

# 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 or  
Section 30(h) of the Investment Company Act of 1940

<b>1. Name and Address of Reporting Person *</b>  <b>Oaktree Value Equity Holdings, L.P.</b>  (Last) (First) (Middle)  <b>333 S. GRAND AVENUE, 28TH FLOOR</b>  (Street)  <b>LOS ANGELES, CA 90071</b>  (City) (State) (Zip)	<b>2. Issuer Name and Ticker or Trading Symbol</b>  <b>STONEMOR PARTNERS LP [ STON ]</b>	<b>5. Relationship of Reporting Person(s) to Issuer</b> (Check all applicable)  <input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)
<b>3. Date of Earliest Transaction (MM/DD/YYYY)</b>  <p align="center"><b>3/2/2018</b></p>		<b>6. Individual or Joint/Group Filing (Check Applicable Line)</b>  <input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person
<b>4. If Amendment, Date Original Filed (MM/DD/YYYY)</b>		

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. 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)
			Code	V	Amount	(A) or (D)	Price			
Common units representing partnership interests	3/2/2018		P		12373	A	\$6.00 (5)	4244673	D (1)(2)(3)(4)	

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. 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		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				

**Explanation of Responses:**

- (1) By Oaktree Value Equity Holdings, L.P., a Delaware limited partnership ("VE Holdings"). This Form 4 is also being filed by (i) Oaktree Value Equity Fund GP, L.P., a Cayman Islands exempted limited partnership ("VEF GP"), in its capacity as the general partner of VE Holdings; (ii) Oaktree Value Equity Fund GP Ltd., a Cayman Islands exempted company ("VEF Ltd."), in its capacity as the general partner of VEF GP; (iii) Oaktree Capital Management, L.P., a Delaware limited partnership ("Management"), in its capacity as the sole director of VEF Ltd.; (iv) Oaktree Holdings, Inc., a Delaware corporation ("Holdings"), in its capacity as the general partner of Management; (v) Oaktree Fund GP I, L.P., a Delaware limited partnership ("GP I"), in its capacity as sole shareholder of VEF Ltd.; (vi) Oaktree Capital I, L.P., a Delaware limited partnership ("Capital I"), in its capacity as the general partner of GP I; (continue on footnote 2)
- (2) (continued from footnote 1) (vii) OCM Holdings I, LLC, a Delaware limited liability company ("Holdings I"), in its capacity as the general partner of Capital I; (viii) Oaktree Holdings, LLC, a Delaware limited liability company ("Holdings LLC") in its capacity as the managing member of Holdings I; (ix) Oaktree Capital Group, LLC, a Delaware limited liability company ("OCG"), in its capacity as the sole shareholder of Holdings and the managing member of Holdings LLC; and (x) Oaktree Capital Group Holdings GP, LLC, a Delaware limited liability company ("OCGH"), in its capacity as the duly elected manager of OCG.
- (3) Each Reporting Person disclaims beneficial ownership of the Common Units reported herein except to the extent of its 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 the Common Units covered by this Form 4.
- (4) OCGH is managed by an executive committee consisting of Howard S. Marks, Bruce A. Karsh, Sheldon M. Stone, John B. Frank, and Jay S. Wintrob (the "OCGH Members"). In such capacity, the OCGH Members may be deemed to have indirect beneficial ownership of the Common Units reported herein. Each OCGH Member expressly disclaims beneficial ownership of the Common Units reported herein, except to the extent of his respective pecuniary interest therein, and the filing of this Form 4 shall not be construed as an admission that any such person is the beneficial owner of the Common Units covered by this Form 4.
- (5) The price reported in Column 4 is a weighted average price. These Common Units were acquired in multiple transactions at prices ranging from \$5.98 to \$6.00, inclusive. The reporting persons undertakes to provide to the issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of Common Units sold at each separate price within the ranges set forth in footnote (5) to this Form 4.

**Remarks:**

This Form 4 is being filed in two parts due to the number of Reporting Persons. Both filings relate to the same holdings described above. (2 of 2)

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Oaktree Value Equity Holdings, L.P. 333 S. GRAND AVENUE 28TH FLOOR LOS ANGELES, CA 90071		X		
Oaktree Value Equity Fund GP Ltd. 333 S. GRAND AVENUE 28TH FLOOR LOS ANGELES, CA 90071		X		
Oaktree Value Equity Fund GP, L.P. 333 S. GRAND AVENUE 28TH FLOOR LOS ANGELES, CA 90071		X		

**Signatures**

See Signatures Included in Exhibit 99.1

3/6/2018

     \*\*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 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).

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 control number.

Dated: March 6, 2018

**OAKTREE VALUE EQUITY HOLDINGS, L.P.**

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

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

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

By: /s/ Brian Price  
Name: Brian Price  
Title: Vice President

**OAKTREE VALUE EQUITY FUND GP, L.P.**

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

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

By: /s/ Brian Price  
Name: Brian Price  
Title: Vice President

**OAKTREE VALUE EQUITY FUND GP LTD.**

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

By: /s/ Brian Price  
Name: Brian Price  
Title: Vice President

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**OAKTREE CAPITAL MANAGEMENT, L.P.**

By: /s/ Brian Price  
Name: Brian Price  
Title: Vice President

**OAKTREE HOLDINGS, INC.**

By: /s/ Brian Price  
Name: Brian Price  
Title: Vice President

**OAKTREE FUND GP I, L.P.**

By: /s/ Brian Price  
Name: Brian Price  
Title: Authorized Signatory

**OAKTREE CAPITAL I, L.P.**

By: /s/ Brian Price  
Name: Brian Price  
Title: Vice President

**OCM HOLDINGS I, LLC**

By: /s/ Brian Price  
Name: Brian Price  
Title: Vice President

**OAKTREE HOLDINGS, LLC**

By: /s/ Brian Price  
Name: Brian Price  
Title: Vice President

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**OAKTREE CAPITAL GROUP, LLC**

By: /s/ Brian Price  
Name: Brian Price  
Title: Vice President

**OAKTREE CAPITAL GROUP HOLDINGS GP, LLC**

By: /s/ Brian Price  
Name: Brian Price  
Title: Vice President

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