

STORE CAPITAL Corp
Form 4
April 01, 2015

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 *
STORE Holding Company, LLC

(Last) (First) (Middle)

8501 EAST PRINCESS DRIVE,
SUITE 190

(Street)

SCOTTSDALE, AZ 85255

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
STORE CAPITAL Corp [STOR]

3. Date of Earliest Transaction
(Month/Day/Year)
03/30/2015

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) Price | | | |
| Common Stock | 03/30/2015 | | J(1) | 653,382 D \$ 0 | 82,148,644 | D (2) (3) (4) (5) (6) | |

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)

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| 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 Repo Trans (Instr |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

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

04/01/2014

__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).

- (1) Distribution of shares of common stock of STORE Capital Corporation (the "Issuer") from STORE Holding Company, LLC ("STORE Holding") in redemption of all of certain officers' Series A units of STORE Holding.

The reporting persons may be deemed directors by deputation by virtue of their right to designate representatives to be nominated by the

- (2) 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.

This Form 4 is being filed with respect to 82,148,644 shares of common stock, par value \$0.01 per share (the "Common Stock"), directly

owned by STORE Holding. This Form 4 is also being filed by (i) OCM STR Holdings, L.P. and OCM STR Holdings II, L.P. solely in

- (3) 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.

This Form 4 is also being filed by Oaktree Capital Group Holdings GP, LLC, ("OCGH GP" and together with STORE Holding, OCM

- (4) 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.

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

- (5) 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 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.

The members of OCGH GP are Howard S. Marks, Bruce A. Karsh, Jay S. Wintrob, John B. Frank, 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

- (6) 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 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.

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.