

TMS International Corp.  
Form SC 13G/A  
February 14, 2013

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UNITED STATES

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934  
(Amendment No. 1)\*

TMS International Corp.  
(Name of Issuer)

Class A Common Stock  
(Title of Class of Securities)

87261Q103  
(CUSIP Number)

December 31, 2012  
(Date of Event which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed.

- |                                  |               |
|----------------------------------|---------------|
| <input type="radio"/>            | Rule 13d-1(b) |
| <input checked="" type="radio"/> | Rule 13d-1(c) |
| <input type="radio"/>            | 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).

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## SCHEDULE 13G

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1 NAME OF REPORTING PERSON OR  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Oaktree Value Opportunities Fund Holdings, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) ☐(b) ☐

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

NUMBER OF 952,175

SHARES 6 SHARED VOTING POWER

BENEFICIALLY OWNED

None.

BY EACH 7 SOLE DISPOSITIVE POWER

REPORTING

PERSON

952,175

WITH

8 SHARED DISPOSITIVE POWER

None.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

952,175

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN  
SHARES

☐

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

6.57% (1)

12 TYPE OF REPORTING PERSON

PN

(1)Based upon an aggregate of 14,494,805 shares of Class A Common Stock outstanding as of November 2, 2012, as reported by the Issuer on Form 10-Q filed on November 6, 2012.

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1 NAME OF REPORTING PERSON OR  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Oaktree Value Opportunities Fund GP, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) ☐

(b) ☐

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Cayman Islands

5 SOLE VOTING POWER

NUMBER OF 952,175\*

SHARES 6 SHARED VOTING POWER  
BENEFICIALLY OWNED

None.

BY EACH 7 SOLE DISPOSITIVE POWER  
REPORTING PERSON WITH

952,175\*

8 SHARED DISPOSITIVE POWER

None.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

952,175\*

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN  
SHARES

☐

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

6.57%

12 TYPE OF REPORTING PERSON

PN

\* Solely in its capacity as the general partner of Oaktree Value Opportunities Fund Holdings, L.P.

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1 NAME OF REPORTING PERSON OR  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Oaktree Value Opportunities Fund GP Ltd.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) ☐(b) ☐

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Cayman Islands

5 SOLE VOTING POWER

NUMBER OF 952,175\*

SHARES 6 SHARED VOTING POWER  
BENEFICIALLY OWNED

None.

BY EACH 7 SOLE DISPOSITIVE POWER  
REPORTING PERSON

952,175\*

8 SHARED DISPOSITIVE POWER

None.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

952,175\*

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN  
SHARES

☐

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

6.57%

12 TYPE OF REPORTING PERSON

OO

\* Solely in its capacity as the general partner of Oaktree Value Opportunities Fund GP, L.P.

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1 NAME OF REPORTING PERSON OR  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Oaktree Fund GP I, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) ☐

(b) ☐

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

NUMBER OF 952,175\*  
SHARES

BENEFICIALLY 6 SHARED VOTING POWER

OWNED  
BY EACH

None.

REPORTING 7 SOLE DISPOSITIVE POWER

PERSON

952,175\*

WITH

8 SHARED DISPOSITIVE POWER

None.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

952,175\*

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN  
SHARES

☐

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

6.57%

12 TYPE OF REPORTING PERSON

PN



\* Solely in its capacity as the sole shareholder of Oaktree Value Opportunities Fund GP Ltd.

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1 NAME OF REPORTING PERSON OR  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Oaktree Capital I, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) ☐

(b) ☐

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

NUMBER OF 952,175\*  
SHARES

BENEFICIALLY 6 SHARED VOTING POWER

OWNED None.

BY EACH 7 SOLE DISPOSITIVE POWER  
REPORTING

PERSON 952,175\*  
WITH

8 SHARED DISPOSITIVE POWER

None.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

952,175\*

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN  
SHARES

☐

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

6.57%

12 TYPE OF REPORTING PERSON

PN

\* Solely in its capacity as the general partner of Oaktree Fund GP I, L.P.

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1 NAME OF REPORTING PERSON OR  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

OCM Holdings I, LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) ☐

(b) ☐

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

NUMBER OF 952,175\*  
SHARES

BENEFICIALLY 6 SHARED VOTING POWER

OWNED None.

