

OAKTREE SPECIALTY LENDING CORP

Reported by
TANNENBAUM LEONARD M

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 06/19/19 for the Period Ending 06/17/19

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 CIK 0001414932

Symbol OCSL

Fiscal Year 09/30

FORM 4

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

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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 [*] TANNENBAUM LEONARD M (Last) (First) (Middle) 555 WASHINGTON AVENUE, SUITE 240 (Street) MIAMI BEACH, FL 33139 (City) (State) (Zip)			2. Issuer Name and Ticker or Trading Symbol Oaktree Specialty Lending Corp [OCSL				5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)		
			3. Date of Earliest Transaction (MM/DD/YYYY) 6/17/2019						
			4. If Amendment, Date Original Filed (MM/DD/YYYY)				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 Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. 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)			
Common Stock	6/17/2019		S		34917	D	\$5.4431 (1)	5944075	I By Partnership (2)
Common Stock	6/18/2019		S		22917	D	\$5.4491 (3)	5921158	I By Partnership (2)
Common Stock								14306545	D
Common Stock								958779	I By LLC (4)
Common Stock								655850	I Trust (5)

Table II - Derivative Securities 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. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. 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		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
						Date Exercisable	Expiration Date					
				Code	V	(A)	(D)					

Explanation of Responses:

- This transaction was executed in multiple trades at prices ranging from \$5.40 to \$5.49; the price reported reflects the weighted average price. The reporting person hereby undertakes to provide full information regarding the number of shares and prices at which the transactions were effected upon request to the SEC staff, the issuer, or a security holder of the issuer.
- These shares of Common Stock are held by Fifth Street Holdings L.P. ("FSH"), a Delaware limited partnership. Fifth Street Asset Management Inc. ("FSAM") is the general partner of FSH, and Mr. Tannenbaum is the Chairman and Chief Executive Officer of FSAM. Mr. Tannenbaum is also the controlling stockholder of FSAM. Mr. Tannenbaum may be deemed a beneficial owner of such shares of Common Stock, but disclaims beneficial ownership thereof except to the extent of his pecuniary interest.
- This transaction was executed in multiple trades at prices ranging from \$5.40 to \$5.49; the price reported reflects the weighted average price. The reporting person hereby undertakes to provide full information regarding the number of shares and prices at which the transactions were effected upon request to the SEC staff, the issuer, or a security holder of the issuer.
- These shares of Common Stock are held by 777 West Putnam Avenue LLC, for which Mr. Tannenbaum holds a majority of the equity interest of the sole member. The Reporting Person disclaims beneficial ownership of such shares of Common Stock except to the extent of his pecuniary interest.
- These shares of Common Stock are held by the Leonard M. Tannenbaum 2012 Trust for the benefit of certain members of the reporting person's family for which Bernard D. Berman is a trustee. The Reporting Person disclaims beneficial ownership of the reported securities except to the extent of his pecuniary interest.

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
TANNENBAUM LEONARD M 555 WASHINGTON AVENUE, SUITE 240 MIAMI BEACH, FL 33139		X		

Signatures

/s/ Brian Walter, attorney-in-fact

**Signature of Reporting Person

6/18/2019

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 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).

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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