

GT Solar International, Inc.
Form 4
December 15, 2010

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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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 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 *
Oaktree Capital Group Holdings GP, LLC

(Last) (First) (Middle)

C/O OAKTREE CAPITAL MANAGEMENT, L.P., 333 SOUTH GRAND AVENUE, 28TH FLOOR

(Street)

LOS ANGELES, CA 90071

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
GT Solar International, Inc. [SOLR]

3. Date of Earliest Transaction (Month/Day/Year)
12/13/2010

4. If Amendment, Date Original Filed (Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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

___ Form filed by One Reporting Person
X 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 Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock	12/13/2010	12/13/2010	S	54,400	D \$ 9.1882 (1)	17,583,749	I By GT Solar Holdings, LLC (2) (3) (4)
Common Stock	12/14/2010	12/14/2010	S	945,600	D \$ 8.9254 (5)	16,638,149	I By GT Solar Holdings, LLC (2) (3) (4)
Common Stock	12/14/2010	12/14/2010	J(6)	5,587,364	D \$ 0	0	I By GT Solar Holdings, LLC (2) (3) (4)
Common						9,824,148	I By OCM/GFI

Stock	<u>(7)</u>		Power Opportunities Fund II, L.P. <u>(8)</u> <u>(9)</u> <u>(10)</u>
Common Stock	1,226,637 <u>(11)</u>	I	By OCM/GFI Power Opportunities Fund II (Cayman), L.P. <u>(9)</u> <u>(10)</u> <u>(12)</u>

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

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 control number.

SEC 1474
(9-02)

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 Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu... Deriv... Secur... Bene... Own... Follo... Repo... Trans... (Instr...
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
				Code	V (A) (D)				

Reporting Owners

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

Oaktree Capital Group, LLC C/O OAKTREE CAPITAL MANAGEMENT, L.P. 333 SOUTH GRAND AVENUE, 28TH FLOOR LOS ANGELES, CA 90071	X
OAKTREE HOLDINGS, LLC C/O OAKTREE CAPITAL MANAGEMENT, L.P. 333 SOUTH GRAND AVENUE, 28TH FLOOR LOS ANGELES, CA 90071	X
OCM HOLDINGS I, LLC C/O OAKTREE CAPITAL MANAGEMENT, L.P. 333 SOUTH GRAND AVENUE, 28TH FLOOR LOS ANGELES, CA 90071	X
Oaktree Capital I, L.P. C/O OAKTREE CAPITAL MANAGEMENT, L.P. 333 SOUTH GRAND AVENUE, 28TH FLOOR LOS ANGELES, CA 90071	X
OAKTREE FUND GP I, L.P. C/O OAKTREE CAPITAL MANAGEMENT, L.P. 333 SOUTH GRAND AVENUE, 28TH FLOOR LOS ANGELES, CA 90071	X
OCM Power Opportunities Fund II GP, L.P. C/O OAKTREE CAPITAL MANAGEMENT, L.P. 333 SOUTH GRAND AVENUE, 28TH FLOOR LOS ANGELES, CA 90071	X
OCM Power Opportunities Fund II GP (Cayman) Ltd. C/O OAKTREE CAPITAL MANAGEMENT, L.P. 333 SOUTH GRAND AVENUE, 28TH FLOOR LOS ANGELES, CA 90071	X
Oaktree Holdings, Inc. C/O OAKTREE CAPITAL MANAGEMENT, L.P. 333 SOUTH GRAND AVENUE, 28TH FLOOR LOS ANGELES, CA 90071	X

Signatures

Oaktree Capital Group Holdings GP, LLC By:/s/ Richard Ting Name: Richard Ting Title: Managing Director and Associate General Counsel By: /s/ Martin Boskovich Name: Martin Boskovich Title: VP, Legal	12/15/2010
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__Signature of Reporting Person

Date

Oaktree Capital Group Holdings, L.P. By: Oaktree Capital Group Holdings GP, LLC Its: G.P. By:/s/Richard Ting Name: Richard Ting Title: Managing Dir. and Associate General Counsel By:/s/Martin Boskovich Name: Martin Boskovich Title: VP and Asst. Sec.	12/15/2010
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__Signature of Reporting Person

