

Edgar Filing: PowerShares Exchange-Traded Fund Trust II - Form SC 13G

PowerShares Exchange-Traded Fund Trust II

Form SC 13G

October 12, 2010

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13G
(Rule 13d-102)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO RULES 13D-1(b) AND
AMENDMENTS FILED THERETO FILED PURSUANT TO RULE 13D-2(b)

Under the Securities Exchange Act of 1934
(Amendment No.)*

PowerShares FTSE RAFI Developed Markets ex-US Portfolio
(Name of Issuer)

ETF
(Title of Classes of Securities)

73936T789
(CUSIP Numbers)

September 30, 2010
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- : Rule 13d-1(b)
- : Rule 13d-1(c)
- : Rule 13d-1(d)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No.:73936T789

1 NAME OF REPORTING PERSON
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)

Invesco Ltd.
IRS # 980557567

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*
(a)
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Invesco Ltd. – Bermuda

5 SOLE VOTING POWER

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

Invesco Advisers, Inc. – 158,053
Invesco Trimark Ltd. – 563,472
Invesco PowerShares Capital Management – 13,216
6 SHARED VOTING POWER

7 SOLE DISPOSITIVE POWER

Invesco Advisers, Inc. – 158,053
Invesco Trimark Ltd. – 563,472
Invesco PowerShares Capital Management – 13,216
8 SHARED DISPOSITIVE POWER

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

734,741

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

N/A

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

16.3%

12 TYPE OF REPORTING PERSON*

See Item 3 of this statement

Item 1(a). Name of Issuer:

PowerShares FTSE RAFI Developed Markets ex-US Portfolio

(b). Address of Issuer's Principal Executive Offices:

Invesco PowerShares Capital Mgmt LLC; 300 West Roosevelt Road; Wheaton, IL 60187; United States

Item 2(a). Name of Person Filing:

Invesco Ltd.

(b). Address of Principal Business Office or, if none, residence of filing person:

1555 Peachtree Street NE; Atlanta, GA 30309; United States

(c). Citizenship of filing person:

Bermuda

(d). Title of Classes of Securities:

ETF .01 par value per share

(e). CUSIP Numbers:

73936T789

Item 3. If this Statement is Filed Pursuant to ss240.13d-1(b) or 240.13d-2(b) or (c), Check Whether the Person Filing is a:

(e) An investment adviser in accordance with section 240.13d-1(b)(1)(ii)(E)

(g) A parent holding company or control person in accordance with section 240.13d-1(b)(1)(ii)(G)

Item 4. Ownership:

Please see responses to Items 5-8 on the cover of this statement, which are incorporated herein by reference.

Item 5. Ownership of Five Percent or Less of a Class:

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following []

Item 6. Ownership of More than Five Percent on Behalf of Another Person:

Invesco Trimark Ltd. is a subsidiary of Invesco Ltd. and it advises the Invesco Intactive Balanced Growth Portfolio which owns 238,849 shares or 5.3%

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of the securities reported herein. The shareholders of the Fund have the right to receive or the power to direct the receipt of dividends and proceeds from the sale of securities listed above.

Item 7. Identification and Classification of the Subsidiary which Acquired the Security Being Reported on by the Parent Holding Company:

The following subsidiaries of Invesco Ltd. are investment advisers which hold shares of the security being reported:

Invesco Advisers, Inc.
Invesco Trimark Ltd.
Invesco PowerShares Capital Management

Item 8. Identification and Classification of Members of the Group:

N/A

Item 9. Notice of Dissolution of a Group:

N/A

Item 10. Certification:

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

Signature:

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

10/12/2010
Date

Invesco Ltd.

By: /s/ Lisa Brinkley
Lisa Brinkley
Global Assurance Officer

"2" face="Times New Roman" style="font-size:10.0pt;">

12.

Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares

13.

Percent of Class Represented by Amount in Row (11)
12.0%

14.

Type of Reporting Person
OO

(1) Solely in its capacity as the general partner of Oaktree Principal Fund V (Delaware), L.P.

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CUSIP No. 318672102

1. Names of Reporting Persons
Oaktree Fund GP I, L.P. (1)
2. Check the Appropriate Box if a Member of a Group
(a) x
(b) o
3. SEC Use Only
4. Source of Funds
Not Applicable
5. Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Item 2(d) or 2(e): o
6. Citizenship or Place of Organization
Delaware
- | | | |
|--------------------------------------------------------------------------------------|-----|----------------------------------------|
| Number of Shares Beneficially Owned by Each Reporting Person With: | 7. | Sole Voting Power 0 |
| | 8. | Shared Voting Power 26,112,791 |
| | 9. | Sole Dispositive Power 0 |
| | 10. | Shared Dispositive Power 26,112,791 |
11. Aggregate Amount Beneficially Owned by Each Reporting Person
26,112,791
12. Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares o
13. Percent of Class Represented by Amount in Row (11)
12.0%
14. Type of Reporting Person
PN

(1) Solely in its capacity as the managing member of Oaktree Fund GP, LLC.

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CUSIP No. 318672102

- | | | |
|-----|-----------------------------------------------------------------------------------------|------------|
| 1. | Names of Reporting Persons Oaktree Capital I, L.P. (1) | |
| 2. | Check the Appropriate Box if a Member of a Group | |
| | (a) | x |
| | (b) | o |
| 3. | SEC Use Only | |
| 4. | Source of Funds Not Applicable | |
| 5. | Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Item 2(d) or 2(e): | o |
| 6. | Citizenship or Place of Organization Delaware | |
| 7. | Sole Voting Power | 0 |
| 8. | Shared Voting Power | 26,112,791 |
| 9. | Sole Dispositive Power | 0 |
| 10. | Shared Dispositive Power | 26,112,791 |
| 11. | Aggregate Amount Beneficially Owned by Each Reporting Person 26,112,791 | |
| 12. | Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares | o |
| 13. | Percent of Class Represented by Amount in Row (11) 12.0% | |
| 14. | Type of Reporting Person PN | |

(1) Solely in its capacity as the general partner of Oaktree Fund GP I, L.P.

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CUSIP No. 318672102

1. Names of Reporting Persons
OCM Holdings I, LLC (1)
 2. Check the Appropriate Box if a Member of a Group

| | |
|-----|-------------------------------------|
| (a) | <input checked="" type="checkbox"/> |
| (b) | <input type="checkbox"/> |
 3. SEC Use Only
 4. Source of Funds
Not Applicable
 5. Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Item 2(d) or 2(e):
 6. Citizenship or Place of Organization
Delaware
- | | |
|-----|----------------------------------------|
| 7. | Sole Voting Power 0 |
| 8. | Shared Voting Power 26,112,791 |
| 9. | Sole Dispositive Power 0 |
| 10. | Shared Dispositive Power 26,112,791 |
- Number of Shares Beneficially Owned by Each Reporting Person With:
11. Aggregate Amount Beneficially Owned by Each Reporting Person
26,112,791
 12. Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares
 13. Percent of Class Represented by Amount in Row (11)
12.0%
 14. Type of Reporting Person
OO

(1) Solely in its capacity as the general partner of Oaktree Capital I, L.P.

