

Capital Product Partners L.P.  
Form SC 13G/A  
February 11, 2016

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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. 3)\*

CAPITAL PRODUCT PARTNERS L.P.  
(Name of Issuer)

COMMON UNITS REPRESENTING LIMITED PARTNERSHIP INTERESTS  
(Title of Class of Securities)

Y11082107  
(CUSIP Number)

December 31, 2015  
(Date of Event which Requires Filing of this Statement)

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

- Rule 13d-1(b)
- Rule 13d-1(c)
- 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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1 NAME OF REPORTING PERSON OR  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Oaktree Value Opportunities 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

Cayman Islands

5 SOLE VOTING POWER

3,594,228 (1)

NUMBER OF  
SHARES  
BENEFICIALLY OWNED  
BY EACH REPORTING  
PERSON  
WITH

6 SHARED VOTING POWER

None

7 SOLE DISPOSITIVE POWER

3,594,228 (1)

8 SHARED DISPOSITIVE POWER

None

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

3,594,228 (1)

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

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

2.9% (2)

12 TYPE OF REPORTING PERSON

PN

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(1) In its capacity as the direct owner of 594,228 Common Units of the Issuer and 3,000,000 Class B Convertible Preferred Units of the Issuer. As of the date of this Schedule 13G, each Class B Convertible Preferred Unit is convertible at the option of the holder into one Common Unit of the Issuer. The number of Common Units issuable

upon the conversion of the Class B Convertible Preferred Units may be adjusted from time to time in accordance with certain anti-dilution protection provisions as set forth in the second amendment, dated as of May 22, 2012, to the Second Amended and Restated Agreement of Limited Partnership of Capital Product Partners L.P., as amended.

(2) All calculations of percentage ownership are based on a total of 124,133,698 Common Units, consisting of 119,559,456 Common Units outstanding as of June 30, 2015, as disclosed in the Issuer's Form 6-K filed with the Securities and Exchange Commission on August 19, 2015 (the "Form 6-K"), and 4,574,242 Class B Convertible Preferred Units beneficially owned by the Reporting Persons (as defined below), assuming that all of the Class B Convertible Preferred Units beneficially owned by the Reporting Persons are converted into Common Units at the current conversion ratio of one Common Unit per one Class B Convertible Preferred Unit and no other outstanding Class B Convertible Preferred Units are converted into Common Units.

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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

3,594,228 (1)

NUMBER OF  
SHARES  
BENEFICIALLY OWNED  
BY EACH REPORTING  
PERSON  
WITH

6 SHARED VOTING POWER

None

7 SOLE DISPOSITIVE POWER

3,594,228 (1)

8 SHARED DISPOSITIVE POWER

None

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

3,594,228 (1)

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

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

2.9%

12 TYPE OF REPORTING PERSON

PN

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(1) Solely in its capacity as the general partner of Oaktree Value Opportunities Fund, L.P.

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CUSIP No. Y11082107 SCHEDULE 13G Page 4 of 25

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

3,594,228 (1)

NUMBER OF  
SHARES  
BENEFICIALLY OWNED  
BY EACH REPORTING  
PERSON  
WITH

6 SHARED VOTING POWER

None

7 SOLE DISPOSITIVE POWER

3,594,228 (1)

8 SHARED DISPOSITIVE POWER

None

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

3,594,228 (1)

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

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

2.9%

12 TYPE OF REPORTING PERSON

OO

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(1) 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 FF Investment 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

Cayman Islands

5 SOLE VOTING POWER

1,296,645 (1)

NUMBER OF  
SHARES  
BENEFICIALLY OWNED  
BY EACH REPORTING  
PERSON  
WITH

6 SHARED VOTING POWER

None

7 SOLE DISPOSITIVE POWER

1,296,645 (1)

8 SHARED DISPOSITIVE POWER

None

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,296,645 (1)

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

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

1.0%

12 TYPE OF REPORTING PERSON

PN

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(1) In its capacity as the direct owner of 171,062 Common Units and 1,125,583 Class B Convertible Preferred Units of the Issuer through its Class F interests.



