

NewPage Holdings Inc.
Form 4
January 09, 2015

FORM 4

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

OMB APPROVAL

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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 *
Oaktree Capital Group Holdings GP, LLC

(Last) (First) (Middle)

333 SOUTH GRAND AVENUE, 28TH FLOOR

(Street)

LOS ANGELES, CA 90071

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
NewPage Holdings Inc. [NONE]

3. Date of Earliest Transaction
(Month/Day/Year)
01/07/2015

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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

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 Ownership (Instr. 4)
				(A) or (D) Price			See Footnotes (2) (3) (4) (5) (6) (7) (8) (9)
Common Stock	01/07/2015		J ⁽¹⁾	1,367,192 D <u>1</u>	0	I	

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

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

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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. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V	(A)	(D)

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		X		

LOS ANGELES, CA 90071

Signatures

See signatures included in
Exhibit 99.1

01/09/2015

__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).

Pursuant to the agreement and plan of merger (the "Merger Agreement"), dated January 3, 2014, by and among NewPage Holdings Inc. (the "Issuer"), Verso Paper Corp. and Verso Merger Sub Inc., providing for the acquisition of the Issuer by Verso Paper Corp. (the "Merger"), upon closing of the Merger, each share of the Issuer's common stock, par value \$0.001 per share ("Common Stock") was

(1) converted into the right to receive "Merger Consideration" equal to its pro rata portion of: a) approximately \$4 million in cash; b) \$650 million in principal amount of 11.75% Senior Secured Notes due 2019 issued by Verso Paper Holdings LLC and Verso Paper Inc. in connection with the Merger; and c) shares of Verso Paper Corp. common stock representing 20% of the number of outstanding Verso Paper Corp. shares as of immediately prior to closing of the Merger.

The amount of securities disposed of includes an aggregate of 1,367,192 shares of the Common Stock of which (i) OCM Opportunities Fund VIIb Delaware, L.P. ("Fund VIIb") was the direct owner of 393,007 shares of Common Stock, (ii) Oaktree Opportunities Fund VIII Delaware, L.P. ("Opps VIII") was the direct owner of 476,310 shares of Common Stock, (iii) Oaktree Opportunities Fund IX Delaware, L.P. ("Opps IX") was the direct owner of 247,725 shares of Common Stock, (iv) Oaktree Opportunities Fund VIII (Parallel 2), L.P. ("Parallel 2") was the direct owner of 18,129 shares of Common Stock, (v) Oaktree Huntington Investment Fund, L.P. ("HIF") was the direct owner of 123,498 shares of Common Stock, (cont'd in FN 3)

(2) (cont'd from FN 2) (vi) Oaktree Value Opportunities Fund Holdings, L.P. ("VOF,") was the direct owner of 106,248 shares of Common Stock and (vii) Oaktree Opportunities Fund IX (Parallel 2), L.P. ("Opps IX Parallel", together with Fund VIIb, Opps VIII, Opps IX, Parallel 2, HIF and VOF, the "Shareholders") was the direct owner of 2,275 shares of Common Stock.

(3) Oaktree Fund GP, LLC ("Fund GP") is the general partner of each of Fund VIIb, Opps VIII and Opps IX.

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

(4) Oaktree Fund GP I, L.P. ("GP I") is the managing member of Fund GP and the sole shareholder of each of HIF Ltd., Fund VIII Ltd., VOF Ltd. and Opps IX Ltd. Oaktree Capital I, L.P. ("Capital I") is the general partner of GP I, OCM Holdings I, LLC ("OCM Holdings") is the general partner of Capital I and Oaktree Holdings, LLC ("Oaktree Holdings") is the managing member of OCM Holdings.

(5) Oaktree Capital Group, LLC ("Capital Group") is the managing member of Oaktree Holdings and the sole shareholder of Holdings Inc. 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") is the duly elected manager of Capital Group.

(6) Each Reporting Person disclaims beneficial ownership of the securities reported herein except to the extent of their respective pecuniary interest therein and the filing of this Form 4 shall not be construed as an admission that any such Reporting Person was the beneficial owner of any securities covered by this Form 4.

(7) The members of Holdings GP LLC are Howard S. Marks, Bruce A. Karsh, Jay S. Wintrob, John B. Frank, Sheldon M. Stone, Larry W. Keele, Stephen A. Kaplan, and David M. Kirchheimer, who, by virtue of their membership interests in Holdings GP LLC, may be deemed to share voting and 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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