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1. Names of Reporting Persons
Oaktree Holdings, LLC (1)
 2. Check the Appropriate Box if a Member of a Group

| | |
|-----|-------------------------------------|
| (a) | <input checked="" type="checkbox"/> |
| (b) | <input type="checkbox"/> |
 3. SEC Use Only
 4. Source of Funds
Not Applicable
 5. Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Item 2(d) or 2(e):
 6. Citizenship or Place of Organization
Delaware
- | | |
|-----|----------------------------------------|
| 7. | Sole Voting Power 0 |
| 8. | Shared Voting Power 26,112,791 |
| 9. | Sole Dispositive Power 0 |
| 10. | Shared Dispositive Power 26,112,791 |
- Number of Shares Beneficially Owned by Each Reporting Person With:
11. Aggregate Amount Beneficially Owned by Each Reporting Person
26,112,791
 12. Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares
 13. Percent of Class Represented by Amount in Row (11)
12.0%
 14. Type of Reporting Person
OO

(1) Solely in its capacity as the managing member of OCM Holdings I, LLC.

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CUSIP No. 318672102

1. Names of Reporting Persons
Oaktree Capital Group, LLC (1)
 2. Check the Appropriate Box if a Member of a Group

| | |
|-----|-------------------------------------|
| (a) | <input checked="" type="checkbox"/> |
| (b) | <input type="checkbox"/> |
 3. SEC Use Only
 4. Source of Funds
Not Applicable
 5. Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Item 2(d) or 2(e):
 6. Citizenship or Place of Organization
Delaware
- | | | | |
|--------------------------------------------------------------------------------------|-----|--|----------------------------------------|
| | 7. | | Sole Voting Power |
| Number of Shares Beneficially Owned by Each Reporting Person With: | 8. | | Shared Voting Power 26,112,791 |
| | 9. | | Sole Dispositive Power 0 |
| | 10. | | Shared Dispositive Power 26,112,791 |
11. Aggregate Amount Beneficially Owned by Each Reporting Person
26,112,791
 12. Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares
 13. Percent of Class Represented by Amount in Row (11)
12.0%
 14. Type of Reporting Person
OO

(1) Solely in its capacities as the managing member of Oaktree Holdings, LLC and the sole stockholder of Oaktree Holdings, Inc.

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1. Names of Reporting Persons
Oaktree Capital Group Holdings GP, LLC (1)
 2. Check the Appropriate Box if a Member of a Group
(a) x
(b) o
 3. SEC Use Only
 4. Source of Funds
Not Applicable
 5. Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Item 2(d) or 2(e): o
 6. Citizenship or Place of Organization
Delaware
- | | | | |
|--------------------------------------------------------------------------------------|-----|----------------------------------------|--|
| | 7. | Sole Voting Power | |
| Number of Shares Beneficially Owned by Each Reporting Person With: | 8. | Shared Voting Power 31,551,733 | |
| | 9. | Sole Dispositive Power 0 | |
| | 10. | Shared Dispositive Power 31,551,733 | |
11. Aggregate Amount Beneficially Owned by Each Reporting Person
31,551,733
 12. Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares o
 13. Percent of Class Represented by Amount in Row (11)
14.5%
 14. Type of Reporting Person
OO

(1) Solely in its capacities as the manager of Oaktree Capital Group, LLC and the general partner of Oaktree Capital Group Holdings, L.P.

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CUSIP No. 318672102

- | | | |
|-----|-----------------------------------------------------------------------------------------|-----------|
| 1. | Names of Reporting Persons Oaktree FF Investment Fund AIF (Delaware), L.P. | |
| 2. | Check the Appropriate Box if a Member of a Group | |
| | (a) | x |
| | (b) | o |
| 3. | SEC Use Only | |
| 4. | Source of Funds Not Applicable | |
| 5. | Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Item 2(d) or 2(e): | o |
| 6. | Citizenship or Place of Organization Delaware | |
| 7. | Sole Voting Power | 0 |
| 8. | Shared Voting Power | 5,438,942 |
| 9. | Sole Dispositive Power | 0 |
| 10. | Shared Dispositive Power | 5,438,942 |
| 11. | Aggregate Amount Beneficially Owned by Each Reporting Person 5,438,942 | |
| 12. | Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares | o |
| 13. | Percent of Class Represented by Amount in Row (11) 2.5% | |
| 14. | Type of Reporting Person PN | |

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With:

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CUSIP No. 318672102

1. Names of Reporting Persons
Oaktree Fund AIF Series, L.P. Series I (1)
 2. Check the Appropriate Box if a Member of a Group
(a) x
(b) o
 3. SEC Use Only
 4. Source of Funds
Not Applicable
 5. Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Item 2(d) or 2(e): o
 6. Citizenship or Place of Organization
Delaware
- | | | | |
|--------------------------------------------------------------------------------------|-----|--------------------------|-----------|
| | 7. | Sole Voting Power | |
| Number of Shares Beneficially Owned by Each Reporting Person With: | | | 0 |
| | 8. | Shared Voting Power | |
| | | | 5,438,942 |
| | 9. | Sole Dispositive Power | |
| | | | 0 |
| | 10. | Shared Dispositive Power | |
| | | | 5,438,942 |
11. Aggregate Amount Beneficially Owned by Each Reporting Person
5,438,942
 12. Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares o
 13. Percent of Class Represented by Amount in Row (11)
2.5%
 14. Type of Reporting Person
PN

(1) Solely in its capacity as the general partner of Oaktree FF Investment Fund AIF (Delaware), L.P.

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CUSIP No. 318672102

- | | | |
|-----|---------------------------------------------------------------------------------------------------------------------------------|----------------------------|
| 1. | Names of Reporting Persons Oaktree Fund GP AIF, LLC (1) | |
| 2. | Check the Appropriate Box if a Member of a Group (a) <input checked="" type="checkbox"/> x (b) <input type="checkbox"/> o | |
| 3. | SEC Use Only | |
| 4. | Source of Funds Not Applicable | |
| 5. | Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Item 2(d) or 2(e): | <input type="checkbox"/> o |
| 6. | Citizenship or Place of Organization Delaware | |
| 7. | Sole Voting Power 0 | |
| 8. | Shared Voting Power 5,438,942 | |
| 9. | Sole Dispositive Power 0 | |
| 10. | Shared Dispositive Power 5,438,942 | |
| 11. | Aggregate Amount Beneficially Owned by Each Reporting Person 5,438,942 | |
| 12. | Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares | <input type="checkbox"/> o |
| 13. | Percent of Class Represented by Amount in Row (11) 2.5% | |
| 14. | Type of Reporting Person OO | |

(1) Solely in its capacity as the general partner of Oaktree Fund AIF Series, L.P. Series I.

