

GT Solar International, Inc.
Form 4
November 09, 2010

FORM 4

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

OMB APPROVAL

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
Oaktree Capital Group Holdings GP, LLC

(Last) (First) (Middle)

C/O OAKTREE CAPITAL MANAGEMENT, L.P., 333 SOUTH GRAND AVENUE, 28TH FLOOR

(Street)

LOS ANGELES, CA 90071

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

GT Solar International, Inc. [SOLR]

3. Date of Earliest Transaction (Month/Day/Year)

11/05/2010

4. If Amendment, Date Original Filed (Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)

6. Individual or Joint/Group Filing (Check Applicable Line)

Form filed by One Reporting Person
 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 Ownership (Instr. 4)		
			Code	V	Amount	(A) or (D)	Price		
Common Stock	11/05/2010	11/05/2010	S		26,500,000 <u>(1)</u>	D	\$ 7.6606 24,638,149	I	By GT Solar Holdings, LLC <u>(2)</u> <u>(3)</u> <u>(4)</u>
Common Stock	11/08/2010	11/08/2010	S		7,000,000	D	\$ 8.6 17,638,149	I	By GT Solar Holdings, LLC <u>(2)</u> <u>(3)</u> <u>(4)</u>

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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

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 Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 6)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Oaktree Capital Group Holdings GP, LLC C/O OAKTREE CAPITAL MANAGEMENT, L.P. 333 SOUTH GRAND AVENUE, 28TH FLOOR LOS ANGELES, CA 90071	X	X		
Oaktree Capital Group Holdings, L.P. C/O OAKTREE CAPITAL MANAGEMENT, L.P. 333 SOUTH GRAND AVENUE, 28TH FLOOR LOS ANGELES, CA 90071	X	X		
Oaktree Capital Group, LLC C/O OAKTREE CAPITAL MANAGEMENT, L.P. 333 SOUTH GRAND AVENUE, 28TH FLOOR LOS ANGELES, CA 90071	X	X		
OAKTREE HOLDINGS, LLC C/O OAKTREE CAPITAL MANAGEMENT, L.P. 333 SOUTH GRAND AVENUE, 28TH FLOOR LOS ANGELES, CA 90071	X	X		
OCM HOLDINGS I, LLC C/O OAKTREE CAPITAL MANAGEMENT, L.P.	X	X		

333 SOUTH GRAND AVENUE, 28TH FLOOR
LOS ANGELES, CA 90071

Oaktree Capital I, L.P.

C/O OAKTREE CAPITAL MANAGEMENT, L.P. X X
333 SOUTH GRAND AVENUE, 28TH FLOOR
LOS ANGELES, CA 90071

OAKTREE FUND GP I, L.P.

C/O OAKTREE CAPITAL MANAGEMENT, L.P. X X
333 SOUTH GRAND AVENUE, 28TH FLOOR
LOS ANGELES, CA 90071

OCM Power Opportunities Fund II GP, L.P.

C/O OAKTREE CAPITAL MANAGEMENT, L.P. X
333 SOUTH GRAND AVENUE, 28TH FLOOR
LOS ANGELES, CA 90071

OCM Power Opportunities Fund II GP (Cayman) Ltd.

C/O OAKTREE CAPITAL MANAGEMENT, L.P. X
333 SOUTH GRAND AVENUE, 28TH FLOOR
LOS ANGELES, CA 90071

Oaktree Holdings, Inc.

C/O OAKTREE CAPITAL MANAGEMENT, L.P. X X
333 SOUTH GRAND AVENUE, 28TH FLOOR
LOS ANGELES, CA 90071

Signatures

OAKTREE CAPITAL GROUP HOLDINGS GP, LLC By: /s/ Todd Molz Name: Todd Molz
Title: Managing Director, General Counsel By: /s/ Martin Boskovich Name: Martin
Boskovich Title: Vice President, Legal 11/09/2010

__Signature of Reporting Person Date

OAKTREE CAPITAL GROUP HOLDINGS, L.P. By: Oaktree Capital Group Holdings GP,
LLC Its: General Partner By: /s/ Todd Molz Name: Todd Molz Title: Managing Director,
General Counsel By: /s/ Martin Boskovich Name: Martin Boskovich Title: V.P., Legal 11/09/2010

__Signature of Reporting Person Date

OAKTREE CAPITAL GROUP, LLC By: /s/ Todd Molz Name: Todd Molz Title: Senior
Vice President and Secretary By: /s/ Martin Boskovich Name: Martin Boskovich Title: Vice
President and Assistant Secretary 11/09/2010

