

Capital Product Partners L.P.
Form SC 13G/A
February 11, 2016

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

SCHEDULE 13G

Under the Securities Exchange Act of 1934

(Amendment No. 3)*

CAPITAL PRODUCT PARTNERS L.P.
(Name of Issuer)

COMMON UNITS REPRESENTING LIMITED PARTNERSHIP INTERESTS
(Title of Class of Securities)

Y11082107
(CUSIP Number)

December 31, 2015
(Date of Event which Requires Filing of this Statement)

Check the
appropriate box
to designate the
rule pursuant to
which this
Schedule is filed.

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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1 NAME OF REPORTING PERSON OR
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Oaktree Value Opportunities Fund, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Cayman Islands

5 SOLE VOTING POWER

3,594,228 (1)

NUMBER OF
SHARES
BENEFICIALLY OWNED
BY EACH REPORTING
PERSON
WITH

6 SHARED VOTING POWER

None

7 SOLE DISPOSITIVE POWER

3,594,228 (1)

8 SHARED DISPOSITIVE POWER

None

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

3,594,228 (1)

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

2.9% (2)

12 TYPE OF REPORTING PERSON

PN

(1) In its capacity as the direct owner of 594,228 Common Units of the Issuer and 3,000,000 Class B Convertible Preferred Units of the Issuer. As of the date of this Schedule 13G, each Class B Convertible Preferred Unit is convertible at the option of the holder into one Common Unit of the Issuer. The number of Common Units issuable

upon the conversion of the Class B Convertible Preferred Units may be adjusted from time to time in accordance with certain anti-dilution protection provisions as set forth in the second amendment, dated as of May 22, 2012, to the Second Amended and Restated Agreement of Limited Partnership of Capital Product Partners L.P., as amended.

(2) All calculations of percentage ownership are based on a total of 124,133,698 Common Units, consisting of 119,559,456 Common Units outstanding as of June 30, 2015, as disclosed in the Issuer's Form 6-K filed with the Securities and Exchange Commission on August 19, 2015 (the "Form 6-K"), and 4,574,242 Class B Convertible Preferred Units beneficially owned by the Reporting Persons (as defined below), assuming that all of the Class B Convertible Preferred Units beneficially owned by the Reporting Persons are converted into Common Units at the current conversion ratio of one Common Unit per one Class B Convertible Preferred Unit and no other outstanding Class B Convertible Preferred Units are converted into Common Units.

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1 NAME OF REPORTING PERSON OR
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Oaktree Value Opportunities Fund GP, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Cayman Islands

5 SOLE VOTING POWER

3,594,228 (1)

NUMBER OF
SHARES
BENEFICIALLY OWNED
BY EACH REPORTING
PERSON
WITH

6 SHARED VOTING POWER

None

7 SOLE DISPOSITIVE POWER

3,594,228 (1)

8 SHARED DISPOSITIVE POWER

None

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

3,594,228 (1)

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

2.9%

12 TYPE OF REPORTING PERSON

PN

(1) Solely in its capacity as the general partner of Oaktree Value Opportunities Fund, L.P.

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1 NAME OF REPORTING PERSON OR
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Oaktree Value Opportunities Fund GP Ltd.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Cayman Islands

5 SOLE VOTING POWER

3,594,228 (1)

NUMBER OF
SHARES
BENEFICIALLY OWNED
BY EACH REPORTING
PERSON
WITH

6 SHARED VOTING POWER

None

7 SOLE DISPOSITIVE POWER

3,594,228 (1)

8 SHARED DISPOSITIVE POWER

None

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

3,594,228 (1)

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

2.9%

12 TYPE OF REPORTING PERSON

OO

(1) Solely in its capacity as the general partner of Oaktree Value Opportunities Fund GP, L.P.

