

DYNEGY INC.
Form SC 13G/A
February 14, 2013

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934
(Amendment No. 1)*

Dynegy Inc.
(Name of Issuer)

Common Shares, \$0.01 par value
(Title of Class of Securities)

26817R108

(CUSIP Number)

December 31, 2012
(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 disclosures provided in a prior cover page.

The information required on 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).

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1 NAME OF REPORTING PERSON

Oaktree Opportunities Fund VIII Delaware, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

NUMBER OF SHARES 4,208,258

BENEFICIALLY OWNED 6 SHARED VOTING POWER

None.

BY EACH REPORTING PERSON 7 SOLE DISPOSITIVE POWER

WITH 4,208,258

8 SHARED DISPOSITIVE POWER

None.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

4,208,258

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

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

3.64% (1)

12 TYPE OF REPORTING PERSON

PN

(1)

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Based upon an aggregate of 115,606,936 shares of common stock outstanding as of December 5, 2012, including 15,606,936 additional shares of common stock reserved for issuance upon the exercise of warrants at an exercise price of \$40.00 per share that expire at 5:00 p.m. New York City time on October 2, 2017 and 804 shares held in treasury following issuance on October 1, 2012, as reported by the Issuer on Amendment No. 1 to Form S-1 filed with the United States Securities Exchange Commission (the "SEC") on January 18, 2013 (the "Form S-1/A").

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1 NAME OF REPORTING PERSON

Oaktree Fund GP, LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

NUMBER OF 4,208,258*

SHARES 6 SHARED VOTING POWER

BENEFICIALLY OWNED BY EACH

None.

REPORTING 7 SOLE DISPOSITIVE POWER

PERSON WITH 4,208,258*

8 SHARED DISPOSITIVE POWER

None.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

4,208,258*

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

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

3.64%

12 TYPE OF REPORTING PERSON

OO

* Solely in its capacity as the general partner of Oaktree Opportunities Fund VIII Delaware, L.P.

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1 NAME OF REPORTING PERSON

Oaktree Huntington Investment Fund, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Cayman Islands

5 SOLE VOTING POWER

NUMBER OF 1,171,563

SHARES 6 SHARED VOTING POWER

BENEFICIALLY OWNED

None.

BY EACH 7 SOLE DISPOSITIVE POWER

REPORTING PERSON WITH 1,171,563

8 SHARED DISPOSITIVE POWER

None.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,171,563

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

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

1.01% (1)

12 TYPE OF REPORTING PERSON

PN

(1)Based upon an aggregate of 115,606,936 shares of common stock outstanding as of December 5, 2012, including 15,606,936 additional shares of common stock reserved for issuance upon the exercise of warrants at an exercise

price of \$40.00 per share that expire at 5:00 p.m. New York City time on October 2, 2017 and 804 shares held in treasury following issuance on October 1, 2012, as reported in the Form S-1/A.

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1 NAME OF REPORTING PERSON

Oaktree Huntington Investment Fund GP, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Cayman Islands

5 SOLE VOTING POWER

NUMBER OF 1,171,563*

SHARES 6 SHARED VOTING POWER

BENEFICIALLY OWNED BY EACH

None.

REPORTING 7 SOLE DISPOSITIVE POWER

PERSON WITH 1,171,563*

8 SHARED DISPOSITIVE POWER

None.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,171,563*

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

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

1.01%

12 TYPE OF REPORTING PERSON

PN

* Solely in its capacity as the general partner of Oaktree Huntington Investment Fund, L.P.

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1 NAME OF REPORTING PERSON

Oaktree Huntington Investment Fund GP Ltd.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Cayman Islands

5 SOLE VOTING POWER

NUMBER OF 1,171,563*

SHARES 6 SHARED VOTING POWER

BENEFICIALLY OWNED None.

BY EACH 7 SOLE DISPOSITIVE POWER

REPORTING PERSON WITH 1,171,563*

8 SHARED DISPOSITIVE POWER

None.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,171,563*

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

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

1.01%

12 TYPE OF REPORTING PERSON

OO

* Solely in its capacity as the general partner of Oaktree Huntington Investment Fund GP, L.P.

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1 NAME OF REPORTING PERSON

Oaktree Opportunities Fund VIII (Parallel 2), L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Cayman Islands

5 SOLE VOTING POWER

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

165,279

6 SHARED VOTING POWER

None.

