

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL	
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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>Oaktree Capital Group Holdings GP, LLC</u> (Last) (First) (Middle) OAKTREE CAPITAL MANAGEMENT, L.P. 333 SOUTH GRAND AVENUE, 28TH FLOOR (Street) LOS ANGELES CA 90071 (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 07/23/2008	3. Issuer Name and Ticker or Trading Symbol <u>GT Solar International, Inc. [SOLR]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)	5. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	141,738,336	I	By GT Solar Holdings, LLC ⁽¹⁾⁽²⁾⁽³⁾⁽⁴⁾

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			

1. Name and Address of Reporting Person*
Oaktree Capital Group Holdings GP, LLC
 (Last) (First) (Middle)
 OAKTREE CAPITAL MANAGEMENT, L.P.
 333 SOUTH GRAND AVENUE, 28TH FLOOR
 (Street)
 LOS ANGELES CA 90071
 (City) (State) (Zip)

1. Name and Address of Reporting Person*
Oaktree Capital Group Holdings, L.P.
 (Last) (First) (Middle)
 OAKTREE CAPITAL MANAGEMENT, L.P.
 333 SOUTH GRAND AVENUE, 28TH FLOOR
 (Street)
 LOS ANGELES CA 90071
 (City) (State) (Zip)

1. Name and Address of Reporting Person*
Oaktree Capital Group, LLC
 (Last) (First) (Middle)
 OAKTREE CAPITAL MANAGEMENT, L.P.

333 SOUTH GRAND AVENUE, 28TH FLOOR

(Street)

LOS ANGELES CA 90071

(City)

(State)

(Zip)

1. Name and Address of Reporting Person*

[OAKTREE HOLDINGS, LLC](#)

(Last)

(First)

(Middle)

OAKTREE CAPITAL MANAGEMENT, L.P.

333 SOUTH GRAND AVENUE, 28TH FLOOR

(Street)

LOS ANGELES CA 90071

(City)

(State)

(Zip)

1. Name and Address of Reporting Person*

[OCM HOLDINGS I, LLC](#)

(Last)

(First)

(Middle)

OAKTREE CAPITAL MANAGEMENT, L.P.

333 SOUTH GRAND AVENUE, 28TH FLOOR

(Street)

LOS ANGELES CA 90071

(City)

(State)

(Zip)

1. Name and Address of Reporting Person*

[Oaktree Capital I, L.P.](#)

(Last)

(First)

(Middle)

OAKTREE CAPITAL MANAGEMENT, L.P.

333 SOUTH GRAND AVENUE, 28TH FLOOR

(Street)

LOS ANGELES CA 90071

(City)

(State)

(Zip)

1. Name and Address of Reporting Person*

[OAKTREE FUND GP I, L.P.](#)

(Last)

(First)

(Middle)

OAKTREE CAPITAL MANAGEMENT, L.P.

333 SOUTH GRAND AVENUE, 28TH FLOOR

(Street)

LOS ANGELES CA 90071

(City)

(State)

(Zip)

1. Name and Address of Reporting Person*

[OCM Power Opportunities Fund II GP, L.P.](#)

(Last)

(First)

(Middle)

OAKTREE CAPITAL MANAGEMENT, L.P.

333 SOUTH GRAND AVENUE, 28TH FLOOR

(Street)

LOS ANGELES CA 90071

(City)

(State)

(Zip)

1. Name and Address of Reporting Person*

[OCM Power Opportunities Fund II GP \(Cayman\) Ltd.](#)

(Last) (First) (Middle)

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

(Street)

LOS ANGELES CA 90071

(City)

(State)

(Zip)

Explanation of Responses:

