

Oaktree Capital Group Holdings GP, LLC
 Form 4
 January 03, 2019

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 *
 Oaktree Capital Group, LLC

2. Issuer Name and Ticker or Trading Symbol
 Infrastructure & Energy Alternatives, Inc. [IEA]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

(Last) (First) (Middle)
 333 SOUTH GRAND AVENUE,
 28TH FLOOR
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 12/31/2018

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

LOS ANGELES, CA 90071

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

(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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock, par value \$0.0001 per share	12/31/2018		A		18,926 <u>(1)</u>	A	\$ 0
Common Stock, par value \$0.0001 per share					10,428,500	I	

See footnotes (2) (3) (4) (5) (6) (7)

By Infrastructure and Energy Alt., Inc. (8)

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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)

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. 3 and 4)
				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
Oaktree Capital Group, LLC 333 SOUTH GRAND AVENUE, 28TH FLOOR LOS ANGELES, CA 90071	X	X		
Oaktree Capital Group Holdings GP, LLC 333 SOUTH GRAND AVENUE, 28TH FLOOR LOS ANGELES, CA 90071	X	X		

Signatures

See Signatures included in exhibit 99.1 01/03/2019

**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).
Represents restricted stock units, which vest on March 31, 2019, granted to Ian Schapiro and Peter Jonna, Managing Director and Senior Vice President, respectively, of Oaktree Capital Management, L.P. ("OCM LP") and directors of Infrastructure and Energy Alternatives, Inc. ("IEA").
- (2)

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Pursuant to the policies of the OCM LP, Messrs. Schapiro and Jonna hold these securities for the benefit of OCM FIE, LLC ("FIE"). This Form 4 with respect to these securities is being filed by Oaktree Capital Group, LLC ("OCG") and (ii) Oaktree Capital Group Holdings GP, LLC ("OCGH GP"), in its capacity as the manager of OCG. A Form 3 is concurrently being filed by (i) FIE, (ii) OCM LP, in its capacity as the managing member of FIE, and (iii) Oaktree Holdings, Inc. ("Holdings") in its capacity as the general partner of OCM LP. OCG is the sole shareholder of Holdings.

- (3) 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.

- (4) 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, Messrs. Schapiro and Jonna are filing Forms 4 with respect to the securities reported herein.

- (5) OCGH GP is managed by an executive committee consisting of Howard S. Marks, Bruce A. Karsh, Sheldon M. Stone, John B. Frank and Jay S. Wintrob (each, an "OCGH GP Member"). Each OCGH GP Member expressly disclaims beneficial ownership of the equity securities reported herein, 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 equity securities covered by this Form 4

- (6) The reporting persons are jointly filing this Form 4 pursuant to Rule 16a-3(j) under the Securities and Exchange Act of 1934, as amended.

- (7) As a result of Messrs. Shapiro's and Jonna's positions as Managing Director and Senior Vice President, respectively, of OCM LP and directors of IEA, the Reporting Persons may be deemed directors by deputization.

- (8) Represents shares held of record by Infrastructure & Energy Alternatives, LLC ("IEA LLC"). Oaktree Power Opportunities Fund III Delaware, L.P. ("Fund III") is the controlling equity holder of IEA LLC. The general partner of Fund III is Oaktree Fund GP, LLC. The managing member of Oaktree Fund GP, LLC is Oaktree Fund GP I, L.P. The general partner of Oaktree Fund GP I, L.P. is Oaktree Capital I, L.P. The general partner of Oaktree Capital I, L.P. is OCM Holdings I, LLC. The managing member of OCM Holdings I, LLC is Oaktree Holdings, LLC. The managing member of Oaktree Holdings, LLC is OCG. The duly appointed manager of Oaktree Capital Group, LLC is OCGH GP.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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