7 SOLE DISPOSITIVE POWER

165,279

8 SHARED DISPOSITIVE POWER

None.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

165,279

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

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.14% (1)

12 TYPE OF REPORTING PERSON

PN

(1) Based upon an aggregate of 115,606,936 shares of common stock outstanding as of December 5, 2012, including 15,606,936 additional shares of common stock reserved for issuance upon the exercise of warrants at an exercise

price of \$40.00 per share that expire at 5:00 p.m. New York City time on October 2, 2017 and 804 shares held in treasury following issuance on October 1, 2012, as reported in the Form S-1/A.

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1 NAME OF REPORTING PERSON

Oaktree Opportunities Fund VIII GP, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Cayman Islands

5 SOLE VOTING POWER

NUMBER OF
SHARES
BENEFICIALLY

165,279*

6 SHARED VOTING POWER

OWNED
BY EACH
REPORTING
PERSON
WITH

None.

7 SOLE DISPOSITIVE POWER

165,279*

8 SHARED DISPOSITIVE POWER

None.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

165,279*

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

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.14%

12 TYPE OF REPORTING PERSON

PN

* Solely in its capacity as the general partner of Oaktree Opportunities Fund VIII (Parallel 2), L.P.

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1 NAME OF REPORTING PERSON

Oaktree Opportunities Fund VIII GP Ltd.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Cayman Islands

5 SOLE VOTING POWER

NUMBER OF 165,279*
SHARES

BENEFICIALLY 6 SHARED VOTING POWER

OWNED None.

BY EACH 7 SOLE DISPOSITIVE POWER

REPORTING PERSON 165,279*
WITH

8 SHARED DISPOSITIVE POWER

None.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

165,279*

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

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.14%

12 TYPE OF REPORTING PERSON

OO

* Solely in its capacity as the general partner of Oaktree Opportunities Fund VIII GP, L.P.

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1 NAME OF REPORTING PERSON

Oaktree Value Opportunities Fund Holdings, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

NUMBER OF SHARES 373,421

BENEFICIALLY OWNED 6 SHARED VOTING POWER

None.

BY EACH REPORTING PERSON 7 SOLE DISPOSITIVE POWER

WITH 373,421

8 SHARED DISPOSITIVE POWER

None.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

373,421

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

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.32% (1)

12 TYPE OF REPORTING PERSON

PN

(1) Based upon an aggregate of 115,606,936 shares of common stock outstanding as of December 5, 2012, including 15,606,936 additional shares of common stock reserved for issuance upon the exercise of warrants at an exercise

price of \$40.00 per share that expire at 5:00 p.m. New York City time on October 2, 2017 and 804 shares held in treasury following issuance on October 1, 2012, as reported in the Form S-1/A.

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1 NAME OF REPORTING PERSON

Oaktree Value Opportunities Fund GP, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Cayman Islands

5 SOLE VOTING POWER

NUMBER OF 373,421*
SHARES

BENEFICIALLY 6 SHARED VOTING POWER
OWNED

None.

BY EACH 7 SOLE DISPOSITIVE POWER
REPORTING

PERSON 373,421*
WITH

8 SHARED DISPOSITIVE POWER

None.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

373,421*

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

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.32%

12 TYPE OF REPORTING PERSON

PN

* Solely in its capacity as the general partner of Oaktree Value Opportunities Fund Holdings, L.P.

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1 NAME OF REPORTING PERSON

Oaktree Value Opportunities Fund GP Ltd.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Cayman Islands

5 SOLE VOTING POWER

NUMBER OF 373,421*
SHARES

BENEFICIALLY 6 SHARED VOTING POWER
OWNED

None.

BY EACH 7 SOLE DISPOSITIVE POWER
REPORTING
PERSON

373,421*

WITH 8 SHARED DISPOSITIVE POWER

None.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

373,421*

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

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.32%

12 TYPE OF REPORTING PERSON

OO

* Solely in its capacity as the general partner of Oaktree Value Opportunities Fund GP, L.P.

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1 NAME OF REPORTING PERSON

Oaktree Fund GP I, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

NUMBER OF 5,918,521*

SHARES 6 SHARED VOTING POWER

BENEFICIALLY OWNED BY EACH

None.

