

STONEMOR PARTNERS LP
Form SC 13G
November 06, 2017

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934

(Amendment No. __)*

StoneMor Partners L.P.
(Name of Issuer)

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

86183Q100
(CUSIP Number)

October 26, 2017
(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).

CUSIP No. 86183Q100 SCHEDULE 13G Page 2 of 21

	NAME OF REPORTING PERSON OR
	I.R.S.
1	IDENTIFICATION NO. OF ABOVE PERSON
	Oaktree Value Equity Holdings, L.P.
	CHECK THE APPROPRIATE BOX IF A MEMBER OF A
2	GROUP (a) ☐
	(b) ☐
	SEC USE ONLY
3	
	CITIZENSHIP OR PLACE OF ORGANIZATION
4	
	Delaware
NUMBER OF	5
SHARES	SOLE VOTING POWER

BENEFICIALLY
OWNED

BY EACH REPORTING
PERSON
WITH

2,600,000 (1)
SHARED
VOTING
POWER

6

None.
SOLE
DISPOSITIVE
POWER

7

2,600,000 (1)
8 SHARED
DISPOSITIVE
POWER

9

AGGREGATE
AMOUNT
BENEFICIALLY
OWNED BY EACH
REPORTING
PERSON

None.

10

2,600,000 (1)
CHECK BOX IF THE
AGGREGATE
AMOUNT IN ROW
(9) EXCLUDES
CERTAIN SHARES ☐

11

PERCENT OF CLASS
REPRESENTED BY
AMOUNT IN ROW
(9)

6.8% (2)

TYPE OF
REPORTING
PERSON

12

PN

(1) In its capacity as the direct owner of 2,600,000 common units representing limited partnership interests of the Issuer ("Units").

(2) All calculations of percentage ownership herein are based on a total of 37,957,482 outstanding common units as of October 15, 2017, as reported by the Issuer in its Quarterly Report on Form 10-Q filed with the United States Securities and Exchange Commission (the "SEC") on October 27, 2017 (the "Form 10-Q").

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1	NAME OF REPORTING PERSON OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
2	Oaktree Value Equity Fund GP, L.P. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) ☐ (b) ☐
3	SEC USE ONLY
4	CITIZENSHIP OR PLACE OF ORGANIZATION
5	Cayman Islands NUMBER OF SHARES
	SOLE VOTING POWER

BENEFICIALLY
OWNED

BY EACH REPORTING
PERSON

2,600,000 (1)
SHARED
VOTING
POWER

6
WITH

None.
SOLE
DISPOSITIVE
POWER

7

2,600,000 (1)
8 SHARED
DISPOSITIVE
POWER

9

None.
AGGREGATE
AMOUNT
BENEFICIALLY
OWNED BY EACH
REPORTING
PERSON

10

2,600,000 (1)
CHECK BOX IF THE
AGGREGATE
AMOUNT IN ROW
(9) EXCLUDES
CERTAIN SHARES ☐

11

PERCENT OF CLASS
REPRESENTED BY
AMOUNT IN ROW
(9)

6.8%

TYPE OF
REPORTING
PERSON

12

PN

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

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1	NAME OF REPORTING PERSON OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
2	Oaktree Value Equity Fund GP Ltd. CHECK THE APPROPRIATE BOX IF A MEMBER OF A (a) o GROUP (b) o
3	SEC USE ONLY
4	CITIZENSHIP OR PLACE OF ORGANIZATION
5	Cayman Islands NUMBER OF SHARES SOLE VOTING POWER

BENEFICIALLY
OWNED

BY EACH REPORTING
PERSON

2,600,000 (1)
SHARED
VOTING
POWER

WITH

6

None.
SOLE
DISPOSITIVE
POWER

7

2,600,000 (1)
8 SHARED
DISPOSITIVE
POWER

9

AGGREGATE
AMOUNT
BENEFICIALLY
OWNED BY EACH
REPORTING
PERSON

None.

