

AdvancePierre Foods Holdings, Inc.

Form 4

January 26, 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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
OCM Principal Opportunities Fund
IV Delaware, L.P.

2. Issuer Name and Ticker or Trading
Symbol
AdvancePierre Foods Holdings, Inc.
[APFH]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
C/O OAKTREE CAPITAL
MANAGEMENT, L.P., 333 SOUTH
GRAND AVENUE, 28TH FLOOR

3. Date of Earliest Transaction
(Month/Day/Year)
01/24/2017

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

(Street)
LOS ANGELES, CA 90071

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

(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, par value \$0.01 per share	01/24/2017		S		11,536,418	D	\$ 27
							31,732,120
							(1) (2) (3) (4) (5)

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**

SEC 1474
(9-02)

number.

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 Repor Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Relationships

Reporting Owner Name / Address

Director 10%
Owner Officer Other

OCM Principal Opportunities Fund IV Delaware, 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

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

Signatures

See Signatures Included in
Exhibit 99.1

01/26/2017

__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 Principal Opportunities Fund IV Delaware, L.P. ("POF IV Delaware") directly owns 31,732,120 shares of the common stock (the "Common Stock") of AdvancePierre Foods Holdings, Inc. ("Issuer"). This Form 4 is also being filed by (i) OCM Principal Opportunities Fund IV Delaware GP Inc. ("POF IV Delaware GP"), in its capacity as the general partner of POF IV Delaware; (ii) OCM Principal Opportunities Fund IV, L.P. ("POF IV"), in its capacity as the sole shareholder of POF IV Delaware GP; (iii) OCM Principal Opportunities Fund IV GP, L.P. ("POF IV GP"), in its capacity as the general partner of POF IV; (iv) OCM Principal Opportunities Fund IV GP Ltd. ("POF IV GP Ltd"), in its capacity as the general partner of POF IV GP; (v) Oaktree Fund GP I, L.P. ("GP I") in its capacity as the sole shareholder of POF IV GP Ltd; (vi) Oaktree Capital Management, L.P. ("OCM LP"), in its capacity as the sole director of POF IV GP Ltd; (continued in footnote 2).

(2) (continued from footnote 1) (vii) Oaktree Capital I, L.P. ("Capital I"), in its capacity as the general partner of GP I; (viii) Oaktree Holdings, Inc. ("Holdings Inc."), in its capacity as the general partner of OCM LP; (ix) OCM Holdings I, LLC ("Holdings I"), in its capacity as the general partner of Capital I; (x) Oaktree Holdings, LLC ("Holdings LLC"), in its capacity as the managing member of Holdings I; (xi) Oaktree Capital Group, LLC ("OCG"), in its capacity as the managing member of Holdings LLC and in its capacity as the sole shareholder of Holdings Inc.; and (xii) Oaktree Capital Group Holdings GP, LLC ("OCGH GP", and together with POF IV Delaware GP, POF IV Delaware, POF IV, POF IV GP, POF IV GP Ltd, GP I, OCM LP, Capital I, Holdings Inc., Holdings I, Holdings LLC and OCG, collectively, the "Reporting Persons"), in its capacity as the duly appointed manager of OCG.

(3) Each Reporting Person disclaims beneficial ownership of all Common Stock 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 Common Stock covered by this Form 4.

(4) OCGH GP is a limited liability company managed by an executive committee, the members of which are Howard S. Marks, Bruce A. Karsh, Jay S. Wintrob, John B. Frank, Sheldon M. Stone and David M. Kirchheimer (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.

(5) 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.

Remarks:

This Form 4 is being filed in two parts due to the number of Reporting Persons. Both filings relate to the same holdings described

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.