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1 NAME OF REPORTING PERSON OR
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Oaktree FF Investment Fund, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Cayman Islands

5 SOLE VOTING POWER

1,296,645 (1)

NUMBER OF
SHARES
BENEFICIALLY OWNED
BY EACH REPORTING
PERSON
WITH

6 SHARED VOTING POWER

None

7 SOLE DISPOSITIVE POWER

1,296,645 (1)

8 SHARED DISPOSITIVE POWER

None

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,296,645 (1)

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

1.0%

12 TYPE OF REPORTING PERSON

PN

(1) In its capacity as the direct owner of 171,062 Common Units and 1,125,583 Class B Convertible Preferred Units of the Issuer through its Class F interests.

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1 NAME OF REPORTING PERSON OR
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Oaktree FF Investment Fund GP, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Cayman Islands

5 SOLE VOTING POWER

1,296,645 (1)

NUMBER OF
SHARES
BENEFICIALLY OWNED
BY EACH REPORTING
PERSON
WITH

6 SHARED VOTING POWER

None

7 SOLE DISPOSITIVE POWER

1,296,645 (1)

8 SHARED DISPOSITIVE POWER

None

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,296,645 (1)

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

1.0%

12 TYPE OF REPORTING PERSON

PN

(1) Solely in its capacity as the general partner of Oaktree FF Investment Fund, L.P.

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1 NAME OF REPORTING PERSON OR
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Oaktree FF Investment Fund GP Ltd.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Cayman Islands

5 SOLE VOTING POWER

1,296,645 (1)

NUMBER OF
SHARES
BENEFICIALLY OWNED
BY EACH REPORTING
PERSON
WITH

6 SHARED VOTING POWER

None

7 SOLE DISPOSITIVE POWER

1,296,645 (1)

8 SHARED DISPOSITIVE POWER

None

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,296,645 (1)

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

1.0%

12 TYPE OF REPORTING PERSON

OO

(1) Solely in its capacity as the general partner of Oaktree FF Investment Fund GP, L.P.

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1 NAME OF REPORTING PERSON OR
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Oaktree Fund GP I, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

4,890,873 (1)

NUMBER OF
SHARES
BENEFICIALLY OWNED
BY EACH REPORTING
PERSON
WITH

6 SHARED VOTING POWER

None

7 SOLE DISPOSITIVE POWER

4,890,873 (1)

8 SHARED DISPOSITIVE POWER

None

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

4,890,873 (1)

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

3.8%

12 TYPE OF REPORTING PERSON

PN

(1) Solely in its capacity as the sole shareholder of each of Oaktree Value Opportunities Fund GP Ltd. and Oaktree FF Investment Fund GP Ltd.

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1 NAME OF REPORTING PERSON OR
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Oaktree Capital I, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

4,890,873 (1)

NUMBER OF
SHARES
BENEFICIALLY OWNED
BY EACH REPORTING
PERSON
WITH

6 SHARED VOTING POWER

None

7 SOLE DISPOSITIVE POWER

4,890,873 (1)

8 SHARED DISPOSITIVE POWER

None

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

4,890,873 (1)

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

3.8%

12 TYPE OF REPORTING PERSON

PN

(1) Solely in its capacity as the general partner of Oaktree Fund GP I, L.P.

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1 NAME OF REPORTING PERSON OR
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

OCM Holdings I, LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

4,890,873 (1)

NUMBER OF
SHARES
BENEFICIALLY OWNED
BY EACH REPORTING
PERSON
WITH

6 SHARED VOTING POWER

None

7 SOLE DISPOSITIVE POWER

4,890,873 (1)

8 SHARED DISPOSITIVE POWER

None

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

4,890,873 (1)

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

3.8%

12 TYPE OF REPORTING PERSON

OO

(1) Solely in its capacity as the general partner of Oaktree Capital I, L.P.

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1 NAME OF REPORTING PERSON OR
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Oaktree Holdings, LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

4,890,873 (1)

NUMBER OF
SHARES
BENEFICIALLY OWNED
BY EACH REPORTING
PERSON
WITH

6 SHARED VOTING POWER

None

7 SOLE DISPOSITIVE POWER

4,890,873 (1)

8 SHARED DISPOSITIVE POWER

None

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

4,890,873 (1)

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

3.8%

12 TYPE OF REPORTING PERSON

OO

(1) In its capacity as the managing member of OCM Holdings I, LLC.

