

PULSE ELECTRONICS CORP
Form 4/A
March 07, 2014

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 *
OCM PE Holdings, L.P.

2. Issuer Name and Ticker or Trading Symbol
PULSE ELECTRONICS CORP
[PULS]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
02/21/2014

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

333 SOUTH GRAND AVENUE, 28TH FLOOR

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)
02/25/2014

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

LOS ANGELES, CA 90071

(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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock | 02/21/2014 | | C | V | 8,154,927 A \$ 0 | 11,999,585 | D (1) (2) (3) (4) (5) (6) (7) |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | |
|---|---------------|-----------|---------------|
| | Director | 10% Owner | Officer Other |
| OCM PE Holdings, L.P. 333 SOUTH GRAND AVENUE 28TH FLOOR LOS ANGELES, CA 90071 | X | X | |
| Oaktree Fund GP, LLC 333 SOUTH GRAND AVENUE 28TH FLOOR LOS ANGELES, CA 90071 | X | X | |
| OAKTREE FUND GP I, L.P. 333 SOUTH GRAND AVENUE 28TH FLOOR LOS ANGELES, CA 90071 | X | X | |
| Oaktree Capital I, L.P. 333 SOUTH GRAND AVENUE 28TH FLOOR LOS ANGELES, CA 90071 | X | X | |
| OCM HOLDINGS I, LLC 333 SOUTH GRAND AVENUE, 28TH FLOOR LOS ANGELES, CA 90071 | X | X | |
| OAKTREE HOLDINGS, LLC 333 SOUTH GRAND AVENUE, 28TH FLOOR 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
 LOS ANGELES, CA 90071

X X

Signatures

See signatures included in Exhibit 99.1 03/07/2014

__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) This amended Form 4 is being filed to correct the reported number of shares from 11,999,586 to 11,999,585 and to note that the Reporting Persons may be deemed directors by deputation by virtue of their right to designate representatives to be nominated by the Issuer to serve on the Issuer's board of directors. Kenneth Liang, Kaj Vazales and Michael Alan Kreger were designated to serve on the Issuer's board of directors on February 21, 2014.

(2) This Form 4 is being filed with respect to an aggregate of 11,999,585 shares of the Issuer's common stock, par value \$0.125 per share (the "Common Stock") directly owned by OCM PE Holdings, L.P. ("PE Holdings"). PE Holdings received 8,154,927 shares of Common Stock pursuant to the February 21, 2014 amendment to the Issuer's Articles of Incorporation which resulted in 1000 shares of the Issuer's Class A Preferred Stock becoming immediately convertible and automatically converted into the Common Stock. This Form 4 is being filed by (i) PE Holdings.

(3) This Form 4 is also being filed by (ii) Oaktree Fund GP, LLC, a Delaware limited liability company ("PE GP"), solely in its capacity as the general partner of PE Holdings; (iii) Oaktree Fund GP I, L.P., a Delaware limited partnership ("GP I"), solely in its capacity as the managing member of PE GP; and (iv) Oaktree Capital I, L.P., a Delaware limited partnership ("Capital I"), solely in its capacity as the general partner of GP I.

(4) This Form 4 is also being filed by (v) OCM Holdings I, LLC, a Delaware limited liability company ("Holdings I"), solely in its capacity as the general partner of Capital I; (vi) Oaktree Holdings, LLC, a Delaware limited liability company ("Holdings LLC"), solely in its capacity as the managing member of Holdings I; and (vii) Oaktree Capital Group, LLC, a Delaware limited liability company ("OCG"), solely in its capacity as the managing member of Holdings LLC.

(5) This Form 4 is also being filed by (viii) Oaktree Capital Group Holdings GP, LLC, a Delaware limited liability company ("OCGH GP" and together with PE Holdings, PE GP, GP I, Capital I, Holdings I, Holdings and OCG, collectively, the "Reporting Persons", and each individually, a "Reporting Person"), solely in its capacity as the duly elected manager of Oaktree Capital Group, LLC.

(6) 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 PE Holdings 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.

(7) The members of OCGH GP are Howard S. Marks, Bruce A. Karsh, Sheldon M. Stone, Larry W. Keele, Stephen A. Kaplan, John B. Frank, David M. Kirchheimer and Kevin L. Clayton (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 PE Holdings. 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.

Remarks:

Exhibit 99.1 attached hereto

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.