FORM D



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

FORM D

NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D, SECTION 4(6), AND/OR UNIFORM LIMITED OFFERING EXEMPTION

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- 1	OMB API	PROVAL
1	OMB Number:	3235-0076
- 1	Expires:	April 30, 2008
- 1	Expires.	April 30, 2000
- 1	Estimated average	se 16.00
	hours per respon	se 10.00 I

	SEC	USE	ONLY	
Prefix				Serial
	DATE	REC	EIVED	
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Name of Offering (check if this is an amendment and name has changed, and indicate change.) Oaktree Loan Fund, L.P.				
Filing Under (Check box(es) that apply): Rule 504 Rule 505 Rule 506 Type of Filing: New Filing Amendment	Section 4(6) ULOE RECEIVED			
A. BASIC IDENTIFICATION DATA	OCT 1042007			
1. Enter the information requested about the issuer	23			
Name of Issuer (check if this is an amendment and name has changed, and indicate change.) Oaktree Loan Fund, L.P. (the "Partnership")	185/8			
Address of Executive Offices (Number and Street, City, State, Zip Code) 333 South Grand Avenue, 28th Floor, Los Angeles, CA 90071	Telephone Number (Including Area Code) (212) 830-6300			
Address of Principal Business Operations (Number and Street, City, State, Zip Code) (if different from Executive Offices)	Telephone Number (Including Area Code)			
Brief Description of Business Investment vehicle.				
Type of Business Organization corporation limited partnership, already formed business trust limited partnership, to be formed	3 PROCESSED			
Actual or Estimated Date of Incorporation or Organization: Month Year 0 8 0 7 Actual	Estimated OCT 1 0 2007			
Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State: CN for Canada; FN for other foreign jurisdiction)	THOMSON			
GENERAL INSTRUCTIONS	THURWORL			

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 Part B 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.

		A. BASIC IDENT	IFICATION DATA						
2. Enter the information	ion requested for the follow	ving:							
	 Each premoter of the issuer, if the issuer has been organized within the past five years; 								
 Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer; 									
 Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and 									
• Each g	eneral and managing partn	er of partnership issuers.							
Check Box(es) that App	y: Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner				
Full Name (Last name f Stone, Sheldon	rst, if individual)								
Business or Residence A c/o Oaktree Capital M	ddress (Number and Street inagement, L.P., 333 Sou	t, City, State, Zip Code) th Grand Avenue, 28 th Floor	, Los Angeles, CA 90071						
Check Box(es) that App	y: Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner				
Full Name (Last name f Keele, Lawrence	rst, if individual)								
Business or Residence	ddress (Number and Stree	t, City, State, Zip Code) th Grand Avenue, 28th Floor	r, Los Angeles, CA 90071						
Check Box(es) that App		Beneficial Owner	Executive Officer	Director	General and/or Managing Partner				
Full Name (Last name f Kirchheimer, David M									
	ddress (Number and Stree	t, City, State, Zip Code) th Grand Avenue, 28th Floor	r, Los Angeles, CA 90071						
Check Box(es) that App		Beneficial Owner	Executive Officer	Director	General and/or Managing Partner				
Full Name (Last name i	rst, if individual)			· -					
	Address (Number and Stree	et, City, State, Zip Code) th Grand Avenue, 28th Floo	r, Los Angeles, CA 90071						
Check Box(es) that App	ly: Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner				
Full Name (Last name to Clayton, Kevin	rst, if individual)			-					
Business or Residence	Address (Number and Stree cas, 34th Floor, New York			<u>-</u>					
Check Box(es) that App		Beneficial Owner	Executive Officer	Director	General and/or Managing Partner				
Full Name (Last name t	irst, if individual)								
Business or Residence	Address (Number and Stree	et, City, State, Zip Code) oth Grand Avenue, 28th Floo	r, Los Angeles, CA 90071						
Check Box(es) that App		Beneficial Owner	Executive Officer	Director	General and/or Managing Partner				
Full Name (Last name	irst, if individual)			•					
Business or Residence	Address (Number and Stree	et, City, State, Zip Code)							