BY EACH 7 SOLE DISPOSITIVE POWER  
REPORTING

PERSON 952,175\*  
WITH

8 SHARED DISPOSITIVE POWER

None.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

952,175\*

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN  
SHARES

☐

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

6.57%

12 TYPE OF REPORTING PERSON

OO

\* Solely in its capacity as the general partner of Oaktree Capital I, L.P.

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1 NAME OF REPORTING PERSON OR  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Oaktree Holdings, LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) ☐

(b) ☐

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

NUMBER OF 952,175\*

SHARES 6 SHARED VOTING POWER  
BENEFICIALLY OWNED

None.

BY EACH 7 SOLE DISPOSITIVE POWER  
REPORTING PERSON

952,175\*

8 SHARED DISPOSITIVE POWER

None.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

952,175\*

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN  
SHARES

☐

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

6.57%

12 TYPE OF REPORTING PERSON

OO

\* Solely in its capacity as the managing member of OCM Holdings I, LLC

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1 NAME OF REPORTING PERSON OR  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Oaktree Value Equities Fund, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) ☐

(b) ☐

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

NUMBER OF 142,825

SHARES 6 SHARED VOTING POWER

BENEFICIALLY OWNED

BY EACH

REPORTING 7 SOLE DISPOSITIVE POWER

PERSON 142,825

WITH

8 SHARED DISPOSITIVE POWER

None.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

142,825

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN  
SHARES

☐

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

0.99% (1)

12 TYPE OF REPORTING PERSON

PN



(1)Based upon an aggregate of 14,494,805 shares of Class A Common Stock outstanding as of November 2, 2012, as reported by the Issuer on Form 10-Q filed on November 6, 2012.

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1 NAME OF REPORTING PERSON OR  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Oaktree Value Equities Fund GP, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) ☐

(b) ☐

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

NUMBER OF 142,825\*

SHARES 6 SHARED VOTING POWER  
BENEFICIALLY OWNED

None.

BY EACH 7 SOLE DISPOSITIVE POWER  
REPORTING PERSON

142,825\*

WITH

8 SHARED DISPOSITIVE POWER

None.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

142,825\*

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN  
SHARES

☐

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

0.99%

12 TYPE OF REPORTING PERSON

PN

\* Solely in its capacity as the general partner of Oaktree Value Equities Fund, L.P.

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1 NAME OF REPORTING PERSON OR  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Oaktree Capital Management, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) ☐(b) ☐

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

NUMBER OF 1,095,000\*

SHARES 6 SHARED VOTING POWER  
BENEFICIALLY OWNED

None.

BY EACH 7 SOLE DISPOSITIVE POWER  
REPORTING PERSON

1,095,000\*

8 SHARED DISPOSITIVE POWER

None.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,095,000\*

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN  
SHARES

o

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

7.55%

12 TYPE OF REPORTING PERSON

PN

\*Solely in its capacity as the sole director of Oaktree Value Opportunities Fund GP Ltd. and the general partner of Oaktree Value Equities Fund GP, L.P.

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1 NAME OF REPORTING PERSON OR  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Oaktree Holdings, Inc.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) ☐(b) ☐

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

NUMBER OF 1,095,000\*

SHARES 6 SHARED VOTING POWER  
BENEFICIALLY OWNED

None.

BY EACH 7 SOLE DISPOSITIVE POWER  
REPORTING PERSON

1,095,000\*

8 SHARED DISPOSITIVE POWER

None.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,095,000\*

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN  
SHARES

☐

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

7.55%

12 TYPE OF REPORTING PERSON

CO

\* Solely in its capacity as the general partner of Oaktree Capital Management, L.P.

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1 NAME OF REPORTING PERSON OR  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Oaktree Capital Group, LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) ☐(b) ☐

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

NUMBER OF 1,095,000\*

SHARES 6 SHARED VOTING POWER  
BENEFICIALLY OWNED

None.

BY EACH 7 SOLE DISPOSITIVE POWER  
REPORTING PERSON

1,095,000\*

8 SHARED DISPOSITIVE POWER

None.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,095,000\*

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN  
SHARES

☐

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

7.55%

12 TYPE OF REPORTING PERSON

OO



\*Solely in its capacity as the managing member of Oaktree Holdings, LLC and as the sole shareholder of Oaktree Holdings, Inc.