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

Oaktree FF Investment 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

1,296,645 (1)

NUMBER OF  
SHARES  
BENEFICIALLY OWNED  
BY EACH REPORTING  
PERSON  
WITH

6 SHARED VOTING POWER

None

7 SOLE DISPOSITIVE POWER

1,296,645 (1)

8 SHARED DISPOSITIVE POWER

None

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,296,645 (1)

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

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

1.0%

12 TYPE OF REPORTING PERSON

PN

---

(1) Solely in its capacity as the general partner of Oaktree FF Investment Fund, L.P.

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

Oaktree FF Investment 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

1,296,645 (1)

NUMBER OF  
SHARES  
BENEFICIALLY OWNED  
BY EACH REPORTING  
PERSON  
WITH

6 SHARED VOTING POWER

None

7 SOLE DISPOSITIVE POWER

1,296,645 (1)

8 SHARED DISPOSITIVE POWER

None

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,296,645 (1)

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

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

1.0%

12 TYPE OF REPORTING PERSON

OO

---

(1) Solely in its capacity as the general partner of Oaktree FF Investment 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

4,890,873 (1)

NUMBER OF  
SHARES  
BENEFICIALLY OWNED  
BY EACH REPORTING  
PERSON  
WITH

6 SHARED VOTING POWER

None

7 SOLE DISPOSITIVE POWER

4,890,873 (1)

8 SHARED DISPOSITIVE POWER

None

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

4,890,873 (1)

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

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

3.8%

12 TYPE OF REPORTING PERSON

PN

---

(1) Solely in its capacity as the sole shareholder of each of Oaktree Value Opportunities Fund GP Ltd. and Oaktree FF Investment 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

4,890,873 (1)

NUMBER OF  
SHARES  
BENEFICIALLY OWNED  
BY EACH REPORTING  
PERSON  
WITH

6 SHARED VOTING POWER

None

7 SOLE DISPOSITIVE POWER

4,890,873 (1)

8 SHARED DISPOSITIVE POWER

None

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

4,890,873 (1)

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

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

3.8%

12 TYPE OF REPORTING PERSON

PN

---

(1) 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

4,890,873 (1)

NUMBER OF  
SHARES  
BENEFICIALLY OWNED  
BY EACH REPORTING  
PERSON  
WITH

6 SHARED VOTING POWER

None

7 SOLE DISPOSITIVE POWER

4,890,873 (1)

8 SHARED DISPOSITIVE POWER

None

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

4,890,873 (1)

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

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

3.8%

12 TYPE OF REPORTING PERSON

OO

---

(1) 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

4,890,873 (1)

NUMBER OF  
SHARES  
BENEFICIALLY OWNED  
BY EACH REPORTING  
PERSON  
WITH

6 SHARED VOTING POWER

None

7 SOLE DISPOSITIVE POWER

4,890,873 (1)

8 SHARED DISPOSITIVE POWER

None

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

4,890,873 (1)

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

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

3.8%

12 TYPE OF REPORTING PERSON

OO

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(1) 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-TCDRS Strategic Credit, 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

502,597 (1)

NUMBER OF  
SHARES  
BENEFICIALLY OWNED  
BY EACH REPORTING  
PERSON  
WITH

6 SHARED VOTING POWER

None

7 SOLE DISPOSITIVE POWER

502,597 (1)

8 SHARED DISPOSITIVE POWER

None

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

502,597 (1)

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

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

0.4%

12 TYPE OF REPORTING PERSON

OO

---

(1) In its capacity as the direct owner of 53,938 Common Units and 448,659 Class B Convertible Preferred Units of the Issuer.





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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

5,393,470 (1)

NUMBER OF  
SHARES  
BENEFICIALLY OWNED  
BY EACH REPORTING  
PERSON  
WITH

6 SHARED VOTING POWER

None

7 SOLE DISPOSITIVE POWER

5,393,470 (1)

8 SHARED DISPOSITIVE POWER

None

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

5,393,470 (1)

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

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

4.2%

12 TYPE OF REPORTING PERSON

PN

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(1) In its capacity as the manager of Oaktree-TCDRS Strategic Credit, LLC and as the sole director of each of Oaktree Value Opportunities Fund GP Ltd. and Oaktree FF Investment Fund GP Ltd.