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1 NAME OF REPORTING PERSON OR
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Oaktree-TCDRS Strategic Credit, LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

502,597 (1)

NUMBER OF
SHARES
BENEFICIALLY OWNED
BY EACH REPORTING
PERSON
WITH

6 SHARED VOTING POWER

None

7 SOLE DISPOSITIVE POWER

502,597 (1)

8 SHARED DISPOSITIVE POWER

None

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

502,597 (1)

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.4%

12 TYPE OF REPORTING PERSON

OO

(1) In its capacity as the direct owner of 53,938 Common Units and 448,659 Class B Convertible Preferred Units of the Issuer.

CUSIP No. Y11082107 SCHEDULE 13G Page 13 of 25

1 NAME OF REPORTING PERSON OR
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Oaktree Capital Management, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

5,393,470 (1)

NUMBER OF
SHARES
BENEFICIALLY OWNED
BY EACH REPORTING
PERSON
WITH

6 SHARED VOTING POWER

None

7 SOLE DISPOSITIVE POWER

5,393,470 (1)

8 SHARED DISPOSITIVE POWER

None

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

5,393,470 (1)

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

4.2%

12 TYPE OF REPORTING PERSON

PN

(1) In its capacity as the manager of Oaktree-TCDRS Strategic Credit, LLC and as the sole director of each of Oaktree Value Opportunities Fund GP Ltd. and Oaktree FF Investment Fund GP Ltd.

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1 NAME OF REPORTING PERSON OR
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Oaktree Holdings, Inc.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

5,393,470 (1)

NUMBER OF
SHARES
BENEFICIALLY OWNED
BY EACH REPORTING
PERSON
WITH

6 SHARED VOTING POWER

None

7 SOLE DISPOSITIVE POWER

5,393,470 (1)

8 SHARED DISPOSITIVE POWER

None

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

5,393,470 (1)

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

4.2%

12 TYPE OF REPORTING PERSON

CO

(1) Solely in its capacity as the general partner of Oaktree Capital Management, L.P.

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1 NAME OF REPORTING PERSON OR
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Oaktree Capital Group, LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

5,393,470 (1)

NUMBER OF
SHARES
BENEFICIALLY OWNED
BY EACH REPORTING
PERSON
WITH

6 SHARED VOTING POWER

None

7 SOLE DISPOSITIVE POWER

5,393,470 (1)

8 SHARED DISPOSITIVE POWER

None

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

5,393,470 (1)

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

4.2%

12 TYPE OF REPORTING PERSON

OO

(1) Solely in its capacity as the managing member of Oaktree Holdings, LLC and as the sole shareholder of Oaktree Holdings, Inc.

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1 NAME OF REPORTING PERSON OR
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Oaktree Capital Group Holdings GP, LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

5,393,470 (1)

NUMBER OF
SHARES
BENEFICIALLY OWNED
BY EACH REPORTING
PERSON
WITH

6 SHARED VOTING POWER

None

7 SOLE DISPOSITIVE POWER

5,393,470 (1)

8 SHARED DISPOSITIVE POWER

None

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

5,393,470 (1)

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

4.2%

12 TYPE OF REPORTING PERSON

OO

(1) Solely in its capacity as the duly elected manager of Oaktree Capital Group, LLC.

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ITEM (a) Name of Issuer:

1.

Capital Product Partners L.P. (the “Issuer”)

(b) Address of Issuer’s Principal Executive Offices:

3 Iassonos Street
Pireaus J3 18537 Greece

ITEM (a)- (c) Name of Person Filing; Address of Principal Business Office; and Citizenship

2.