10

2,600,000 (1)
CHECK BOX IF THE
AGGREGATE
AMOUNT IN ROW
(9) EXCLUDES
CERTAIN SHARES ☐

11

PERCENT OF CLASS
REPRESENTED BY
AMOUNT IN ROW
(9)

6.8%

TYPE OF
REPORTING
PERSON

12

OO

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

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	NAME OF REPORTING PERSON OR
	I.R.S. IDENTIFICATION
1	NO. OF ABOVE PERSON
	Oaktree Capital Management, L.P.
	CHECK THE APPROPRIATE BOX
	IF A MEMBER OF A (a) o
2	GROUP (b) o
	SEC USE ONLY
3	
	CITIZENSHIP OR PLACE OF ORGANIZATION
4	
	Delaware
NUMBER OF	5
SHARES	SOLE VOTING POWER

BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,600,000 (1)
SHARED VOTING POWER

6

WITH

None.
SOLE DISPOSITIVE POWER

7

2,600,000 (1)
8 SHARED DISPOSITIVE POWER

9

None.
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

10

2,600,000 (1)
CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES ☐

11

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

12

6.8%
TYPE OF REPORTING

PERSON

PN

(1) Solely in its capacity as the sole director of Oaktree Value Equity Fund GP Ltd.

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	NAME OF REPORTING PERSON OR
1	I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
2	Oaktree Holdings, Inc. CHECK THE APPROPRIATE BOX IF A MEMBER OF A (a) o GROUP (b) o
3	SEC USE ONLY
4	CITIZENSHIP OR PLACE OF ORGANIZATION
5	Delaware NUMBER OF SHARES
	SOLE VOTING POWER

BENEFICIALLY
OWNED

BY EACH REPORTING
PERSON

2,600,000 (1)
SHARED
VOTING
POWER

WITH

6

None.
SOLE
DISPOSITIVE
POWER

7

2,600,000 (1)
8 SHARED
DISPOSITIVE
POWER

9

AGGREGATE
AMOUNT
BENEFICIALLY
OWNED BY EACH
REPORTING
PERSON

None.

10

2,600,000 (1)
CHECK BOX IF THE
AGGREGATE
AMOUNT IN ROW
(9) EXCLUDES
CERTAIN SHARES ☐

11

PERCENT OF CLASS
REPRESENTED BY
AMOUNT IN ROW
(9)

6.8%

TYPE OF
REPORTING
PERSON

12

CO

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

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	NAME OF REPORTING PERSON OR
	I.R.S. IDENTIFICATION
1	NO. OF ABOVE PERSON
	Oaktree Fund GP I, L.P.
	CHECK THE APPROPRIATE BOX
	IF A MEMBER OF A (a) o
2	GROUP (b) o
	SEC USE ONLY
3	
	CITIZENSHIP OR PLACE OF ORGANIZATION
4	
	Delaware
NUMBER OF	5 SOLE
SHARES	VOTING POWER

BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,600,000 (1)
SHARED VOTING POWER

6

WITH

None.
SOLE DISPOSITIVE POWER

7

2,600,000 (1)
8 SHARED DISPOSITIVE POWER

9

None.
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

10

2,600,000 (1)
CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES ☐

11

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

12

6.8%
TYPE OF REPORTING

PERSON

PN

(1) Solely in its capacity as the sole shareholder of Oaktree Value Equity Fund GP Ltd.

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	NAME OF REPORTING PERSON OR	
1	I.R.S. IDENTIFICATION NO. OF ABOVE PERSON	
2	Oaktree Capital I, L.P. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP	(a) o (b) o
3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION	
	Delaware	
	NUMBER OF	5
	SHARES	SOLE VOTING POWER
	BENEFICIALLY OWNED	

BY EACH REPORTING
PERSON
WITH 2,600,000 (1)
SHARED
VOTING
POWER
6

None.
SOLE
DISPOSITIVE
POWER
7

2,600,000 (1)
8 SHARED
DISPOSITIVE
POWER

9 AGGREGATE
AMOUNT
BENEFICIALLY
OWNED BY EACH
REPORTING
PERSON
None.

10 2,600,000 (1)
CHECK BOX IF THE
AGGREGATE
AMOUNT IN ROW
(9) EXCLUDES
CERTAIN SHARES ☐

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

12 6.8%
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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	NAME OF REPORTING PERSON OR
1	I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
2	OCM Holdings I, LLC CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) o (b) o
3	SEC USE ONLY
4	CITIZENSHIP OR PLACE OF ORGANIZATION
	Delaware
	NUMBER OF SHARES
	SOLE VOTING POWER
	5
	BENEFICIALLY OWNED
	2,600,000 (1)

BY EACH REPORTING
PERSON
6
WITH

SHARED
VOTING
POWER

None.
SOLE
DISPOSITIVE
POWER
7

8 2,600,000 (1)
SHARED
DISPOSITIVE
POWER

9
AGGREGATE
AMOUNT
BENEFICIALLY
OWNED BY EACH
REPORTING
PERSON

None.

