FORM D OMB APPROVAL UNITED STATES OMB Number: 3235-0076 SECURITIES AND EXCHANGE COMMISSION April 30, 2008 Expires: April 30 Estimated average burden hours per response....... Washington, D.C. 20549 RECD 3.B.O. 16 00 FORM D OCT 03 2007 SEC USE ONLY NOTICE OF SALE OF SECURITIES Prefix PURSUANT TO REGULATION D, Serial **SECTION 4(6), AND/OR** 1086 DATE RECEIVED UNIFORM LIMITED OFFERING EXEMPTION Name of Offering (check if this is an amendment and name has changed, and indicate change.) Oaktree Loan Fund (Cayman), Ltd. ULOE Rule 506 Section 4(6) Rule 504 Rule 505 Filing Under (Check box(es) that apply): New Filing Type of Filing: Amendment A. BASIC IDENTIFICATION DATA Enter the information requested about the issuer check if this is an amendment and name has changed, and indicate change.) Name of Issuer (Oaktree Loan Fund (Cayman), Ltd. (the "Company") (Number and Street, City, State, Zip Code) Telephone Number (Including Area Code) Address of Executive Offices 333 South Grand Avenue, 28th Floor, Los Angeles, CA 90071 (212) 830-6300 Telephone Number (Including Area Code) Address of Principal Business Operations (Number and Street, City, State, Zip Code) (if different from Executive Offices) Brief Description of Business Investment vehicle. Type of Business Organization other (please specify): a Cayman Islands exempted company corporation limited partnership, already formed limited partnership, to be formed business trust <u> Үеаг</u> 0 7 Actual | Estimated Actual or Estimated Date of Incorporation or Organization: Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State: CN for Canada; FN for other foreign jurisdiction) GENERAL INSTRUCTIONS Federal: Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6). When to File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address. Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549. Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures. Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

2. Enter the information r		A. BASIC IDENT	IFICATION DATA		
	equested for the follow	ring;			
 Each promo 	oter of the issuer, if the	issuer has been organized wit	thin the past five years;		
 Each benefit issuer; 	icial owner having the	power to vote or dispose, or d	lirect the vote or disposition	of, 10% or more of	a class of equity securities of th
Each execu	tive officer and directo	or of corporate issuers and of c	corporate general and manag	ing partners of parts	nership issuers; and
Each generation	al and managing partne	er of partnership issuers.			
Theck Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
ull Name (Last name first, i Daktree Capital Manageme					
Business or Residence Addre 33 South Grand Avenue, 2					
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, i Marks, Howard S.	f individual)				
Business or Residence Addre Lo Oaktree Capital Manag	-	, City, State, Zip Code) th Grand Avenue, 28 th Floor	, Los Angeles, CA 90071		
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, i Karsh, Bruce A.	f individual)				
Business or Residence Addre		i, City, State, Zip Code) th Grand Avenue, 28th Floor	, Los Angeles, CA 90071		
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, i Alexander, Emily	f individual)				
Business or Residence Addre		t, City, State, Zip Code) th Grand Avenue, 28th Floor	, Los Angeles, CA 90071		
Co Oakti ee Capitai Manag					
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Check Box(es) that Apply: Full Name (Last name first, i		Beneficial Owner	Executive Officer	Director	_
Check Box(es) that Apply: Full Name (Last name first, i Masson, Richard Business or Residence Addre	if individual)			Director	_
Check Box(es) that Apply: Full Name (Last name first, i Masson, Richard Business or Residence Addre c/o Oaktree Capital Manag	if individual)	ı, City, State, Zip Code)		Director Director	_
Check Box(es) that Apply: Full Name (Last name first, i Masson, Richard Business or Residence Addre c/o Oaktree Capital Manag Check Box(es) that Apply: Full Name (Last name first, i	if individual) ess (Number and Street gement, L.P., 333 Sout	ı, City, State, Zip Code) th Grand Avenue, 28 th Floor	, Los Angeles, CA 90071		Managing Partner General and/or
Check Box(es) that Apply: Full Name (Last name first, i Masson, Richard Business or Residence Addre c/o Oaktree Capital Manag Check Box(es) that Apply: Full Name (Last name first, i Stone, Sheldon Business or Residence Addre	ess (Number and Street gement, L.P., 333 Sout Promoter if individual) ess (Number and Street	t, City, State, Zip Code) th Grand Avenue, 28 th Floor Beneficial Owner	, Los Angeles, CA 90071 Executive Officer		Managing Partner General and/or
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			A. BASIC IDENT	IFICATION DATA		
2. Enter the	information re	quested for the follow	ring:	<u> — — — — — — — — — — — — — — — — — — </u>		_
•	Each promot	ter of the issuer, if the	issuer has been organized wi	thin the past five years;		
•	Each benefic issuer;	cial owner having the	power to vote or dispose, or c	firect the vote or disposition	of, 10% or more of	a class of equity securities of the
•	Each execut	ive officer and directo	r of corporate issuers and of o	corporate general and manag	ing partners of part	nership issuers; and
•	Each genera	l and managing partne	er of partnership issuers.			
Check Box(es)	that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Las Kirchheimer, I		individual)				
			, City, State, Zip Code) h Grand Avenue, 28 th Floor	, Los Angeles, CA 90071		
Check Box(es)	that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Las Frank, John B		individual)				
		•	, City, State, Zip Code) h Grand Avenue, 28 th Floor	, Los Angeles, CA 90071		
Check Box(es)	that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
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		s (Number and Street	, City, State, Zip Code) NY 10019			
1501 Avenue 0	,-	,				
Check Box(es)		Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
-	that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	_
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					B. IN	FORMATI	ION ABOU	T OFFERI	NG					
					•				-				YES	NO
1. Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering?										\boxtimes				
Answer also in Appendix, Column 2, if filing under ULOE 2. What is the minimum investment that will be accepted from any individual?									\$50,000	000*				
	What is the m * The Direct						uuai?	***************			*****************	-	330,000	J,UUU
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3. [4]	Enter the inf	ing penni ormation	requested fo	or each ners	son who has	s been or w	ill be paid o	or given, di	rectly or in	directly, ar	v commissi	ion or		
8	imilar remu	neration fo	or solicitatio	n of purcha	sers in cont	ection with	sales of sec	urities in th	e offering.	If a person	to be listed	l is an		
ŧ	ssociated pe	erson or ag	gent of a bro	oker or deal	ler registere	d with the S	EC and/or v	with a state	or states, li	st the name	e of the brol	ker or		
	lealer. If mo			ns to be list	ied are assoc	ciated persoi	ns of such a	proker or a	eater, you r	nay set ton	in the intorn	nation		
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States i	n Which Per	son Listed	Has Solicit	ed or Intend	ls to Solicit	Purchasers								
	(Check "	All States'	or check in	ndividual St	ates)						🔲 AI	ll States		
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[MT]	(NE)	[NV]	(NH)	[[1]	[NM] [UT]	[NY]	[NC] [VA]	[ND] [WA]	[OH] [WV]	[OK] [WI]	[OR] [WY]	[PA] [PR]		
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Bus	iness or Resi	dence Ado	iress (Numb	er and Stree	et, City, Star	te, Zip Code)							
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[IL] [MT]	[IN]	[IA] [NV]	[KS] [NH]	[KY] [NJ]	[LA] [NM]	[ME] [NY]	[MD] [NC]	[ND]	[OH]	[OK]	[OR]	[PA]		
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]		
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Bu	siness or Res	sidence Ad	ldress (Num	ber and Stre	et, City, Sta	ite, Zip Cod	e)							
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State	s in Which F	erson List	ed Has Soli	cited or Inte	nds to Solic	it Purchaser	s							
(Chec	k "All States	s" or check	individual	States)			**************	.,		,		All State	s	
[AL]	[AK]	(AZ)	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]		
[1L]	[NI]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MC	-	
[MT]	[NE]	[NV]		[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA	_	
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(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS 1. Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box and indicate in the columns below the amounts of the securities offered for exchange and already exchanged. Aggregate Amount Type of Security Offering Price Already Sold -0--0-3 -0--0-\$ | | Preferred Common Convertible Securities (including warrants). -0-\$ 5,000,000,000 \$ 362,500,000 Partnership Interests Other (Specify)...... \$ -0-2 **-**0-362,500,000 \$ 5,000,000,000 \$ Total Answer also in Appendix, Column 3, if filing under ULOE. 2. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total line. Enter "0" if answer is "none" or "zero." Aggregate Number **Dollar Amount** of Purchases Investors \$ 362,500,000 5 -0-\$ -0-Non-accredited investors NA Total (for filings under Rule 504 only) NA S Answer also in Appendix, Column 4, if filing under ULOE. 3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C - Question 1. **Dollar Amount** Type of Type of offering Sold Security NA S NA Rule 505 NΑ NA S Regulation A.... NΑ S NA Rule 504 NA ÑA Total 4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate. Transfer Agent's Fees..... Printing and Engraving Costs -0-Legal Fees Accounting Fees