This Schedule 13G is filed jointly by each of the following persons (collectively, the “Reporting Persons”), pursuant to a joint filing agreement attached hereto as Exhibit I, by:

- (1) Oaktree Value Opportunities Fund, L.P. (“VOF”), a Cayman Islands exempted limited partnership, in its capacity as the direct owner of 594,228 Common Units and 3,000,000 Class B Convertible Preferred Units of the Issuer;
- (2) Oaktree Value Opportunities Fund GP, L.P. (“VOF GP”), a Cayman Islands exempted limited partnership, in its capacity as the general partner of VOF;
- (3) Oaktree Value Opportunities Fund GP Ltd. (“VOF GP Ltd.”), a Cayman Islands exempted company, in its capacity as the general partner of VOF GP;
- (4) Oaktree FF Investment Fund, L.P. (“FF Inv”), a Cayman Islands exempted limited partnership, in its capacity as the direct owner of 171,062 Common Units and 1,125,583 Class B Convertible Preferred Units of the Issuer through its Class F interests;
- (5) Oaktree FF Investment Fund GP, L.P. (“FF GP”), a Cayman Islands exempted limited partnership, in its capacity as the general partner of FF Inv;
- (6) Oaktree FF Investment Fund GP Ltd. (“FF GP Ltd.”), a Cayman Islands exempted company, in its capacity as the general partner of FF GP;
- (7) Oaktree Fund GP I, L.P. (“GP I”), a Delaware limited partnership, in its capacity as the sole shareholder of each of VOF GP Ltd. and FF GP Ltd.;
- (8) Oaktree Capital I, L.P. (“Capital I”), Delaware limited partnership, in its capacity as the general partner of GP I;
- (9) OCM Holdings I, LLC (“Holdings I”), a Delaware limited liability company, in its capacity as the general partner of Capital I;
- (10) Oaktree Holdings, LLC (“Holdings”), a Delaware limited liability company, in its capacity as the managing member of Holdings I;
- (11) Oaktree-TCDRS Strategic Credit, LLC (“OTSC”), a Delaware limited liability company, in its capacity as the direct owner of 53,938 Common Units and 448,659 Class B Convertible Preferred Units of the Issuer;
- (12) Oaktree Capital Management, L.P. (“Management”), Delaware limited partnership, in its capacity as the duly appointed manager of OTSC and as the sole director of each of VOF GP Ltd. and FF GP Ltd.;
- (13) Oaktree Holdings, Inc. (“Holdings, Inc.”), a Delaware corporation, in its capacity as the general partner of Management;
- (14) Oaktree Capital Group, LLC (“OCG”), a Delaware limited liability company, in its capacity as the

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managing member of Holdings and as the sole shareholder of Holdings, Inc.; and
(15) Oaktree Capital Group Holdings GP, LLC ("OCGH GP"), a Delaware limited liability company, in its capacity as the duly elected manager of OCG.

The principal business address of each of the Reporting Persons is 333 South Grand Avenue, 28th Floor, Los Angeles, California 90071.

(d) Title of Class of Securities: Common Units Representing Limited Partnership Interests ("Common Units")

(e) CUSIP Number: Y11082107

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ITEM IF THIS STATEMENT IS FILED PURSUANT TO SS.240.13D-1(B) OR 240.13D-2(B) OR (C), CHECK
3. WHETHER THE PERSON FILING IS A:

- (a) Broker or dealer registered under Section 15 of the Act (15 U.S.C. 78o)
- (b) Bank as defined in Section 3(a)(6) of the Act (15 U.S.C. 78c)
- (c) Insurance company as defined in Section 3(a)(19) of the Act (15 U.S.C. 78c)
- (d) Investment company registered under Section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8)
- (e) An investment adviser in accordance with ss.240.13d-1(b)(1)(ii)(E)
- (f) An employee benefit plan or endowment fund in accordance with ss.240.13d-1(b)(1)(ii)(F);
- (g) A Parent holding company or control person in accordance with ss.240.13d-1(b)(1)(ii)(G);
- (h) A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813)
- (i) A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3)
- (j) Group, in accordance with ss.240.13d-1(b)(1)(ii)(J).