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1 NAME OF REPORTING PERSON OR  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Oaktree Capital Group Holdings GP, LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) ☐(b) ☐

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

NUMBER OF 1,095,000\*  
SHARES

BENEFICIALLY 6 SHARED VOTING POWER

OWNED  
BY EACH

None.

REPORTING 7 SOLE DISPOSITIVE POWER

PERSON 1,095,000\*  
WITH

8 SHARED DISPOSITIVE POWER

None.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,095,000\*

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN  
SHARES

☐

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

7.55%

12 TYPE OF REPORTING PERSON

OO

\* Solely in its capacity as the duly elected manager of Oaktree Capital Group, LLC.

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ITEM

1. (a) Name of Issuer:

TMS International Corp. ("Issuer")

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

12 Monongahela Avenue

P.O. Box 2000

Glassport, PA 15045

ITEM

2. (a)-(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 Opportunities Fund Holdings, L.P., a Delaware limited partnership ("VOF Holdings"), acting in its capacity as the direct owner of 952,175 shares of Issuer's Class A common stock, \$.001 par value per share (the "Common Stock");
- (2) Oaktree Value Opportunities Fund GP, L.P., a Cayman Islands limited partnership ("VOF GP"), acting in its capacity as the general partner of VOF Holdings;
- (3) Oaktree Value Opportunities Fund GP Ltd., a Cayman Islands exempted company ("VOF GP Ltd."), acting in its capacity as the general partner of VOF GP;
- (4) Oaktree Fund GP I, L.P., a Delaware limited partnership ("GP I"), acting in its capacity as the sole and controlling shareholder of VOF GP Ltd.;
- (5) Oaktree Capital I, L.P., a Delaware limited partnership ("Capital I"), acting in its capacity as the general partner of GP I;
- (6) OCM Holdings I, LLC, a Delaware limited liability company ("Holdings I"), acting in its capacity as the general partner of Capital I;
- (7) Oaktree Holdings, LLC, a Delaware limited liability company ("Holdings"), acting in its capacity as the managing member of Holdings I;
- (8) Oaktree Value Equities Fund, L.P., a Delaware limited partnership ("VEF"), acting in its capacity as the direct owner of 142,825 ordinary shares of the Issuer's Common Stock;
- (9) Oaktree Value Equities Fund GP, L.P., a Delaware limited partnership ("VEF GP"), acting in its capacity as the general partner of VEF;
- (10) Oaktree Capital Management, L.P., a Delaware limited partnership ("Management"), acting in its

capacity as the sole director of VOF GP Ltd. and the general partner of VEF GP;

- (11) Oaktree Holdings, Inc., a Delaware corporation (“Holdings, Inc.”), acting in its capacity as the general partner of Management;
  - (12) Oaktree Capital Group, LLC, a Delaware limited liability company (“OCG”), acting in its capacity as the managing member of Holdings and as the sole shareholder of Holdings, Inc.; and
  - (13) Oaktree Capital Group Holdings GP, LLC, a Delaware limited liability company (“OCGH GP”), acting in its capacity as the manager of OCG.
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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:

Class A Common Stock, \$.001 par value per share

(e) CUSIP Number: 87261Q103

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

ITEM 4. OWNERSHIP

(a)-(c) Amount beneficially owned, percent of class, number of shares as to which each person has sole or shared power to vote or direct the vote; sole or shared power to dispose or direct the disposition of:

The responses of the Reporting Persons to Rows 5, 6, 7, 8, 9 and 11 in each of their respective cover pages to this Schedule 13G are incorporated herein by reference.

Direct Beneficial Ownership:

Management may be deemed to be the indirect beneficial owner of an aggregate of 1,095,000 shares of the Issuer's Common Stock, constituting 7.55% of the total and outstanding shares of the Issuer's Common Stock

beneficially owned by each of VOF Holdings and VEF, as follows: (i) 952,175 shares of Common Stock held by VOF Holdings, constituting 6.57% of the total and outstanding shares of the Issuer's Common Stock, in its capacity as the sole director of VOF GP Ltd.; and (ii) 142,825 shares of Common Stock held by VEF, constituting 0.99% of the total and outstanding shares of the Issuer's Common Stock, in its capacity as the general partner of VEF GP. Management may be deemed to have the sole power to direct the voting and disposition of the 1,095,000 shares of Common Stock directly held by each of VOF Holdings and VEF.

