

Oaktree Capital Group, LLC
Form 8-K
April 04, 2018

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

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d)
of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): March 29, 2018

Oaktree Capital Group, LLC

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction

of incorporation)

333 South Grand Avenue, 28th Floor

001-35500
(Commission

File Number)

26-0174894
(I.R.S. Employer

Identification No.)

90071

Los Angeles, California
(Address of principal executive offices) **(Zip Code)**
(213) 830-6300

(Registrant's telephone number, including area code)

Not Applicable

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§ 230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§ 240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 8.01 Other Events.

On March 29, 2018, Oaktree Capital Management, L.P., Oaktree Capital II, L.P., Oaktree AIF Investments, L.P., and Oaktree Capital I, L.P. (collectively, the Borrowers) entered into the Fourth Amendment to Credit Agreement (the Fourth Amendment), which amends the Credit Agreement, dated as of March 31, 2014 (as amended through and including the Fourth Amendment, the Credit Agreement), by and among the Borrowers, Wells Fargo Bank, National Association (Wells Fargo) and the other lenders party thereto. Wells Fargo acts as administrative agent, lender, letter of credit issuer and swing line lender thereunder. Each of the Borrowers is an indirect subsidiary of Oaktree Capital Group, LLC (the Company).

The Fourth Amendment extends the maturity date of the Credit Agreement from March 31, 2021 to March 29, 2023; provided that the Borrowers have the option to extend the new maturity date by one year if the lenders holding at least 50% of the aggregate amount of the term loan and the revolving loan commitment thereunder on the date of the Borrowers extension request consent to such extension. In addition, the Fourth Amendment favorably updates the commitment fee in the corporate ratings-based pricing grid; increases the permitted combined leverage ratio to a ratio of 3:50 to 1:00; and makes certain other amendments to the provisions of the Credit Agreement.

Certain of the lenders under the Credit Agreement, or their affiliates, have in the past performed, and may in the future from time to time perform, investment banking, financial advisory, commercial banking, and other services in the ordinary course of business for the Company and its subsidiaries, for which they have received, and may in the future receive, customary compensation and, in some cases, customary indemnification and/or reimbursement of expenses.

The foregoing description is a summary and is qualified in its entirety by reference to the complete text of the Fourth Amendment filed as Exhibit 10.1 hereto and incorporated herein by reference, as well as the complete text of the Credit Agreement. A copy of the Credit Agreement was filed as Exhibit 10.1 to a Current Report on Form 8-K filed with the SEC on April 4, 2014. A copy of the First Amendment to Credit Agreement, dated as of November 3, 2014, was filed as Exhibit 10.1 to a Quarterly Report on Form 10-Q filed with the SEC on November 7, 2014. A copy of the Second Amendment to Credit Agreement, dated as of March 31, 2016, was filed as Exhibit 10.1 to a Current Report on Form 8-K filed with the SEC on April 6, 2016. A copy of the Third Amendment to Credit Agreement, dated as of November 14, 2017, was filed as Exhibit 10.9.3 to an Annual Report on Form 10-K filed with the SEC on February 23, 2018.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit No.	Description
10.1	<u>Fourth Amendment to Credit Agreement, dated as of March 29, 2018, by and among Oaktree Capital Management, L.P., Oaktree Capital II, L.P., Oaktree AIF Investments, L.P., Oaktree Capital I, L.P., the Lenders party thereto, and Wells Fargo Bank, National Association, as administrative agent for the Lenders.</u>

Forward-Looking Statements

This Current Report contains forward-looking statements within the meaning of Section 27A of the U.S. Securities Act of 1933, as amended (the Securities Act), and Section 21E of the U.S. Securities Exchange Act of 1934, as amended, which reflect the current views of the Company, with respect to, among other things, its future results of operations and financial performance. In some cases, you can identify forward-looking statements by words such as anticipate, approximately, believe, continue, could, estimate, expect, intend, may, outlook, plan, seek, should, will and would or the negative version of these words or other comparable or similar words. These statements identify prospective information. Important factors could cause actual results to differ, possibly materially, from those indicated in these statements. Forward-looking statements are based on the Company's beliefs, assumptions and expectations of its future performance, taking into account all information currently available to the Company. Such forward-looking statements are subject to risks and uncertainties and assumptions relating to the Company's operations, financial results, financial condition, business prospects, growth strategy and liquidity, including, but not limited to, changes in our anticipated revenue and income, which are inherently volatile; changes in the value of our investments; the pace of our raising of new funds; the timing and receipt of and impact of taxes on carried interest; distributions from and liquidation of our existing funds; changes in our operating or other expenses; the degree to which we encounter competition; and general economic and market conditions. The factors listed in the section captioned Risk Factors in the Company's Annual Report on Form 10-K for the year ended December 31, 2017 filed with the SEC on February 23, 2018, which is accessible on the SEC's website at www.sec.gov, provide examples of risks, uncertainties and events that may cause the Company's actual results to differ materially from the expectations described in its forward-looking statements.

Forward-looking statements speak only as of the date the statements are made. Except as required by law, the Company does not undertake any obligation to publicly update or review any forward-looking statement, whether as a result of new information, future developments or otherwise.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: April 4, 2018

OAKTREE CAPITAL GROUP, LLC

By: /s/ Daniel D. Levin

Name: Daniel D. Levin

Title: Chief Financial Officer