

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

FORM 8-K

**CURRENT REPORT
Pursuant to Section 13 or 15(d)
of the Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): May 1, 2020

Oaktree Capital Group, LLC

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

001-35500
(Commission
File Number)

26-0174894
(I.R.S. Employer
Identification No.)

333 South Grand Avenue, 28th Floor
Los Angeles, California
(Address of principal executive offices)

90071
(Zip Code)

(213) 830-6300
(Registrant's telephone number, including area code)

Not Applicable
(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

| Title of each class | Trading Symbol(s) | Name of each exchange on which registered |
|---------------------------------|-------------------|---|
| 6.625% Series A preferred units | OAK-A | New York Stock Exchange |
| 6.550% Series B preferred units | OAK-B | New York Stock Exchange |

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§ 230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§ 240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 8.01 Other Events.

On May 1, 2020, Oaktree Capital Group, LLC (the “Company”) issued a press release announcing that Oaktree Capital Management, L.P. (the “Issuer”) has received commitments from certain accredited investors (collectively, “the Investors”) to purchase \$200 million of its 3.64% senior notes due 2030 and \$50 million of its 3.84% senior notes due 2035 (collectively, the “Notes”) to be guaranteed by Oaktree Capital I, L.P., Oaktree Capital II, L.P. and Oaktree AIF Investments, L.P. (the “Guarantors”). The Issuer and the Guarantors are owned directly or indirectly by Oaktree Capital Group Holdings, L.P. and Brookfield Asset Management Inc. (“Brookfield”). Brookfield holds all of the Class A common units of the Company, which represent all of the common economic interests in the Company. The Notes are senior unsecured obligations of the Issuer, jointly and severally guaranteed by the Guarantors. The Issuer intends to use the proceeds from the sale of the Notes for general corporate purposes, including paying down amounts outstanding on the revolving credit facility under which the Issuer and the Guarantors are borrowers. The offering of the Notes is subject to the execution of definitive documents and is expected to close on or before July 22, 2020.

The offer and sale of the Notes will be made solely in private placement transactions exempt from registration pursuant to Section 4(a)(2) of the Securities Act of 1933, as amended.

A copy of the press release is attached to this Form 8-K as Exhibit 99.1.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

| <u>Exhibit No.</u> | <u>Description</u> |
|--------------------|---|
| 99.1 | Press release of Oaktree Capital Group, LLC, dated May 1, 2020. |
| 104 | Cover Page Interactive Data File (embedded within the Inline XBRL document). |

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: May 4, 2020

OAKTREE CAPITAL GROUP, LLC

By: /s/ Daniel D. Levin

Name: Daniel D. Levin

Title: Chief Financial Officer

Oaktree Announces \$250 Million Offering of Senior Notes

May 01, 2020 05:47 PM Eastern Daylight Time

LOS ANGELES—(BUSINESS WIRE)—Oaktree Capital Group, LLC (the “Company”) (NYSE: OAK-PA and OAK-PB) today announced that Oaktree Capital Management, L.P. (the “Issuer”) has received commitments from certain accredited investors (collectively, “the Investors”) to purchase \$200 million of its 3.64% senior notes due 2030 and \$50 million of its 3.84% senior notes due 2035 (collectively, the “Notes”) to be guaranteed by Oaktree Capital I, L.P., Oaktree Capital II, L.P. and Oaktree AIF Investments, L.P. (the “Guarantors”). The Issuer and the Guarantors are owned directly or indirectly by Oaktree Capital Group Holdings, L.P. and Brookfield Asset Management Inc. (“Brookfield”). Brookfield holds all of the Class A common units of the Company, which represent all of the common economic interests in the Company. The Notes are senior unsecured obligations of the Issuer, jointly and severally guaranteed by the Guarantors. The Issuer intends to use the proceeds from the sale of the Notes for general corporate purposes, including paying down amounts outstanding on the revolving credit facility under which the Issuer and the Guarantors are borrowers. The offering of the Notes is subject to the execution of definitive documents and is expected to close on or before July 22, 2020.

The offer and sale of the Notes will be made solely in private placement transactions exempt from registration pursuant to Section 4(a)(2) of the Securities Act of 1933, as amended (the “Securities Act”).

The Notes have not been registered under the Securities Act or any state securities laws and may not be offered or sold in the United States absent registration or an applicable exemption from the registration requirements of the Securities Act and applicable state laws.

This press release shall not constitute an offer to sell or a solicitation of an offer to purchase the Notes or any other securities, and shall not constitute an offer, solicitation or sale in any state or jurisdiction in which such an offer, solicitation or sale would be unlawful. This press release is being issued pursuant to and in accordance with Rule 135c under the Securities Act.

Contacts

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