Indirect Beneficial Ownership:

VOF Holdings directly holds 952,175 shares of the Issuer's Common Stock constituting 6.57% of the total issued and outstanding shares of the Issuer's Common Stock and has the sole power to vote and dispose of such shares.

VOF GP, in its capacity as the general partner of VOF Holdings, has the ability to direct the management of VOF Holdings' business, including the power to vote and dispose of securities held by VOF Holdings; therefore, VOF GP may be deemed to beneficially own the shares of the Issuer's Common Stock held by VOF Holdings.

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VOF GP Ltd., in its capacity as the general partner of VOF GP, has the ability to direct the management of VOF GP's business, including the power to direct the decisions of VOF GP regarding the vote and disposition of securities held by VOF Holdings; therefore, VOF GP Ltd. may be deemed to have indirect beneficial ownership of the shares of the Issuer's Common Stock held by VOF Holdings.

GP I, in its capacity as the sole shareholder of VOF GP Ltd., has the ability to appoint and remove the directors and direct the management of VOF GP Ltd. As such, GP I controls the decisions of VOF GP Ltd. regarding the vote and disposition of the securities held by VOF Holdings; therefore, GP I may be deemed to have indirect beneficial ownership of the Issuer's Common Stock held by VOF 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 all securities held by VOF Holdings; therefore, Capital I may be deemed to have indirect beneficial ownership of the shares of the Issuer's Common Stock held by VOF 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 vote and disposition of all securities held by VOF Holdings; therefore, Holdings I may be deemed to have indirect beneficial ownership of the shares of the Issuer's Common Stock held by VOF Holdings.

Holdings, 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 vote and disposition of all securities held by VOF Holdings; therefore, Holdings may be deemed to have indirect beneficial ownership of the shares of the Issuer's Common Stock held by VOF Holdings.

VEF directly holds 142,825 shares of the Issuer's Common Stock constituting 0.99% of the total issued and outstanding shares of the Issuer's Common Stock and has the sole power to vote and dispose of such shares.

VEF GP, in its capacity as the general partner of VEF, has the ability to direct the management of VEF's business, including the power to vote and dispose of securities held by VEF and to appoint the investment manager for VEF; therefore, VEF GP may be deemed to beneficially own the shares of the Issuer's Common Stock held by VEF.

Management, in its capacity as the sole director of VOF GP Ltd. and the general partner of VEF GP, has the ability to direct the management of VOF GP Ltd.'s and VEF GP's business, including the power to direct the decisions of VOF GP Ltd. and VEF GP regarding the vote and disposition of securities held by VOF Holdings and VEF; therefore, Management may be deemed to have indirect beneficial ownership of the shares of the Issuer's Common Stock held by VOF Holdings and VEF.

Holdings, Inc., 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 VOF Holdings and VEF; therefore, Holdings, Inc. may be deemed to have indirect beneficial ownership of the shares of Issuer's Common Stock held by VOF Holdings and VEF.



OCG, in its capacity as the managing member of Holdings, has the ability to direct the management of Holdings' business, including the power to direct the decisions of Holdings regarding the vote and disposition of all securities held by VOF Holdings; Additionally, OCG, in its capacity as the sole shareholder of Holdings, Inc., has the ability to appoint and remove directors of Holdings, Inc. and, as such, may indirectly control the decisions of Holdings, Inc. regarding the vote and disposition of securities held by VEF; therefore, OCG may be deemed to have indirect beneficial ownership of the shares of the Issuer's Common Stock held by VOF Holdings and VEF.

OCGH GP, in its capacity as the duly appointed manager of OCG, has the ability 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 VOF Holdings and VEF; therefore, OCGH GP may be deemed to have indirect beneficial ownership of the shares of the Issuer's Common Stock held by VOF Holdings and VEF.

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

All ownership percentages of the securities reported in this Statement are based upon 14,494,805 shares of Common Stock outstanding as of November 2, 2012, as reported by the Issuer in its most recent Quarterly Report on Form 10-Q on November 6, 2012.

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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.

The securities on this Schedule 13G are directly held by Oaktree Value Opportunities Fund Holdings, L.P. and Oaktree Value Equities Fund, L.P., which have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, shares of Common Stock.

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 CERTIFICATIONS.  
10.