		A. BASIC IDENT	IFICATION DATA					
2. Enter the information re	quested for the follow	ing:						
•	•	issuer has been organized wi	* =					
 Each benefic issuer; 	 Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer; 							
Each execution	ive officer and directo	r of corporate issuers and of o	corporate general and manag	ing partners of parti	nership issuers; and			
Each genera	l and managing partne	r of partnership issuers.			·			
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner			
Full Name (Last name first, if Stone, Sheldon	individual)							
Business or Residence Addres			, 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, if Keele, Lawrence	individual)				11111			
Business or Residence Addres			Los Angeles, CA 90071					
				Director	General and/or			
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	☐ Director	Managing Partner			
Full Name (Last name first, if Kirchheimer, David M.	individual)							
Business or Residence Addres			Los Angeles CA 90071					
	<u></u>	Beneficial Owner	Executive Officer	Director	General and/or			
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer		Managing Partner			
Full Name (Last name first, if Frank, John B.	individual)							
Business or Residence Addres			. Los Angeles, CA 90071					
		Beneficial Owner	Executive Officer	Director	General and/or			
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	Managing Partner			
Full Name (Last name first, if Clayton, Kevin	individual)							
Business or Residence Addres	ss (Number and Street	, City, State, Zip Code)						
1301 Avenue of Americas, 3	4th Floor, New York,	New York 10019						
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner			
Full Name (Last name first, if	individual)				-			
Kaplan, Stephen A. Business or Residence Address	ss (Number and Street	City State Zin Code)	 		-			
c/o Oaktree Capital Manage			r, 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, if	findividual)	······································		,	····			
Business or Residence Addres	ss (Number and Street	, City, State, Zip Code)		<u>.</u>				

					73 FA	EODE AT	ION ABOT	r Organi	NC					
					B. IN	FURMATI	ON ABOU	I 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									\$50,000	.000*				
2. What is the minimum investment that will be accepted from any individual? * The General Partner reserves the right to accept lesser amounts.							_		,,,,,,,					
· · · · · · · · · · · · · · · · · · ·								YES	NO					
3. E	oes the offer	ring permi	t joint owne	rship of a s	ingle unit?								\boxtimes	
4. E	inter the info imilar remui	ormation in	requested for	or each pers	son who has	s been or w. section with	ill be paid of sales of seco	or given, dir urities in the	rectly or in e offering	directly, ar If a person	y commiss to be listed	ion or 1 is an		
а	ssociated pe	rson or ag	ent of a bro	oker or deal	ler registere	d with the S	EC and/or v	vith a state	or states, li	st the name	e of the bro	ker or		
	lealer. If mo			ns to be list	ted are asso	ciated persor	ns of such a	broker or d	ealer, you r	nay set fort	th the inform	nation		
	me (Last nai			·										
NA D	75 1.1	4 11	· Ob. 1	10/	Oles Care C	7: Ca J-\								
Busines	s or Resider	ice Addres	s (Number	and Street,	City, State, 7	Lip Code)								
									سي نيبي بيسي					
Name o	f Associated	Broker o	r Dealer				<u>-</u>							
States in	Which Per	son Listed	Has Solicit	ed or Intend	ls to Solicit	Purchasers								
	(Check "	All States'	or check ir	idividual St	ates)						🔲 Al	ll States		
[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[[[]]		
[IL] [MT]	[IN] [NE]	[IA] [NV]	[KS] [NH]	[KY] [NJ]	[LA] [NM]	[ME] [NY]	[MD] [NC]	[MA] [ND]	[MI] [OH]	[MN] [OK]	[MS] [OR]	[MO] [PA]		
(RI)	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	(WI)	[WY]	[PR]		
	ne (Last nan	ne first, if	individual)											
Busi	ness or Resi	dence Ado	lress (Numb	er and Stre	et, City, Star	e, Zip Code)							
Nan	e of Associa	ited Broke	r or Dealer									-		
States	in Which P	erson List	ed Has Solid	cited or Inte	nds to Solic	it Purchaser	s		-	-				
(Check '	'All States"	or check is	ndividual St	ates)			,				Al	ll States		
[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]		
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA] [ND]	[MI] [OH]	[MN] [OK]	[MS] [OR]	[MO] [PA]		
[MT] [RI]	[NE] [SC]	[NV] [SD]	[NH] [TN]	[VJ] [TX]	[NM] [UT]	[VY] [VT]	[NC] [VA]	[WA]	[WV]	[WI]	[WY]	[PR]		
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Bus	iness or Res	idence Ad	aress (Num	per and Stre	eet, City, Sta	ne, Zip Code	e)							
														_
Nai	ne of Associ	ated Brok	er or Dealer											
State	s in Which P	erson List	ed Has Soli	cited or Inte	nds to Solic	it Purchaser	s							
(Chec	k "All States	" or check	individual	States)				,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,				All States		
[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]	_	
[IL] [MT]	[IN] [NE]	[IA] [NV]	[KS] [NH]	[KY] [NJ]	[LA] [NM]	[ME] [NY]	[MD] [NC]	[MA] [ND]	[MI] [OH]	[MN] [OK]	[MS] [OR]	[MO [PA]	J	
[RI]	[SC]	[SD]	TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]		

