

NEVADA CHEMICALS INC  
Form 4  
October 21, 2008

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
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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 \*  
OCM HOLDINGS I, LLC

2. Issuer Name and Ticker or Trading Symbol  
NEVADA CHEMICALS INC  
[NCEM]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)  
10/17/2008

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

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

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
\_\_\_ Form filed by One Reporting Person  
\_X\_ Form filed by More than One Reporting Person

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)       |
|---|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock, par value \$0.001 per share | 10/17/2008                           |  | P                              | (A) Amount 6,610,541 (1)  | (A) or (D) Price \$ 13.37   | 6,610,541  | (See footnotes) (2) (3) (4) (5) (6) (7) |

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**

SEC 1474 (9-02)

number.

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

| 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 Beneficially Owned (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title                                      | Amount or Number of Shares                                       |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| OCM HOLDINGS I, LLC<br>C/O OAKTREE CAPITAL MANAGEMENT, L.P.<br>333 SOUTH GRAND AVE., 28TH FLOOR<br>LOS ANGELES, CA 90071                  |               | X         |         |       |
| OAKTREE HOLDINGS, LLC<br>C/O OAKTREE CAPITAL MANAGEMENT, L.P.<br>333 SOUTH GRAND AVE., 28TH FLOOR<br>LOS ANGELES, CA 90071                |               | X         |         |       |
| OAKTREE CAPITAL MANAGEMENT LP<br>333 SOUTH GRAND AVE., 28TH FLOOR<br>LOS ANGELES, CA 90071  |               | X         |         |       |
| Oaktree Holdings, Inc.<br>C/O OAKTREE CAPITAL MANAGEMENT, L.P.<br>333 SOUTH GRAND AVE., 28TH FLOOR<br>LOS ANGELES, CA 90071               |               | X         |         |       |
| Oaktree Capital Group, LLC<br>C/O OAKTREE CAPITAL MANAGEMENT, L.P.<br>333 SOUTH GRAND AVE., 28TH FLOOR<br>LOS ANGELES, CA 90071           |               | X         |         |       |
| Oaktree Capital Group Holdings, L.P.<br>C/O OAKTREE CAPITAL MANAGEMENT, L.P.<br>333 SOUTH GRAND AVE., 28TH FLOOR<br>LOS ANGELES, CA 90071 |               | X         |         |       |

Oaktree Capital Group Holdings GP, LLC  
 C/O OAKTREE CAPITAL MANAGEMENT, L.P.  
 333 SOUTH GRAND AVE., 28TH FLOOR  
 LOS ANGELES, CA 90071

X

## Signatures

|   |            |
|---|------------|
| /s/ OCM Holdings I, LLC by Dennis M. Myers, P.C. under a Power of Attorney                    | 10/21/2008 |
| **Signature of Reporting Person   | Date       |
| /s/ Oaktree Holdings, LLC by Dennis M. Myers, P.C. under a Power of Attorney                  | 10/21/2008 |
| **Signature of Reporting Person   | Date       |
| /s/ Oaktree Capital Management, L.P. by Dennis M. Myers, P.C. under a Power of Attorney       | 10/21/2008 |
| **Signature of Reporting Person   | Date       |
| /s/ Oaktree Holdings, Inc. by Dennis M. Myers, P.C. under a Power of Attorney                 | 10/21/2008 |
| **Signature of Reporting Person   | Date       |
| /s/ Oaktree Capital Group, LLC by Dennis M. Myers, P.C. under a Power of Attorney             | 10/21/2008 |
| **Signature of Reporting Person   | Date       |
| /s/ Oaktree Capital Group Holdings, L.P. by Dennis M. Myers, P.C. under a Power of Attorney   | 10/21/2008 |
| **Signature of Reporting Person   | Date       |
| /s/ Oaktree Capital Group Holdings GP, LLC by Dennis M. Myers, P.C. under a Power of Attorney | 10/21/2008 |
| **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) Represents shares accepted for purchase by Calypso Acquisition Corp. in a tender offer.

This Form 4 is being filed by (i) Cyanco Holding Corp. ("Parent"), in its capacity as sole shareholder of Calypso Acquisition Corp; (ii) OCM Cyanco Holdings, LLC ("Cyanco LLC"), in its capacity as sole shareholder of Parent; (iii) OCM Principal Opportunities Fund IV Delaware, L.P. ("Fund IV Delaware"), in its capacity as the sole member of Cyanco LLC; (iv) OCM Principal Opportunities Fund IV Delaware GP Inc. ("Fund IV Delaware GP"), in its capacity as general partner of Fund IV Delaware.

(2) This Form 4 is also being filed by (i) OCM Principal Opportunities Fund IV, L.P. ("Fund IV"), in its capacity as sole shareholder of Fund IV Delaware GP; (ii) OCM Principal Opportunities Fund IV GP, L.P. ("Fund IV GP"), in its capacity as general partner of Fund IV; (iii) OCM Principal Opportunities Fund IV GP Ltd. ("Fund IV GP Ltd."), in its capacity as general partner of Fund IV GP; (iv) Oaktree Fund GP I, L.P. ("GP I"), in its capacity as sole shareholder of Fund IV GP Ltd; and (v) Oaktree Capital I, L.P. ("Capital I"), in its capacity as general partner of GP I.

(3) This Form 4 is also being filed by (i) OCM Holdings I, LLC ("Holdings I"), in its capacity as general partner of Capital I; (ii) Oaktree Holdings, LLC ("Holdings"), in its capacity as managing member of Holdings I; (iii) Oaktree Capital Management, L.P. ("Oaktree LP"), in its capacity as director of Fund IV GP Ltd.; (iv) Oaktree Holdings, Inc. ("Holdings Inc."), in its capacity as general partner of Oaktree LP; (v) Oaktree Capital Group, LLC ("OCG"), in its capacity as managing member of Holdings and the sole shareholder of Holdings Inc.; (vi) Oaktree Capital Group Holdings, L.P. ("OCGH"), in its capacity as holder of a majority of the voting units of OCG; and (vii) Oaktree Capital Group Holdings GP, LLC ("OCGH GP"), in its capacity as general partner of OCGH.

(4) Each of Parent, Cyanco LLC, Fund IV Delaware, Fund IV Delaware GP, Fund IV, Fund IV GP, Fund IV GP Ltd., GP I, Capital I, Holdings I, Holdings, Oaktree LP, Holdings Inc., OCG, OCGH, and OCGH GP may be referred to individually as a "Reporting Person" and collectively as the "Reporting Persons".

(5) 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 disclaims

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beneficial ownership the securities reported herein, and none of the Reporting Persons has any pecuniary interest in any of the shares of Common Stock subject to the Support Agreement. 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.

- (7) OCGH GP is a limited liability company managed by an executive committee, the members of which are Howard S. Marks, Bruce A. Karsh, Sheldon M. Stone, D. Richard Masson, Larry W. Keele, Stephen A. Kaplan, John B. Frank, David M. Kirchheimer and Kevin L. Clayton (each, an "OCGH GP Member" and collectively, the "OCGH GP Members"). In such capacity, the OCGH GP Members may be deemed indirect beneficial owners of the securities reported herein. 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.

### Remarks:

This Form 4 is being filed in two parts due to the large number of reporting persons. This filing is filed by the Reporting Persons listed in Footnote 4 above. An accompanying filing is filed, on the date hereof, by the Reporting Persons listed in Footnotes 2 & 3, above. Both filings relate to the same series of transactions described above. An accompanying Form 3 is also filed, on the date hereof, by Calypso Acquisition Corp.

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.