Total

Engineering Fees

Sales Commissions (specify finders' fees separately).....

Other Expenses (identify) <u>Travel and miscellaneous</u>....

-0-

-0-

^{*} Organizational Expenses, up to \$2 million, will be borne by Oaktree Loan Fund, L.P. and Oaktree Loan Fund 2x, L.P., affiliates of the Company.

5.1 Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to be used for each purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the late estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set for response to Part C - Question 4.b above. Salaries and fees Purchase of real estate Purchase, rental or leasing and installation of machinery and equipment Construction or leasing of plant buildings and facilities. Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger).	of the ceft of rth in	F I S S S S S S S S S S S S S S S S S S	Payments to Officers Directors & Affiliates -000-		Pa \$	oyments to Others -0- -0-
Purchase of real estate Purchase, rental or leasing and installation of machinery and equipment Construction or leasing of plant buildings and facilities Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another		\$ \$ \$	Officers Directors & Affiliates -0- -0-		\$ \$ \$	Others -0- -0-
Purchase of real estate Purchase, rental or leasing and installation of machinery and equipment Construction or leasing of plant buildings and facilities Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another		\$ \$	-0- -0-		\$ \$	-0-
Purchase, rental or leasing and installation of machinery and equipment	\boxtimes	s	-0-		\$	
Purchase, rental or leasing and installation of machinery and equipment	\boxtimes	s				-0-
Construction or leasing of plant buildings and facilities			-0-		<u> </u>	
Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another						-0-
issuer pursuant to a merger)	6 2			[]		
	\boxtimes	\$	-0-	_ 🗵	-	-0-
Repayment of indebtedness	\boxtimes	\$	-0-	_ 🛛	\$	-0-
Working capital	\boxtimes	\$	- 0-	\boxtimes	\$	-0-
Other (specify) Portfolio Investments	\boxtimes	\$	-0-		\$5,0	00,000,000
	_		-			
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Column Totals	\boxtimes		-0-		\$5.0	00,000,000
Total Payments Listed (column totals added)						0.000
D. FEDERAL SIGNATURE						

Oaktree Loan Fund (Cayman), Ltd.	Signature .	09/26/07				
Name (Print or Type)	Title of Signer (Print or Type)					
Emily Alexander	Vice President of Oaktree Capital Management, L.P., the Director of the Company					



ATTENTION

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001).