

Oaktree Capital Group Holdings GP, LLC

Form 3

July 21, 2017

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

OMB APPROVAL

OMB
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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 SOUTH GRAND
AVENUE,Â 28TH FLOOR

(Street)

LOS ANGELES,Â CAÂ 90071

(City) (State) (Zip)

2. Date of Event Requiring
Statement(Month/Day/Year)
07/13/20173. Issuer Name **and** Ticker or Trading Symbol
Fifth Street Finance Corp. [FSC]4. Relationship of Reporting
Person(s) to Issuer

(Check all applicable)

☐ Director ☒ 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
☒ 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 Stock, par value \$0.01 per share 0

I See Footnotes (1) (2) (3) (4)Reminder: Report on a separate line for each class of securities beneficially
owned directly or indirectly.

SEC 1473 (7-02)

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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 Security
(Instr. 4)4. Conversion
or Exercise
Price of
Derivative5. Ownership
Form of
Derivative
Security:6. Nature of Indirect
Beneficial Ownership
(Instr. 5)

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Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
OAKTREE CAPITAL MANAGEMENT LP 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
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

Signatures

See Signatures Included in Exhibit 99.1 07/21/2017

__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) On July 13, 2017, Oaktree Capital Management, L.P. ("Oaktree") entered into a Voting Agreement, dated as of July 13, 2017 (the "Voting Agreement"), with Fifth Street Holdings, L.P., Leonard M. Tannenbaum, the Leonard M. Tannenbaum Foundation, the Tannenbaum Family 2012 Trust and 777 West Putnam Avenue LLC (collectively, the "Stockholders") with respect to the shares of common stock, par value \$0.01 per share, of the Issuer (the "Common Stock") owned by the Stockholders. As a result, Oaktree may be deemed to beneficially own, pursuant to Rule 13d-3 under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), in excess of 10% of the issued and outstanding Common Stock, and Oaktree is filing this Form 3.
- (2) (Continued from footnote 1) This Form 3 is also being filed by each of (i) Oaktree Holdings, Inc. ("Holdings, Inc.") as the general partner of Oaktree; (ii) Oaktree Capital Group, LLC ("OCG") as the sole stockholder of Holdings, Inc.; and (iv) Oaktree Capital Group Holdings GP, LLC ("OCGH GP", and, together with Oaktree, Holdings, Inc. and OCG, the "Reporting Persons") as the duly elected manager of OCG.
- (3) Pursuant to the Voting Agreement, each of the Stockholders agreed to vote their shares of Common Stock (i) in favor of approving the proposed new investment advisory agreements between Oaktree and the Issuer and the election of certain nominees for election to the Issuer's board of directors and (ii) otherwise at the direction of Oaktree. The Voting Agreement terminates upon the earliest of Oaktree no longer advising the Issuer, the termination of the Asset Purchase Agreement, dated as of July 13, 2017 (the "APA"), among Fifth Street Management LLC, Oaktree and the other parties thereto and, with respect to any Stockholder, when such Stockholder no longer

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owns shares of Common Stock.

If the APA terminates under certain circumstances where the stockholders of Fifth Street Asset Management Inc. have not approved the transactions contemplated by the APA, then the Voting Agreement will not terminate until six months after the termination of the APA.

- (4) Each Stockholder has agreed not to transfer shares of Common Stock prior to the closing of the transactions contemplated by the APA. Following such closing, subject to a right of first refusal for the benefit of Oaktree, a Stockholder may transfer shares of Common Stock to third parties, subject to certain volume restrictions under certain circumstances. Based on representations given by the Stockholders, as of July 13, 2017, the Stockholders beneficially own 27,044,419.404 shares of Common Stock.

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Remarks:

TheÂ ReportingÂ PersonsÂ expresslyÂ disclaimÂ beneficialÂ ownershipÂ ofÂ theÂ securitiesÂ beneficiallyÂ ownedÂ byÂ

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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