Date

Oaktree Capital Group, LLC By:/s/ Richard Ting Name: Richard Ting Title: Managing Director and Associate General Counsel By:/s/ Martin Boskovich Name: Martin Boskovich Title: V.P. and Assistant Secretary	12/15/2010
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__Signature of Reporting Person	Date
OAKTREE HOLDINGS, LLC By: Oaktree Capital Group, LLC Its: Managing Member By: /s/ Richard Ting Name: Richard Ting Title: Managing Director and Associate General Counsel By: /s/ Martin Boskovich Name: Martin Boskovich Title: V.P. and Assistant Sec.	12/15/2010
__Signature of Reporting Person	Date
OCM HOLDINGS I, LLC By: /s/ Richard Ting Name: Richard Ting Title: Managing Director and Associate General Counsel By: /s/ Martin Boskovich Name: Martin Boskovich Title: Vice President and Assistant Secretary	12/15/2010
__Signature of Reporting Person	Date
OAKTREE CAPITAL I, L.P. By: OCM Holdings I, LLC Its: General Partner By: /s/ Richard Ting Name: Richard Ting Title: Managing Director and Associate General Counsel By: /s/ Martin Boskovich Name: Martin Boskovich Title: V.P. and Assistant Secretary	12/15/2010
__Signature of Reporting Person	Date
OAKTREE FUND GP I, L.P. By: /s/ Richard Ting Name: Richard Ting Title: Authorized Signatory By: /s/ Martin Boskovich Name: Martin Boskovich Title: Authorized Signatory	12/15/2010
__Signature of Reporting Person	Date
OCM POWER OPPORTUNITIES FUND II GP, L.P. By: Oaktree Fund GP I, L.P. Its: G.P. By: /s/ Richard Ting Name: Richard Ting Title: Authorized Signatory By: /s/ Martin Boskovich Name: Martin Boskovich Title: Authorized Signatory	12/15/2010
__Signature of Reporting Person	Date
OCM POWER OPP. FUND II GP (CAYMAN) LTD. By: OCM Power Opp. Fund II GP, L.P. Its: Dir. By: Oaktree Fund GP I, L.P. Its: G.P. By: /s/ Richard Ting Name: Richard Ting Title: Auth. Signatory By: /s/ Martin Boskovich Name: Martin Boskovich Title: Auth. Signatory	12/15/2010
__Signature of Reporting Person	Date
OAKTREE HOLDINGS, INC. By: OCM Holdings I, LLC Its: General Partner By: /s/ Richard Ting Name: Richard Ting Title: Managing Director and Associate General Counsel By: /s/ Martin Boskovich Name: Martin Boskovich Title: V.P. and Assistant Secretary	12/15/2010
__Signature of Reporting Person	Date

Explanation of Responses:

- * 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).
 - (1) This price represents the weighted average purchase price for multiple transactions reported on this line. The prices of the transactions reported on this line range from \$9.15 to \$9.245. The reporting person undertakes to provide, upon request by the Commission staff, the issuer or a security holder of the issuer, full information regarding the number of shares purchased at each separate price.
 - (2) These shares were owned directly by GT Solar Holdings, LLC. OCM/GFI Power Opportunities Fund II, L.P. (the "Main Fund") and OCM/GFI Power Opportunities Fund II (Cayman), L.P. ("Cayman Fund" and together with the Main Fund, "OCM/GFI Funds") are together the managing member of GT Solar Holdings, LLC. Oaktree Capital Management, L.P. ("OCM") is one of the two investment managers of each of the OCM/GFI Funds. Voting and investment power with respect to securities owned by the OCM/GFI Funds is exercised by a four-person committee, including two representatives of OCM (any two of Messrs. Stephen A. Kaplan, Michael P. Harmon, Bruce A. Karsh and Howard S. Marks).
 - (3) Oaktree Holdings, Inc. is the general partner of OCM. Oaktree Capital Group, LLC is the sole shareholder of Oaktree Holdings, Inc. Oaktree Capital Group Holdings, L.P. controls Oaktree Capital Group, LLC. Oaktree Capital Group Holdings GP, LLC is the general partner of Oaktree Capital Group Holdings, L.P. Oaktree Capital Group Holdings GP, LLC is managed by Howard S. Marks, Bruce A. Karsh, Sheldon M. Stone, Larry W. Keele, Stephen A. Kaplan, John B. Frank, David Kirchheimer and Kevin L. Clayton.