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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

5,393,470 (1)

NUMBER OF  
SHARES  
BENEFICIALLY OWNED  
BY EACH REPORTING  
PERSON  
WITH

6 SHARED VOTING POWER

None

7 SOLE DISPOSITIVE POWER

5,393,470 (1)

8 SHARED DISPOSITIVE POWER

None

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

5,393,470 (1)

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

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

4.2%

12 TYPE OF REPORTING PERSON

CO

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(1) 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

5,393,470 (1)

NUMBER OF  
SHARES  
BENEFICIALLY OWNED  
BY EACH REPORTING  
PERSON  
WITH

6 SHARED VOTING POWER

None

7 SOLE DISPOSITIVE POWER

5,393,470 (1)

8 SHARED DISPOSITIVE POWER

None

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

5,393,470 (1)

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

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

4.2%

12 TYPE OF REPORTING PERSON

OO

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(1) 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

5,393,470 (1)

NUMBER OF  
SHARES  
BENEFICIALLY OWNED  
BY EACH REPORTING  
PERSON  
WITH

6 SHARED VOTING POWER

None

7 SOLE DISPOSITIVE POWER

5,393,470 (1)

8 SHARED DISPOSITIVE POWER

None

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

5,393,470 (1)

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

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

4.2%

12 TYPE OF REPORTING PERSON

OO

---

(1) Solely in its capacity as the duly elected manager of Oaktree Capital Group, LLC.

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ITEM (a) Name of Issuer:

1.

Capital Product Partners L.P. (the “Issuer”)

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

3 Iassonos Street  
Pireaus J3 18537 Greece

ITEM (a)- (c) Name of Person Filing; Address of Principal Business Office; and Citizenship

2.

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 I, by:

- (1) Oaktree Value Opportunities Fund, L.P. (“VOF”), a Cayman Islands exempted limited partnership, in its capacity as the direct owner of 594,228 Common Units and 3,000,000 Class B Convertible Preferred Units of the Issuer;
- (2) Oaktree Value Opportunities Fund GP, L.P. (“VOF GP”), a Cayman Islands exempted limited partnership, in its capacity as the general partner of VOF;
- (3) Oaktree Value Opportunities Fund GP Ltd. (“VOF GP Ltd.”), a Cayman Islands exempted company, in its capacity as the general partner of VOF GP;
- (4) Oaktree FF Investment Fund, L.P. (“FF Inv”), a Cayman Islands exempted limited partnership, in its capacity as the direct owner of 171,062 Common Units and 1,125,583 Class B Convertible Preferred Units of the Issuer through its Class F interests;
- (5) Oaktree FF Investment Fund GP, L.P. (“FF GP”), a Cayman Islands exempted limited partnership, in its capacity as the general partner of FF Inv;
- (6) Oaktree FF Investment Fund GP Ltd. (“FF GP Ltd.”), a Cayman Islands exempted company, in its capacity as the general partner of FF GP;
- (7) Oaktree Fund GP I, L.P. (“GP I”), a Delaware limited partnership, in its capacity as the sole shareholder of each of VOF GP Ltd. and FF GP Ltd.;
- (8) Oaktree Capital I, L.P. (“Capital I”), Delaware limited partnership, in its capacity as the general partner of GP I;
- (9) OCM Holdings I, LLC (“Holdings I”), a Delaware limited liability company, in its capacity as the general partner of Capital I;
- (10) Oaktree Holdings, LLC (“Holdings”), a Delaware limited liability company, in its capacity as the managing member of Holdings I;
- (11) Oaktree-TCDRS Strategic Credit, LLC (“OTSC”), a Delaware limited liability company, in its capacity as the direct owner of 53,938 Common Units and 448,659 Class B Convertible Preferred Units of the Issuer;
- (12) Oaktree Capital Management, L.P. (“Management”), Delaware limited partnership, in its capacity as the duly appointed manager of OTSC and as the sole director of each of VOF GP Ltd. and FF GP Ltd.;
- (13) Oaktree Holdings, Inc. (“Holdings, Inc.”), a Delaware corporation, in its capacity as the general partner of Management;
- (14) Oaktree Capital Group, LLC (“OCG”), a Delaware limited liability company, in its capacity as the

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managing member of Holdings and as the sole shareholder of Holdings, Inc.; and  
(15) Oaktree Capital Group Holdings GP, LLC ("OCGH GP"), a Delaware limited liability company, in its capacity as the duly elected manager of OCG.