1. OCM/GFI Power Opportunities Fund II, L.P. ("Main Fund") and OCM/GFI Power Opportunities Fund II (Cayman), L.P. ("Cayman Fund" and together with Main Fund, "OCM/GFI Funds") are together the managing member of GT Solar Holdings, LLC. Oaktree Capital Management, L.P. ("OCM") is one of 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 which includes two representatives of OCM (Messrs. Stephen A. Kaplan and Michael P. Harmon). OCM Power Opportunities Fund II GP, L.P. is the general partner of the Main Fund and the director of OCM Power Opportunities Fund II GP (Cayman) Ltd. OCM Power Opportunities Fund II GP (Cayman) Ltd. is the general partner of the Cayman Fund.
2. Oaktree Fund GP I, L.P. is the general partner of OCM Power Opportunities Fund II GP, L.P. Oaktree Capital I, L.P. is the general partner of Oaktree Fund GP I, L.P. OCM Holdings I, LLC is the general partner of Oaktree Capital I, L.P. Oaktree Holdings, LLC is the managing member of OCM Holdings I, LLC. Oaktree Capital Group, LLC is the managing member of Oaktree Holdings, LLC. 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.
3. Oaktree Capital Group Holdings GP, LLC is managed by Howard S. Marks, Bruce A. Karsh, Sheldon M. Stone, D. Richard Masson, Larry W. Keele, Stephen A. Kaplan, John B. Frank, David Kirchheimer, Kevin L. Clayton. 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, LLC, OCM Holdings I, LLC, Oaktree Capital I, L.P., Oaktree Fund GP I, L.P., OCM Power Opportunities Fund II GP (Cayman) Ltd.,
4. OCM Power Opportunities Fund II GP, L.P., OCM, Howard S. Marks, Bruce A. Karsh, Sheldon M. Stone, D. Richard Masson, Larry W. Keele, Stephen A. Kaplan, John B. Frank, David Kirchheimer, Kevin L. Clayton and Michael P. Harmon (collectively, the "Oaktree Group") may be deemed to have beneficial ownership of the shares owned by GT Solar Holdings, LLC. The Oaktree Group expressly disclaims beneficial ownership of the shares held by GT Solar Holdings, LLC, except to the extent of their respective pecuniary interests therein.

Remarks:

Power of Attorney attached as Exhibit A

By power of attorney /s/ Peter 07/23/2008
P. Massumi

** Signature of Reporting Person Date

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

* If the form is filed by more than one reporting person, see Instruction 5 (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).

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

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 Number.

July 16, 2008

POWER OF ATTORNEY

KNOW ALL BY THESE PRESENTS, that the undersigned hereby constitutes and appoints each of Eva H. Davis, Tracy C. Le, Edwin L. Lewis, Daniel F. Lyman, Elisabeth M. Martin, Peter P. Massumi, Dennis M. Myers, Allison Pellegrino, Steve M. Toth and Robert W. Woodbury, Jr., signing singly, the undersigned's true and lawful attorney-in-fact to: (i) execute for and on behalf of the undersigned, in the undersigned's capacity as an officer and/or director and/or owner of greater than 10% of the outstanding Common Stock of GT Solar International, Inc., a Delaware corporation (the "Company"), Forms 3, 4 and 5 in accordance with Section 16(a) of the Securities Exchange Act of 1934 and the rules thereunder; (ii) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 3, 4 or 5 and timely file such form with the United States Securities and Exchange Commission and any stock exchange or similar authority, including The Nasdaq Stock Market; and (iii) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4 and 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned have caused this Power of Attorney to be executed as of date first written above.

**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: Vice President

2

July 16, 2008

POWER OF ATTORNEY

KNOW ALL BY THESE PRESENTS, that the undersigned hereby constitutes and appoints each of Eva H. Davis, Tracy C. Le, Edwin L. Lewis, Daniel F. Lyman, Elisabeth M. Martin, Peter P. Massumi, Dennis M. Myers, Allison Pellegrino, Steve M. Toth and Robert W. Woodbury, Jr., signing singly, the undersigned's true and lawful attorney-in-fact to: (i) execute for and on behalf of the undersigned, in the undersigned's capacity as an officer and/or director and/or owner of greater than 10% of the outstanding Common Stock of GT Solar International, Inc., a Delaware corporation (the "Company"), Forms 3, 4 and 5 in accordance with Section 16(a) of the Securities Exchange Act of 1934 and the rules thereunder; (ii) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 3, 4 or 5 and timely file such form with the United States Securities and Exchange Commission and any stock exchange or similar authority, including The Nasdaq Stock Market; and (iii) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

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IN WITNESS WHEREOF, the undersigned have caused this Power of Attorney to be executed as of date first written above.

**OAKTREE CAPITAL GROUP HOLDINGS,
L.P.**

By: Oaktree Capital Group Holdings GP, 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: Vice President

2

July 16, 2008

POWER OF ATTORNEY

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IN WITNESS WHEREOF, the undersigned have caused this Power of Attorney to be executed as of date first written above.

OAKTREE CAPITAL GROUP, LLC

By: /s/ Richard Ting
Name: Richard Ting
Title: Vice President and Assistant Secretary

By: /s/ Martin Boskovich
Name: Martin Boskovich
Title: Vice President and Assistant Secretary

2

July 16, 2008

POWER OF ATTORNEY

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3

IN WITNESS WHEREOF, the undersigned have caused this Power of Attorney to be executed as of date first written above.

