

Oaktree Capital Group Holdings GP, LLC
 Form 4
 June 12, 2018

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
 Euronav MI II Inc. [GNRT]

3. Date of Earliest Transaction
 (Month/Day/Year)
 06/12/2018

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)
Common Stock	06/12/2018		D	11,923,244	D (1) 0	D (2) (3) (4) (5)	

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

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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. Number of Derivative Securities Owned Following Transaction (Instr. 5)
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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, 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		

Signatures

OAKTREE CAPITAL GROUP HOLDINGS GP, LLC By: Oaktree Capital Management, L.P. Its: Director By: /s/ Brian Price Name: Brian Price Title: Vice President 06/12/2018
 **Signature of Reporting Person Date

OAKTREE CAPITAL GROUP, LLC By: Oaktree Principal Fund V GP, L.P. Its: GP By: Oaktree Principal Fund V GP Ltd. Its: GP By: Oaktree Capital Management, L.P. Its: Dir. By: /s/ Brian Price, Vice President 06/12/2018
 **Signature of Reporting Person Date

OAKTREE CAPITAL MANAGEMENT, L.P. By: Oaktree Principal Fund V GP Ltd. Its: GP By: Oaktree Capital Management, L.P. Its: Dir. By: /s/ Brian Price Name: Brian Price Title: 06/12/2018

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Vice President

__Signature of Reporting Person

Date

OAKTREE HOLDINGS, INC. By: Oaktree Capital Management, L.P. Its: Director 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).
 - (1) Disposed of pursuant to a merger agreement among GNRT, Euronav NV ("Euronav") and Euronav MI Inc., a direct wholly owned subsidiary of Euronav, whereby each GNRT Common Share will be exchanged for 0.7272 ordinary shares of Euronav, such ordinary shares of Euronav having a market value of \$9.20 per share on the effective date of the merger. GNRT Common Stock entitled to a fraction of a Euronav ordinary share will be entitled to receive an amount of cash (without interest, rounded to the nearest whole cent) determined by a formula outlined in the merger agreement.

OCM Marine Holdings TP, L.P. ("OCM Marine") directly owns the GNRT Common Stock. This Form 4 is also being filed by: (i) OCM Marine GP CTB, Ltd. ("OCM Marine GP") in its capacity as the general partner of OCM Marine; (ii) Oaktree Principal Fund V, L.P. ("PFV") in its capacity as the majority shareholder of OCM Marine GP; (iii) Oaktree Principal Fund V GP, L.P. ("PFV GP") in its capacity as the general partner of PFV; (iv) Oaktree Principal Fund V GP Ltd. ("PFV GP GP") in its capacity as the general partner of PFV GP; (v) Oaktree Fund GP I, L.P. ("GP I") in its capacity as the sole shareholder of PFV GP GP; (vi) Oaktree Capital I, L.P. ("Capital I") in its capacity as the general partner of GP I; (vii) OCM Holdings I, LLC ("Holdings I") in its capacity as the general partner of Capital I; (viii) Oaktree Holdings, LLC ("Holdings LLC") in its capacity as the managing member of Holdings I;

(cont'd from footnote 2) (ix) Oaktree Capital Management, L.P. ("OCM LP") in its capacity as the sole director of OCM Marine, GP; (x) Oaktree Holdings, Inc. ("Holdings, Inc.") in its capacity as the general partner of OCM LP; (xi) Oaktree Capital Group, LLC ("OCG") in its capacity as the sole shareholder of Holdings, Inc. and the managing member of Oaktree Holdings, LLC ("Holdings LLC"); and (xii) Oaktree Capital Group Holdings GP, LLC ("OCGH GP") in its capacity as the duly appointed manager of OCG (each a "Reporting Person" and, collectively, the "Reporting Persons").
 - (4) Each Reporting Person disclaims beneficial ownership of all Common Stock reported herein except to the extent of its 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 Common Stock covered by this Form 4.

OCGH GP is a limited liability company managed by an executive committee consisting of Howard S. Marks, Bruce A. Karsh, Sheldon M. Stone, John B. Frank, and Jay S. Wintrob (the "OCGH GP Members"). In such capacity, the OCGH GP Members may be deemed to have indirect beneficial ownership of the Common Stock held directly by OCM Marine. Each OCGH GP Member expressly disclaims beneficial ownership of the Common Stock held directly by OCM Marine, except to the extent of his respective pecuniary interests therein, and the filing of this Form 4 shall not be construed as an admission that any such person is the beneficial owner of any Common Stock covered by this Form 4.
 - (5)

Remarks:

This Form 4 is being filed in two parts due to the large number of reporting persons. Related Form 4s are also being filed by O

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.