

FORM 4

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

OMB APPROVAL
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[X] 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

1. Name and Address of Reporting Person -* Oaktree Capital Group Holdings GP, LLC (Last) (First) (Middle) 333 SOUTH GRAND AVENUE, 28TH FLOOR (Street) LOS ANGELES, CA 90071 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol Vistra Energy Corp. [VST]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input checked="" type="checkbox"/> Other (specify below) Not applicable
		3. Date of Earliest Transaction (MM/DD/YYYY) <p align="center">4/9/2018</p>
		4. If Amendment, Date Original Filed (MM/DD/YYYY) _____
		6. Individual or Joint/Group Filing (Check Applicable Line) <input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person

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 Stock, par value \$0.01	4/9/2018	4/9/2018	A		3091718	A	(1)(2)(3)(4)	51530530 (1)(2)(3)(4)(5)(6)	I	See Footnotes (1)(2)(3)(4)(5)(6)(7)

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

1. Title of Derivate 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) This Form 4 is being filed by Opps VIIb TCEH Holdings, LLC ("Opps Holdings") with respect to 14,765,903 shares of the Issuer's Common Stock, par value \$0.01 (the "Issuer's Common Stock"), and, with respect to 36,764,627 shares of the Issuer's Common Stock (i) Oaktree Capital Management, L.P. ("Management") as the duly appointed investment manager of certain funds and accounts (the "Managed Entities") that directly own the 36,764,627 shares of the Issuer's Common Stock; (ii) Oaktree Holdings, Inc. ("Holdings, Inc.") as the general partner of Management; (iii) Oaktree Capital Group, LLC ("OCG") as the sole shareholder of Holdings, Inc.; and (iv) Oaktree Capital Group Holdings GP, LLC ("OCGH GP", and together with Opps Holdings, Management, Holdings, Inc. and OCG, the "Reporting Persons" and each a "Reporting Person") as the duly elected manager of OCG. (Cont'd on FN 2)
- (2) (Cont'd from FN 1) This Form 4 reflects (a) 834,438 additional shares of the Issuer's Common Stock acquired by the Reporting Persons on March 31, 2017, prior to the registration of the Common Stock under the Securities Exchange Act of 1934, as amended, and (b) a decrease in beneficial ownership of 59,964 shares of the Issuer's Common Stock, as to which shares the Reporting Persons disclaimed beneficial ownership except to the extent of their pecuniary interest therein, between August 1, 2017 and March 1, 2018 due to the termination of the Reporting Persons' management of certain managed accounts.
- (3) This Form 4 is being filed in connection with the consummation on April 9, 2018 (the "Closing Date"), of the transactions contemplated by that certain Agreement and Plan of Merger, dated October 29, 2017 (the "Merger Agreement"), by and between the Issuer, and Dynegy Inc., a Delaware corporation ("Dynegy"). Pursuant to the Merger Agreement, on the Closing Date, Dynegy merged with and into the Issuer, with the Issuer continuing as the surviving corporation (the "Merger"). The combined company will operate under the name "Vistra Energy Corp." and will continue to be a Delaware corporation. (Cont'd on FN 4)
- (4) (Cont'd from FN 3) On the Closing Date, each issued and outstanding share of Dynegy Common Stock, other than shares owned by the Issuer or its wholly owned subsidiaries, held in treasury by Dynegy or held by a wholly owned subsidiary of Dynegy, was automatically converted into the right to receive 0.652 shares of the Issuer's Common Stock (the "Conversion"). Pursuant to the Merger Agreement, the Reporting Persons received 3,091,718 shares of the Issuer's Common Stock upon the Conversion.
- (5) The acquisition by the Reporting Persons of the Issuer's Common Stock pursuant to the Conversion is exempt from Section 16(b) pursuant to Section 16(b)-3(d).

- (6) Following the Closing Date of the Merger, the Reporting Persons beneficially owned less than 10% of the Issuer's Common Stock outstanding, and on April 24, 2018, Jennifer Box resigned from the board of directors of the Issuer. As a result, the Reporting Persons have ceased to have a reporting obligation under Section 16.
- (7) 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 Issuer's Common Stock held by the Managed Entities. Each of the general partners, managing members, directors and managers described above disclaims beneficial ownership of any shares of common stock beneficially or of record owned by the Reporting Persons, except to the extent of any pecuniary interest therein.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Oaktree Capital Group Holdings GP, LLC 333 SOUTH GRAND AVENUE 28TH FLOOR LOS ANGELES, CA 90071	X			Not applicable
OAKTREE CAPITAL MANAGEMENT LP 333 SOUTH GRAND AVENUE 28TH FLOOR LOS ANGELES, CA 90071	X			Not applicable
Oaktree Holdings, Inc. 333 SOUTH GRAND AVENUE 28TH FLOOR LOS ANGELES, CA 90071	X			Not applicable
Oaktree Capital Group, LLC 333 SOUTH GRAND AVENUE 28TH FLOOR LOS ANGELES, CA 90071	X			Not applicable

Signatures

See Signatures included in Exhibit 99.1

5/4/2018

**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.

This statement on Form 4 is filed jointly by each of the undersigned. The principal business address of each of these reporting persons is 333 South Grand Avenue, 28 th Floor, Los Angeles, California 90071.

Name of Designated Filer: Oaktree Capital Group Holdings GP, LLC

Date of Event Requiring Statement: May 4, 2018

Issuer Name: Vistra Energy Corp. [VST]

OAKTREE CAPITAL GROUP HOLDINGS GP, LLC

By: /s/ Jordan Mikes

Name: Jordan Mikes

Title: Vice President

OAKTREE CAPITAL MANAGEMENT, L.P.

By: /s/ Jordan Mikes

Name: Jordan Mikes

Title: Vice President

OAKTREE HOLDINGS, INC.

By: /s/ Jordan Mikes

Name: Jordan Mikes

Title: Vice President

OAKTREE CAPITAL GROUP, LLC

By: /s/ Jordan Mikes

Name: Jordan Mikes

Title: Vice President
