

STORE CAPITAL Corp  
Form 4  
March 01, 2016

**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 \*  
STORE Holding Company, LLC

2. Issuer Name and Ticker or Trading Symbol  
STORE CAPITAL Corp [STOR]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
8501 EAST PRINCESS  
DRIVE, SUITE 190  
  
(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
03/01/2016

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

SCOTTSDALE, AZ 85255

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

(City) (State) (Zip)

**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 Ownership (Instr. 4)
				Code V Amount (A) or (D) Price			
Common Stock	03/01/2016		S	20,000,000 D \$ 24.13	36,336,144	D (1) (2) (3) (4) (5)	

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

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SEC 1474 (9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

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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 Beneficially (Instr. 5)
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## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
STORE Holding Company, LLC 8501 EAST PRINCESS DRIVE SUITE 190 SCOTTSDALE, AZ 85255	X	X		
OCM STR Holdings, L.P. C/O OAKTREE CAPITAL MANAGEMENT, L.P. 333 S. GRAND AVENUE, 28TH FLOOR LOS ANGELES, CA 90071	X	X		
OCM STR Holdings II, L.P. C/O OAKTREE CAPITAL MANAGEMENT, L.P. 333 S. GRAND AVENUE, 28TH FLOOR LOS ANGELES, CA 90071	X	X		
OCM FIE, LLC 333 SOUTH GRAND AVENUE 28TH FLOOR LOS ANGELES, CA 90071	X	X		
OAKTREE CAPITAL MANAGEMENT LP 333 S GRAND AVE 28TH FL LOS ANGELES, CA 90071	X	X		
Oaktree Capital Group, LLC 333 SOUTH GRAND AVENUE 28TH FLOOR LOS ANGELES, CA 90071	X	X		
Oaktree Capital Group Holdings GP, LLC 333 SOUTH GRAND AVENUE 28TH FLOOR	X	X		

LOS ANGELES, CA 90071

Oaktree Holdings, Inc.  
 333 SOUTH GRAND AVENUE  
 28TH FLOOR  
 LOS ANGELES, CA 90071

X X

## Signatures

See signatures included in  
 Exhibit 99.1

03/01/2016

\_\_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) The reporting persons may be deemed directors by deputation by virtue of their right to designate representatives to be nominated by STORE Capital Corporation (the "Issuer") to serve on the Issuer's board of directors. Rajath Shourie, Mahesh Balakrishnan, Derek Smith and Manish Desai were nominated by STORE Holding as its designated nominees and elected by the Issuer's stockholders on June 4, 2015.

(2) This Form 4 is being filed with respect to the sale of 20,000,000 shares of common stock, par value \$0.01 per share (the "Common Stock"), directly owned by STORE Holding Company, LLC ("STORE Holding"). This Form 4 is also being filed by (i) OCM STR Holdings, L.P. and OCM STR Holdings II, L.P. solely in their capacity as the majority unitholders of STORE Holding; (ii) OCM FIE, LLC, solely in its capacity as the general partner of each of OCM STR Holdings, L.P. and OCM STR Holdings II, L.P.; (iii) Oaktree Capital Management, L.P. solely in its capacity as the managing member of OCM FIE, LLC; (iv) Oaktree Holdings, Inc., solely in its capacity as the general partner of Oaktree Capital Management, L.P.; and (v) Oaktree Capital Group, LLC, solely in its capacity as the sole shareholder of Oaktree Holdings, Inc.

(3) This Form 4 is also being filed by Oaktree Capital Group Holdings GP, LLC, ("OCGH GP" and together with STORE Holding, OCM STR Holdings, L.P., OCM STR Holdings II, L.P., OCM FIE, LLC, Oaktree Capital Management, L.P., Oaktree Holdings, Inc. and Oaktree Capital Group, LLC, the "Reporting Persons" and each individually a "Reporting Person") solely in its capacity as the duly elected manager of Oaktree Capital Group, LLC.

(4) Information with respect to each Reporting Person is given solely by such Reporting Person, and no such Reporting Person has responsibility for the accuracy or completeness of information supplied by another Reporting Person. Each Reporting Person, other than STORE Holding with respect to its direct holdings, disclaims beneficial ownership of the securities reported herein except to the extent of their respective pecuniary interest therein and the filing of this Form 4 shall not be construed as an admission that any such Reporting Person is the beneficial owner of any securities covered by this Form 4.

(5) The members of OCGH GP are Howard S. Marks, Bruce A. Karsh, Jay S. Wintrob, John B. Frank, Sheldon M. Stone, Stephen A. Kaplan and David M. Kirchheimer (each, an "OCGH GP Member" and collectively, the "OCGH GP Members"), who, by virtue of their membership interests in OCGH GP, may be deemed to share voting and dispositive power with respect to the shares of common stock held by STORE Holding. Except to the extent of their respective pecuniary interest, each OCGH GP Member disclaims beneficial ownership of the securities reported herein and the filing of this Form 4 shall not be construed as an admission that any such person is the beneficial owner of any securities covered by this Form 4.

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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