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CUSIP No. 318672102

- | | | |
|-----|-----------------------------------------------------------------------------------------|---|
| 1. | Names of Reporting Persons Oaktree Fund GP III, L.P. (1) | |
| 2. | Check the Appropriate Box if a Member of a Group | |
| | (a) | x |
| | (b) | o |
| 3. | SEC Use Only | |
| 4. | Source of Funds Not Applicable | |
| 5. | Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Item 2(d) or 2(e): | o |
| 6. | Citizenship or Place of Organization Delaware | |
| 7. | Sole Voting Power 0 | |
| 8. | Shared Voting Power 5,438,942 | |
| 9. | Sole Dispositive Power 0 | |
| 10. | Shared Dispositive Power 5,438,942 | |
| 11. | Aggregate Amount Beneficially Owned by Each Reporting Person 5,438,942 | |
| 12. | Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares | o |
| 13. | Percent of Class Represented by Amount in Row (11) 2.5% | |
| 14. | Type of Reporting Person PN | |

(1) Solely in its capacity as the managing member of Oaktree Fund GP AIF, LLC.

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- | | | |
|-----|-----------------------------------------------------------------------------------------|-----------|
| 1. | Names of Reporting Persons Oaktree AIF Investments, L.P. (1) | |
| 2. | Check the Appropriate Box if a Member of a Group | |
| | (a) | x |
| | (b) | o |
| 3. | SEC Use Only | |
| 4. | Source of Funds Not Applicable | |
| 5. | Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Item 2(d) or 2(e): | o |
| 6. | Citizenship or Place of Organization Delaware | |
| 7. | Sole Voting Power | 0 |
| 8. | Shared Voting Power | 5,438,942 |
| 9. | Sole Dispositive Power | 0 |
| 10. | Shared Dispositive Power | 5,438,942 |
| 11. | Aggregate Amount Beneficially Owned by Each Reporting Person | 5,438,942 |
| 12. | Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares | o |
| 13. | Percent of Class Represented by Amount in Row (11) | 2.5% |
| 14. | Type of Reporting Person PN | |

(1) Solely in its capacity as the general partner of Oaktree Fund GP III, L.P.

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- | | | |
|-----|-----------------------------------------------------------------------------------------|-----------|
| 1. | Names of Reporting Persons Oaktree AIF Holdings, Inc. (1) | |
| 2. | Check the Appropriate Box if a Member of a Group | |
| | (a) | x |
| | (b) | o |
| 3. | SEC Use Only | |
| 4. | Source of Funds Not Applicable | |
| 5. | Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Item 2(d) or 2(e): | o |
| 6. | Citizenship or Place of Organization Delaware | |
| 7. | Sole Voting Power | 0 |
| 8. | Shared Voting Power | 5,438,942 |
| 9. | Sole Dispositive Power | 0 |
| 10. | Shared Dispositive Power | 5,438,942 |
| 11. | Aggregate Amount Beneficially Owned by Each Reporting Person | 5,438,942 |
| 12. | Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares | o |
| 13. | Percent of Class Represented by Amount in Row (11) | 2.5% |
| 14. | Type of Reporting Person CO | |

(1) Solely in its capacity as the general partner of Oaktree AIF Investments, L.P.

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CUSIP No. 318672102

1. Names of Reporting Persons
Oaktree Capital Group Holdings, L.P. (1)
 2. Check the Appropriate Box if a Member of a Group

| | |
|-----|-------------------------------------|
| (a) | <input checked="" type="checkbox"/> |
| (b) | <input type="checkbox"/> |
 3. SEC Use Only
 4. Source of Funds
Not Applicable
 5. Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Item 2(d) or 2(e):
 6. Citizenship or Place of Organization
Delaware
- | | | |
|--------------------------------------------------------------------------------------|-----|---------------------------------------|
| | 7. | Sole Voting Power |
| Number of Shares Beneficially Owned by Each Reporting Person With: | 8. | Shared Voting Power 5,438,942 |
| | 9. | Sole Dispositive Power 0 |
| | 10. | Shared Dispositive Power 5,438,942 |
11. Aggregate Amount Beneficially Owned by Each Reporting Person
5,438,942
 12. Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares
 13. Percent of Class Represented by Amount in Row (11)
2.5%
 14. Type of Reporting Person
PN

(1) Solely in its capacity as the controlling shareholder of Oaktree AIF Holdings, Inc.

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CUSIP No. 318672102

1. Names of Reporting Persons
OCM FIE, LLC
 2. Check the Appropriate Box if a Member of a Group
(a) x
(b) o
 3. SEC Use Only
 4. Source of Funds
Not Applicable
 5. Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Item 2(d) or 2(e): o
 6. Citizenship or Place of Organization
Delaware
- | | | | |
|--------------------------------------------------------------------------------------|-----|------------------------------------------------------------------------|--|
| | 7. | Sole Voting Power | |
| Number of Shares Beneficially Owned by Each Reporting Person With: | 8. | Shared Voting Power 58,152 | |
| | 9. | Sole Dispositive Power 0 | |
| | 10. | Shared Dispositive Power 58,152 | |
| | 11. | Aggregate Amount Beneficially Owned by Each Reporting Person 58,152 | |
12. Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares o
 13. Percent of Class Represented by Amount in Row (11)
Less than 1% percent
 14. Type of Reporting Person
PN

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CUSIP No. 318672102

1. Names of Reporting Persons
Oaktree Holdings, Inc. (1)
 2. Check the Appropriate Box if a Member of a Group

| | |
|-----|---|
| (a) | x |
| (b) | o |
 3. SEC Use Only
 4. Source of Funds
Not Applicable
 5. Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Item 2(d) or 2(e): o
 6. Citizenship or Place of Organization
Delaware
- | | | |
|--------------------------------------------------------------------------------------|-----|------------------------------------|
| | 7. | Sole Voting Power |
| Number of Shares Beneficially Owned by Each Reporting Person With: | 8. | Shared Voting Power 58,152 |
| | 9. | Sole Dispositive Power 0 |
| | 10. | Shared Dispositive Power 58,152 |
11. Aggregate Amount Beneficially Owned by Each Reporting Person
58,152
 12. Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares o
 13. Percent of Class Represented by Amount in Row (11)
Less than 1% percent
 14. Type of Reporting Person
PN

(1) Solely in its capacity as the general partner of Oaktree Capital Management, L.P.

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CUSIP No. 318672102

1. Names of Reporting Persons
Oaktree Capital Management, L.P. (1)
 2. Check the Appropriate Box if a Member of a Group
(a) x
(b) o
 3. SEC Use Only
 4. Source of Funds
Not Applicable
 5. Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Item 2(d) or 2(e): o
 6. Citizenship or Place of Organization
Delaware
- | | | | |
|--------------------------------------------------------------------------------------|-----|------------------------------------------------------------------------|--|
| | 7. | Sole Voting Power | |
| Number of Shares Beneficially Owned by Each Reporting Person With: | 8. | Shared Voting Power 58,152 | |
| | 9. | Sole Dispositive Power 0 | |
| | 10. | Shared Dispositive Power 58,152 | |
| | 11. | Aggregate Amount Beneficially Owned by Each Reporting Person 58,152 | |
12. Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares o
 13. Percent of Class Represented by Amount in Row (11)
Less than 1% percent
 14. Type of Reporting Person
PN

(1) Solely in its capacity as the managing member of OCM FIE, LLC

CUSIP No. 318672102

Schedule 13D

The following constitutes Amendment No. 3 (Amendment No. 3) to the Schedule 13D filed by Oaktree Principal Fund V (Delaware), L.P., Oaktree Fund GP, LLC, Oaktree Fund GP I, L.P., Oaktree Capital I, L.P., OCM Holdings I, LLC, Oaktree Holdings, LLC, Oaktree Capital Group, LLC, Oaktree Capital Group Holdings, L.P., Oaktree Capital Group Holdings GP, LLC, Oaktree FF Investment Fund AIF (Delaware), L.P., Oaktree Fund AIF Series, L.P. Series I, Oaktree Fund GP AIF, LLC, Oaktree Fund GP III, L.P., Oaktree AIF Investments, L.P. and Oaktree AIF Holdings, Inc., on October 17, 2011 (the Original 13D, and as amended, the Schedule 13D). This Amendment No. 3 amends the Schedule 13D as specifically set forth below. Capitalized terms used herein but not otherwise defined have the meanings ascribed to them in the Original Schedule 13D.

