

GT Solar International, Inc.
 Form 4
 September 21, 2010

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
 Oaktree Capital Group Holdings GP, LLC

(Last) (First) (Middle)

C/O OAKTREE CAPITAL MANAGEMENT, L.P., 333 SOUTH GRAND AVENUE, 28TH FLOOR

(Street)

LOS ANGELES, CA 90071

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

GT Solar International, Inc. [SOLR]

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

09/21/2010

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) 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	09/21/2010	09/21/2010	S		650,000 (1)	D	\$ 7.39 (1)
					51,138,149	I	

By GT Solar Holdings, LLC (2) (3) (4)

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)

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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)		
				Code	V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Unit	(5)						(5)	(5)	Common Stock, \$0.01 par value	10,772
Restricted Stock Unit	(7)						(7)	(7)	Common Stock, \$0.01 par value	20,254

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
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 Holdings, L.P. 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		

OCM HOLDINGS I, LLC C/O OAKTREE CAPITAL MANAGEMENT, L.P. 333 SOUTH GRAND AVENUE, 28TH FLOOR LOS ANGELES, CA 90071	X	X
Oaktree Capital I, L.P. C/O OAKTREE CAPITAL MANAGEMENT, L.P. 333 SOUTH GRAND AVENUE, 28TH FLOOR LOS ANGELES, CA 90071	X	X
OAKTREE FUND GP I, L.P. C/O OAKTREE CAPITAL MANAGEMENT, L.P. 333 SOUTH GRAND AVENUE, 28TH FLOOR LOS ANGELES, CA 90071	X	X
OCM Power Opportunities Fund II GP, L.P. C/O OAKTREE CAPITAL MANAGEMENT, L.P. 333 SOUTH GRAND AVENUE, 28TH FLOOR LOS ANGELES, CA 90071		X
OCM Power Opportunities Fund II GP (Cayman) Ltd. C/O OAKTREE CAPITAL MANAGEMENT, L.P. 333 SOUTH GRAND AVENUE, 28TH FLOOR LOS ANGELES, CA 90071		X
Oaktree Holdings, Inc. C/O OAKTREE CAPITAL MANAGEMENT, L.P. 333 SOUTH GRAND AVENUE, 28TH FLOOR LOS ANGELES, CA 90071	X	X

Signatures

OAKTREE CAPITAL GROUP HOLDINGS GP, LLC By: /s/ Todd Molz Name: Todd Molz Title: Managing Director, General Counsel By: /s/ Martin Boskovich Name: Martin Boskovich Title: Vice President, Legal	09/21/2010
__Signature of Reporting Person	Date
OAKTREE CAPITAL GROUP HOLDINGS, L.P. By: Oaktree Capital Group Holdings GP, LLC Its: General Partner By: /s/ Todd Molz Name: Todd Molz Title: Managing Director, General Counsel By: /s/ Martin Boskovich Name: Martin Boskovich Title: V.P., Legal	09/21/2010
__Signature of Reporting Person	Date
OAKTREE CAPITAL GROUP, LLC By: /s/ Todd Molz Name: Todd Molz Title: Senior Vice President and Secretary By: /s/ Martin Boskovich Name: Martin Boskovich Title: Vice President and Assistant Secretary	09/21/2010
__Signature of Reporting Person	Date
OAKTREE HOLDINGS, LLC By: Oaktree Capital Group, LLC Its: Managing Member By: /s/ Todd Molz Name: Todd Molz Title: Senior Vice President and Secretary By: /s/ Martin Boskovich Name: Martin Boskovich Title: Vice President and Assistant Secretary	09/21/2010
__Signature of Reporting Person	Date
OCM HOLDINGS I, LLC By: /s/ Todd Molz Name: Todd Molz Title: Vice President and Secretary By: /s/ Martin Boskovich Name: Martin Boskovich Title: Vice President and Assistant Secretary	09/21/2010

