

Diamond Foods Inc
 Form 4
 February 20, 2014

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 FUND GP I, L.P.

2. Issuer Name and Ticker or Trading Symbol
 Diamond Foods Inc [DMND]

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)
 02/19/2014

___ Director ___X___ 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
 ___X___ 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 Ownership (Instr. 4)
Common Stock	02/19/2014		X	4,420,859 A	\$ 10 4,420,859	<u>D</u> (1) (2) (3) (4) (5) (6) (7) (8)	

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

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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 Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount Number Shares
Common Stock Purchase Warrant (right to buy)	\$ 10	02/19/2014		X	4,420,859	03/01/2013 05/29/2019	Common Stock 4,420,859

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
OAKTREE FUND GP I, L.P. C/O OAKTREE CAPITAL MANAGEMENT, L.P., 333 SOUTH GRAND AVENUE, 28TH FLOOR LOS ANGELES, CA 90071		X		
Oaktree Capital I, L.P. C/O OAKTREE CAPITAL MANAGEMENT, L.P., 333 SOUTH GRAND AVENUE, 28TH FLOOR LOS ANGELES, CA 90071		X		
OCM HOLDINGS I, LLC C/O OAKTREE CAPITAL MANAGEMENT, L.P., 333 SOUTH GRAND AVENUE, 28TH FLOOR LOS ANGELES, CA 90071		X		
OAKTREE HOLDINGS, LLC C/O OAKTREE CAPITAL MANAGEMENT, L.P., 333 SOUTH GRAND AVENUE, 28TH FLOOR LOS ANGELES, CA 90071		X		
Oaktree Capital Group, LLC C/O OAKTREE CAPITAL MANAGEMENT, L.P., 333 SOUTH GRAND AVENUE, 28TH FLOOR LOS ANGELES, CA 90071		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		

Signatures

See Signatures included in
Exhibit 99.1

02/20/2014

__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).

This Form 4 is being filed with respect to 4,420,859 shares of common stock directly owned by OCM PF/FF Adamantine Holdings, Ltd.,
(1) a Cayman Islands limited company ("Adamantine Holdings") upon the exercise, on February 19, 2014, of 4,420,589 warrants directly owned by Adamantine Holdings.

This Form 4 is being filed by (i) Adamantine Holdings, (ii) Oaktree FF Investment Fund, L.P. - Class A ("FFA"), a Cayman Islands exempt limited partnership, (iii) Oaktree Principal Fund V, L.P. ("PF5"), a Cayman Islands exempt limited partnership and (iv) Oaktree Principal Fund V (Parallel), a Cayman Islands exempt limited partnership ("PF5 Parallel," and together with PF5 and FFA, collectively, the "Oaktree Funds"). The Oaktree Funds collectively own all of the outstanding equity interests of Adamantine Holdings.

This Form 4 is also being filed by (v) Oaktree Capital Management, L.P., a Delaware limited partnership ("OCM"), in its capacity as the
(3) investment manager of the Oaktree Funds and (vi) Oaktree Holdings, Inc., a Delaware corporation ("Holdings Inc."), in its capacity as the general partner of OCM.

This Form 4 is also being filed by (vii) Oaktree FF Investment Fund GP, L.P., a Cayman Islands exempt limited partnership ("FFA GP LP"), in its capacity as the general partner of FFA, (viii) Oaktree FF Investment Fund GP Ltd., a Cayman Islands exempt company ("FFA GP Ltd"), in its capacity as general partner of FFA GP LP, (ix) Oaktree Principal Fund V GP, L.P., a Cayman Islands exempt limited
(4) partnership ("PF5 GP LP," and together with FFA GP LP, collectively, the "Fund GPs"), in its capacity as the general partner of PF5 and PF5 Parallel, and (x) Oaktree Principal Fund V GP Ltd., a Cayman Islands exempt company ("PF5 GP Ltd"), in its capacity as the general partner of PF5 GP LP.

This Form 4 is also being filed by (xi) Oaktree Fund GP I, L.P., a Delaware limited partnership ("GP I"), in its capacity as the sole
(5) shareholder of FFA GP Ltd and PFD GP Ltd, (xii) Oaktree Capital I, L.P., a Delaware limited partnership ("Capital I"), in its capacity as the general partner of GP I, (xiii) OCM Holdings I, LLC, a Delaware limited liability company ("Holdings I"), in its capacity as the general partner of Capital I, (xiv) Oaktree Holdings, LLC, a Delaware limited liability company ("Holdings LLC"), in its capacity as the managing member of Holdings I, and (xv) Oaktree Capital Group, LLC, a Delaware limited liability company ("OCG"), in its capacity as the managing member of Holdings LLC.

This Form 4 is also being filed by (xvi) Oaktree Capital Group Holdings GP, LLC, a Delaware limited liability company ("OCGH GP"
(6) and together with Adamantine Holdings, the Oaktree Funds, OCM, Holdings Inc., the Fund GPs, FFA GP Ltd, PF5 GP Ltd, GP I, Capital I, Holdings I, Holdings LLC and OCG, collectively, the "Reporting Persons", and each individually, a "Reporting Person"), in its capacity as the manager of OCG.

Information with respect to each Reporting Person is given solely by such Reporting Person, and no such Reporting Person has
(7) responsibility for the accuracy or completeness of information supplied by another Reporting Person. Each Reporting Person, other than Adamantine Holdings with respect to its direct holdings, disclaims beneficial ownership of the securities reported herein except to the extent of their 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 securities covered by this Form 4.

OCGH GP is a limited liability company managed by an executive committee, the members of which are Howard S. Marks, Bruce A.
(8) Karsh, Sheldon M. Stone, Larry W. Keele, Stephen A. Kaplan, John B. Frank, David M. Kirchheimer and Kevin L. Clayton (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 securities reported herein. Except to the extent of their respective pecuniary interest, each OCGH GP Member disclaims beneficial ownership of the securities 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 securities covered by this Form 4.

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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