Item 2. Identity and Background.

Items 2(a)-(c) & (f) of the Schedule 13D are amended and restated to read as follows:

(a)-(c) & (f)

This Schedule 13D is filed jointly, pursuant to a joint filing agreement attached hereto as Exhibit 1, by:

- (1) Oaktree Principal Fund V (Delaware), L.P., a Delaware limited partnership (the PF V Fund), whose principal business is investing in entities over which there is the potential for such fund to exercise significant influence;
- (2) Oaktree Fund GP, LLC, a Delaware limited liability company (Oaktree Fund GP), whose principal business is to serve as, and perform the functions of, the general partner of certain investment funds, including the PF V Fund;
- (3) Oaktree Fund GP I, L.P., a Delaware limited partnership (Oaktree Fund GP I), whose principal business is (i) to serve as, and perform the functions of, the general partner of certain investment funds or to serve as, and perform the functions of, the managing member of the general partner of certain investment funds, including Oaktree Fund GP, or (ii) to act as the sole shareholder of certain controlling entities of certain investments funds;
- (4) Oaktree Capital I, L.P., a Delaware limited partnership (Oaktree Capital I), whose principal business is to (i) serve as, and perform the functions of, the general partner of Oaktree Fund GP and (ii) hold limited partnership interests in Oaktree Fund GP I;
- (5) OCM Holdings I, LLC, a Delaware limited liability company (Oaktree Holdings I), whose principal business is to serve as, and perform the functions of, the general partner of Oaktree Capital I;
- (6) Oaktree Holdings, LLC, a Delaware limited liability company (Oaktree Holdings), whose principal business is to serve as, and perform the functions of, the managing member of Oaktree Holdings I;

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(7) Oaktree Capital Group, LLC, a Delaware limited liability company (OCG), whose principal business is to serve as the holding company and controlling entity for each of the general partner and investment advisor of certain investment funds and separately managed accounts.

(8) Oaktree FF Investment Fund AIF (Delaware), L.P., a Delaware limited partnership (the AIF Fund and, together with the PF V Fund, the Investors), whose principal business is investing in entities over which there is the potential for such fund to exercise significant influence;

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- (9) Oaktree Fund AIF Series, L.P. Series I, a Delaware limited partnership (Oaktree AIF), whose principal business is to serve as, and perform the functions of, the general partner of the AIF Fund;
- (10) Oaktree Fund GP AIF, LLC, a Delaware limited liability company (Oaktree GP AIF), whose principal business is to serve as, and perform the functions of, the general partner of Oaktree AIF;
- (11) Oaktree Fund GP III, L.P., a Delaware limited partnership (Oaktree GP III), whose principal business is to (i) serve as, and perform the functions of, the sole member of Oaktree GP AIF and (ii) to hold limited partnership interests of AIF Series;
- (12) Oaktree AIF Investments, L.P., a Delaware limited partnership (Oaktree AIF Investments), whose principal business is to serve as, and perform the functions of, the general partner of Oaktree GP III;
- (13) Oaktree AIF Holdings, Inc., a Delaware corporation (Oaktree AIF Holdings), whose principal business is to serve as, and perform the functions of, the general partner of Oaktree AIF Investments;
- (14) Oaktree Capital Group Holdings, L.P., a Delaware limited partnership (OCGH), whose principal business is to hold voting interests and other interests in each of the general partner and investment advisor of certain investment funds and separately managed accounts.
- (15) OCM FIE, LLC, a Delaware limited liability company (FIE), whose principal business is to serve as, and perform the functions of, the general partner, manager or managing member of certain special purpose vehicles and to act as a holding company of economic interests in various issuers.
- (16) Oaktree Capital Management, L.P., a Delaware limited partnership (OCM), whose principal business is to provide investment advisory services to investment funds and accounts.
- (17) Oaktree Holdings, Inc., a Delaware corporation (Holdings), whose principal business is to serve as, and perform the functions of, the general partner of certain entities affiliated with the Reporting Persons (as defined below) and to hold limited partnership interests in such entities.
- (18) Oaktree Capital Group Holdings GP, LLC, a Delaware limited liability company (OCGH GP, and together with PF V Fund, Oaktree Fund GP, Oaktree Fund GP I, Oaktree Capital I, Oaktree Holdings I, Oaktree Holdings, FIE, OCM, Holdings, OCG, OCGH, AIF Fund, Oaktree AIF, Oaktree GP AIF, Oaktree GP III, Oaktree AIF Investments and Oaktree AIF Holdings, collectively, the Reporting Persons), whose principal business is to (i) serve as, and perform the functions of, the general partner of OCGH and (ii) serve as, and perform the functions of, the manager of OCG.

Set forth in Annex A attached hereto is a listing of the directors, executive officers, members, general partners and controlling persons, as applicable, of each Reporting Person (collectively, the Covered Persons). Annex A is incorporated herein by reference. Each of the Covered Persons that is a natural person is a United States citizen.

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The principal business address of each Reporting Person and each Covered Person is c/o Oaktree Capital Management, L.P., 333 South Grand Avenue, 28th Floor, Los Angeles, California 90071.

Item 3. Source and Amount of Funds or Other Consideration.

Item 3 of the Schedule 13D is amended and supplemented by adding the following paragraphs.

On December 5, 2016, the PF V Fund sold 8,562,555 shares of Common Stock of the Issuer and the AIF Fund sold 1,787,445 shares of Common Stock of the Issuer (the Sale) pursuant to an underwritten public offering discussed in the Prospectus Supplement dated November 30, 2016 to the Prospectus dated February 29, 2016, which forms a part of the registration statement on Form S-3 (File No. 333-209516) filed by the Issuer with the Securities and Exchange Commission for registration of the offering and sale of Common Stock of the Issuer, pursuant to the Underwriting Agreement, dated as of November 30, 2016 (the Underwriting Agreement), among Goldman, Sachs & Co. and Merrill Lynch, Pierce, Fenner & Smith Incorporated, as representatives of the several underwriters named therein (the Underwriters), the Issuer and the selling stockholders named therein (the Selling Stockholders).

After giving effect to the Sale, the PF V Fund is the direct beneficial owner of 26,054,639 shares of Common Stock of the Issuer and the AIF Fund is the direct beneficial owner of 5,438,942 shares of Common Stock of the Issuer.

Item 5. Interest in Securities of the Issuer.

