

Oaktree Capital Group Holdings GP, LLC

Form 4

February 16, 2018

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 S GRAND AVE 28TH FL,

(Street)

LOS ANGELES, CA 90071

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading

Symbol

STONEMOR PARTNERS LP
[STON]

3. Date of Earliest Transaction

(Month/Day/Year)

02/14/2018

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 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 Ownership Indirect Beneficial Ownership (Instr. 4)
Common units representing partnership interests	02/14/2018		P	76,000	A \$ 5.96 (5)	4,186,000	D (1) (2) (3) (4)
Common units representing partnership interests	02/15/2018		P	34,400	A \$ 5.87 (6)	4,220,400	D (1) (2) (3) (4)
Common units	02/16/2018		P	11,300	A \$ 6.03	4,231,700	D (1) (2) (3) (4)

representing
partnership
interests

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 Repor 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
OAKTREE CAPITAL MANAGEMENT LP 333 S GRAND AVE 28TH FL LOS ANGELES, CA 90071		X		
OAKTREE FUND GP I, L.P. 333 SOUTH GRAND AVENUE 28TH FLOOR LOS ANGELES, CA 90071		X		
Oaktree Capital I, L.P. 333 SOUTH GRAND AVENUE 28TH FLOOR LOS ANGELES, CA 90071		X		
OCM HOLDINGS I, LLC 333 SOUTH GRAND AVENUE, 28TH FLOOR LOS ANGELES, CA 90071		X		

OAKTREE HOLDINGS, LLC
333 SOUTH GRAND AVENUE, 28TH FLOOR X
LOS ANGELES, CA 90071

Oaktree Capital Group, LLC
333 SOUTH GRAND AVENUE X
28TH FLOOR
LOS ANGELES, CA 90071

Oaktree Capital Group Holdings GP, LLC
333 SOUTH GRAND AVENUE X
28TH FLOOR
LOS ANGELES, CA 90071

Oaktree Holdings, Inc.
333 SOUTH GRAND AVENUE X
28TH FLOOR
LOS ANGELES, CA 90071

Signatures

See Signatures Included in
Exhibit 99.1 02/16/2018

__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) By Oaktree Value Equity Holdings, L.P., a Delaware limited partnership ("VE Holdings"). This Form 4 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 Units 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 the Common Units covered by this Form 4.

(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 Units reported herein. Each OCGH Member expressly disclaims beneficial ownership of the Common Units reported herein, except to the extent of his respective pecuniary interest therein, and the filing of this Form 4 shall not be construed as an admission that any such person is the beneficial owner of the Common Units covered by this Form 4.

(5) The price reported in Column 4 is a weighted average price. These Common Units were acquired in multiple transactions at prices ranging from \$5.86 to \$6.00, inclusive. The reporting persons undertakes to provide to the issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of Common Units sold at each separate price within the ranges set forth in footnotes (5) and (6) to this Form 4.

(6) The price reported in Column 4 is a weighted average price. These Common Units were sold in multiple transactions at prices ranging from \$5.85 to \$5.90, inclusive.

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 in the first filing.

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.