

Oaktree Capital Group Holdings GP, LLC

Form 4

December 15, 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 *

OAKTREE CAPITAL
MANAGEMENT LP

(Last) (First) (Middle)

333 SOUTH GRAND AVENUE,
28TH FLOOR,

(Street)

LOS ANGELES, CA 90071

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading

Symbol

Oaktree Strategic Income Corp
[OCSI]

3. Date of Earliest Transaction

(Month/Day/Year)

12/13/2017

4. If Amendment, Date Original

Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director

____ Officer (give title
below)☒ 10% Owner____ Other (specify
below)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 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	12/13/2017		P		28,800	A	\$ 8.6345 <u>(1)</u>	28,800	I	By Oaktree Capital I, L.P. ⁽³⁾ ⁽⁴⁾
Common Stock	12/14/2017		P		28,800	A	\$ 8.5033 <u>(2)</u>	57,600	I	By Oaktree Capital I, L.P. ⁽³⁾ ⁽⁴⁾

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(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. Number of Derivative Securities Beneficially Owned Following Transaction (Instr. 10)
				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
OAKTREE CAPITAL MANAGEMENT LP 333 SOUTH GRAND AVENUE, 28TH FLOOR LOS ANGELES, CA 90071		X		
Oaktree Holdings, Inc. 333 SOUTH GRAND AVENUE 28TH FLOOR LOS ANGELES, CA 90071		X		
Oaktree Capital Group, LLC 333 SOUTH GRAND AVENUE 28TH FLOOR LOS ANGELES, CA 90071		X		
Oaktree Capital Group Holdings GP, LLC 333 SOUTH GRAND AVENUE 28TH FLOOR LOS ANGELES, CA 90071		X		

Signatures

See Signatures Included in
Exhibit 99.1

12/15/2017

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) The shares reported as purchased on December 13, 2017 were purchased in multiple transactions at actual purchase prices ranging from \$8.45 to \$8.73 per share. The price reported reflects the weighted average purchase price for the transactions. The Reporting Persons undertake to provide, upon request by the staff of the Securities and Exchange Commission, the Issuer or a security holder of the Issuer, full information regarding the number of shares purchased at each separate price.
 - (2) The shares reported as purchased on December 14, 2017 were purchased in multiple transactions at actual purchase prices ranging from \$8.44 to \$8.51 per share. The price reported reflects the weighted average purchase price for the transactions. The Reporting Persons undertake to provide, upon request by the staff of the Securities and Exchange Commission, the Issuer or a security holder of the Issuer, full information regarding the number of shares purchased at each separate price.
 - (3) Oaktree Capital I, L.P., a Delaware limited partnership ("Capital I") purchased shares of the common stock (the "Common Stock") of Oaktree Specialty Lending Corporation ("Issuer") on the open market. OCM Holdings I, LLC, a Delaware limited liability company ("Holdings I"), serves as the general partner of Capital I. Oaktree Holdings, LLC, a Delaware limited liability company ("Holdings"), serves as the managing member of Holdings I. Oaktree Capital Group, LLC, a Delaware limited liability company ("OCG") and a Reporting Person for the purposes of this Form 4, serves as the managing member of Holdings. Oaktree Capital Group Holdings GP, LLC, a Delaware limited liability company and a Reporting Person for the purposes of this Form 4, serves as the duly elected manager of OCG.
 - (4) 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 and the Tannenbaum Family 2012 Trust (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 and the other Reporting Persons may be deemed to beneficially own, pursuant to Rule 13d-3 under the Securities Exchange Act of 1934, as amended, in excess of 10% of the issued and outstanding Common Stock. See the Form 3 filed by the Reporting Persons with the Securities and Exchange Commission on July 21, 2017 with respect to the Issuer for additional information.

Remarks:

Each Reporting Person disclaims beneficial ownership of all equity securities reported herein except to the extent of its respective

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.