Items 5(a)-(b) of the Schedule 13D are amended and restated to read as follows:

(a)-(b)

As of the date hereof, (i) the Investors own an aggregate of 31,493,581 shares of Common Stock of the Issuer, of which 26,054,639 shares of such Common Stock are owned directly by the PF V Fund, constituting approximately 12.0% of the issued and outstanding shares of the Common Stock of the Issuer, and 5,438,942 shares of such Common Stock are owned directly by the AIF Fund, constituting approximately 2.5% of the issued and outstanding shares of the Common Stock of the Issuer, and (ii) Mr. Harmon directly owns 58,152 shares of Common Stock of the Issuer that he holds for the benefit of FIE, which, together with the shares of Common Stock owned by the Investors, constitute approximately 14.5% of the issued and outstanding Common Stock of the Issuer. Mr. Harmon has assigned to FIE all economic, pecuniary and voting rights to the shares of Common Stock held directly by him.

Oaktree Fund GP, in its capacity as the general partner of the PF V Fund, has the ability to direct the management of the business of each of the PF V Fund and FIE, including the power to vote and dispose of securities held by the PF V Fund; therefore, Oaktree Fund GP may be deemed to beneficially own the shares of Common Stock of the Issuer held by the PF V Fund.

Oaktree Fund GP I, in its capacity as the managing member of Oaktree Fund GP, has the ability to direct the management of Oaktree Fund GP's business, including the power to direct the decisions of Oaktree Fund GP regarding the vote and disposition of securities held by the PF V Fund; therefore, Oaktree Fund GP I may be deemed to beneficially own the shares of Common Stock of the Issuer held by the PF V Fund.

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Oaktree Capital I, in its capacity as the general partner of Oaktree Fund GP I, has the ability to direct the management of Oaktree Fund GP I's business, including the power to direct the decisions of Oaktree Fund GP I regarding the vote and disposition of securities held by the PF V Fund; therefore, Oaktree Capital I may be deemed to have indirect beneficial ownership of the shares of Common Stock of the Issuer held by the PF V Fund and Mr. Harmon.

Oaktree Holdings I, in its capacity as the general partner of Oaktree Capital I, has the ability to direct the management of Oaktree Capital I's business, including the power to direct the decisions of Capital I regarding the vote and disposition of securities held by the PF V Fund; therefore, Oaktree Holdings I may be deemed to have indirect beneficial ownership of the shares of Common Stock of the Issuer held by the PF V Fund.

Oaktree Holdings, in its capacity as the managing member of Oaktree Holdings I, has the ability to direct the management of Oaktree Holding I's business, including the power to direct the decisions of Oaktree Holdings I regarding the vote and disposition of securities held by the PF V Fund; therefore, Oaktree Holdings may be deemed to have indirect beneficial ownership of the shares of Common Stock of the Issuer held by the PF V Fund.

OCG, in its capacity as the managing member of Oaktree Holdings, has the ability to direct the management of Oaktree Holdings' business, including the power to direct the decisions of Oaktree Holdings regarding the vote and disposition of securities held by the PF V Fund, and OCG, in its capacity as the sole stockholder of Holdings, has the ability to appoint and remove directors of Holdings and, as such, may indirectly control the decisions of Holdings regarding the voting and disposition of securities held by the vote of securities held Mr. Harmon for the benefit of FIE; therefore, OCG may be deemed to have indirect beneficial ownership of the shares of Common Stock of the Issuer held by the PF V Fund and Mr. Harmon.

Oaktree AIF, in its capacity as the general partner of the AIF Fund, has the ability to direct the management of the AIF Fund's business, including the power to vote and dispose of securities held by the AIF Fund; therefore, Oaktree Fund GP may be deemed to beneficially own the shares of Common Stock of the Issuer held by the AIF Fund.

Oaktree GP AIF, in its capacity as the general partner of Oaktree AIF, has the ability to direct the management of Oaktree AIF's business, including the power to direct the decisions of Oaktree AIF regarding the vote and disposition of securities held by the AIF Fund; therefore, Oaktree GP AIF may be deemed to beneficially own the shares of Common Stock of the Issuer held by the AIF Fund.

Oaktree GP III, in its capacity as the sole member Oaktree GP AIF, has the ability to direct the management of Oaktree GP AIF's business, including the power to direct the decisions of Oaktree GP AIF regarding the vote and disposition of securities held by the AIF Fund; therefore, Oaktree GP III may be deemed to beneficially own the shares of Common Stock of the Issuer held by the AIF Fund.

Oaktree AIF Investments, in its capacity as the general partner of Oaktree GP III, has the ability to direct the management of Oaktree GP III's business, including the power to direct the decisions of Oaktree GP III regarding the vote and disposition of securities held by the AIF Fund; therefore, Oaktree AIF Investments may be deemed to beneficially own the shares of Common Stock of the Issuer held by the AIF Fund.

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Oaktree AIF Holdings, in its capacity as the general partner of Oaktree AIF Investments, has the ability to direct the management of Oaktree AIF Investments' business, including the power to direct the decisions of Oaktree AIF Investments regarding the vote and disposition of securities held by the AIF Fund; therefore, Oaktree AIF Holdings may be deemed to beneficially own the shares of Common Stock of the Issuer held by the AIF Fund.

OCGH, in its capacity as the controlling shareholder of Oaktree AIF Holdings, has the ability to appoint and remove directors of Oaktree AIF Holdings and, as such, may indirectly control the decisions of OCG regarding the vote and disposition of securities held by the AIF Fund; therefore, OCGH may be deemed to have indirect beneficial ownership of the shares of Common Stock of the Issuer held by the AIF Fund.

Holdings, in its capacity as the general partner of OCM, has the ability to direct the management of OCM's business, including the power to direct the decisions of OCM regarding the voting and disposition of securities held by Mr. Harmon for the benefit of FIE; therefore, Holdings may be deemed to have indirect beneficial ownership of the shares of Common Stock of the Issuer held by Mr. Harmon.

OCM, in its capacity as the managing member of FIE, has the ability to direct the management of FIE's business, including the power to direct the decisions of FIE regarding the vote and disposition of securities held by Mr. Harmon for the benefit of FIE; therefore, OCM may be deemed to have indirect beneficial ownership of the shares of Common Stock of the Issuer held by Mr. Harmon.

OCGH GP, in its capacity as (i) the manager of OCG, has the ability to direct the management of OCG's business, including the power to direct the decisions of OCG regarding the vote and disposition of the securities held by the PF V Fund and the vote of securities held for the benefit of FIE, and (ii) the general partner of OCGH, has the ability to direct the management of OCGH's business, including the power to direct the decisions of OCGH regarding the vote and disposition of securities held by the AIF Fund; therefore, OCGH GP may be deemed to have indirect beneficial ownership of the shares of Common Stock of the Issuer held by the PF V Fund, Mr. Harmon and the AIF Fund.

With respect to the shares of Common Stock reported herein, each of the Reporting Persons may be deemed to have sole voting and dispositive power, the sole power to direct the vote and disposition or the sole power to direct the vote of the number of shares of Common Stock which such Reporting Person may be deemed to beneficially own as set forth above.