The principal business address of each of the Reporting Persons is 333 South Grand Avenue, 28th Floor, Los Angeles, California 90071.

(d) Title of Class of Securities: Common Units Representing Limited Partnership Interests ("Common Units")

(e) CUSIP Number: Y11082107

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

4.

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.

VOF directly holds 594,228 Common Units and 3,000,000 Class B Convertible Preferred Units of the Issuer constituting approximately 2.9% of the Issuer's Common Units and has the sole power to vote and dispose of such units.

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

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; therefore, VOF GP Ltd. may be deemed to have indirect beneficial ownership of the Common Units and Class B Convertible Preferred Units of the Issuer held by VOF.

FF Inv directly holds 171,062 Common Units and 1,125,583 Class B Convertible Preferred Units of the Issuer held through its Class F interests, constituting approximately 1.0% of the Issuer's Common Units, and has the sole power to vote and dispose of such units.

FF GP, in its capacity as the general partner of FF Inv, has the ability to direct the management of FF Inv's business, including the power to vote and dispose of securities held by FF Inv; therefore, FF GP may be deemed to beneficially own the Common Units and Class B Convertible Preferred Units of the Issuer held by FF Inv.

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FF GP Ltd., in its capacity as the general partner of FF GP, has the ability to direct the management of FF GP's business, including the power to direct the decisions of FF GP regarding the vote and disposition of securities held by FF Inv; therefore, FF GP Ltd. may be deemed to have indirect beneficial ownership of the Common Units and Class B Convertible Preferred Units of the Issuer held by FF Inv.

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GP I, in its capacity as the sole shareholder of each of VOF GP Ltd. and FF GP Ltd., has the ability to appoint and remove the directors and direct the management of the business of each of VOF GP Ltd. and FF GP Ltd. As such, GP I has the power to direct the decisions of each of VOF GP Ltd. and FF GP Ltd. regarding the vote and disposition of securities held by each of VOF and FF Inv, respectively; therefore, GP I may be deemed to have indirect beneficial ownership of the Common Units and Class B Convertible Preferred Units of the Issuer held by each of VOF and FF Inv.

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 securities held by VOF and FF Inv; therefore, Capital I may be deemed to

have indirect beneficial ownership of the Common Units and Class B Convertible Preferred Units of the Issuer held by each of VOF and FF Inv.

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 securities held by each of VOF and FF Inv; therefore, Holdings I may be deemed to have indirect beneficial ownership of the Common Units and Class B Convertible Preferred Units of the Issuer held by each of VOF and FF Inv.

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 securities held by each of VOF and FF Inv; therefore, Holdings may be deemed to have

indirect beneficial ownership of the Common Units and Class B Convertible Preferred Units of the Issuer held by each of VOF and FF Inv.

OTSC directly holds 53,938 Common Units and 448,659 Class B Convertible Preferred Units of the Issuer constituting approximately 0.4% of the Issuer's Common Units and has the sole power to vote and dispose of such units.

Management, in its capacity as the duly appointed investment manager of OTSC, and as the sole director of each of VOF GP Ltd. and FF GP Ltd., has the ability to direct the management of OTSC, VOF GP Ltd. and FF GP Ltd., including the power to direct the decisions of OTSC, VOF GP Ltd. and FF GP Ltd., regarding the vote and disposition of securities held by each of OTSC, VOF and FF Inv, respectively; therefore, Management may be deemed to have indirect beneficial ownership of the Common Units and Class B Convertible Preferred Units of the

Issuer held by each of  
OTSC, VOF and FF  
Inv.

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 each of  
OTSC, VOF and FF  
Inv, respectively;  
therefore,  
Management may be  
deemed to have  
indirect beneficial  
ownership of the  
Common Units and  
Class B Convertible  
Preferred Units of the  
Issuer held by each of  
OTSC, VOF and FF  
Inv.

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  
OTSC. Additionally,  
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 securities held by each of VOF and FF Inv. Therefore, OCG may be deemed to have indirect beneficial ownership of the Common Units and Class B Convertible Preferred Units of the Issuer held by each of OTSC, VOF and FF Inv.