ITEM OWNERSHIP

4.

The responses of the Reporting Persons to Rows 5, 6, 7, 8, 9 and 11 in each of their respective cover pages to this Schedule 13G are incorporated herein by reference.

VOF directly holds 594,228 Common Units and 3,000,000 Class B Convertible Preferred Units of the Issuer constituting approximately 2.9% of the Issuer's Common Units and has the sole power to vote and dispose of such units.

VOF GP, in its capacity as the general partner of VOF, has the ability to direct the management of VOF's business, including the power to vote and dispose of securities held by VOF; therefore, VOF GP may be deemed to beneficially own the Common Units and Class B Convertible Preferred Units of the Issuer held by VOF.

VOF GP Ltd., in its capacity as the general partner of VOF GP, has the ability to direct the management of VOF GP's business, including the power to direct the decisions of VOF GP regarding the vote and disposition of securities held by VOF; therefore, VOF GP Ltd. may be deemed to have indirect beneficial ownership of the Common Units and Class B Convertible Preferred Units of the Issuer held by VOF.

FF Inv directly holds 171,062 Common Units and 1,125,583 Class B Convertible Preferred Units of the Issuer held through its Class F interests, constituting approximately 1.0% of the Issuer's Common Units, and has the sole power to vote and dispose of such units.

FF GP, in its capacity as the general partner of FF Inv, has the ability to direct the management of FF Inv's business, including the power to vote and dispose of securities held by FF Inv; therefore, FF GP may be deemed to beneficially own the Common Units and Class B Convertible Preferred Units of the Issuer held by FF Inv.

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FF GP Ltd., in its capacity as the general partner of FF GP, has the ability to direct the management of FF GP's business, including the power to direct the decisions of FF GP regarding the vote and disposition of securities held by FF Inv; therefore, FF GP Ltd. may be deemed to have indirect beneficial ownership of the Common Units and Class B Convertible Preferred Units of the Issuer held by FF Inv.

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GP I, in its capacity as the sole shareholder of each of VOF GP Ltd. and FF GP Ltd., has the ability to appoint and remove the directors and direct the management of the business of each of VOF GP Ltd. and FF GP Ltd. As such, GP I has the power to direct the decisions of each of VOF GP Ltd. and FF GP Ltd. regarding the vote and disposition of securities held by each of VOF and FF Inv, respectively; therefore, GP I may be deemed to have indirect beneficial ownership of the Common Units and Class B Convertible Preferred Units of the Issuer held by each of VOF and FF Inv.

Capital I, in its capacity as the general partner of GP I, has the ability to direct the management of GP I's business, including the power to direct the decisions of GP I regarding the vote and disposition of securities held by VOF and FF Inv; therefore, Capital I may be deemed to

have indirect beneficial ownership of the Common Units and Class B Convertible Preferred Units of the Issuer held by each of VOF and FF Inv.

Holdings I, in its capacity as the general partner of Capital I, has the ability to direct the management of Capital I's business, including the power to direct the decisions of Capital I regarding the vote and disposition of securities held by each of VOF and FF Inv; therefore, Holdings I may be deemed to have indirect beneficial ownership of the Common Units and Class B Convertible Preferred Units of the Issuer held by each of VOF and FF Inv.

Holdings, in its capacity as the managing member of Holdings I, has the ability to direct the management of Holding I's business, including the power to direct the decisions of Holdings I regarding the vote and disposition of securities held by each of VOF and FF Inv; therefore, Holdings may be deemed to have

indirect beneficial ownership of the Common Units and Class B Convertible Preferred Units of the Issuer held by each of VOF and FF Inv.

OTSC directly holds 53,938 Common Units and 448,659 Class B Convertible Preferred Units of the Issuer constituting approximately 0.4% of the Issuer's Common Units and has the sole power to vote and dispose of such units.