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

 Enter the aggregate offering price of securities included in this offering and the total amount already sold. Ent "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. 			
Type of Security	Aggregate Offering Price		Amount Already Sold
Debt	\$ -0-	\$	-0-
Equity	s -0-	S	-0-
Common Preferred			
Convertible Securities (including warrants)	\$ -0-	\$	-0-
Partnership Interests		00 \$	1,042,500,000
Other (Specify)	\$ -0-	\$	-0-
Total	\$ 5,000,000,0	00 \$	1,042,500,000
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 t aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons whave purchased securities and the aggregate dollar amount of their purchases on the total line. Enter "0" if answ is "none" or "zero."	ho		A
Accredited Investors	Number Investors	\$	Aggregate Dollar Amount of Purchases 1,042,500,000
Non-accredited investors		 s	-0-
Total (for filings under Rule 504 only)		<u> </u>	NA NA
Total (for things under Kule 504 only)			
3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by t issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in the offering. Classify securities by type listed in Part C - Question 1. Type of offering	his Type of Security		Dollar Amount Sold
Rule 505	, NA	\$	NA
Regulation A	. NA	\$	NA
Rule 504	. NA	\$	NA
Total	. NA	\$	NA
4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in the offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the betto the left of the estimate. Transfer Agent's Fees.	as oox	o s	-0-
Printing and Engraving Costs	_		-0-
Legal Fees	_	_ <u>-</u>	
Accounting Fees	F	<u>s</u>	•
Engineering Fees	D	\overline{s}	-0-
Sales Commissions (specify finders' fees separately)	<u>D</u>	<u> </u>	-0-
Other Expenses (identify) Travel and miscellaneous	D	3 <u>s</u>	*
Total	<u>D</u>	<u>s</u>	2,000,000*

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

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

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE	OF PR	OCI	EEDS	•		
b. Enter the difference between the aggregate offering price given in response to Part C - Question 1 and to expense furnished in response to Part C - Question 4.a. This difference is the "adjusted gross proceeds to the issuer."	ne			\$ 4,998,	000,0	900
5.1 Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to be used for ear purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set response to Part C - Question 4.b above.	e left of	ſ				
			ayments to Officers Directors & Affiliates		Pa	yments to Others
Salaries and fees	🛛	\$	-0-		<u>s</u>	-0-
Purchase of real estate	🖂	s	-0-	\boxtimes	s	-0-
Purchase, rental or leasing and installation of machinery and equipment	🖂	s	-0-	_ 🛛	\$	-0-
Construction or leasing of plant buildings and facilities	🖂	s	-0-	_ 🛛	<u> </u>	-0-
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)	🛛	\$	-0-	_ 🛛	<u>s_</u>	-0-
Repayment of indebtedness	🖂	\$	-0-	_ 🛛	\$	-0-
Working capital	🛛	s	-0-	_ 🛛	\$	-0-
Other (specify) Portfolio Investments	_ 🛛	s	-0-			98,000,000
	_					
	_ 🛛	s	-0-	\boxtimes	s	-0-
Column Totals	🛛	s	-0-		\$4,9	98,000,000
Total Payments Listed (column totals added)	····		⊠ s	4,998		

D. FEDERAL SIGNATURE

The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice if filed under Rule 505, the following signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502.

Issuer (Print or Type)	Signature	Date
Oaktree Loan Fund, L.P.	\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\	9/26/2007
Name (Print or Type)	Title of Signer (Print or Type)	
Emily Alexander	Vice President of Oaktree Capital Managen General Partner of Oaktree Loan Fund GP, 1	nent, L.P., the Director of Oaktree Fund GP II, L.P., the L.P., the General Partner of the Partnership

END

ATTENTION

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