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- (4) By virtue of the ownership structure described above, each of the OCM/GFI Funds, Oaktree Capital Group Holdings GP, LLC, Oaktree Capital Group Holdings, L.P., Oaktree Capital Group, LLC, Oaktree Holdings, Inc., OCM, Howard S. Marks, Bruce A. Karsh, Sheldon M. Stone, Larry W. Keele, Stephen A. Kaplan, John B. Frank, David Kirchheimer, Kevin L. Clayton and Michael P. Harmon may be deemed to have beneficial ownership of the shares owned by GT Solar Holdings, LLC. Each of the foregoing persons expressly disclaims beneficial ownership of the shares held by GT Solar Holdings, LLC, except to the extent of their respective pecuniary interests therein.
- (5) This price represents the weighted average purchase price for multiple transactions reported on this line. The prices of the transactions reported on this line range from \$8.75 to \$9.06. The reporting person undertakes to provide, upon request by the Commission staff, the issuer or a security holder of the issuer, full information regarding the number of shares purchased at each separate price.
- (6) Reflects a pro rata distribution of shares of common stock of the issuer by GT Solar Holdings, LLC to its members on December 14, 2010. In the distribution, 5,587,364 shares were distributed to the non-managing members of GT Solar Holdings, LLC.
- (7) Reflects a pro rata distribution of shares of common stock of the issuer by GT Solar Holdings, LLC, of which the Main Fund is a managing member, on December 14, 2010. As a result of the distribution, the Main Fund became the record owner of 9,824,148 shares of the issuer. In prior reports, the Main Fund reported indirect beneficial ownership of all of the shares of the issuer owned by GT Solar Holdings, LLC.
- (8) The shares are owned directly by the Main Fund. Oaktree Capital Management, L.P. ("OCM") is one of the two investment managers of the Main Fund. Voting and investment power with respect to securities owned by the Main Fund is exercised by a four-person committee, including two representatives of OCM (any two of Messrs. Stephen A. Kaplan, Michael P. Harmon, Bruce A. Karsh and Howard S. Marks).
- (9) Oaktree Holdings, Inc. is the general partner of OCM. Oaktree Capital Group, LLC is the sole shareholder of Oaktree Holdings, Inc. Oaktree Capital Group Holdings, L.P. controls Oaktree Capital Group, LLC. Oaktree Capital Group Holdings GP, LLC is the general partner of Oaktree Capital Group Holdings, L.P. Oaktree Capital Group Holdings GP, LLC is managed by Howard S. Marks, Bruce A. Karsh, Sheldon M. Stone, Larry W. Keele, Stephen A. Kaplan, John B. Frank, David Kirchheimer and Kevin L. Clayton.
- (10) By virtue of the ownership structure described herein, each of Oaktree Capital Group Holdings GP, LLC, Oaktree Capital Group Holdings, L.P., Oaktree Capital Group, LLC, Oaktree Holdings, Inc., OCM, Howard S. Marks, Bruce A. Karsh, Sheldon M. Stone, Larry W. Keele, Stephen A. Kaplan, John B. Frank, David Kirchheimer, Kevin L. Clayton and Michael P. Harmon may be deemed to have beneficial ownership of the shares owned by the OCM/GFI Funds. Each of the foregoing persons expressly disclaims beneficial ownership of the shares held by the OCM/GFI Funds, except to the extent of their respective pecuniary interests therein.
- (11) Reflects a pro rata distribution of shares of common stock of the issuer by GT Solar Holdings, LLC, of which the Cayman Fund is a managing member, on December 14, 2010. As a result of the distribution, the Cayman Fund became the record owner of 1,226,637 shares of the issuer. In prior reports, the Cayman Fund reported indirect beneficial ownership of all of the shares of the issuer owned by GT Solar Holdings, LLC.
- (12) These shares are owned directly by the Cayman Fund. OCM is one of the two investment managers of the Cayman Fund. Voting and investment power with respect to securities owned by the Cayman Fund is exercised by a four-person committee, including two representatives of OCM (any two of Messrs. Stephen A. Kaplan, Michael P. Harmon, Bruce A. Karsh and Howard S. Marks).

Remarks:

This Form 4 is being filed in two parts due to the large number of reporting persons. This filing is filed by Oaktree Capital Gr

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

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.