

Oaktree Capital I, L.P.
 Form 3
 July 25, 2018

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)

<p>1. Name and Address of Reporting Person *</p> <p>^ Oaktree Capital I, L.P.</p> <p>(Last) (First) (Middle)</p> <p>C/O OAKTREE CAPITAL MANAGEMENT, L.P., ^ 333 SOUTH GRAND AVENUE, 28TH FLOOR</p> <p>(Street)</p> <p>LOS ANGELES, ^ CA ^ 90071</p> <p>(City) (State) (Zip)</p>	<p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>07/25/2018</p>	<p>3. Issuer Name and Ticker or Trading Symbol</p> <p>Berry Petroleum Corp [BRY]</p>	<p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below)</p>	<p>5. If Amendment, Date Original Filed(Month/Day/Year)</p>	<p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person</p>
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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	8,088,900 ⁽¹⁾	D ⁽²⁾ ⁽³⁾ ⁽⁴⁾ <u> </u> ⁽⁵⁾	^

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

Reporting Owners

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

Signatures

See Signatures included in Exhibit 99.1 07/25/2018

**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).
Consists of 5,740,623 shares of common stock, \$0.001 par value per share, of the Issuer (the "Common Stock") held by Oaktree (1) Opportunities Fund X Holdings (Delaware), L.P. ("Fund X Delaware") and 2,348,277 shares of Common Stock held by Oaktree Value Opportunities Fund Holdings, L.P. ("VOF Holdings").

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This Form 3 is being filed jointly by (each "Reporting Person" and, collectively, the "Reporting Persons") (i) Fund X Delaware, (ii) Oaktree Fund GP, LLC ("Fund GP") in its capacity as the general partner of Fund X Delaware, (iii) VOF Holdings, (iv) Oaktree Value Opportunities Fund GP, L.P. ("VOF GP") in its capacity as the general partner of VOF Holdings, (v) Oaktree Value Opportunities Fund GP Ltd. ("VOF GP Ltd.") in its capacity as the general partner of VOF GP, (vi) Oaktree Fund GP I, L.P. ("GP I") in its capacity as the managing member of Fund GP and the sole shareholder of VOF GP Ltd., (vii) Oaktree Capital I, L.P. ("Capital I") in its capacity as the general partner of GP I, (viii) OCM Holdings I, LLC ("Holdings I") in its capacity as the general partner of Capital I, (ix) Oaktree Holdings, LLC ("Holdings") in its capacity as the managing member of Holdings I, [continued in FN 3]

[continued from FN 2] (x) Oaktree Capital Management, L.P. ("Management") in its capacity as the sole director of VOF GP Ltd, (xi) Oaktree Holdings, Inc. ("Holdings, Inc.") in its capacity as the general partner of Management, (xii) Oaktree Capital Group, LLC ("OCG") in its capacity as the managing member of Holdings and the sole shareholder of Holdings, Inc. and (xiii) Oaktree Capital Group Holdings GP, LLC ("OCGH GP") in its capacity as the duly elected manager of OCG.

The members of OCGH GP are Howard S. Marks, Bruce A. Karsh, Jay S. Wintrob, John B. Frank and Sheldon M. Stone, who, by virtue of their membership interests in OCGH GP, may be deemed to share voting and dispositive power with respect to the shares of Common Stock and Series A Preferred Stock reported herein. Each of the general partners, managing members, directors and managers described above disclaims beneficial ownership of the securities reported herein beneficially or of record owned by the Reporting Persons, except to the extent of any pecuniary interest therein.

(5) The Reporting Persons are deemed a director by deputization by virtue of their right to designate a person to serve on the Issuer's board of directors.

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.