10
2,600,000 (1)
CHECK BOX IF THE
AGGREGATE
AMOUNT IN ROW
(9) EXCLUDES
CERTAIN SHARES ☐

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

12
6.8%
TYPE OF
REPORTING
PERSON

OO

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

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	NAME OF REPORTING PERSON OR	
	I.R.S. IDENTIFICATION	
1	NO. OF ABOVE PERSON	
	Oaktree Holdings, LLC	
	CHECK THE APPROPRIATE BOX	
	IF A MEMBER OF A	(a) o
2	GROUP	(b) o
	SEC USE ONLY	
3		
	CITIZENSHIP OR PLACE OF ORGANIZATION	
4		
	Delaware	
NUMBER OF	5	SOLE
SHARES		VOTING
		POWER
BENEFICIALLY OWNED		

BY EACH REPORTING
PERSON
WITH 2,600,000 (1)
SHARED
VOTING
POWER
6

None.
SOLE
DISPOSITIVE
POWER
7

2,600,000 (1)
8 SHARED
DISPOSITIVE
POWER

9 AGGREGATE
AMOUNT
BENEFICIALLY
OWNED BY EACH
REPORTING
PERSON
None.

10 2,600,000 (1)
CHECK BOX IF THE
AGGREGATE
AMOUNT IN ROW
(9) EXCLUDES
CERTAIN SHARES ☐

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

12 6.8%
TYPE OF
REPORTING

PERSON

OO

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

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	NAME OF REPORTING PERSON OR
1	I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
2	Oaktree Capital Group, LLC CHECK THE APPROPRIATE BOX IF A MEMBER OF A (a) o GROUP (b) o
3	SEC USE ONLY
4	CITIZENSHIP OR PLACE OF ORGANIZATION
5	Delaware NUMBER OF SHARES
	SOLE VOTING POWER

BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,600,000 (1)
SHARED VOTING POWER

6

WITH

None.
SOLE DISPOSITIVE POWER

7

2,600,000 (1)
8 SHARED DISPOSITIVE POWER

9

None.
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

10

2,600,000 (1)
CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES ☐

11

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

12

6.8%
TYPE OF REPORTING

PERSON

OO

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

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	NAME OF REPORTING PERSON OR
1	I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
2	Oaktree Capital Group Holdings GP, LLC CHECK THE APPROPRIATE BOX IF A MEMBER OF A (a) o GROUP (b) o
3	SEC USE ONLY
4	CITIZENSHIP OR PLACE OF ORGANIZATION
5	Delaware NUMBER OF SHARES
	SOLE VOTING POWER

BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,600,000 (1)
SHARED VOTING POWER

6

WITH

None.
SOLE DISPOSITIVE POWER

7

2,600,000 (1)
8 SHARED DISPOSITIVE POWER

9

None.
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

10

2,600,000 (1)
CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES ☐

11

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

12

6.8%
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
1.**

(a) Name of Issuer:

StoneMor Partners L.P. (the "Issuer")

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

3600 Horizon Boulevard,

Trevose, Pennsylvania, 19053

**ITEM
2.**

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

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 1:

(1) Oaktree Value Equity Holdings, L.P., a Delaware limited partnership ("VE Holdings"), in its capacity as the direct owner of 2,600,000 Units;

(2) Oaktree Value Equity Fund GP, L.P., a Cayman Islands exempted limited partnership ("VEF GP"), in its capacity as the general partner of VE Holdings;

(3) Oaktree Value Equity Fund GP Ltd., a Cayman Islands exempted company ("VEF Ltd."), in its capacity as the general partner of VEF GP;

(4) Oaktree Capital Management, L.P., a Delaware limited partnership ("Management"), in its capacity as the sole director of VEF Ltd.;

(5) Oaktree Holdings, Inc., a Delaware corporation ("Holdings"), in its capacity as the general partner of Management;

