

OCM Growth Holdings LLC
 Form 4
 September 07, 2017

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2015
 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 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 *
 OCM Growth Holdings LLC

2. Issuer Name and Ticker or Trading Symbol
 Runway Growth Credit Fund Inc.
 [NONE]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

(Last) (First) (Middle)
 C/O OAKTREE CAPITAL
 MANAGEMENT, L.P., 333 S.
 GRAND AVENUE, 28TH FLOOR
 (Street)

3. Date of Earliest Transaction
 (Month/Day/Year)
 08/28/2017

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

LOS ANGELES, CA 90071
 (City) (State) (Zip)

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

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	08/28/2017		P	1,294,013.867 A \$ 15	2,956,236.6	D (1) (2) (3) (4)	

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)

Edgar Filing: OCM Growth Holdings LLC - Form 4

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

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

OCM Growth Holdings LLC
 C/O OAKTREE CAPITAL MANAGEMENT, L.P.
 333 S. GRAND AVENUE, 28TH FLOOR
 LOS ANGELES, CA 90071

Oaktree Fund GP, LLC
 C/O OAKTREE CAPITAL MANAGEMENT, L.P.
 333 S. GRAND AVENUE, 28TH FLOOR
 LOS ANGELES, CA 90071

OAKTREE FUND GP I, L.P.
 C/O OAKTREE CAPITAL MANAGEMENT, L.P.
 333 S. GRAND AVENUE, 28TH FLOOR
 LOS ANGELES, CA 90071

Oaktree Capital I, L.P.
 C/O OAKTREE CAPITAL MANAGEMENT, L.P.
 333 S. GRAND AVENUE, 28TH FLOOR
 LOS ANGELES, CA 90071

OCM HOLDINGS I, LLC
 C/O OAKTREE CAPITAL MANAGEMENT, L.P.
 333 S. GRAND AVENUE, 28TH FLOOR
 LOS ANGELES, CA 90071

OAKTREE HOLDINGS, LLC
 C/O OAKTREE CAPITAL MANAGEMENT, L.P.
 333 S. GRAND AVENUE, 28TH FLOOR
 LOS ANGELES, CA 90071

Oaktree Capital Group, LLC
 C/O OAKTREE CAPITAL MANAGEMENT, L.P.
 333 S. GRAND AVENUE, 28TH FLOOR

LOS ANGELES, CA 90071

Oaktree Capital Group Holdings GP, LLC
 C/O OAKTREE CAPITAL MANAGEMENT, L.P.
 333 S. GRAND AVENUE, 28TH FLOOR
 LOS ANGELES, CA 90071

Signatures

OAKTREE GROWTH HOLDINGS, LLC, By Oaktree Fund GP, LLC, Its Manager, By Oaktree Fund GP I, L.P., Its Managing Member, /s/ Jordan Mikes, Authorized Signatory	09/07/2017
__Signature of Reporting Person	Date
OAKTREE FUND GP, LLC, By Oaktree Fund GP I, L.P., Its Managing Member, /s/ Jordan Mikes, Authorized Signatory	09/07/2017
__Signature of Reporting Person	Date
OAKTREE FUND GP I, L.P., /s/ Jordan Mikes, Authorized Signatory	09/07/2017
__Signature of Reporting Person	Date
OAKTREE CAPITAL I, L.P., /s/ Jordan Mikes, Authorized Signatory	09/07/2017
__Signature of Reporting Person	Date
OCM HOLDINGS I, LLC, /s/ Jordan Mikes, Authorized Signatory	09/07/2017
__Signature of Reporting Person	Date
OAKTREE HOLDINGS, LLC, /s/ Jordan Mikes, Authorized Signatory	09/07/2017
__Signature of Reporting Person	Date
OAKTREE CAPITAL GROUP, LLC, By Oaktree Capital Group Holdings GP, LLC, Its Manager, /s/ Jordan Mikes, Authorized Signatory	09/07/2017
__Signature of Reporting Person	Date
OAKTREE CAPITAL GROUP HOLDINGS, L.P., By Oaktree Capital Group Holdings GP, LLC, Its General Partner, /s/ Jordan Mikes, Authorized Signatory	09/07/2017
__Signature of Reporting Person	Date
OAKTREE CAPITAL GROUP HOLDINGS GP, LLC, /s/ Jordan Mikes, Authorized Signatory	09/07/2017
__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) OCM Growth Holdings, LLC, a Delaware limited liability company ("LLC") ("OCMGH"), directly owns 2,956,236.6 shares of common stock (the "Common Stock") of Runway Growth Credit Fund, Inc. ("Issuer"). This Form 4 is being filed by (i) Oaktree Fund GP, LLC, a Delaware LLC ("GP LLC"), in its capacity as manager of OCMGH, (ii) Oaktree GP I, L.P., a Delaware limited partnership ("GP I LLC"), in its capacity as managing member of GP LLC, (iii) Oaktree Capital I, L.P., a Delaware limited partnership ("Capital I"), in its capacity as general partner of GP I, (iv) OCM Holdings I, LLC, a Delaware LLC ("Holdings I"), in its capacity as general partner of Capital I, (v) Oaktree Holdings, LLC, a Delaware LLC ("Holdings"), in its capacity as managing member of Holdings I; (vi) Oaktree Capital Group, LLC, a Delaware LLC ("OCG"), in its capacity as managing member of Holdings; and (vii) Oaktree Capital Group Holdings GP, LLC, a Delaware LLC ("OCGH GP"), in its capacity as duly elected manager of OCG.
- (2) 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.

Edgar Filing: OCM Growth Holdings LLC - Form 4

OCGH GP is managed by an executive committee consisting of Howard S. Marks, Bruce A. Karsh, Sheldon M. Stone, Stephen A. Kaplan, John B. Frank, David M. Kirchheimer, and Jay S. Wintrob (the "OCGH GP Members"). In such capacity, the OCGH GP

- (3) Members may be deemed to have indirect beneficial ownership of the Common Stock. Each OCGH GP Member expressly disclaims beneficial ownership of the Common Stock, except to the extent of his respective pecuniary interest therein, and the filing of this Form 3 shall not be construed as an admission that any such person is the beneficial owner of any equity securities covered by this Form 4.
- (4) The Reporting Persons may be deemed directors by deputization by virtue of their right to designate representatives to be nominated by the Issuer to serve on the Issuer's board of directors.

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.