Management, in its capacity as the duly appointed investment manager of OTSC, and as the sole director of each of VOF GP Ltd. and FF GP Ltd., has the ability to direct the management of OTSC, VOF GP Ltd. and FF GP Ltd., including the power to direct the decisions of OTSC, VOF GP Ltd. and FF GP Ltd., regarding the vote and disposition of securities held by each of OTSC, VOF and FF Inv, respectively; therefore, Management may be deemed to have indirect beneficial ownership of the Common Units and Class B Convertible Preferred Units of the

Issuer held by each of
OTSC, VOF and FF
Inv.

Holdings, Inc., in its
capacity as the
general partner of
Management, has the
ability to direct the
management of
Management's
business, including
the power to vote and
dispose of securities
held by each of
OTSC, VOF and FF
Inv, respectively;
therefore,
Management may be
deemed to have
indirect beneficial
ownership of the
Common Units and
Class B Convertible
Preferred Units of the
Issuer held by each of
OTSC, VOF and FF
Inv.

OCG, in its capacity
as the sole
shareholder of
Holdings, Inc., has
the ability to appoint
and remove directors
of Holdings, Inc. and,
as such, may
indirectly control the
decisions of
Holdings, Inc.
regarding the vote
and disposition of
securities held by
OTSC. Additionally,
OCG, in its capacity
as the managing
member of Holdings,
has the ability to
direct the
management of
Holdings' business,

including the power to direct the decisions of Holdings regarding the vote and disposition of securities held by each of VOF and FF Inv. Therefore, OCG may be deemed to have indirect beneficial ownership of the Common Units and Class B Convertible Preferred Units of the Issuer held by each of OTSC, VOF and FF Inv.

OCGH GP, in its capacity as the duly appointed manager of OCG, has the ability to appoint and remove directors of OCG and, as such, may indirectly control the decisions of OCG regarding the vote and disposition of securities held by each of OTSC, VOF and FF Inv; therefore, OCGH GP may be deemed to have indirect beneficial ownership of the Common Units and Class B Convertible Preferred Units of the Issuer held by each of OTSC, VOF and FF Inv.

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Pursuant to Rule 13d-4 of the Exchange Act, the Reporting Persons declare that filing this Statement shall not be construed as an admission that any such person is, for the purposes of Section 13(d) and/or Section 13(g) of the Exchange Act, the beneficial owner of any securities covered by this Statement except to the extent of such person's pecuniary interest in the shares of Common Stock, and except to the extent of its pecuniary interest, such beneficial ownership is expressly disclaimed by each Reporting Person.

All calculations of percentage ownership in this Schedule 13G are based on a total of 124,133,698 Common Units, consisting of 119,559,456 Common Units outstanding as of June 30, 2015, as disclosed in the Form 6-K, and 4,574,242 Class B Convertible

Preferred Units
beneficially owned
by the Reporting
Persons, assuming
that all of the Class
B Convertible
Preferred Units
beneficially owned
by the Reporting
Persons are
converted into
Common Units at
the current
conversion ratio of
one Common Unit
per one Class B Unit
and no other
outstanding Class B
Convertible
Preferred Units are
converted into
Common Units.

ITEM 5. OWNERSHIP OF
FIVE PERCENT OR
LESS OF A CLASS.

If this statement is
being filed to report
the fact that as of the
date hereof the
reporting person has
ceased to be the
beneficial owner of
more than five
percent of the class
of securities, check
the following x.

ITEM 6. OWNERSHIP OF
MORE THAN FIVE
PERCENT ON
BEHALF OF
ANOTHER
PERSON.

Not applicable.

ITEM 7. IDENTIFICATION
AND
CLASSIFICATION

OF THE
SUBSIDIARY
WHICH
ACQUIRED THE
SECURITY BEING
REPORTED ON BY
THE PARENT
HOLDING
COMPANY.

Not applicable.

ITEM 8. IDENTIFICATION
AND
CLASSIFICATION
OF MEMBERS OF
THE GROUP.

Not applicable.

ITEM 9. NOTICE OF
DISSOLUTION OF
GROUP

Not applicable.