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<u>Signature of Reporting Person</u>	Date
OAKTREE CAPITAL I, L.P. By: OCM Holdings I, LLC Its: General Partner By: /s/ Todd Molz Name: Todd Molz Title: Vice President and Secretary By: /s/ Martin Boskovich Name: Martin Boskovich Title: Vice President and Assistant Secretary	09/21/2010
<u>Signature of Reporting Person</u>	Date
OAKTREE FUND GP I, L.P. By: /s/ Todd Molz Name: Todd Molz Title: Authorized Signatory By: /s/ Martin Boskovich Name: Martin Boskovich Title: Authorized Signatory	09/21/2010
<u>Signature of Reporting Person</u>	Date
OCM POWER OPPORTUNITIES FUND II GP, L.P. By: Oaktree Fund GP I, L.P. Its: General Partner By: /s/ Todd Molz Name: Todd Molz Title: Authorized Signatory By: /s/ Martin Boskovich Name: Martin Boskovich Title: Authorized Signatory	09/21/2010
<u>Signature of Reporting Person</u>	Date
OCM POWER OPPORTUNITIES FUND II GP (CAYMAN) LTD. By: OCM Power Opportunities Fund II GP, L.P. Its: Director By: Oaktree Fund GP I, L.P. Its: General Partner By: /s/ Todd Molz Title: Auth. Signatory By: Martin Boskovich Title: Auth. Signatory	09/21/2010
<u>Signature of Reporting Person</u>	Date
OAKTREE HOLDINGS, INC. By: /s/ Todd Molz Name: Todd Molz Title: Vice President and Secretary By: /s/ Martin Boskovich Name: Martin Boskovich Title: Vice President and Assistant Secretary	09/21/2010
<u>Signature of Reporting Person</u>	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) On September 21, 2010, GT Solar Holdings, LLC sold an additional 650,000 shares in connection with the partial exercise of the underwriters' over-allotment option pursuant to the underwriting agreement for the offering of shares that closed on September 15, 2010.
- (2) These shares are owned directly by GT Solar Holdings, LLC. OCM/GFI Power Opportunities Fund II, L.P., or the "Main Fund," and OCM/GFI Power Opportunities Fund II (Cayman), L.P. ("Cayman Fund" and together with the Main Fund, "OCM/GFI Funds") are together the managing member of GT Solar Holdings, LLC. Oaktree Capital Management, L.P. ("OCM") is one of the two investment managers of each of the OCM/GFI Funds. Voting and investment power with respect to securities owned by the OCM/GFI Funds is exercised by a four-person committee, including two representatives of OCM (any two of Messrs. Stephen A. Kaplan, Michael P. Harmon, Bruce A. Karsh and Howard S. Marks).
- (3) Oaktree Holdings, Inc. is the general partner of OCM. Oaktree Capital Group, LLC is the sole shareholder of Oaktree Holdings, Inc. Oaktree Capital Group Holdings, L.P. controls Oaktree Capital Group, LLC. Oaktree Capital Group Holdings GP, LLC is the general partner of Oaktree Capital Group Holdings, L.P. Oaktree Capital Group Holdings GP, LLC is managed by Howard S. Marks, Bruce A. Karsh, Sheldon M. Stone, Larry W. Keele, Stephen A. Kaplan, John B. Frank, David Kirchheimer and Kevin L. Clayton.
- (4) By virtue of the ownership structure described above, each of the OCM/GFI Funds, Oaktree Capital Group Holdings GP, LLC, Oaktree Capital Group Holdings, L.P., Oaktree Capital Group, LLC, Oaktree Holdings, Inc., OCM, Howard S. Marks, Bruce A. Karsh, Sheldon M. Stone, Larry W. Keele, Stephen A. Kaplan, John B. Frank, David Kirchheimer, Kevin L. Clayton and Michael P. Harmon may be deemed to have beneficial ownership of the shares owned by GT Solar Holdings, LLC. Each of the foregoing persons expressly disclaims beneficial ownership of the shares held by GT Solar Holdings, LLC, except to the extent of their respective pecuniary interests therein.
- (5) Represents 10,772 restricted stock units. Each restricted stock unit represents the right to receive one share of common stock upon vesting. Vesting of the restricted stock units is subject to the continued service of R. Chad Van Sweden as a director of GT Solar International, Inc. The restricted stock units vest on February 9, 2011. Shares of common stock will be delivered to the reporting person on vesting.
- (6) These securities are directly owned by OCM. By virtue of the ownership structure described above, each of Oaktree Capital Group Holdings GP, LLC, Oaktree Capital Group Holdings, L.P., Oaktree Capital Group, LLC, Oaktree Holdings, Inc., Howard S. Marks,

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Bruce A. Karsh, Sheldon M. Stone, Larry W. Keele, Stephen A. Kaplan, John B. Frank, David Kirchheimer, Kevin L. Clayton and Michael P. Harmon may be deemed to have beneficial ownership of the shares owned by OCM. Each of the foregoing persons expressly disclaims beneficial ownership of the shares held by OCM, except to the extent of their respective pecuniary interests therein.

- (7) Represents 20,254 restricted stock units. Each restricted stock unit represents the right to receive one share of common stock upon vesting. Vesting of half of the restricted stock units is subject to the continued service of J. Bradford Forth as a director of GT Solar International, Inc., and vesting of the other half is subject to the continued service of R. Chad Van Sweden as a director of GT Solar International, Inc. The restricted stock units vest on the earlier of (i) the day preceding the next annual meeting of GT Solar International, Inc. and (ii) August 11, 2011. Shares of common stock will be delivered to OCM FIE, L.P. ("OCM FIE") on vesting.

- (8) These securities are directly owned by OCM FIE. Oaktree Fund GP, LLC is the general partner of OCM FIE. Oaktree Fund GP I, L.P. is the managing member of Oaktree Fund GP, LLC. Oaktree Capital I, L.P. is the general partner of Oaktree Fund GP I, L.P. OCM Holdings I, LLC is the general partner of Oaktree Capital I, L.P. Oaktree Holdings, LLC is the managing member of OCM Holdings I, LLC. Oaktree Capital Group, LLC is the managing member of Oaktree Holdings, LLC. Oaktree Capital Group Holdings, L.P. controls Oaktree Capital Group, LLC. Oaktree Capital Group Holdings GP, LLC is the general partner of Oaktree Capital Group Holdings, L.P.

- (9) By virtue of the ownership structure described above, each of Oaktree Capital Group Holdings GP, LLC, Oaktree Capital Group Holdings, L.P., Oaktree Capital Group, LLC, Oaktree Holdings, LLC, OCM Holdings I, LLC, Oaktree Capital I, L.P., Oaktree Fund GP I, L.P., Oaktree Fund GP, LLC, Howard S. Marks, Bruce A. Karsh, Sheldon M. Stone, Larry W. Keele, Stephen A. Kaplan, John B. Frank, David Kirchheimer and Kevin L. Clayton may be deemed to have beneficial ownership of the restricted stock units owned by OCM FIE. Each of the foregoing persons expressly disclaims beneficial ownership of the restricted stock units held by OCM FIE, except to the extent of their respective pecuniary interests therein.

Remarks:

This Form 4 is being filed in two parts due to the large number of reporting persons. This filing is filed by Oaktree Capital Gr

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.