(6) Oaktree Fund GP I, L.P., a Delaware limited partnership ("GP I"), in its capacity as sole shareholder of VEF Ltd.;

(7) Oaktree Capital I, L.P., a Delaware limited partnership ("Capital I"), in its capacity as the general partner of GP I;

(8) OCM Holdings I, LLC, a Delaware limited liability company ("Holdings I"), in its capacity as the general partner of Capital I;

(9) Oaktree Holdings, LLC, a Delaware limited liability company ("Holdings LLC") in its capacity as the managing member of Holdings I;

(10) Oaktree Capital Group, LLC, a Delaware limited liability company ("OCG"), in its capacity as the sole shareholder of Holdings and the managing member of Holdings LLC; and

(11) Oaktree Capital Group Holdings GP, LLC, a Delaware limited liability company ("OCGH"), in its capacity as the duly elected manager of OCG.

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

(d) Title of Class of Securities:

Common Units Representing Limited Partnership Interests ("Common Units")

(e) CUSIP Number: 86183Q100

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**ITEM IF THIS STATEMENT IS FILED PURSUANT TO SS.240.13D-1(B) OR 240.13D-2(B) OR (C),
3. CHECK 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).

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ITEM OWNERSHIP
4.

The information contained in Items 5-9 and 11 of the cover pages of this Schedule 13G is hereby incorporated by reference into this Item 4.

VE Holdings is the direct owner of 2,600,000 Units, constituting approximately 6.8% of the Issuer's outstanding Common Units, and has the sole power to vote and dispose of such securities.

VEF GP, in its capacity as the general partner of VE Holdings, has the ability to direct the management of the business of VE Holdings, including the power to vote and dispose of securities held by VE Holdings; therefore, VEF GP may be deemed to beneficially own the Units held by VE Holdings.

VEF Ltd., in its capacity as the general partner of VEF GP, has the ability to direct the management of VEF GP's business, including the power to vote and dispose of securities held by VE Holdings; therefore, VEF Ltd. may be deemed to have indirect beneficial ownership of the Units held by VE Holdings.

Management, as the sole director of VEF Ltd., has the ability to direct the management of VEF Ltd., including the power to direct the decisions of VEF Ltd. regarding the vote and disposition of securities held by VE Holdings. Therefore, Management may be deemed to have indirect beneficial ownership of the Units held by VE Holdings.

Holdings, 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 VE Holdings. Therefore, Holdings may be deemed to have indirect beneficial ownership of the Units held by VE Holdings.

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GP I, in its capacity as the sole shareholder of VEF Ltd., has the ability to appoint and remove the directors of VEF Ltd. and, as such, may indirectly control the decisions of VEF Ltd regarding the vote and disposition of securities held by VE Holdings; therefore, GP I may be deemed to have indirect beneficial ownership of the Units held by VE Holdings.

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 VE Holdings; therefore, Capital I may be deemed to have indirect beneficial ownership of the Units held by VE Holdings.

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 voting and disposition of securities held by VE Holdings; therefore, Holdings I may be deemed to have indirect beneficial ownership of the Units held by VE Holdings.

Holdings LLC, 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 voting and disposition of securities held by VE Holdings; therefore, Holdings LLC may be deemed to have indirect beneficial ownership of the Units held by VE Holdings.

OCG, in its capacity as the managing member of Holdings LLC, has the ability to direct the management of Holdings LLC's business, including the power to direct the decisions of Holdings LLC regarding the vote and disposition of the Units held by VE Holdings. Additionally, OCG, in its capacity as the sole shareholder of Holdings, has the ability to appoint and remove directors of Holdings and, as such, may indirectly control the decisions of Holdings regarding the vote and disposition of securities held by VE Holdings. Therefore, OCG may be deemed to have indirect beneficial ownership of the Units held by VE Holdings.

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OCGH, 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 VE Holdings; therefore, OCGH may be deemed to have indirect beneficial ownership of the Units held by VE Holdings.

Pursuant to Rule 13d-4 of the Exchange Act, the Reporting Persons declare that filing this Schedule 13G 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 Schedule 13G except to the extent of such person's pecuniary interest in the Units, and except to the extent of its pecuniary interest, such beneficial ownership is expressly disclaimed by each Reporting Person.

All calculations of percentage ownership herein are based on a total of 37,957,482 common partnership units as of October 15, 2017, as disclosed on the Form 10-Q.