Pursuant to Rule 13d-4 of the Act, the Reporting Persons declare that filing this Schedule 13D shall not be construed as an admission that any such person is, for the purposes of Section 13(d) and/or Section 13(g) of the Act, the beneficial owner of any securities covered by this Schedule 13D, except to the extent of such person's pecuniary interest in shares of Common Stock, and except to the extent of its pecuniary interest, such beneficial ownership is expressly disclaimed by each Reporting Person, other than the Investors.

To the knowledge of the Reporting Persons, other than as disclosed above with respect to Mr. Harmon, none of the Covered Persons directly owns any shares of Common Stock of the Issuer; provided, however, that because of each Covered Person's status as a manager, general partner, director, executive officer or member of a Reporting Person, a Covered Person may be deemed to be the beneficial owner of the shares of Common Stock of the Issuer beneficially owned by such Reporting Person. Except to the extent of their pecuniary interest, each of the Covered Persons disclaims beneficial ownership of the shares of Common Stock of the Issuer reported herein and the filing of this Schedule 13D shall not be construed as an admission that any such Covered Person is the beneficial owner of any securities covered by this statement.

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Schedule 13D

All ownership percentages of the securities reported in this Schedule 13D are based upon 217,419,933 shares of Common Stock of the Issuer outstanding as of October 31, 2016, as represented by the Issuer on November 9, 2016.

Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer.

Item 6 of the Schedule 13D is amended and supplemented by adding the following paragraphs.

Underwriting Agreement

On December 5, 2016, the Investors entered into the Underwriting Agreement with Goldman, Sachs & Co. and Merrill Lynch, Pierce, Fenner & Smith Incorporated, as representatives (the Representatives) of the Underwriters, the Issuer and the other Selling Stockholders for the sale by the Selling Stockholders to the Underwriters of an aggregate of 18,000,000 shares of Common Stock of the Issuer and, at the election of the Underwriters, up to an additional 2,700,000 shares of Common Stock of the Issuer to cover over-allotments.

Pursuant to the Underwriting Agreement, the Issuer and the Selling Stockholders have agreed, subject to certain exceptions, not to sell, pledge or otherwise dispose of or hedge any of their shares of Common Stock of the Issuer or any securities convertible into or exchangeable for shares of Common Stock of the Issuer during the period from the date of the Underwriting Agreement continuing through the date that is 60 days after the date of the Underwriting Agreement or such earlier date as the Representatives consent to in writing.

The foregoing summary does not purport to be complete and is qualified in its entirety by reference to the Underwriting Agreement filed herewith as Exhibit 2.

Item 6. Material to be Filed as Exhibits.

The following are filed herewith as Exhibits to this Schedule 13D:

- | | |
|-----------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Exhibit 1 | A written agreement relating to the filing of the joint acquisition statement as required by Rule 13d-1(k)(1) under the Securities Exchange Act of 1934, as amended. |
| Exhibit 2 | Underwriting Agreement, dated as of November 30, 2016, among Goldman, Sachs & Co. and Merrill Lynch, Pierce, Fenner & Smith Incorporated, as representatives of the underwriters named therein, First BanCorp. and the selling stockholders named therein (incorporated by reference to Exhibit 1.1 of the Current Report on Form 8-K filed by First BanCorp. with the Securities and Exchange Commission on December 1, 2016). |

SIGNATURE

After reasonable inquiry and to the best of our knowledge and belief, the undersigned certify that the information set forth in this statement is true, complete and correct.

Dated: December 9, 2016

OAKTREE PRINCIPAL FUND V (DELAWARE), L.P.

By: Oaktree Fund GP, LLC, its general partner
By: Oaktree Fund GP I, L.P., its managing member

By: /s/ Jamie Toothman
Name: Jamie Toothman
Title: Authorized Signatory

OAKTREE FUND GP, LLC

By: Oaktree Fund GP I, L.P., its managing member

By: /s/ Jamie Toothman
Name: Jamie Toothman
Title: Authorized Signatory

OAKTREE FUND GP I, L.P.

By: /s/ Jamie Toothman
Name: Jamie Toothman
Title: Authorized Signatory

OAKTREE CAPITAL I, L.P.

By: /s/ Jamie Toothman
Name: Jamie Toothman
Title: Authorized Signatory

[Signature Pages Schedule 13D Oaktree]

OCM HOLDINGS I, LLC

By: /s/ Jamie Toothman
Name: Jamie Toothman
Title: Vice President

OAKTREE HOLDINGS, LLC

By: /s/ Jamie Toothman
Name: Jamie Toothman
Title: Vice President

OAKTREE CAPITAL GROUP, LLC

By: /s/ Jamie Toothman
Name: Jamie Toothman
Title: Vice President

OAKTREE FF INVESTMENT FUND AIF (DELAWARE), L.P.

By: Oaktree Fund AIF Series, L.P. Series I, its general partner
By: Oaktree Fund GP AIF, LLC, its general partner
By: Oaktree Fund GP III, L.P., its managing member

By: /s/ Jamie Toothman
Name: Jamie Toothman
Title: Authorized Signatory

[Signature Pages Schedule 13D Oaktree]

OAKTREE FUND AIF SERIES, L.P. SERIES I

By: Oaktree Fund GP AIF, LLC, its general partner
By: Oaktree Fund GP III, L.P., its managing member

By: /s/ Jamie Toothman
Name: Jamie Toothman
Title: Authorized Signatory

OAKTREE FUND GP AIF, LLC

By: Oaktree Fund GP III, L.P., its managing member

By: /s/ Jamie Toothman
Name: Jamie Toothman
Title: Authorized Signatory

OAKTREE FUND GP III, L.P.

By: /s/ Jamie Toothman
Name: Jamie Toothman
Title: Authorized Signatory

[Signature Pages Schedule 13D Oaktree]

OAKTREE AIF INVESTMENTS, L.P.

By: Oaktree AIF Holdings, Inc., its general partner

By: /s/ Jamie Toothman
Name: Jamie Toothman
Title: Vice President

OAKTREE AIF HOLDINGS, INC.

By: /s/ Jamie Toothman
Name: Jamie Toothman
Title: Vice President

OAKTREE CAPITAL GROUP HOLDINGS, L.P.

By: Oaktree Capital Group Holdings GP, LLC,
its general partner

By: /s/ Jamie Toothman
Name: Jamie Toothman
Title: Vice President

OAKTREE CAPITAL GROUP HOLDINGS GP, LLC

By: /s/ Jamie Toothman
Name: Jamie Toothman
Title: Vice President

OAKTREE CAPITAL MANAGEMENT, L.P.

By: /s/ Jamie Toothman
Name: Jamie Toothman
Title: Vice President

OAKTREE HOLDINGS, INC.