OAKTREE HOLDINGS, LLC

By: Oaktree Capital Group, LLC
Its: Managing Member

By: /s/ Richard Ting
Name: Richard Ting
Title: Vice President and Assistant Secretary

By: /s/ Martin Boskovich
Name: Martin Boskovich
Title: Vice President and Assistant Secretary

4

July 16, 2008

POWER OF ATTORNEY

KNOW ALL BY THESE PRESENTS, that the undersigned hereby constitutes and appoints each of Eva H. Davis, Tracy C. Le, Edwin L. Lewis, Daniel F. Lyman, Elisabeth M. Martin, Peter P. Massumi, Dennis M. Myers, Allison Pellegrino, Steve M. Toth and Robert W. Woodbury, Jr., signing singly, the undersigned's true and lawful attorney-in-fact to: (i) execute for and on behalf of the undersigned, in the undersigned's capacity as an officer and/or director and/or owner of greater than 10% of the outstanding Common Stock of GT Solar International, Inc., a Delaware corporation (the "Company"), Forms 3, 4 and 5 in accordance with Section 16(a) of the Securities Exchange Act of 1934 and the rules thereunder; (ii) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 3, 4 or 5 and timely file such form with the United States Securities and Exchange Commission and any stock exchange or similar authority, including The Nasdaq Stock Market; and (iii) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

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OCM HOLDINGS I, LLC

By: /s/ Richard Ting
Name: Richard Ting
Title: Vice President and Assistant Secretary

By: /s/ Martin Boskovich
Name: Martin Boskovich
Title: Vice President and Assistant Secretary

2

July 16, 2008

POWER OF ATTORNEY

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IN WITNESS WHEREOF, the undersigned have caused this Power of Attorney to be executed as of date first written above.

OAKTREE CAPITAL I, L.P.

By: OCM Holdings I, LLC
Its: General Partner

By: /s/ Richard Ting
Name: Richard Ting
Title: Vice President and Assistant Secretary

By: /s/ Martin Boskovich
Name: Martin Boskovich
Title: Vice President and Assistant Secretary

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July 16, 2008

POWER OF ATTORNEY

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of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

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IN WITNESS WHEREOF, the undersigned have caused this Power of Attorney to be executed as of date first written above.

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

July 16, 2008

POWER OF ATTORNEY

KNOW ALL BY THESE PRESENTS, that the undersigned hereby constitutes and appoints each of Eva H. Davis, Tracy C. Le, Edwin L. Lewis, Daniel F. Lyman, Elisabeth M. Martin, Peter P. Massumi, Dennis M. Myers, Allison Pellegrino, Steve M. Toth and Robert W. Woodbury, Jr., signing singly, the undersigned's true and lawful attorney-in-fact to: (i) execute for and on behalf of the undersigned, in the undersigned's capacity as an officer and/or director and/or owner of greater than 10% of the outstanding Common Stock of GT Solar International, Inc., a Delaware corporation (the "Company"), Forms 3, 4 and 5 in accordance with Section 16(a) of the Securities Exchange Act of 1934 and the rules thereunder; (ii) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 3, 4 or 5 and timely file such form with the United States Securities and Exchange Commission and any stock exchange or similar authority, including The Nasdaq Stock Market; and (iii) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

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OCM POWER OPPORTUNITIES FUND II GP, L.P.

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

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

By: /s/ Martin Boskovich

July 16, 2008

POWER OF ATTORNEY

KNOW ALL BY THESE PRESENTS, that the undersigned hereby constitutes and appoints each of Eva H. Davis, Tracy C. Le, Edwin L. Lewis, Daniel F. Lyman, Elisabeth M. Martin, Peter P. Massumi, Dennis M. Myers, Allison Pellegrino, Steve M. Toth and Robert W. Woodbury, Jr., signing singly, the undersigned's true and lawful attorney-in-fact to: (i) execute for and on behalf of the undersigned, in the undersigned's capacity as an officer and/or director and/or owner of greater than 10% of the outstanding Common Stock of GT Solar International, Inc., a Delaware corporation (the "Company"), Forms 3, 4 and 5 in accordance with Section 16(a) of the Securities Exchange Act of 1934 and the rules thereunder; (ii) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 3, 4 or 5 and timely file such form with the United States Securities and Exchange Commission and any stock exchange or similar authority, including The Nasdaq Stock Market; and (iii) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4 and 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned have caused this Power of Attorney to be executed as of date first written above.

**OCM POWER OPPORTUNITIES FUND II GP
(CAYMAN), LTD.**

By: OCM Power Opportunities Fund II GP, L.P.
Its: Director

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

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

By: /s/ Martin Boskovich
Name: Martin Boskovich
Title: Authorized Signatory