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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. "

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 acquired 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 that 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: November 6, 2017

**OAKTREE VALUE EQUITY
HOLDINGS, L.P.**

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

By: Oaktree Value Equity Fund GP, Ltd.
Its: General Partner

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

By: /s/ Brian Price
Name: Brian Price
Title: Vice President

**OAKTREE VALUE EQUITY FUND GP,
L.P.**

By: Oaktree Value Equity Fund GP, Ltd.
Its: General Partner

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

By: /s/ Brian Price

Name: Brian Price
Title: Vice President

**OAKTREE VALUE EQUITY FUND GP
LTD.**

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

By: /s/ Brian Price
Name: Brian Price
Title: Vice President

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**OAKTREE
CAPITAL
MANAGEMENT,
L.P.**

By: /s/ Brian Price
Name: Brian Price
Title: Vice President

**OAKTREE
HOLDINGS, INC.**

By: /s/ Brian Price
Name: Brian Price
Title: Vice President

**OAKTREE
FUND GP I,
L.P.**

By: /s/ Brian
Price
Name: Brian
Price
Title: Authorized
Signatory

**OAKTREE
CAPITAL I,
L.P.**

By:

/s/ Brian
Price
Name: Brian
Price
Title: Vice
President

**OCM HOLDINGS
I, LLC**

By: /s/ Brian Price
Name: Brian Price
Title: Vice President

**OAKTREE
HOLDINGS, LLC**

By: /s/ Brian Price
Name: Brian Price
Title: Vice President

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**OAKTREE
CAPITAL GROUP,
LLC**

By: /s/ Brian Price
Name: Brian Price
Title: Vice President

**OAKTREE
CAPITAL GROUP
HOLDINGS GP,
LLC**

By: /s/ Brian Price
Name: Brian Price
Title: Vice President

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EXHIBIT INDEX

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

Exhibit 1

JOINT FILING AGREEMENT

Pursuant to Rule 13d-1(k)(1) promulgated under the Securities Exchange Act of 1934, as amended, each of the undersigned acknowledges and agrees that the foregoing statement on this Schedule 13G is filed on behalf of the undersigned and that all subsequent amendments to this statement on Schedule 13G shall be filed on behalf of the undersigned without the necessity of filing additional joint acquisition statements. Each of the undersigned acknowledges that it shall be responsible for the timely filing of such amendments, and for the completeness and accuracy of the information concerning it contained therein, but shall not be responsible for the completeness and accuracy of the information concerning the other, except to the extent that he or it knows or has reason to believe that such information is inaccurate.

Dated: November 6, 2017

**OAKTREE VALUE EQUITY
HOLDINGS, L.P.**

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

By: Oaktree Value Equity Fund GP, Ltd.
Its: General Partner

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

By: /s/ Brian Price
Name: Brian Price
Title: Vice President

**OAKTREE VALUE EQUITY FUND GP,
L.P.**

By: Oaktree Value Equity Fund GP, Ltd.
Its: General Partner

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

By: /s/ Brian Price

Name: Brian Price
Title: Vice President

**OAKTREE VALUE EQUITY FUND GP
LTD.**

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

By: /s/ Brian Price
Name: Brian Price
Title: Vice President

**OAKTREE
CAPITAL
MANAGEMENT,
L.P.**

By: /s/ Brian Price
Name: Brian Price
Title: Vice President

**OAKTREE
HOLDINGS, INC.**

By: /s/ Brian Price
Name: Brian Price
Title: Vice President

**OAKTREE FUND GP I,
L.P.**

By: /s/ Brian Price
Name: Brian Price
Title: Authorized Signatory

**OAKTREE CAPITAL I,
L.P.**

By: /s/ Brian Price
Name: Brian Price
Title: Vice President

**OCM HOLDINGS
I, LLC**

By: /s/ Brian Price
Name: Brian Price
Title: Vice President

**OAKTREE
HOLDINGS, LLC**

By: /s/ Brian Price
Name: Brian Price
Title: Vice President

**OAKTREE
CAPITAL GROUP,
LLC**

By: /s/ Brian Price
Name: Brian Price
Title: Vice President

**OAKTREE
CAPITAL GROUP
HOLDINGS GP,
LLC**

By: /s/ Brian Price
Name: Brian Price
Title: Vice President