By: /s/ Jamie Toothman
Name: Jamie Toothman
Title: Vice President

[Signature Pages Schedule 13D Oaktree]

OCM FIE, LLC

By: /s/ Jamie Toothman
Name: Jamie Toothman
Title: Authorized Signatory

[Signature Pages Schedule 13D Oaktree]

ANNEX A

Oaktree Capital Group Holdings GP, LLC

The name and principal occupation of each of the members of the executive committee of Oaktree Capital Group Holdings GP, LLC and its executive officers are listed below.

| Name | Principal Occupation |
|----------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Howard S. Marks | Co-Chairman of the Board of Oaktree Capital Group, LLC and Co-Chairman of Oaktree Capital Management, L.P. |
| Bruce A. Karsh | Co-Chairman, Chief Investment Officer and Director of Oaktree Capital Group, LLC and Co-Chairman and Chief Investment Officer of Oaktree Capital Management, L.P. |
| John B. Frank | Vice Chairman and Director of Oaktree Capital Group, LLC and Vice Chairman of Oaktree Capital Management, L.P. |
| Jay S. Wintrob | Chief Executive Officer and Director of Oaktree Capital Group, LLC and Chief Executive Officer of Oaktree Capital Management, L.P. |
| David M. Kirchheimer | Chief Financial Officer, Principal and Director of Oaktree Capital Group, LLC and Chief Financial Officer and Principal of Oaktree Capital Management, L.P. |
| Todd E. Molz | General Counsel, Chief Administrative Officer and Secretary of Oaktree Capital Group, LLC and General Counsel and Chief Administrative Officer of Oaktree Capital Management, L.P. |
| Susan Gentile | Chief Accounting Officer and Managing Director of Oaktree Capital Group, LLC and Chief Accounting Officer and Managing Director of Oaktree Capital Management, L.P. |
| Sheldon M. Stone | Principal and Director of Oaktree Capital Group, LLC and Principal of Oaktree Capital Management, L.P. |
| Stephen A. Kaplan | Principal and Director of Oaktree Capital Group, LLC and Principal of Oaktree Capital Management, L.P. |

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Oaktree Capital Group Holdings, L.P.

The general partner of Oaktree Capital Group Holdings, L.P. is Oaktree Capital Group Holdings GP, LLC. There are no executive officers and directors appointed at Oaktree Capital Group Holdings, L.P.

Oaktree Capital Group, LLC

The name and principal occupation of each of the directors and executive officers of Oaktree Capital Group, LLC are listed below.

| Name | Principal Occupation |
|----------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Howard S. Marks | Co-Chairman of the Board of Oaktree Capital Group, LLC and Co-Chairman of Oaktree Capital Management, L.P. |
| Bruce A. Karsh | Co-Chairman, Chief Investment Officer and Director of Oaktree Capital Group, LLC and Co-Chairman and Chief Investment Officer of Oaktree Capital Management, L.P. |
| John B. Frank | Vice Chairman and Director of Oaktree Capital Group, LLC and Vice Chairman of Oaktree Capital Management, L.P. |
| Jay S. Wintrob | Chief Executive Officer and Director of Oaktree Capital Group, LLC and Chief Executive Officer of Oaktree Capital Management, L.P. |
| David M. Kirchheimer | Chief Financial Officer, Principal and Director of Oaktree Capital Group, LLC and Chief Financial Officer and Principal of Oaktree Capital Management, L.P. |
| Todd E. Molz | General Counsel, Chief Administrative Officer and Secretary of Oaktree Capital Group, LLC and General Counsel and Chief Administrative Officer of Oaktree Capital Management, L.P. |
| Susan Gentile | Chief Accounting Officer and Managing Director of Oaktree Capital Group, LLC and Chief Accounting Officer and Managing Director of Oaktree Capital Management, L.P. |
| Sheldon M. Stone | Principal and Director of Oaktree Capital Group, LLC and Principal of Oaktree Capital Management, L.P. |
| Stephen A. Kaplan | Principal and Director of Oaktree Capital Group, LLC and Principal of Oaktree Capital Management, L.P. |
| D. Richard Masson | Owner and general manager of Golden Age |

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| | |
|----------------------|-----------------------------------------------------------------------------------|
| | Farm, LLC |
| Robert E. Denham | Partner in the law firm of Munger, Tolles & Olson LLP. |
| Larry W. Keele | Retired |
| Wayne G. Pierson | President of Acorn Investors, LLC and Principal of Clifford Capital Partners, LLC |
| Marna C. Whittington | Retired |

Oaktree Holdings, LLC

The managing member of Oaktree Holdings, LLC is Oaktree Capital Group, LLC. There are no executive officers and directors appointed at Oaktree Holdings, LLC.

OCM Holdings I, LLC

The managing member of OCM Holdings I, LLC is Oaktree Holdings, LLC. The name and principal occupation of each of the executive officers of OCM Holdings I, LLC are listed below.

| Name | Principal Occupation |
|-----------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Howard S. Marks | Co-Chairman of the Board of Oaktree Capital Group, LLC and Co-Chairman of Oaktree Capital Management, L.P. |
| Bruce A. Karsh | Co-Chairman, Chief Investment Officer and Director of Oaktree Capital Group, LLC and Co-Chairman and Chief Investment Officer of Oaktree Capital Management, L.P. |

Oaktree Capital I, L.P.

OCM Holdings I, LLC is the general partner of Oaktree Capital I, L.P. The name and principal occupation of each of the executive officers of Oaktree Capital I, L.P. are listed below.

| Name | Principal Occupation |
|-----------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Howard S. Marks | Co-Chairman of the Board of Oaktree Capital Group, LLC and Co-Chairman of Oaktree Capital Management, L.P. |
| Bruce A. Karsh | Co-Chairman, Chief Investment Officer and Director of Oaktree Capital Group, LLC and Co-Chairman and Chief Investment Officer of Oaktree Capital Management, L.P. |

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John B. Frank

Vice Chairman and Director of Oaktree Capital Group, LLC and Vice Chairman of Oaktree Capital Management, L.P.

David M. Kirchheimer

Chief Financial Officer, Principal and Director of Oaktree Capital Group, LLC and Chief Financial Officer and Principal of Oaktree Capital Management, L.P.

Oaktree Fund GP I, L.P.

Oaktree Capital I, L.P. is the general partner of Oaktree Fund GP I, L.P. There are no executive officers or directors appointed at Oaktree Fund GP I, L.P.

Oaktree Fund GP, LLC

Oaktree Fund GP I, L.P. is the general partner of Oaktree Fund GP, LLC. There are no executive officers or directors appointed at Oaktree Fund GP, LLC.

Oaktree Principal Fund V (Delaware), L.P.

Oaktree Fund GP, LLC is the general partner of Oaktree Principal Fund V (Delaware), L.P., which is a Delaware limited partnership. There are no executive officers or directors appointed at Oaktree Principal Fund V (Delaware), L.P.

Oaktree FF Investment Fund AIF (Delaware), L.P.

Oaktree Fund AIF Series, L.P. Series I is the general partner of Oaktree FF Investment Fund AIF (Delaware), L.P., which is a Delaware limited partnership. There are no executive officers or directors appointed at Oaktree FF Investment Fund AIF (Delaware), L.P.

Oaktree Fund AIF Series, L.P. Series I

Oaktree Fund GP AIF, LLC is the general partner of Oaktree Fund AIF Series, L.P. Series I, which is a Delaware limited partnership. There are no executive officers or directors appointed at Oaktree Fund AIF Series, L.P. Series I.

