

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287
Estimated average burden
hours per response: 0.5

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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934
or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>OAKTREE CAPITAL MANAGEMENT LP</u> (Last) (First) (Middle) <u>333 SOUTH GRAND AVENUE, 28TH FLOOR</u> (Street) <u>LOS ANGELES CA 90071</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Oaktree Specialty Lending Corp [OCSL]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>12/13/2017</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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	12/13/2017		P		138,000	A	\$4.7988 ⁽¹⁾	138,000	I	By Oaktree Capital L.P. ⁽³⁾⁽⁴⁾
Common Stock	12/14/2017		P		138,000	A	\$4.7763 ⁽²⁾	276,000	I	By Oaktree Capital L.P. ⁽³⁾⁽⁴⁾

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 of (D) (Instr. 3, 4 and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
						Date Exercisable	Expiration Date					
				Code	V	(A)	(D)	Title	Amount or Number of Shares			

1. Name and Address of Reporting Person* <u>OAKTREE CAPITAL MANAGEMENT LP</u> (Last) (First) (Middle) <u>333 SOUTH GRAND AVENUE, 28TH FLOOR</u> (Street) <u>LOS ANGELES CA 90071</u> (City) (State) (Zip)		
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1. Name and Address of Reporting Person*		
<u>Oaktree Holdings, Inc.</u>		
(Last)	(First)	(Middle)
333 SOUTH GRAND AVENUE 28TH FLOOR		
(Street)		
LOS ANGELES	CA	90071
(City) (State) (Zip)		

1. Name and Address of Reporting Person*		
<u>Oaktree Capital Group, LLC</u>		
(Last)	(First)	(Middle)
333 SOUTH GRAND AVENUE 28TH FLOOR		
(Street)		
LOS ANGELES	CA	90071
(City) (State) (Zip)		

1. Name and Address of Reporting Person*		
<u>Oaktree Capital Group Holdings GP, LLC</u>		
(Last)	(First)	(Middle)
333 SOUTH GRAND AVENUE 28TH FLOOR		
(Street)		
LOS ANGELES	CA	90071
(City) (State) (Zip)		

Explanation of Responses:

- The shares reported as purchased on December 13, 2017 were purchased in multiple transactions at actual purchase prices ranging from \$4.775 to \$4.83 per share. The price reported reflects the weighted average purchase price for the transactions. The Reporting Persons undertake to provide, upon request by the staff of the Securities and Exchange Commission, the Issuer or a security holder of the Issuer, full information regarding the number of shares purchased at each separate price.
- The shares reported as purchased on December 14, 2017 were purchased in multiple transactions at actual purchase prices ranging from \$4.68 to \$4.84 per share. The price reported reflects the weighted average purchase price for the transactions. The Reporting Persons undertake to provide, upon request by the staff of the Securities and Exchange Commission, the Issuer or a security holder of the Issuer, full information regarding the number of shares purchased at each separate price.
- Oaktree Capital I, L.P., a Delaware limited partnership ("Capital I") purchased shares of the common stock (the "Common Stock") of Oaktree Specialty Lending Corporation ("Issuer") on the open market. OCM Holdings I, LLC, a Delaware limited liability company ("Holdings I"), serves as the general partner of Capital I. Oaktree Holdings, LLC, a Delaware limited liability company ("Holdings"), serves as the managing member of Holdings I. Oaktree Capital Group, LLC, a Delaware limited liability company ("OCG") and a Reporting Person for the purposes of this Form 4, serves as the managing member of Holdings. Oaktree Capital Group Holdings GP, LLC, a Delaware limited liability company and a Reporting Person for the purposes of this Form 4, serves as the duly elected manager of OCG.
- On July 13, 2017, Oaktree Capital Management, L.P. ("Oaktree") entered into a Voting Agreement, dated as of July 13, 2017 (the "Voting Agreement"), with Fifth Street Holdings, L.P., Leonard M. Tannenbaum, the Leonard M. Tannenbaum Foundation, the Tannenbaum Family 2012 Trust and 777 West Putnam Avenue LLC (collectively, the "Stockholders") with respect to the shares of common stock, par value \$0.01 per share, of the Issuer (the "Common Stock") owned by the Stockholders. As a result, Oaktree and the other Reporting Persons may be deemed to beneficially own, pursuant to Rule 13d-3 under the Securities Exchange Act of 1934, as amended, in excess of 10% of the issued and outstanding Common Stock. See the Form 3 filed by the Reporting Persons with the Securities and Exchange Commission on July 21, 2017 with respect to the Issuer for additional information.

Remarks:

Each Reporting Person disclaims beneficial ownership of all equity securities reported herein except to the extent of its 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 equity securities covered by this Form 4.

[See Signatures Included in Exhibit 99.1](#) 12/15/2017
 ** Signature of Reporting Person Date

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.

This Statement on Form 4 is filed by the Reporting Persons listed below. The principal business address of the Reporting Persons is 333 South Grand Avenue, 28th Floor, Los Angeles, CA 90071.

Name of Designated Filer: OAKTREE CAPITAL MANAGEMENT, L.P.

Date of Event Requiring Statement: December 13, 2017.

Issuer Name: Oaktree Specialty Lending Corporation [OCSL]

OAKTREE CAPITAL MANAGEMENT, L.P.

By: /s/ Mary Gallegly

Name: Mary Gallegly
Title: Vice President

OAKTREE HOLDINGS, INC.

By: /s/ Mary Gallegly

Name: Mary Gallegly
Title: Vice President

OAKTREE CAPITAL GROUP, LLC

By: Oaktree Capital Group Holdings GP,
LLC

Its: Manager

By: /s/ Mary Gallegly

Name: Mary Gallegly
Title: Vice President

OAKTREE CAPITAL GROUP HOLDINGS GP,
LLC

By: /s/ Mary Gallegly

Name: Mary Gallegly
Title: Vice President