

OCM FIE, LLC
Form 4
June 12, 2018

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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 *
OCM FIE, LLC

2. Issuer Name and Ticker or Trading Symbol
Euronav MI II Inc. [GNRT]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

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

Director 10% Owner
 Officer (give title below) Other (specify below)

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

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

6. Individual or Joint/Group Filing(Check Applicable Line)

Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(Street)

LOS ANGELES, CA 90071

(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 Ownership (Instr. 4)
				(A) or (D) Price			
Common Stock	06/12/2018		D	9,584 D	0	I	See Footnotes (2) (3) (4) (5)

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. Amount or Number of Shares
Restricted Stock Units	<u>(6)</u>	06/12/2018		D	11,214	<u>(7)</u> <u>(7)</u>	Common Stock	11,214

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
OCM FIE, LLC C/O OAKTREE CAPITAL MANAGEMENT, L.P. 333 SOUTH GRAND AVENUE, 28TH FLOOR LOS ANGELES, CA 90071	X	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	X		
OAKTREE CAPITAL MANAGEMENT LP C/O OAKTREE CAPITAL MANAGEMENT, L.P. 333 SOUTH GRAND AVENUE, 28TH FLOOR LOS ANGELES, CA 90071	X	X		
Oaktree Holdings, Inc. 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		

Signatures

OCM FIE, LLC By: /s/ Brian Price Name: Brian Price Title: Authorized Signatory 06/12/2018
**Signature of Reporting Person Date

OAKTREE CAPITAL MANAGEMENT, L.P. By: /s/ Brian Price Name: Brian Price Title: Vice President 06/12/2018
**Signature of Reporting Person Date

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OAKTREE HOLDINGS, INC. By: /s/ Brian Price Name: Brian Price Title: Vice President 06/12/2018
Signature of Reporting Person Date

OAKTREE CAPITAL GROUP, LLC By: /s/ Brian Price Name: Brian Price Title: Vice President 06/12/2018
Signature of Reporting Person Date

OAKTREE CAPITAL GROUP HOLDINGS GP, LLC By: /s/ Brian Price Name: Brian Price Title: Vice President 06/12/2018
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).

Euronav NV, ("Euronav"), Euronav MI Inc., a direct wholly-owned subsidiary of Euronav ("Merger Sub"), and GNRT are parties to the Agreement and Plan of Merger, dated as of December 20, 2017 (the "Merger Agreement"), pursuant to which Merger Sub merged with and into GNRT with GNRT as the surviving company and a wholly owned subsidiary of Euronav ("Surviving Corporation"). Pursuant to the Merger Agreement, each issued and outstanding Gener8 common share was canceled and exchanged for the right to receive 0.7272 of a Euronav ordinary share in the following manner: (i) each Gener8 common share was converted into one share of common stock, par value \$0.01 per share, of the Surviving Corporation and (ii) each such share of the Surviving Corporation was contributed to Euronav in exchange for 0.7272 of a Euronav ordinary share.

This Form 4 is being filed by (i) FIE, (ii) Oaktree Capital Management, L.P. ("OCM LP"), in its capacity as the managing member of FIE, (iii) Oaktree Holdings, Inc, ("Holdings") in its capacity as the general partner of OCM LP, (iv) Oaktree Capital Group, LLC ("OCG"), in its capacity as the sole shareholder of Holdings, and (v) Oaktree Capital Group Holdings GP, LLC ("OCGH GP," and together with OCM LP, Holdings, and OCG, each a "Reporting Person" and collectively, the "Reporting Persons"), 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 responsibility for the accuracy or completeness of information supplied by another Reporting Person. Concurrently with the filing of this Form 4, Mr. Pierce is filing a Form 4 with respect to the securities reported herein. Pursuant to the policies of OCM LP, Mr. Pierce must hold the securities on behalf of and for the benefit of FIE and is assigning all economic, pecuniary and voting rights to FIE. The Reporting Persons disclaim beneficial ownership of these securities, and the filing of this Form 4 shall not be construed as an admission that such persons are beneficial owners of such securities covered by this Form 4, except to the extent of any indirect pecuniary interest therein.

OCGH GP is a limited liability company managed by an executive committee, the members of which are Howard S. Marks, Bruce A. Karsh, Jay S. Wintrob, John B. Frank and Sheldon M. Stone (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.

As a result of Mr. Pierce's position as Managing Director of OCM LP and director of GNRT, the Reporting Persons may be deemed directors by deputation. Each restricted stock unit represents a contingent right to receive one share of GNRT common stock, or in the sole discretion of GNRT's Compensation Committee, the cash value of a share of GNRT common stock on the date that the restricted stock unit vests.

Pursuant to the Merger Agreement, each restricted stock unit of GNRT became fully vested and was terminated and canceled in exchange for the right to receive 0.7272 of a Euronav ordinary share in the following manner: (i) each GNRT restricted stock unit was converted into one share of common stock, par value \$0.01 per share, of the Surviving Corporation and (ii) each such share of the Surviving Corporation was contributed to Euronav in exchange for 0.7272 of a Euronav ordinary share, such ordinary shares of Euronav having a market value of \$9.20 per share on the effective date of the merger.

Remarks:

Related Form 4s are also being filed by OCM Marine Holdings TP, L.P., Opps Marine Holdings TP, L.P. and Adam Pierce.

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.