Edgar Filing: Oaktree Capital Group, LLC - Form 4

Oaktree Capita Form 4	al Group, LLC									
June 07, 2013										
FORM	4		GEOU						PPROVAL	
Check this	UNITED	STATES		RITIES A shington			E COMMISSIO	N OMB Number:	3235-0287	
if no longer	•							Expires:	January 31, 2005	
subject to Section 16. Form 4 or							WNERSHIP OF	Estimated burden hou response	average urs per	
Form 5 obligations may continu <i>See</i> Instruct 1(b).	ue. Section 17(a) of the l	Public U	tility Ho	lding Co		ange Act of 1934, t of 1935 or Section 1940	·	. 0.0	
(Print or Type Res	sponses)									
1. Name and Add KRAMER CA	2. Issuer Name and Ticker or Trading Symbol				5. Relationship of Reporting Person(s) to Issuer					
			Oaktre	e Capital	Group, 1	LLC [OAK	K] (Check all applicable)			
(Last)	(First) (Middle)		of Earliest T	Transaction	n				
C/O OAKTREE CAPITAL GROUP, LLC, 333 SOUTH GRAND AVENUE, 28TH FLOOR			(Month/Day/Year) 06/05/2013				Director 10% Owner XOfficer (give title Other (specify below) below) Managing Director			
				4. If Amendment, Date Original Filed(Month/Day/Year)			 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting 			
LOS ANGEL	ES, CA 90071						Person	More than One R	eporting	
(City)	(State)	(Zip)	Tab	ole I - Non-	Derivativ	e Securities	Acquired, Disposed	of, or Beneficia	lly Owned	
	Transaction Date Ionth/Day/Year)	Execution any	Date, if	3. Transactic Code (Instr. 8) Code V	Dispose (Instr. 3,	d (A) or d of (D) , 4 and 5) (A) or	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)	
Reminder: Report	t on a separate line	e for each cl	ass of sec	urities bene	ficially ov	vned directlv	or indirectly.			
					Pers infor requ	ons who re mation con ired to resp lays a curre	espond to the collect tained in this form bond unless the fo ently valid OMB co	n are not rm	SEC 1474 (9-02)	
	Tab					isposed of, or , convertible	r Beneficially Owned securities)	1		

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exercisable and	7. Title and	8. Price of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orDerivative	Expiration Date	Amount of	Derivative

Edgar Filing: Oaktree Capital Group, LLC - Form 4

Security (Instr. 3)	or Exercise Price of Derivative Security		any (Month/Day/Year)	Code (Instr. 8)	Securities (Month/Day/Ye) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		Year)	Underly Securitie (Instr. 3	es	Security (Instr. 5)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
OCGH Units	\$ 52.1625 <u>(1)</u>	06/05/2013		М		78,163	(2)(3)	(2)(3)	Class A Units	78,163	\$ 0

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
KRAMER CALEB S C/O OAKTREE CAPITAL GROUP, LLC 333 SOUTH GRAND AVENUE, 28TH FLOOR LOS ANGELES, CA 90071			Managing Director			
Signatures						
/s/ Richard Ting, Attorney-in-fact 06/07/2013 <u>**</u> 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).

In connection with the May 2013 public offering (the "Offering") of the Issuer's Class A units (the "Class A units"), the Reporting Person exchanged 78,163 limited partnership units ("OCGH units") in Oaktree Capital Group Holdings, L.P. ("OCGH") for cash at a purchase

(1) price per OCGH unit equal to the public offering price per Class A unit in the Offering net of underwriting discounts and commissions payable by the Issuer with adjustments to account for the Reporting Person's disproportionate interest in the historical incentive income of certain of the Issuer's closed-end funds, as further described in footnotes 2 and 3 below.

Each OCGH unit represents a limited partnership interest in OCGH. Pursuant to an exchange agreement and subject to certain restrictions, including the approval of the exchange by the Issuer's board of directors, each holder of OCGH units has the right to exchange his or her vested OCGH units following the expiration of any applicable lock-up period into, at the option of the Issuer's board

(2) of directors, Class A units on a one-for-one basis, an equivalent amount of cash based on then-prevailing market prices, other consideration of equal value or any combination of the foregoing, with adjustments, as applicable, to account for the disproportionate sharing among certain OCGH unitholders of the historical incentive income of certain of the Issuer's closed-end funds that held their final closing before the Issuer's May 2007 restructuring. (Continued in footnote 3)

The adjustments will be made pursuant to the OCGH limited partnership agreement to account for the fact that, as a result of the May (3) 2007 restructuring, the interests of certain OCGH unitholders in historical incentive income are disproportionately larger or smaller than

their pro rata interest in the Issuer's business, depending on when the unitholder's interest in the Issuer's business was acquired. 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.