

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

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

| OMB APPROVAL                                 |           |
|--|-----------|
| OMB Number:                                  | 3235-0287 |
| Estimated average burden hours per response: | 0.5       |

|  |   |  |
|--|---|--|
| 1. Name and Address of Reporting Person*<br><u>TANNENBAUM LEONARD M</u><br><br>(Last) (First) (Middle)<br><u>555 WASHINGTON AVENUE, SUITE 240</u><br><br>(Street)<br><u>MIAMI BEACH FL 33139</u><br><br>(City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol<br><u>Oaktree Specialty Lending Corp [ OCSL ]</u> | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br><br>Director <input checked="" type="checkbox"/> 10% Owner<br><br>Officer (give title below) Other (specify below) |
|  | 3. Date of Earliest Transaction (Month/Day/Year)<br><u>06/13/2019</u>                         |  |
|  |   | 6. Individual or Joint/Group Filing (Check Applicable Line)<br><br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br><br>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                    | 06/13/2019                           |  | s                              |   | 70,700  | D          | \$5.4114 <sup>(1)</sup> | 6,006,324   | I  | By Partnership <sup>(2)</sup>                         |
| Common Stock                    | 06/14/2019                           |  | s                              |   | 27,332  | D          | \$5.464 <sup>(3)</sup>  | 5,978,992   | I  | By Partnership <sup>(2)</sup>                         |
| Common Stock                    |                                      |  |                                |   |   |            |                         | 958,779   | I  | By LLC <sup>(4)</sup>                                 |
| Common Stock                    |                                      |  |                                |   |   |            |                         | 655,850   | I  | Trust <sup>(5)</sup>                                  |
| Common Stock                    |                                      |  |                                |   |   |            |                         | 14,306,545  | D  |   |

**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 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: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|--|-----|---|--|--|---|--|
|  |  |                                      |  | Code                           | V |  | (A)  | (D) |   |  |  |   |  |

**Explanation of Responses:**

- This transaction was executed in multiple trades at prices ranging from \$5.40 to \$5.43; 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 \$5.44 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.

**Remarks:**

/s/ Brian Walter, attorney-in-fact 06/14/2019

\*\* 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 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.

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.