

Oaktree Capital Group Holdings GP, LLC
 Form 3
 February 20, 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)

1. Name and Address of Reporting Person *		2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
Â OAKTREE CAPITAL MANAGEMENT LP		(Month/Day/Year)	DITECH HOLDING Corp [DHCP]	
(Last)	(First)	(Middle)	4. Relationship of Reporting Person(s) to Issuer	
333 S GRAND AVE 28TH FL,Â			(Check all applicable)	
(Street)			<input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below)	
LOS ANGELES,Â CAÂ 90071			5. If Amendment, Date Original Filed(Month/Day/Year)	
(City)	(State)	(Zip)	6. Individual or Joint/Group Filing(Check Applicable Line)	
			<input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person	

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

SEC 1473 (7-02)

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

				Shares		or Indirect (1) (Instr. 5)
Mandatorily Convertible Preferred Stock	02/09/2018	Â (1)	Common Stock, \$0.01 par value per share	8,371	\$ 114.975	D (2) (3) (4) Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
OAKTREE CAPITAL MANAGEMENT LP 333 S GRAND AVE 28TH FL LOS ANGELES, CA 90071	Â	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	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	Â X	Â	Â
Oaktree Capital Group Holdings GP, LLC C/O OAKTREE CAPITAL MANAGEMENT, L.P. 333 SOUTH GRAND AVENUE, 28TH FLOOR LOS ANGELES, CA 90071	Â	Â X	Â	Â

Signatures

/s/ Mary Gallegly 02/20/2018

__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).

- The Mandatorily Convertible Preferred Stock does not expire; however, the Mandatorily Convertible Preferred Stock is mandatorily convertible at the earliest of (a) February 9, 2023, (b) at any time following one year after the Effective Date, the time that the volume weighted average pricing of the Shares exceeds 150% of the conversion price per share for at least 45 trading days in a 60 consecutive trading day period, including each of the last 20 days in such 60 consecutive trading day period, and (c) a change of control transaction in which the consideration paid or payable per Share is greater than or equal to \$8.6975.
- (1) weighted average pricing of the Shares exceeds 150% of the conversion price per share for at least 45 trading days in a 60 consecutive trading day period, including each of the last 20 days in such 60 consecutive trading day period, and (c) a change of control transaction in which the consideration paid or payable per Share is greater than or equal to \$8.6975.
- (2) On February 9, 2018 (the "Effective Date"), the Issuer's Amended Prepackaged Plan of Reorganization (the "Plan") became effective, and the Issuer emerged from bankruptcy proceedings. On the Effective Date, among other things, every \$1,000 principal amount of Senior Notes was exchanged for 464.11293167 New Second Lien Notes and 0.18564517 shares of Mandatorily Convertible Preferred Stock of the Issuer. The Reporting Persons' beneficial ownership, as calculated in accordance with the SEC rules, is approximately 18.5%, but this percentage does not accurately reflect the voting power of the Reporting Persons. At all times, the Issuer's Mandatorily Convertible

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Preferred Stock votes on an as-converted basis with the Shares, whether or not such preferred stock has been converted. As a result, the Reporting Persons' actual voting power is approximately 6.1% based on the holdings reported herein.

This Form 3 is being filed jointly by (i) Oaktree Capital Management, L.P., a Delaware limited partnership and a registered investment adviser under the Investment Advisers Act of 1940, as amended ("Oaktree"), whose principal business is to provide investment advisory services to investment funds and accounts; (ii) Oaktree Holdings, Inc., a Delaware corporation ("Holdings, Inc."), whose principal

(3) business is to serve as, and perform the functions of, the general partner of certain entities affiliated with the Reporting Persons and to hold limited partnership interests in such entities; (iii) Oaktree Capital Group, LLC, a Delaware limited liability company ("OCG"), whose principal business is to act as the holding company and controlling entity of each of the general partner and investment adviser of certain investment funds and separately managed accounts;

(4) (continued from footnote 3) and (iv) Oaktree Capital Group Holdings GP, LLC, a Delaware limited liability company ("OCGH GP" and together with Oaktree, Holdings, Inc. and OCG, the "Reporting Persons"), whose principal business is to serve as, and perform the functions of, the manager of OCG.

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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