SEC Form 4

FORM 4

☐ 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*

 Carlisle Melvin

 (Last)   (First)   (Middle)

 C/O OAKTREE SPECIALTY LENDING CORP
 333 SOUTH GRAND AVENUE, 28TH FLOOR

 (Street)

 LOS ANGELES   CA   90071

 (City)   (State)   (Zip) | 2. Issuer Name **and** Ticker or Trading Symbol
 Oaktree Specialty Lending Corp [OCSL]

 3. Date of Earliest Transaction (Month/Day/Year)
 03/19/2021

 4. If Amendment, Date of Original Filed (Month/Day/Year) | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable)

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

 CFO & Treasurer

 6. Individual or Joint/Group Filing (Check Applicable Line)

 X   Form filed by One Reporting Person
 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	03/19/2021		A		16,713	A	(1)	41,713	D	

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)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				

Explanation of Responses:

1. Acquired upon the completion of and pursuant to the transactions contemplated by the Agreement and Plan of Merger, dated as of October 28, 2020 (the "Merger Agreement"), by and among the Issuer, Oaktree Strategic Income Corporation ("OCSI"), Lion Merger Sub, Inc. and Oaktree Fund Advisors, LLC (for the limited purposes set forth therein), in exchange for 12,500 shares of common stock, par value $0.01 per share of OCSI. Pursuant to the Merger Agreement, each share of OCSI's common stock, having a market value of $8.51 per share at the close of trading on March 18, 2021, was converted into the right to receive 1.3371 shares of the Issuer's common stock, par value $0.01 per share, having a market value of $6.16 per share at the close of trading on March 18, 2021. The acquisition reported in this Form 4 is an exempt transaction.

Remarks:

/s/ Mary Gallegly, attorney-in-fact   03/23/2021

** 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.