

NewPage Holdings Inc.  
Form 3  
August 22, 2013

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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 *		2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
Â Oaktree Capital Group Holdings GP, LLC		(Month/Day/Year)	NewPage Holdings Inc. [NONE]	
(Last)	(First)	(Middle)	4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
333 SOUTH GRAND AVENUE,Â 28TH FLOOR			(Check all applicable)	
(Street)			<input type="checkbox"/> Director	<input checked="" type="checkbox"/> 10% Owner
LOS ANGELES,Â CAÂ 90071			<input type="checkbox"/> Officer	<input type="checkbox"/> Other
(City)	(State)	(Zip)	(specify below)	
			6. Individual or Joint/Group Filing(Check Applicable Line)	
			<input type="checkbox"/> Form filed by One Reporting Person	
			<input checked="" type="checkbox"/> Form filed by More than One Reporting Person	

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	970,300	I	See Footnotes <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u> <u>(5)</u> <u>(6)</u> <u>(7)</u>

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

SEC 1473 (7-02)

**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 number.**

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

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative	5. Ownership Form of Derivative Security:	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)
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## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Oaktree Capital Group Holdings GP, LLC 333 SOUTH GRAND AVENUE 28TH FLOOR LOS ANGELES, CA 90071	^	^ X	^	^
Oaktree Fund GP, LLC 333 SOUTH GRAND AVENUE 28TH FLOOR LOS ANGELES, CA 90071	^	^ X	^	^
OAKTREE FUND GP I, L.P. 333 SOUTH GRAND AVENUE 28TH FLOOR LOS ANGELES, CA 90071	^	^ X	^	^
Oaktree Capital I, L.P. 333 SOUTH GRAND AVENUE 28TH FLOOR LOS ANGELES, CA 90071	^	^ X	^	^
OCM HOLDINGS I, LLC 333 SOUTH GRAND AVENUE 28TH FLOOR LOS ANGELES, CA 90071	^	^ X	^	^
OAKTREE HOLDINGS, LLC 333 SOUTH GRAND AVENUE 28TH FLOOR LOS ANGELES, CA 90071	^	^ X	^	^
Oaktree Capital Group, LLC 333 SOUTH GRAND AVENUE 28TH FLOOR LOS ANGELES, CA 90071	^	^ X	^	^

## Signatures

See signatures included in  
Exhibit 99.1

08/22/2013

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, *see* Instruction 5(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).

This Form 3 is being filed with respect to the 970,300 shares of the Issuer's common stock, par value \$0.001 per share ("Common Stock") of which (i) OCM Opportunities Fund VIIb Delaware, L.P. ("Fund VIIb") is the direct owner of 341,340 shares of Common Stock, (ii) Oaktree Opportunities Fund VIII Delaware, L.P. ("Opps VIII") is the direct owner of 413,679 shares of Common Stock, (iii) Oaktree Opportunities Fund VIII (Parallel 2), L.P. ("Parallel 2") is the direct owner of 15,740 shares of Common Stock, (iv) Oaktree Huntington Investment Fund, L.P. ("HIF") is the direct owner of 107,263 shares of Common Stock, and (v) Oaktree Value Opportunities Fund Holdings, L.P. ("VOF," together with Fund VIIb, Opps VIII, Parallel 2 and HIF, the "Shareholders") is the direct owner of 92,278 shares of Common Stock.

(2) This Form 3 is also being filed by Oaktree Fund GP, LLC ("Fund GP"), as the general partner of each of Fund VIIb and Opps VIII.

Oaktree Opportunities Fund VIII GP, L.P. ("Opps VIII GP"), is the general partner of Parallel 2, Oaktree Huntington Investment Fund GP, L.P. ("HIF GP") is the general partner of HIF and Oaktree Value Opportunities Fund GP, L.P. ("VOF GP") is the general partner of VOF. Oaktree Opportunities Fund VIII GP Ltd. ("Opps VIII Ltd") is the general partner of Opps VIII GP, Oaktree Huntington Investment Fund GP Ltd. ("HIF Ltd.") is the general partner of HIF GP, Oaktree Value Opportunities Fund GP Ltd. ("VOF Ltd.") is the general partner of VOF GP and Oaktree Capital Management, L.P. ("Management") is the sole director of each of HIF Ltd., Opps VIII Ltd., and VOF Ltd. Oaktree Holdings, Inc. ("Holdings Inc.") is the general partner of Management.

(3) This Form 3 is also being filed by (i) Oaktree Fund GP I, L.P. ("GP I"), as the managing member of Fund GP and the sole shareholder of each of HIF Ltd., Fund VIII Ltd. and VOF Ltd., (ii) Oaktree Capital I, L.P. ("Capital I"), as the general partner of GP I, (iii) OCM Holdings I, LLC ("OCM Holdings"), as the general partner of Capital I and (iv) Oaktree Holdings, LLC ("Oaktree Holdings"), as the managing member of OCM Holdings.

(4) This Form 3 is also being filed by (i) Oaktree Capital Group, LLC ("Capital Group"), as the managing member of Oaktree Holdings and the sole shareholder of Holdings Inc. and (ii) the duly elected manager of Capital Group, Oaktree Capital Group Holdings GP, LLC ("Holdings GP LLC," and together with Fund GP, GP I, Capital I, OCM Holdings, Oaktree Holdings, Capital Group, collectively, the "Reporting Persons," and each individually, a "Reporting Person").

(5) Each Reporting Person, other than the Shareholders, with respect to each of their direct holdings, disclaims beneficial ownership of the securities reported herein except to the extent of their respective pecuniary interest therein and the filing of this Form 3 shall not be construed as an admission that any such Reporting Person is the beneficial owner of any securities covered by this Form 3.

(6) The members of Holdings GP LLC are Kevin Clayton, John Frank, Stephen Kaplan, Bruce Karsh, Larry Keele, David Kirchheimer, Howard Marks and Sheldon Stone, who, by virtue of their membership interests in Holdings GP LLC, may be deemed to share voting and (7) dispositive power with respect to the shares of common stock held by each of the Shareholders. Each of the general partners, managing members, directors and managers described above disclaims beneficial ownership of any shares of common stock beneficially or of record owned by the Reporting Persons, except to the extent of any pecuniary interest therein.

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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