__Signature of Reporting Person Date

OAKTREE HOLDINGS, LLC By: Oaktree Capital Group, LLC Its: Managing Member By:
/s/ Todd Molz Name: Todd Molz Title: Senior Vice President and Secretary By: /s/ Martin
Boskovich Name: Martin Boskovich Title: Vice President and Assistant Secretary 11/09/2010

__Signature of Reporting Person Date

OCM HOLDINGS I, LLC By: /s/ Todd Molz Name: Todd Molz Title: Vice President and
Secretary By: /s/ Martin Boskovich Name: Martin Boskovich Title: Vice President and
Assistant Secretary 11/09/2010

__Signature of Reporting Person Date

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OAKTREE CAPITAL I, L.P. By: OCM Holdings I, LLC Its: General Partner By: /s/ Todd Molz Name: Todd Molz Title: Vice President and Secretary By: /s/ Martin Boskovich Name: Martin Boskovich Title: Vice President and Assistant Secretary 11/09/2010

__Signature of Reporting Person Date

OAKTREE FUND GP I, L.P. By: /s/ Todd Molz Name: Todd Molz Title: Authorized Signatory By: /s/ Martin Boskovich Name: Martin Boskovich Title: Authorized Signatory 11/09/2010

__Signature of Reporting Person Date

OCM POWER OPPORTUNITIES FUND II GP, L.P. By: Oaktree Fund GP I, L.P. Its: General Partner By: /s/ Todd Molz Name: Todd Molz Title: Authorized Signatory By: /s/ Martin Boskovich Name: Martin Boskovich Title: Authorized Signatory 11/09/2010

__Signature of Reporting Person Date

OCM POWER OPP. FUND II GP (CAYMAN) LTD. By: OCM Power Opp. Fund II GP, L.P. Its: Director By: Oaktree Fund GP I, L.P. Its: G.P. By: /s/ Todd Molz Name: Todd Molz Title: Auth. Signatory By: /s/ Martin Boskovich Name: Martin Boskovich Title: Auth. Signatory 11/09/2010

__Signature of Reporting Person Date

OAKTREE HOLDINGS, INC. By: /s/ Todd Molz Name: Todd Molz Title: Vice President and Secretary By: /s/ Martin Boskovich Name: Martin Boskovich Title: Vice President and Assistant Secretary 11/09/2010

__Signature of Reporting Person Date

Explanation of Responses:

* 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).

(1) Represents 26.5 million shares repurchased by GT Solar International, Inc. from GT Solar Holdings, LLC, pursuant to a stock repurchase agreement dated November 5, 2010.

(2) These shares are owned directly by GT Solar Holdings, LLC, OCM/GFI Power Opportunities Fund II, L.P., or the "Main Fund," and OCM/GFI Power Opportunities Fund II (Cayman), L.P. ("Cayman Fund" and together with the Main Fund, "OCM/GFI Funds") are together the managing member of GT Solar Holdings, LLC. Oaktree Capital Management, L.P. ("OCM") is one of the two investment managers of each of the OCM/GFI Funds. Voting and investment power with respect to securities owned by the OCM/GFI Funds is exercised by a four-person committee, including two representatives of OCM (any two of Messrs. Stephen A. Kaplan, Michael P. Harmon, Bruce A. Karsh and Howard S. Marks).

(3) Oaktree Holdings, Inc. is the general partner of OCM. Oaktree Capital Group, LLC is the sole shareholder of Oaktree Holdings, Inc. Oaktree Capital Group Holdings, L.P. controls Oaktree Capital Group, LLC. Oaktree Capital Group Holdings GP, LLC is the general partner of Oaktree Capital Group Holdings, L.P. Oaktree Capital Group Holdings GP, LLC is managed by Howard S. Marks, Bruce A. Karsh, Sheldon M. Stone, Larry W. Keele, Stephen A. Kaplan, John B. Frank, David Kirchheimer and Kevin L. Clayton.

(4) By virtue of the ownership structure described above, each of the OCM/GFI Funds, Oaktree Capital Group Holdings GP, LLC, Oaktree Capital Group Holdings, L.P., Oaktree Capital Group, LLC, Oaktree Holdings, Inc., OCM, Howard S. Marks, Bruce A. Karsh, Sheldon M. Stone, Larry W. Keele, Stephen A. Kaplan, John B. Frank, David Kirchheimer, Kevin L. Clayton and Michael P. Harmon may be deemed to have beneficial ownership of the shares owned by GT Solar Holdings, LLC. Each of the foregoing persons expressly disclaims beneficial ownership of the shares held by GT Solar Holdings, LLC, except to the extent of their respective pecuniary interests therein.

Remarks:

This Form 4 is being filed in two parts due to the large number of reporting persons. This filing is filed by Oaktree Capital Gro

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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