OCGH GP, in its capacity as the duly appointed manager of OCG, has the ability to 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 each of OTSC, VOF and FF Inv; therefore, OCGH GP may be deemed to have indirect beneficial ownership of the Common Units and Class B Convertible Preferred Units of the Issuer held by each of OTSC, VOF and FF Inv.

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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 calculations of percentage ownership in this Schedule 13G are based on a total of 124,133,698 Common Units, consisting of 119,559,456 Common Units outstanding as of June 30, 2015, as disclosed in the Form 6-K, and 4,574,242 Class B Convertible



Preferred Units  
beneficially owned  
by the Reporting  
Persons, assuming  
that all of the Class  
B Convertible  
Preferred Units  
beneficially owned  
by the Reporting  
Persons are  
converted into  
Common Units at  
the current  
conversion ratio of  
one Common Unit  
per one Class B Unit  
and no other  
outstanding Class B  
Convertible  
Preferred Units are  
converted into  
Common Units.

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 x.

ITEM 6. OWNERSHIP OF  
MORE THAN FIVE  
PERCENT ON  
BEHALF OF  
ANOTHER  
PERSON.

Not applicable.

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 10. CERTIFICATIONS.

By signing below I  
certify that, to the  
best of my  
knowledge and  
belief, the securities  
referred to above  
were not acquire and  
are 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, other than  
activities solely in  
connection with a

nomination under §  
240.14a-11.

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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 11, 2016

OAKTREE VALUE  
OPPORTUNITIES FUND, 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/ Jordan Mikes  
Name: Jordan Mikes  
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/ Jordan Mikes  
Name: Jordan Mikes  
Title: Assistant Vice President

OAKTREE VALUE  
OPPORTUNITIES FUND GP

LTD.

By: Oaktree Capital Management,  
L.P.

Its: Director

By: /s/ Jordan Mikes

Name: Jordan Mikes

Title: Assistant Vice President

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OAKTREE FF INVESTMENT  
FUND, L.P.

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

By: Oaktree FF Investment Fund  
GP Ltd.  
Its: General Partner

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

By: /s/ Jordan Mikes  
Name: Jordan Mikes  
Title: Assistant Vice President

OAKTREE FF INVESTMENT  
FUND GP, L.P.

By: Oaktree FF Investment Fund  
GP Ltd.  
Its: General Partner

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

By: /s/ Jordan Mikes  
Name: Jordan Mikes  
Title: Assistant Vice President

OAKTREE FF INVESTMENT  
FUND GP LTD.

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

By: /s/ Jordan Mikes  
Name: Jordan Mikes  
Title: Assistant Vice President

OAKTREE FUND GP I, L.P.

By: /s/ Jordan Mikes

Name: Jordan Mikes

Title: Authorized Signatory

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OAKTREE CAPITAL I, L.P.

By: /s/ Jordan Mikes  
Name: Jordan Mikes  
Title: Assistant Vice President

OCM HOLDINGS I, LLC

By: /s/ Jordan Mikes  
Name: Jordan Mikes  
Title: Assistant Vice President

OAKTREE HOLDINGS, LLC

By: /s/ Jordan Mikes  
Name: Jordan Mikes  
Title: Assistant Vice President

OAKTREE-TCDRS STRATEGIC  
CREDIT, LLC

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

By: /s/ Jordan Mikes  
Name: Jordan Mikes  
Title: Assistant Vice President

OAKTREE CAPITAL  
MANAGEMENT, L.P.

By: /s/ Jordan Mikes  
Name: Jordan Mikes  
Title: Assistant Vice President



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OAKTREE HOLDINGS, INC.

By: /s/ Jordan Mikes  
Name: Jordan Mikes  
Title: Assistant Vice President

OAKTREE CAPITAL GROUP,  
LLC

By: /s/ Jordan Mikes  
Name: Jordan Mikes  
Title: Assistant Vice President

OAKTREE CAPITAL GROUP  
HOLDINGS GP, LLC

By: /s/ Jordan Mikes  
Name: Jordan Mikes  
Title: Assistant Vice President

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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 (previously filed).

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