

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

**FORM 8-K**

**CURRENT REPORT**  
Pursuant to Section 13 or 15(d) of  
The Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): August 26, 2019 (August 20, 2019)

**Oaktree Specialty Lending Corporation**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction  
of incorporation)

**814-00755**  
(Commission File Number)

**26-1219283**  
(IRS Employer Identification No.)

**333 South Grand Avenue, 28th Floor**  
**Los Angeles, CA**  
(Address of principal executive offices)

**90071**  
(Zip Code)

Registrant's telephone number, including area code: (213) 830-6300

**Not Applicable**  
(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
<b>Common stock, par value \$0.01 per share</b>	<b>OCSL</b>	<b>The Nasdaq Global Select Market</b>
<b>5.875% Unsecured Notes due 2024</b>	<b>OSLE</b>	<b>The New York Stock Exchange</b>
<b>6.125% Unsecured Notes due 2028</b>	<b>OCSLL</b>	<b>The Nasdaq Global Select Market</b>

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2).

Emerging Growth Company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

**Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

On August 20, 2019, Edgar Lee, the Chief Executive Officer and Chief Investment Officer of Oaktree Specialty Lending Corporation (the “Company”), informed the Company that he had determined to resign as the Chief Executive Officer and Chief Investment Officer of the Company, in each case effective September 30, 2019, for personal reasons.

On August 22, 2019, the Board of Directors of the Company (the “Board”) appointed Armen Panossian, 42, as the Company’s Chief Executive Officer and Chief Investment Officer, all effective September 30, 2019.

Mr. Panossian is a managing director and Head of Liquid Credit of Oaktree Capital Management, L.P. (“Oaktree”), the Company’s investment adviser, as well as portfolio manager for Oaktree’s U.S. Senior Loan strategy. He also oversees the firm’s Structured Credit, U.S., European and Global High Yield Bond, European Senior Loan, and U.S., Non-U.S. and High Income Convertibles strategies. In January 2014, Mr. Panossian joined the U.S. Senior Loan team to assume co-portfolio management responsibilities and lead the development of Oaktree’s CLO business. Mr. Panossian joined Oaktree in 2007 as a senior member of its Distressed Debt investment team.

On August 22, 2019, the Board appointed Mathew M. Pendo as the Company’s President, effective immediately. Mr. Pendo will continue in his role as the Company’s Chief Operating Officer.

On August 26, 2019, the Company issued a press release announcing the foregoing changes to its management team. A copy of the press release is attached hereto as Exhibit 99.1.

**Item 9.01. Financial Statements and Exhibits.**

(d) *Exhibits*

99.1 [Press release of Oaktree Specialty Lending Corporation dated August 26, 2019](#)

**SIGNATURE**

Pursuant to the requirements of the Exchange Act, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

OAKTREE SPECIALTY LENDING CORPORATION

Date: August 26, 2019

By: /s/ Mathew Pendo

Name: Mathew Pendo

Title: Chief Operating Officer



## **Oaktree Specialty Lending Corporation Announces Senior Leadership Transition**

***Armen Panossian to succeed Edgar Lee as Chief Executive Officer and Chief Investment Officer  
Mathew Pendo, Chief Operating Officer, appointed President***

LOS ANGELES, CA, August 26, 2019 – Oaktree Specialty Lending Corporation (NASDAQ:OCSL) (“Oaktree Specialty Lending” or the “Company”) today announced that Edgar Lee, Chief Executive Officer and Chief Investment Officer, has resigned from the Company for personal reasons, effective September 30, 2019. With Mr. Lee’s strong support, OCSL’s Board of Directors has appointed Armen Panossian to succeed Mr. Lee as Chief Executive Officer and Chief Investment Officer. Messrs. Panossian and Lee, who joined Oaktree at the same time and have a long-standing relationship, will work closely together through the end of the calendar year to ensure a smooth transition of responsibilities.

Mr. Panossian, Managing Director and Head of Oaktree’s Performing Credit organization, has spent over 12 years at the firm, including most recently as Head of Liquid Credit and Portfolio Manager of Oaktree’s U.S. Senior Loan strategy. Mr. Panossian has also led the successful launches of Oaktree’s CLO and Structured Credit strategies and was previously a member of Oaktree’s Distressed Debt investment team. Mr. Panossian received a B.A. degree in economics with honors and distinction from Stanford University, an M.S. degree in health services research from Stanford Medical School and J.D. and M.B.A. degrees from Harvard Law School and Harvard Business School. He is a member of the State Bar of California.

John Frank, Chairman of the Board of Directors of Oaktree Specialty Lending, said, “Armen’s leadership experience and investment acumen make him the ideal leader for OCSL. He is a respected investor with extensive experience in both performing and opportunistic credit. Since joining Oaktree in 2007 as a valued member of our Distressed Debt investment team, Armen has gone on to successfully reposition our U.S. Senior Loan strategy, launch our CLO and Structured Credit businesses and oversee all of our liquid credit strategies. I can’t imagine anyone better suited to lead our company.”

Mr. Panossian said, “I look forward to continuing to execute our plan to deliver superior shareholder returns while maintaining our disciplined and risk-controlled investment approach. We have a strong team committed to managing OCSL and I look forward to working with them on behalf of our shareholders.”

Mr. Frank added, “We are very grateful to Edgar for his leadership and contributions to OCSL since we started managing the company nearly two years ago. We understand and support Edgar’s need to tend to family matters, and we wish him the very best in his future endeavors.”

In connection with this transition, Matt Pendo has been appointed President, effective immediately. Mr. Pendo will also continue to serve in his role as Chief Operating Officer.

Mr. Frank commented, “Matt has played a critical role in the development and execution of our strategy, including optimizing our balance sheet and interacting with all of our major stakeholders. We congratulate Matt on this well-deserved promotion and look forward to his future contributions to OCSL.”

Oaktree’s Strategic Credit team, which is comprised of 22 investment professionals, will report to Mr. Panossian and will continue to manage OCSL’s portfolio, maintaining the same overall investment approach.

### **About Oaktree Specialty Lending Corporation**

Oaktree Specialty Lending Corporation (NASDAQ:OCSL) is a specialty finance company dedicated to providing customized one-stop credit solutions to companies with limited access to public or syndicated capital markets. The firm seeks to generate current income and capital appreciation by providing companies with flexible and innovative financing solutions including first and second lien loans, unsecured and mezzanine loans, and preferred equity. The company is regulated as a business development company under the Investment Company Act of 1940, as amended. Oaktree Specialty Lending is managed by Oaktree Capital Management, L.P. For additional information, please visit Oaktree Specialty Lending’s website at [www.oaktreespecialtylending.com](http://www.oaktreespecialtylending.com).

### **Contact**

Investor Relations:

Oaktree Specialty Lending Corporation  
Michael Mosticchio  
(212) 284-1900  
[ocsl-ir@oaktreecapital.com](mailto:ocsl-ir@oaktreecapital.com)

Media Relations:

Financial Profiles, Inc.  
Maira Conlon  
(310) 478-2700  
[mediainquiries@oaktreecapital.com](mailto:mediainquiries@oaktreecapital.com)