I	See Footnotes (1) (2) (5) (6) (10)

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)

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 Principal Opportunities Fund IV, LP C/O OAKTREE CAPITAL GROUP HOLDINGS 333 S. GRAND AVENUE, FLOOR 28 LOS ANGELES, CA 90071	X
OCM Principal Opportunities Fund IV GP, LP C/O OAKTREE CAPITAL GROUP HOLDINGS 333 S. GRAND AVENUE, FLOOR 28 LOS ANGELES, CA 90071	X
OCM Principal Opportunities Fund IV GP LTD C/O OAKTREE CAPITAL GROUP HOLDINGS	X

333 S. GRAND AVENUE, FLOOR 28
LOS ANGELES, CA 90071

OAKTREE FUND GP I, L.P.
C/O OAKTREE CAPITAL GROUP HOLDINGS
333 S. GRAND AVENUE, FLOOR 28
LOS ANGELES, CA 90071

Oaktree Capital I, L.P.
C/O OAKTREE CAPITAL GROUP HOLDINGS
333 S. GRAND AVENUE, FLOOR 28
LOS ANGELES, CA 90071

OCM HOLDINGS I, LLC
C/O OAKTREE CAPITAL GROUP HOLDINGS
333 S. GRAND AVENUE, FLOOR 28
LOS ANGELES, CA 90071

OAKTREE HOLDINGS, LLC
C/O OAKTREE CAPITAL GROUP HOLDINGS
333 S. GRAND AVENUE, FLOOR 28
LOS ANGELES, CA 90071

Oaktree Capital Group, LLC	
C/O OAKTREE CAPITAL GROUP HOLDINGS	
333 S. GRAND AVENUE, FLOOR 28	X
LOS ANGELES, CA 90071	

Oaktree Capital Group Holdings, L.P.
C/O OAKTREE CAPITAL GROUP HOLDINGS
333 S. GRAND AVENUE, FLOOR 28
LOS ANGELES, CA 90071

Oaktree Capital Group Holdings GP, LLC	
C/O OAKTREE CAPITAL GROUP HOLDINGS	
333 S. GRAND AVENUE, FLOOR 28	X
LOS ANGELES, CA 90071	

Signatures

See Signatures included in
Exhibit 99.1

**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) The parties directly owning the shares reported on this form are parties to a Stockholders' Agreement, dated April 16, 2007, which provides for certain terms regarding voting and disposal of the shares of the Issuer owned by the parties. By virtue of this agreement, each of the parties to the agreement may be considered beneficially owners of all these securities as members of a "group" as defined under Rule 13d-5 of the Securities Exchange Act of 1934.
- (2) OCM Principal Opportunities Fund IV, L.P. ("Oaktree Fund") and Alliance-Oaktree Co-Investors, LLC ("OCM LLC") disclaim beneficial ownership of the securities reported herein as directly owned by MTS Health Investors II, L.P. ("MTS"), Alliance-MTS Co-Investors I, LLC ("MTS I"), or Alliance-MTS Co-Investors II, LLC ("MTS II") and MTS, MTS I, and MTS II disclaim beneficial ownership of the securities reported herein as directly owned by Oaktree Fund or OCM LLC. The inclusion of these securities in this

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report shall not be deemed to be an admission that any of the reporting persons have beneficial ownership of such securities for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purposes.

- (3) Oaktree Fund directly owns 23,782,451 shares of the common stock (the "Common Stock") of Alliance HealthCare Services, Inc. (the "Issuer"). This Form 4 is also being filed by: (i) OCM Principal Opportunities Fund IV GP, L.P. ("Fund GP"), in its capacity as the general partner of Oaktree Fund and, therefore, has investment and voting control over the Common Stock held by the Oaktree Fund; (ii) OCM Principal Opportunities Fund IV GP Ltd. ("Fund GP Ltd."), in its capacity as the general partner of Fund GP; (iii) Oaktree Fund GP I, L.P. ("GP I"), in its capacity as the sole shareholder of Fund GP Ltd.; (iv) Oaktree Capital I, L.P. ("Capital I"), in its capacity as the general partner of GP I; (v) OCM Holdings I, LLC ("Holdings I"), in its capacity as the general partner of Capital I; (vi) Oaktree Holdings, LLC ("Holdings"), in its capacity as the managing member of Holdings I; (vii) Oaktree Capital Group, LLC ("OCG"), in its capacity as the managing member of Holdings; (viii) Oaktree Capital Group Holdings, L.P. ("OCGH"), in its capacity as the holder of a majority of the voting units of OCG; and (ix) Oaktree Capital Group Holdings GP, LLC ("OCGH GP", and together with
- (4) Oaktree Fund, Fund GP, Fund GP Ltd., GP I, Capital I, Holdings I, Holdings, OCG and OCGH, each a "Reporting Person" and collectively, the "Reporting Persons"). Information with respect to each of the Reporting Person is given solely by such Reporting Person, and no such Reporting Person has responsibility for the accuracy or completeness of information supplied by another Reporting Person.
- (5) Each Reporting Person disclaims beneficial ownership of all Common Stock reported herein except to the extent of their 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 Common Stock covered by this Form 4.
- (6) OCGH GP is a limited liability company managed by an executive committee, the members of which are Howard S. Marks, Bruce A. Karsh, Sheldon M. Stone, Larry W. Keele, Stephen A. Kaplan, John B. Frank, David M. Kirchheimer and Kevin L. Clayton (each, an "OCGH GP Member" and collectively, the "OCGH GP Members"). In such capacity, the OCGH GP Members may be deemed indirect beneficial owners of the Common Stock reported herein. Except to the extent of their respective pecuniary interest, each OCGH GP Member disclaims beneficial ownership of the Common Stock reported herein and the filing of this Form 4 shall not be construed as an admission that any such person is the beneficial owner of any Common Stock covered by this Form 4.
- (7) These securities are owned by MTS. MTS Health Investors II GP, LLC ("MTS GP") is the general partner of MTS. MTS Health Investors II GP Holdings, LLC is the Class A member of MTS GP. Each may be deemed to beneficially own these shares because they have discretionary authority and control over all of the assets of MTS pursuant to a partnership agreement for MTS.
- (8) These securities are owned by MTS I. MTS GP is the managing member of MTS I. MTS GP and its affiliates may be deemed to beneficially own these shares because they have discretionary authority and control over all of the assets of MTS I pursuant to the Limited Liability Company Agreement of MTS I.
- (9) These securities are owned by MTS II. MTS GP is the managing member of MTS II. MTS GP and its affiliates may be deemed to beneficially own these shares because they have discretionary authority and control over all of the assets of MTS II pursuant to the Limited Liability Company Agreement of MTS II.
- (10) These securities are directly owned by OCM LLC. The managing member of OCM LLC is Fund GP. Fund GP and its affiliates may be deemed to beneficially own these shares because they have discretionary authority and control over all of the assets of OCM LLC pursuant to the Limited Liability Company Agreement of OCM LLC.

Remarks:

Due to the electronic system's limitation of 10 Reporting Persons per joint filing, this statement is being filed in two parts. Part

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.