

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL	
OMB Number:	3235-0104
Estimated average burden hours per response:	0.5

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>Oaktree Capital Group Holdings GP, LLC</u>  (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. Date of Event Requiring Statement (Month/Day/Year) 07/25/2018	3. Issuer Name and Ticker or Trading Symbol <u>Berry Petroleum Corp [ BRY ]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)	5. If Amendment, Date of Original Filed (Month/Day/Year)  6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	8,088,900 <sup>(1)</sup>	D <sup>(2)(3)(4)(5)</sup>	

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			

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)

1. Name and Address of Reporting Person\*  
Oaktree Opportunities Fund X Holdings (Delaware), L.P.  
 (Last) (First) (Middle)  
 C/O OAKTREE CAPITAL MANAGEMENT, L.P.  
 333 SOUTH GRAND AVENUE, 28TH FLOOR  
 (Street)  
 LOS ANGELES CA 90071  
 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
Oaktree Fund 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)

1. Name and Address of Reporting Person\*

Oaktree Value Opportunities Fund Holdings, L.P.

(Last)

(First)

(Middle)

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

(Street)

LOS ANGELES CA 90071

(City)

(State)

(Zip)

1. Name and Address of Reporting Person\*

Oaktree Value Opportunities Fund GP, L.P.

(Last)

(First)

(Middle)

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

(Street)

LOS ANGELES CA 90071

(City)

(State)

(Zip)

1. Name and Address of Reporting Person\*

Oaktree Value Opportunities Fund GP Ltd.

(Last)

(First)

(Middle)

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

(Street)

LOS ANGELES CA 90071

(City)

(State)

(Zip)

1. Name and Address of Reporting Person\*

OAKTREE FUND GP I, L.P.

(Last)

(First)

(Middle)

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

(Street)

LOS ANGELES CA 90071

(City)

(State)

(Zip)

**Explanation of Responses:**

1. Consists of 5,740,623 shares of common stock, \$0.001 par value per share, of the Issuer (the "Common Stock") held by Oaktree Opportunities Fund X Holdings (Delaware), L.P. ("Fund X Delaware") and 2,348,277 shares of Common Stock held by Oaktree Value Opportunities Fund Holdings, L.P. ("VOF Holdings").

2. This Form 3 is being filed jointly by (each "Reporting Person" and, collectively, the "Reporting Persons") (i) Fund X Delaware, (ii) Oaktree Fund GP, LLC ("Fund GP") in its capacity as the general partner of Fund X Delaware, (iii) VOF Holdings, (iv) Oaktree Value Opportunities Fund GP, L.P. ("VOF GP") in its capacity as the general partner of VOF Holdings, (v) Oaktree Value Opportunities Fund GP Ltd. ("VOF GP Ltd.") in its capacity as the general partner of VOF GP, (vi) Oaktree Fund GP I, L.P. ("GP I") in its capacity as the managing member of Fund GP and the sole shareholder of VOF GP Ltd., (vii) Oaktree Capital I, L.P. ("Capital I") in its capacity as the general partner of GP I, (viii) OCM Holdings I, LLC ("Holdings I") in its capacity as the general partner of Capital I, (ix) Oaktree Holdings, LLC ("Holdings") in its capacity as the managing member of Holdings I, [continued in FN 3]

3. [continued from FN 2] (x) Oaktree Capital Management, L.P. ("Management") in its capacity as the sole director of VOF GP Ltd, (xi) Oaktree Holdings, Inc. ("Holdings, Inc.") in its capacity as the general partner of Management, (xii) Oaktree Capital Group, LLC ("OCG") in its capacity as the managing member of Holdings and the sole shareholder of Holdings, Inc. and (xiii) Oaktree Capital Group Holdings GP, LLC ("OCGH GP") in its capacity as the duly elected manager of OCG.

4. The members of OCGH GP are Howard S. Marks, Bruce A. Karsh, Jay S. Wintrob, John B. Frank and Sheldon M. Stone, 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 and Series A Preferred Stock reported herein. Each of the general partners, managing members, directors and managers described above disclaims beneficial ownership of the securities reported herein beneficially or of record owned by the Reporting Persons, except to the extent of any pecuniary interest therein.

5. The Reporting Persons are deemed a director by deputization by virtue of their right to designate a person to serve on the Issuer's board of directors.

[See Signatures included in Exhibit 99.1](#)

07/25/2018

\*\* Signature of Reporting Person

Date

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

\* If the form is filed by more than one reporting person, see Instruction 5 (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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

**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 Number.**

This Statement on Form 3 is filed jointly by the Reporting Persons listed below. The principal business address of each of these Reporting Persons is 333 South Grand Avenue, 28th Fl., Los Angeles, CA 90071.

Name of Designated Filer: OAKTREE CAPITAL GROUP HOLDINGS GP, LLC

Date of Event Requiring Statement: July 25, 2018

Issuer Name and Ticker or Trading Symbol: BRY

OAKTREE CAPITAL GROUP HOLDINGS GP, LLC

By: /s/ Jordan Mikes  
Name: Jordan Mikes  
Title: Vice President

OAKTREE OPPORTUNITIES FUND X HOLDINGS  
(DELAWARE), L.P.

By: Oaktree Fund GP, LLC  
Its: General Partner

By: Oaktree Fund GP I, L.P.  
Its: Managing Member

By: /s/ Jordan Mikes  
Name: Jordan Mikes  
Title: Authorized Signatory

OAKTREE FUND GP, LLC

By: Oaktree Fund GP I, L.P.  
Its: Managing Member

By: /s/ Jordan Mikes  
Name: Jordan Mikes  
Title: Authorized Signatory

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OAKTREE VALUE OPPORTUNITIES FUND  
HOLDINGS, L.P.

By: Oaktree Value Opportunities Fund GP, L.P.,  
Its: General Partner

By: Oaktree Value Opportunities Fund GP Ltd.,  
Its: General Partner

By: Oaktree Capital Management, L.P.  
Its: Director

By: /s/ Jordan Mikes  
Name: Jordan Mikes  
Title: Vice President

OAKTREE VALUE OPPORTUNITIES FUND GP, L.P.

By: Oaktree Value Opportunities Fund GP Ltd.,  
Its: General Partner

By: Oaktree Capital Management, L.P.  
Its: Director

By: /s/ Jordan Mikes  
Name: Jordan Mikes  
Title: Vice President

OAKTREE VALUE OPPORTUNITIES FUND GP LTD.

By: Oaktree Capital Management, L.P.

By: /s/ Jordan Mikes  
Name: Jordan Mikes  
Title: Vice President

OAKTREE FUND GP I, L.P.

By: /s/ Jordan Mikes  
Name: Jordan Mikes  
Title: Authorized Signatory

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