ITEM 10. CERTIFICATIONS.

By signing below I
certify that, to the
best of my
knowledge and
belief, the securities
referred to above
were not acquire and
are not held for the
purpose of or with
the effect of
changing or
influencing the
control of the issuer
of the securities and
were not acquired
and are not held in
connection with or
as a participant in
any transaction
having such purpose
or effect, other than
activities solely in
connection with a

nomination under §
240.14a-11.

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SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: February 11, 2016

OAKTREE VALUE
OPPORTUNITIES FUND, L.P.

By: Oaktree Value Opportunities
Fund GP, L.P.
Its: General Partner

By: Oaktree Value Opportunities
Fund GP Ltd.
Its: General Partner

By: Oaktree Capital Management,
L.P.
Its: Director

By: /s/ Jordan Mikes
Name: Jordan Mikes
Title: Assistant Vice President

OAKTREE VALUE
OPPORTUNITIES FUND GP,
L.P.

By: Oaktree Value Opportunities
Fund GP Ltd.
Its: General Partner

By: Oaktree Capital Management,
L.P.
Its: Director

By: /s/ Jordan Mikes
Name: Jordan Mikes
Title: Assistant Vice President

OAKTREE VALUE
OPPORTUNITIES FUND GP

LTD.

By: Oaktree Capital Management,
L.P.

Its: Director

By: /s/ Jordan Mikes

Name: Jordan Mikes

Title: Assistant Vice President

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OAKTREE FF INVESTMENT
FUND, L.P.

By: Oaktree FF Investment Fund
GP, L.P.
Its: General Partner

By: Oaktree FF Investment Fund
GP Ltd.
Its: General Partner

By: Oaktree Capital Management,
L.P.
Its: Director

By: /s/ Jordan Mikes
Name: Jordan Mikes
Title: Assistant Vice President

OAKTREE FF INVESTMENT
FUND GP, L.P.

By: Oaktree FF Investment Fund
GP Ltd.
Its: General Partner

By: Oaktree Capital Management,
L.P.
Its: Director

By: /s/ Jordan Mikes
Name: Jordan Mikes
Title: Assistant Vice President

OAKTREE FF INVESTMENT
FUND GP LTD.

By: Oaktree Capital Management,
L.P.
Its: Director

By: /s/ Jordan Mikes
Name: Jordan Mikes
Title: Assistant Vice President

OAKTREE FUND GP I, L.P.

By: /s/ Jordan Mikes

Name: Jordan Mikes

Title: Authorized Signatory

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OAKTREE CAPITAL I, L.P.

By: /s/ Jordan Mikes
Name: Jordan Mikes
Title: Assistant Vice President

OCM HOLDINGS I, LLC

By: /s/ Jordan Mikes
Name: Jordan Mikes
Title: Assistant Vice President

OAKTREE HOLDINGS, LLC

By: /s/ Jordan Mikes
Name: Jordan Mikes
Title: Assistant Vice President

OAKTREE-TCDRS STRATEGIC
CREDIT, LLC

By: Oaktree Capital Management,
L.P.
Its: Manager

By: /s/ Jordan Mikes
Name: Jordan Mikes
Title: Assistant Vice President

OAKTREE CAPITAL
MANAGEMENT, L.P.

By: /s/ Jordan Mikes
Name: Jordan Mikes
Title: Assistant Vice President

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OAKTREE HOLDINGS, INC.

By: /s/ Jordan Mikes
Name: Jordan Mikes
Title: Assistant Vice President

OAKTREE CAPITAL GROUP,
LLC

By: /s/ Jordan Mikes
Name: Jordan Mikes
Title: Assistant Vice President

OAKTREE CAPITAL GROUP
HOLDINGS GP, LLC

By: /s/ Jordan Mikes
Name: Jordan Mikes
Title: Assistant Vice President

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Exhibit Index

Exhibit Joint Filing Agreement as required by Rule 13d-1(k)(1) under the Securities Exchange Act of 1934, as
1. amended (previously filed).