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and 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 such purpose or effect.

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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: February 14, 2013

OAKTREE VALUE OPPORTUNITIES FUND HOLDINGS,  
L.P.

By: Oaktree Value Opportunities Fund GP,  
L.P.

Its: General Partner

By: Oaktree Value Opportunities Fund GP  
Ltd.

Its: General Partner

By: Oaktree Capital Management, L.P.

Its: Director

By: /s/ Richard Ting

Name: Richard Ting

Title: Managing Director and Associate  
General Counsel

By: /s/ Philip McDermott

Name: Philip McDermott

Title: Assistant Vice President

OAKTREE VALUE OPPORTUNITIES FUND GP, L.P.

By: Oaktree Value Opportunities Fund GP  
Ltd.

Its: General Partner

By: Oaktree Capital Management, L.P.

Its: Director

By: /s/ Richard Ting

Name: Richard Ting

Title: Managing Director and Associate  
General Counsel

By:	/s/ Philip McDermott
Name:	Philip McDermott
Title:	Assistant Vice President

CUSIP No.  
87261Q103

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OAKTREE VALUE OPPORTUNITIES FUND GP LTD.

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

By: /s/ Richard Ting  
Name: Richard Ting  
Title: Managing Director and Associate  
General Counsel

By: /s/ Philip McDermott  
Name: Philip McDermott  
Title: Assistant Vice President

OAKTREE FUND GP I, L.P.

By: /s/ Richard Ting  
Name: Richard Ting  
Title: Authorized Signatory

By: /s/ Philip McDermott  
Name: Philip McDermott  
Title: Authorized Signatory

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/ Philip McDermott  
Name: Philip McDermott  
Title: Assistant Vice President

OCM HOLDINGS I, LLC

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By: /s/ Richard Ting  
Name: Richard Ting  
Title: Managing Director and Associate  
General Counsel

By: /s/ Philip McDermott  
Name: Philip McDermott  
Title: Assistant Vice President

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OAKTREE HOLDINGS, LLC

By: Oaktree Capital Group, LLC  
Its: Managing Member

By: /s/ Richard Ting  
Name: Richard Ting  
Title: Managing Director, Associate General Counsel and Assistant Secretary

By: /s/ Philip McDermott  
Name: Philip McDermott  
Title: Assistant Vice President

OAKTREE VALUE EQUITIES FUND, L.P.

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

By: Oaktree Capital Management, L.P.  
Its: General Partner

By: /s/ Richard Ting  
Name: Richard Ting  
Title: Managing Director and Associate General Counsel

By: /s/ Philip McDermott  
Name: Philip McDermott  
Title: Assistant Vice President

OAKTREE VALUE EQUITIES FUND GP, L.P.

By: Oaktree Capital Management, L.P.  
Its: General Partner

By: /s/ Richard Ting  
Name: Richard Ting  
Title: Managing Director and Associate General Counsel

By: /s/ Philip McDermott

Name: Philip McDermott  
Title: Assistant Vice President

OAKTREE CAPITAL MANAGEMENT, L.P.

By: /s/ Richard Ting  
Name: Richard Ting  
Title: Managing Director and Associate  
General Counsel

By: /s/ Philip McDermott  
Name: Philip McDermott  
Title: Assistant Vice President

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OAKTREE HOLDINGS, INC.

By: /s/ Richard Ting  
Name: Richard Ting  
Title: Managing Director, Associate General  
Counsel and Assistant Secretary

By: /s/ Philip McDermott  
Name: Philip McDermott  
Title: Assistant Vice President

OAKTREE CAPITAL GROUP, LLC

By: /s/ Richard Ting  
Name: Richard Ting  
Title: Managing Director, Associate General  
Counsel and Assistant Secretary

By: /s/ Philip McDermott  
Name: Philip McDermott  
Title: Assistant Vice President

OAKTREE CAPITAL GROUP HOLDINGS GP, LLC

By: /s/ Richard Ting  
Name: Richard Ting  
Title: Managing Director and Associate  
General Counsel

By: /s/ Philip McDermott  
Name: Philip McDermott  
Title: Assistant Vice President

CUSIP No.  
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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 (Incorporated by reference from the Schedule 13G filed with the Securities and Exchange Commission by the Reporting Persons with respect to the Issuer on October 26, 2012).

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