

Oaktree Capital Group Holdings GP, LLC

Form 4

December 19, 2018

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
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(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
Eagle Bulk Shipping Inc. [EGLE]

3. Date of Earliest Transaction
(Month/Day/Year)
11/26/2018

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 Beneficial Ownership (Instr. 4)	
			Code	V	Amount	(A) or (D)	Price			
Common Stock, par value \$0.01 per share ("Common Stock")	11/26/2018 ⁽¹⁾⁽²⁾		P		75,000	A	\$ 4.5134 ^{(1) (2)}	24,312,928	I	See Footnote ⁽³⁾ ⁽⁴⁾ ⁽⁵⁾ ⁽⁶⁾
Common Stock	11/27/2018 ⁽¹⁾⁽²⁾		P		115,000	A	\$ 4.7061 ^{(1) (2)}	24,427,928	I	See Footnote ⁽³⁾ ⁽⁴⁾ ⁽⁵⁾ ⁽⁶⁾
Common Stock	12/06/2018 ⁽¹⁾⁽²⁾		P		50,000	A	\$ 4.7 ^{(1) (2)}	24,477,928	I	See Footnote

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									(3) (4) (5) (6)
Common Stock	12/07/2018 ⁽¹⁾⁽²⁾		P	100,000	A	\$ 4.76 (1) (2)	24,577,928	I	See Footnote (3) (4) (5) (6)
Common Stock	12/10/2018 ⁽¹⁾⁽²⁾		P	18,400	A	\$ 4.64 (1) (2)	24,596,328	I	See Footnote (3) (4) (5) (6)
Common Stock	12/13/2018 ⁽¹⁾⁽²⁾		P	163,210	A	\$ 4.57 (1) (2)	24,759,538	I	See Footnote (3) (4) (5) (6)
Common Stock	12/14/2018 ⁽¹⁾⁽²⁾		P	150,000	A	\$ 4.693 (1) (2)	24,909,538	I	See Footnote (3) (4) (5) (6)
Common Stock	12/17/2018 ⁽¹⁾⁽²⁾		P	150,000	A	\$ 4.38 (1) (2)	25,059,538	I	See Footnote (3) (4) (5) (6)
Common Stock	12/18/2018 ⁽¹⁾⁽²⁾		P	100,000	A	\$ 4.34 (1) (2)	25,159,538	I	See Footnote (3) (4) (5) (6)
Common Stock	12/19/2018 ⁽¹⁾⁽²⁾		P	100,000	A	\$ 4.4905 (1) (2)	25,259,902	I	See Footnote (3) (4) (5) (6)

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 number.

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	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 Repor Trans
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of (D)
(Instr. 3,
4, and 5)

(Instr

Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
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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 CAPITAL MANAGEMENT LP 333 SOUTH GRAND AVENUE 28TH FLOOR LOS ANGELES, CA 90071		X		
Oaktree Holdings, Inc. 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		
OCM Opps EB Holdings Ltd. 333 SOUTH GRAND AVENUE 28TH FLOOR LOS ANGELES, CA 90071		X		

Signatures

See Signatures Included in Exhibit 99.1 12/19/2018

__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) The price in column 4 is a weighted average price On November 26, 2018, 75,000 shares were purchased in multiple transactions, at prices ranging from \$4.56 to \$4.42, inclusive. On November 27, 2018, 115,000 shares were purchased in multiple transactions, at prices ranging from \$4.75 to \$4.50, inclusive. On December 6, 2018, 50,000 shares were purchased in multiple transactions, at prices ranging from \$4.75 to \$4.68, inclusive. On December 7, 2018, 100,000 shares were purchased in multiple transactions, at prices ranging from \$4.82 to \$4.75, inclusive. On December 10, 2018, 18,400 shares were purchased in multiple transactions, at prices ranging from \$4.70 to \$4.60, inclusive. On December 13, 2018, 163,210 shares were purchased in multiple transactions, at prices ranging from \$4.60 to \$4.51,

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inclusive. (Cont'd in FN 2)

(Cont'd from FN 1) On December 14, 2018, 150,000 shares were purchased in multiple transactions, at prices ranging from \$4.73 to \$4.63, inclusive. On December 17, 2018, 150,000 shares were purchased in multiple transactions, at prices ranging from \$4.68 to \$4.28, inclusive. On December 18, 2018, 100,000 shares were purchased in multiple transactions, at prices ranging from \$4.40 to \$4.18, inclusive. On December 19, 2018, 100,000 shares were purchased in multiple transactions, at prices ranging from \$4.55 to \$4.35, inclusive. The reporting person will provide to the issuer, any security holder of the issuer, or the SEC staff, upon request, information regarding the number of shares purchased at each price within the range.

- (2) This Form 4 is being filed by OCM Opps EB Holdings, Ltd ("EB Holdings") with respect to (i) the 25,259,538 shares of the Issuer's common stock, par value \$0.01 per share ("Common Stock"), that may be deemed to be beneficially owned by the Reporting Persons (as defined below) and (ii) the 364 warrants exercisable for shares of Common Stock (the "Warrants"), all of which are directly owned by EB Holdings. This Form 4 is also being filed by each of (i) Oaktree Capital Management, L.P. ("Management") as the sole director of EB Holdings; (ii) Oaktree Holdings, Inc. ("Holdings, Inc.") as the general partner of Management; (iii) Oaktree Capital Group, LLC ("OCG") as the sole shareholder of Holdings, Inc.; and (iv) Oaktree Capital Group Holdings GP, LLC ("OCGH GP", and, together with EB Holdings, Management, Holdings, Inc. and OCG, the "Reporting Persons" and each a "Reporting Person") as the duly elected manager of OCG.

- (4) Each Reporting Person disclaims beneficial ownership of the Common Stock 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 is the beneficial owner of any Common Stock covered by this Form 4.

- (5) 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 held by EB Holdings. 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.
- (6) Common Stock held directly by EB Holdings.

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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