Oaktree Fund GP AIF, LLC

Oaktree Fund GP III, L.P. is the sole member of Oaktree Fund GP AIF, LLC, which is a Delaware limited liability company. There are no executive officers or directors appointed at Oaktree Fund GP AIF, LLC.

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Oaktree Fund GP III, L.P.

Oaktree AIF Investments, L.P. is the general partner of Oaktree Fund GP III, L.P., which is a Delaware limited partnership. There are no executive officers or directors appointed at Oaktree AIF Investments, L.P.

Oaktree AIF Investments, L.P.

Oaktree AIF Holdings, Inc. is the general partner of Oaktree AIF Investments, L.P., which is a Delaware limited partnership. There are no executive officers or directors appointed at Oaktree AIF Investments, L.P.

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Oaktree AIF Holdings, Inc.

Oaktree AIF Holdings, Inc. is a Delaware corporation. The name and principal occupation of each of the directors and executive officers of Oaktree AIF Holdings, Inc. are listed below.

| Name | Principal Occupation |
|-----------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Howard S. Marks | Co-Chairman of the Board of Oaktree Capital Group, LLC and Co-Chairman of Oaktree Capital Management, L.P. |
| Bruce A. Karsh | Co-Chairman, Chief Investment Officer and Director of Oaktree Capital Group, LLC and Co-Chairman and Chief Investment Officer of Oaktree Capital Management, L.P. |
| Todd E. Molz | General Counsel, Chief Administrative Officer and Secretary of Oaktree Capital Group, LLC and General Counsel and Chief Administrative Officer of Oaktree Capital Management, L.P. |

Oaktree Holdings, Inc.

Oaktree Holdings, Inc. is a Delaware corporation. The name and principal occupation of each of the directors and executive officers of Oaktree Holdings, Inc. are listed below.

| Name | Principal Occupation |
|----------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Howard S. Marks | Co-Chairman of the Board of Oaktree Capital Group, LLC and Co-Chairman of Oaktree Capital Management, L.P. |
| Bruce A. Karsh | Co-Chairman, Chief Investment Officer and Director of Oaktree Capital Group, LLC and Co-Chairman and Chief Investment Officer of Oaktree Capital Management, L.P. |
| John B. Frank | Vice Chairman and Director of Oaktree Capital Group, LLC and Vice Chairman of Oaktree Capital Management, L.P. |
| Jay S. Wintrob | Chief Executive Officer and Director of Oaktree Capital Group, LLC and Chief Executive Officer of Oaktree Capital Management, L.P. |
| David M. Kirchheimer | Chief Financial Officer, Principal and Director of Oaktree Capital Group, LLC and Chief Financial Officer and Principal of Oaktree Capital Management, L.P. |
| Todd E. Molz | General Counsel, Chief Administrative Officer and Secretary of Oaktree Capital Group, LLC and General Counsel and Chief Administrative Officer of Oaktree Capital Management, L.P. |
| Susan Gentile | Chief Accounting Officer and Managing Director of Oaktree Capital Group, LLC and Chief Accounting Officer and Managing Director of Oaktree Capital Management, L.P. |

Oaktree Capital Management, L.P.

Oaktree Capital Management, L.P. is a Delaware limited partnership. The general partner of Oaktree Capital Management, L.P. is Oaktree Holdings, Inc.

OCM FIE, LLC

OCM FIE, LLC is a Delaware limited liability company. The managing member of OCM FIE, LLC is Oaktree Capital Management, L.P.

EXHIBIT 1

JOINT FILING AGREEMENT

Each of the undersigned acknowledges and agrees that the foregoing Statement on Schedule 13D is filed on behalf of the undersigned. Each of the undersigned acknowledges that it shall be responsible for the timely filing of such amendments, and for the completeness and accuracy of the information concerning it contained therein, but shall not be responsible for the completeness and accuracy of the information concerning the other, except to the extent that he or it knows or has reason to believe that such information is inaccurate.

Dated as of December 9, 2016

OAKTREE PRINCIPAL FUND V (DELAWARE), L.P.

By: Oaktree Fund GP, LLC, its general partner
By: Oaktree Fund GP I, L.P., its managing member

By: /s/ Jamie Toothman
Name: Jamie Toothman
Title: Authorized Signatory

OAKTREE FUND GP, LLC

By: Oaktree Fund GP I, L.P., its managing member

By: /s/ Jamie Toothman
Name: Jamie Toothman
Title: Authorized Signatory

OAKTREE FUND GP I, L.P.

By: /s/ Jamie Toothman
Name: Jamie Toothman
Title: Authorized Signatory

OAKTREE CAPITAL I, L.P.

By: /s/ Jamie Toothman
Name: Jamie Toothman
Title: Authorized Signatory

OCM HOLDINGS I, LLC

By: /s/ Jamie Toothman
Name: Jamie Toothman
Title: Vice President

OAKTREE HOLDINGS, LLC

By: /s/ Jamie Toothman
Name: Jamie Toothman
Title: Vice President

OAKTREE CAPITAL GROUP, LLC

By: /s/ Jamie Toothman
Name: Jamie Toothman
Title: Vice President

OAKTREE CAPITAL GROUP HOLDINGS GP, LLC

By: /s/ Jamie Toothman
Name: Jamie Toothman
Title: Vice President

OAKTREE FF INVESTMENT FUND AIF (DELAWARE), L.P.

By: Oaktree Fund AIF Series, L.P. Series I, its general partner

By: Oaktree Fund GP AIF, LLC, its general partner
By: Oaktree Fund GP III, L.P., its managing member

By: /s/ Jamie Toothman
Name: Jamie Toothman
Title: Authorized Signatory

OAKTREE FUND AIF SERIES, L.P. SERIES I

By: Oaktree Fund GP AIF, LLC, its general partner
By: Oaktree Fund GP III, L.P., its managing member

By: /s/ Jamie Toothman
Name: Jamie Toothman
Title: Authorized Signatory

OAKTREE FUND GP AIF, LLC

By: Oaktree Fund GP III, L.P., its managing member

By: /s/ Jamie Toothman
Name: Jamie Toothman
Title: Authorized Signatory

OAKTREE FUND GP III, L.P.

By: /s/ Jamie Toothman
Name: Jamie Toothman
Title: Authorized Signatory

OAKTREE AIF INVESTMENTS, L.P.

By: Oaktree AIF Holdings, Inc., its general partner

By: /s/ Jamie Toothman
Name: Jamie Toothman
Title: Vice President

OAKTREE AIF HOLDINGS, INC.

By: /s/ Jamie Toothman
Name: Jamie Toothman
Title: Vice President

OAKTREE CAPITAL GROUP HOLDINGS, L.P.

By: Oaktree Capital Group Holdings GP, LLC,
its general partner

By: /s/ Jamie Toothman
Name: Jamie Toothman
Title: Vice President

OAKTREE HOLDINGS, INC.

By: /s/ Jamie Toothman
Name: Jamie Toothman
Title: Vice President

OCM FIE, LLC

By: /s/ Jamie Toothman
Name: Jamie Toothman
Title: Authorized Signatory

OAKTREE CAPITAL MANAGEMENT, L.P.

By: /s/ Jamie Toothman
Name: Jamie Toothman
Title: Vice President
