

OMB APPROVAL	
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**INITIAL STATEMENT OF 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* <u>OAKTREE CAPITAL MANAGEMENT LP</u> <hr/> (Last) (First) (Middle) 333 SOUTH GRAND AVENUE 28TH FLOOR <hr/> (Street) LOS ANGELES CA 90071 <hr/> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 07/13/2017	3. Issuer Name and Ticker or Trading Symbol <u>Fifth Street Finance Corp. [ FSC ]</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) <hr/> 6. Individual or Joint/Group Filing (Check Applicable Line) <input type="checkbox"/> Form filed by One Reporting Person <input checked="" 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, par value \$0.01 per share	0	I	See Footnotes <sup>(1)(2)(3)(4)</sup>

**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				

1. Name and Address of Reporting Person* <u>OAKTREE CAPITAL MANAGEMENT LP</u> <hr/> (Last) (First) (Middle) 333 SOUTH GRAND AVENUE 28TH FLOOR <hr/> (Street) LOS ANGELES CA 90071 <hr/> (City) (State) (Zip)		
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1. Name and Address of Reporting Person* <u>Oaktree Holdings, Inc.</u> <hr/> (Last) (First) (Middle) 333 SOUTH GRAND AVENUE, 28TH FLOOR <hr/> (Street) LOS ANGELES CA 90071 <hr/> (City) (State) (Zip)		
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1. Name and Address of Reporting Person*		
<a href="#">Oaktree Capital Group, LLC</a>		
(Last)	(First)	(Middle)
333 SOUTH GRAND AVENUE 28TH FLOOR		
(Street)		
LOS ANGELES	CA	90071
(City) (State) (Zip)		
1. Name and Address of Reporting Person*		
<a href="#">Oaktree Capital Group Holdings GP, LLC</a>		
(Last)	(First)	(Middle)
333 SOUTH GRAND AVENUE 28TH FLOOR		
(Street)		
LOS ANGELES	CA	90071
(City) (State) (Zip)		

**Explanation of Responses:**

- On July 13, 2017, Oaktree Capital Management, L.P. ("Oaktree") entered into a Voting Agreement, dated as of July 13, 2017 (the "Voting Agreement"), with Fifth Street Holdings, L.P., Leonard M. Tannenbaum, the Leonard M. Tannenbaum Foundation, the Tannenbaum Family 2012 Trust and 777 West Putnam Avenue LLC (collectively, the "Stockholders") with respect to the shares of common stock, par value \$0.01 per share, of the Issuer (the "Common Stock") owned by the Stockholders. As a result, Oaktree may be deemed to beneficially own, pursuant to Rule 13d-3 under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), in excess of 10% of the issued and outstanding Common Stock, and Oaktree is filing this Form 3.
- (Continued from footnote 1) This Form 3 is also being filed by each of (i) Oaktree Holdings, Inc. ("Holdings, Inc.") as the general partner of Oaktree; (ii) Oaktree Capital Group, LLC ("OCG") as the sole stockholder of Holdings, Inc.; and (iv) Oaktree Capital Group Holdings GP, LLC ("OCGH GP", and, together with Oaktree, Holdings, Inc. and OCG, the "Reporting Persons") as the duly elected manager of OCG.
- Pursuant to the Voting Agreement, each of the Stockholders agreed to vote their shares of Common Stock (i) in favor of approving the proposed new investment advisory agreements between Oaktree and the Issuer and the election of certain nominees for election to the Issuer's board of directors and (ii) otherwise at the direction of Oaktree. The Voting Agreement terminates upon the earliest of Oaktree no longer advising the Issuer, the termination of the Asset Purchase Agreement, dated as of July 13, 2017 (the "APA"), among Fifth Street Management LLC, Oaktree and the other parties thereto and, with respect to any Stockholder, when such Stockholder no longer owns shares of Common Stock.
- If the APA terminates under certain circumstances where the stockholders of Fifth Street Asset Management Inc. have not approved the transactions contemplated by the APA, then the Voting Agreement will not terminate until six months after the termination of the APA. Each Stockholder has agreed not to transfer shares of Common Stock prior to the closing of the transactions contemplated by the APA. Following such closing, subject to a right of first refusal for the benefit of Oaktree, a Stockholder may transfer shares of Common Stock to third parties, subject to certain volume restrictions under certain circumstances. Based on representations given by the Stockholders, as of July 13, 2017, the Stockholders beneficially own 27,044,419.404 shares of Common Stock.

**Remarks:**

The Reporting Persons expressly disclaim beneficial ownership of the securities beneficially owned by the Stockholders, and the filing of this Form 3 shall not be deemed an admission of beneficial ownership by the Reporting Persons of such securities for purposes of Section 13 or 16 of the Exchange Act or for any other purpose.

[See Signatures Included in Exhibit 99.1](#)      07/21/2017

\*\* 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.**

This Statement on Form 3 is filed by the Reporting Persons listed below. The principal business address of the Reporting Persons is 333 South Grand Avenue, 28th Floor, Los Angeles, CA 90071.

Name of Designated Filer: OAKTREE CAPITAL MANAGEMENT, L.P.

Date of Event Requiring Statement: July 13, 2017.

Issuer Name: Fifth Street Finance Corp. [FSC]

OAKTREE CAPITAL MANAGEMENT, L.P.

By: /s/ Mary Gallegly

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Name: Mary Gallegly  
Title: Vice President

OAKTREE HOLDINGS, INC.

By: /s/ Mary Gallegly

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Name: Mary Gallegly  
Title: Vice President

OAKTREE CAPITAL GROUP, LLC

By: Oaktree Capital Group Holdings GP, LLC  
Its: Manager

By: /s/ Mary Gallegly

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Name: Mary Gallegly  
Title: Vice President

OAKTREE CAPITAL GROUP HOLDINGS GP, LLC

By: /s/ Mary Gallegly

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Name: Mary Gallegly  
Title: Vice President