Oaktree Capital Group Holdings GP, LLC
Form 4
December 31, 2018

# FORM 4

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

**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

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).

(Print or Type Responses)

1. Name and Address of Reporting Person *
Oaktree Capital Group Holdings GP, LLC

(Last) (First) (Middle)

333 SOUTH GRAND AVENUE, 28TH FLOOR

(Street)

LOS ANGELES, CA 90071

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
Eagle Bulk Shipping Inc. [EGLE]

3. Date of Earliest Transaction (Month/Day/Year)
12/20/2018

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 Beneficial Ownership (Instr. 4) |
|---|---|---|---|---|---|---|---|---|---|---|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common Stock, par value $0.01 per share (""Common Stock"") | 12/20/2018(1) | | P | | 200,000 | A | $ 4.42 (1) | 25,459,538 | I | See Footnote (2) (3) (4) (5) |
| Common Stock | 12/21/2018(1) | | P | | 300,000 | A | $ 4.44 (1) | 25,759,538 | I | See Footnote (2) (3) (4) (5) |
| Common Stock | 12/24/2018(1) | | P | | 50,000 | A | $ 4.1844 | 25,809,538 | I | See Footnote |

| | | | | | | | | | |
|---|---|---|---|---|---|---|---|---|---|
| | | | | | [(1)] | | | | [(2)] [(3)] [(4)] [(5)] |
| Common Stock | 12/26/2018[(1)] | P | 150,000 | A | $ 4.24 [(1)] | 25,959,538 | I | | See Footnote [(2)] [(3)] [(4)] [(5)] |
| Common Stock | 12/27/2018[(1)] | P | 150,000 | A | $ 4.3896 [(1)] | 26,109,538 | I | | See Footnote [(2)] [(3)] [(4)] [(5)] |
| Common Stock | 12/28/2018[(1)] | P | 110,000 | A | $ 4.52 [(1)] | 26,219,538 | I | | See Footnote [(2)] [(3)] [(4)] [(5)] |

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

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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 Owne 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 |
| Oaktree Capital Group Holdings GP, LLC<br>333 SOUTH GRAND AVENUE<br>28TH FLOOR<br>LOS ANGELES, CA 90071 | | X | | |

| | |
|---|---|
| OAKTREE CAPITAL MANAGEMENT LP<br>333 SOUTH GRAND AVENUE<br>28TH FLOOR<br>LOS ANGELES, CA 90071 | X |
| Oaktree Holdings, Inc.<br>333 SOUTH GRAND AVENUE<br>28TH FLOOR<br>LOS ANGELES, CA 90071 | X |
| Oaktree Capital Group, LLC<br>333 SOUTH GRAND AVENUE<br>28TH FLOOR<br>LOS ANGELES, CA 90071 | X |
| OCM Opps EB Holdings Ltd.<br>333 SOUTH GRAND AVENUE<br>28TH FLOOR<br>LOS ANGELES, CA 90071 | X |

# Signatures

| | |
|---|---|
| See Signatures Included in Exhibit 99.1 | 12/31/2018 |
| **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)** The price in column 4 is a weighted average price. On December 20, 2018, 200,000 shares were purchased in multiple transactions, at prices ranging from $4.49 to $4.20, inclusive. On December 21, 2018, 300,000 shares were purchased in multiple transactions, at prices ranging from $4.50 to $4.20, inclusive. On December 24, 2018, 50,000 shares were purchased in multiple transactions, at prices ranging from $4.23 to $4.10, inclusive. On December 26, 2018, 150,000 shares were purchased in multiple transactions, at prices ranging from $4.30 to $4.15, inclusive. On December 27, 2018, 150,000 shares were purchased in multiple transactions, at prices ranging from $4.45 to $4.35, inclusive. On December 28, 2018, 110,000 shares were purchased in multiple transactions, at prices ranging from $4.53 to $4.42, inclusive.

**(2)** This Form 4 is being filed by OCM Opps EB Holdings, Ltd ("EB Holdings") with respect to (i) the 25,259,538 shares of the Issuer's common stock, par value $0.01 per share ("Common Stock"), that may be deemed to be beneficially owned by the Reporting Persons (as defined below) and (ii) the 364 warrants exercisable for shares of Common Stock (the "Warrants"), all of which are directly owned by EB Holdings. This Form 4 is also being filed by each of (i) Oaktree Capital Management, L.P. ("Management") as the sole director of EB Holdings; (ii) Oaktree Holdings, Inc. ("Holdings, Inc.") as the general partner of Management; (iii) Oaktree Capital Group, LLC ("OCG") as the sole shareholder of Holdings, Inc.; and (iv) Oaktree Capital Group Holdings GP, LLC ("OCGH GP", and, together with EB Holdings, Management, Holdings, Inc. and OCG, the "Reporting Persons" and each a "Reporting Person") as the duly elected manager of OCG.

**(3)** Each Reporting Person disclaims beneficial ownership of the Common Stock reported herein except to the extent of their 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 Common Stock covered by this Form 4.

**(4)** The members of OCGH GP are Howard S. Marks, Bruce A. Karsh, Jay S. Wintrob, John B. Frank and Sheldon M. Stone, who, by virtue of their membership interests in OCGH GP, may be deemed to share voting and dispositive power with respect to the shares of Common Stock held by EB Holdings. Each of the general partners, managing members, directors and managers described above disclaims beneficial ownership of any shares of common stock beneficially or of record owned by the Reporting Persons, except to the extent of any pecuniary interest therein.

**(5)** Common Stock held directly by EB Holdings.

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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