

STORE CAPITAL Corp
Form 3
November 17, 2014

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

OMB APPROVAL

OMB Number: 3235-0104
Expires: January 31, 2015
Estimated 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 *			2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
Â STORE Holding Company, LLC			(Month/Day/Year)	STORE CAPITAL Corp [STOR]	
(Last)	(First)	(Middle)	11/17/2014	4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
8501 EAST PRINCESS DRIVE, SUITE 190				(Check all applicable)	
(Street)				<input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner	6. Individual or Joint/Group Filing(Check Applicable Line)
SCOTTSDALE,Â AZÂ 85255				<input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below)	<input type="checkbox"/> Form filed by One Reporting Person
(City)	(State)	(Zip)			<input checked="" type="checkbox"/> 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	82,802,026	D <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u> <u>(5)</u> Â	

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

SEC 1473 (7-02)

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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	4. Conversion or Exercise	5. Ownership Form of	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Price of Derivative Security	Derivative Security: Direct (D) or Indirect (I)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
STORE Holding Company, LLC 8501 EAST PRINCESS DRIVE, SUITE 190 SCOTTSDALE, AZ 85255	X	X		
OCM STR Holdings, L.P. 8501 EAST PRINCESS DRIVE, SUITE 190 SCOTTSDALE, AZ 85255	X	X		
OCM STR Holdings II, L.P. 8501 EAST PRINCESS DRIVE, SUITE 190 SCOTTSDALE, AZ 85255	X	X		
OCM FIE, LLC 8501 EAST PRINCESS DRIVE, SUITE 190 SCOTTSDALE, AZ 85255	X	X		
OAKTREE CAPITAL MANAGEMENT LP 8501 EAST PRINCESS DRIVE, SUITE 190 SCOTTSDALE, AZ 85255	X	X		
Oaktree Holdings, Inc. 8501 EAST PRINCESS DRIVE, SUITE 190 SCOTTSDALE, AZ 85255	X	X		
Oaktree Capital Group, LLC 8501 EAST PRINCESS DRIVE, SUITE 190 SCOTTSDALE, AZ 85255	X	X		
Oaktree Capital Group Holdings GP, LLC 8501 EAST PRINCESS DRIVE, SUITE 190 SCOTTSDALE, AZ 85255	X	X		

Signatures

See signatures included in Exhibit 99.1 11/17/2014

__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)

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The reporting persons may be deemed directors by deputation by virtue of their right to designate representatives to be nominated by the Issuer to serve on the Issuer's board of directors. Kenneth Liang, Rajath Shourie, Mahesh Balakrishnan, Derek Smith and Manish Desai were designated to serve on the Issuer's board of directors on May 17, 2011.

(2) This Form 3 is being filed with respect to 82,802,026 shares of common stock, par value 0.01 per share (the "Common Stock"), directly owned by STORE Holding Company, LLC ("STORE Holding"). This Form 3 is also being filed by (i) OCM STR Holdings, L.P. and OCM STR Holdings II, L.P. solely in their capacity as the majority unitholders of STORE Holding; (ii) OCM FIE, LLC, solely in its capacity as the general partner of each of OCM STR Holdings, L.P. and OCM STR Holdings II, L.P.; (iii) Oaktree Capital Management, L.P. solely in its capacity as the managing member of OCM FIE, LLC; (iv) Oaktree Holdings, Inc., solely in its capacity as the general partner of Oaktree Capital Management, L.P.; and (v) Oaktree Capital Group, LLC, solely in its capacity as the sole shareholder of Oaktree Holdings, Inc.

(3) This Form 3 is also being filed by (vi) Oaktree Capital Group Holdings GP, LLC, ("OCGH GP" and together with STORE Holding, OCM STR Holdings, L.P., OCM STR Holdings II, L.P., OCM FIE, LLC, Oaktree Capital Management, L.P., Oaktree Holdings, Inc. and Oaktree Capital Group, LLC, the "Reporting Persons" and each individually a "Reporting Person") solely in its capacity as the duly elected manager of Oaktree Capital Group, LLC.

(4) Information with respect to each Reporting Person is given solely by such Reporting Person, and no such Reporting Person has responsibility for the accuracy or completeness of information supplied by another Reporting Person. Each Reporting Person, other than STORE Holding 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 3 shall not be construed as an admission that any such Reporting Person is the beneficial owner of any securities covered by this Form 3.

(5) The members of OCGH GP are Howard S. Marks, Bruce A. Karsh, John B. Frank, Jay S. Wintrob, Sheldon M. Stone, Larry W. Keele, Stephen A. Kaplan and David M. Kirchheimer (each, an "OCGH GP Member" and collectively, the "OCGH GP Members"), who, by virtue of their membership interests in OCGH GP, may be deemed to share voting and dispositive power with respect to the shares of common stock held by STORE Holding. 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 3 shall not be construed as an admission that any such person is the beneficial owner of any securities covered by this Form 3.

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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