REPORTING 7 SOLE DISPOSITIVE POWER

PERSON WITH 5,918,521*

8 SHARED DISPOSITIVE POWER

None.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

5,918,521*

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

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

5.12%

12 TYPE OF REPORTING PERSON

PN

*Solely in its capacity as the managing member of Oaktree Fund GP, LLC and as the sole shareholder of each of Oaktree Huntington Investment Fund GP Ltd., Oaktree Opportunities Fund VIII GP Ltd. and Oaktree Value

Opportunities Fund GP Ltd.

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1 NAME OF REPORTING PERSON

Oaktree Capital I, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

NUMBER OF 5,918,521*

SHARES 6 SHARED VOTING POWER

BENEFICIALLY OWNED None.

BY EACH 7 SOLE DISPOSITIVE POWER

REPORTING PERSON WITH 5,918,521*

8 SHARED DISPOSITIVE POWER

None.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

5,918,521*

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

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

5.12%

12 TYPE OF REPORTING PERSON

PN

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

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1 NAME OF REPORTING PERSON

OCM Holdings I, LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

NUMBER OF SHARES 5,918,521*

BENEFICIALLY OWNED 6 SHARED VOTING POWER

None.

BY EACH REPORTING PERSON 7 SOLE DISPOSITIVE POWER

WITH 5,918,521*

8 SHARED DISPOSITIVE POWER

None.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

5,918,521*

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

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

5.12%

12 TYPE OF REPORTING PERSON

OO

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

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1 NAME OF REPORTING PERSON

Oaktree Holdings, LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

NUMBER OF 5,918,521*

SHARES 6 SHARED VOTING POWER

BENEFICIALLY OWNED BY EACH

None.

REPORTING 7 SOLE DISPOSITIVE POWER

PERSON WITH 5,918,521*

8 SHARED DISPOSITIVE POWER

None.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

5,918,521*

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

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

5.12% (1)

12 TYPE OF REPORTING PERSON

OO

* Solely in its capacity as the general partner of OCM Holdings I, LLC.

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1 NAME OF REPORTING PERSON

Oaktree High Yield Fund, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

California

5 SOLE VOTING POWER

NUMBER OF 115,516

SHARES 6 SHARED VOTING POWER

BENEFICIALLY OWNED None.

BY EACH 7 SOLE DISPOSITIVE POWER

REPORTING PERSON 115,516

8 SHARED DISPOSITIVE POWER

None.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

115,516

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

SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.10% (1)

12 TYPE OF REPORTING PERSON

PN

(1) Based upon an aggregate of 115,606,936 shares of common stock outstanding as of December 5, 2012, including 15,606,936 additional shares of common stock reserved for issuance upon the exercise of warrants at an exercise

price of \$40.00 per share that expire at 5:00 p.m. New York City time on October 2, 2017 and 804 shares held in treasury following issuance on October 1, 2012, as reported in the Form S-1/A.

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1 NAME OF REPORTING PERSON

Oaktree High Yield Fund II, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

California

5 SOLE VOTING POWER

NUMBER OF 190,200

SHARES 6 SHARED VOTING POWER

BENEFICIALLY OWNED None.

BY EACH 7 SOLE DISPOSITIVE POWER

REPORTING PERSON WITH 190,200

8 SHARED DISPOSITIVE POWER

None.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

190,200

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

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.16% (1)

12 TYPE OF REPORTING PERSON

PN

(1)Based upon an aggregate of 115,606,936 shares of common stock outstanding as of December 5, 2012, including 15,606,936 additional shares of common stock reserved for issuance upon the exercise of warrants at an exercise

price of \$40.00 per share that expire at 5:00 p.m. New York City time on October 2, 2017 and 804 shares held in treasury following issuance on October 1, 2012, as reported in the Form S-1/A.

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1 NAME OF REPORTING PERSON

Oaktree Fund GP II, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

NUMBER OF 305,716*
SHARES

BENEFICIALLY 6 SHARED VOTING POWER

OWNED None.

BY EACH 7 SOLE DISPOSITIVE POWER

REPORTING PERSON 305,716*
WITH

8 SHARED DISPOSITIVE POWER

None.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

305,716*

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

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.26%

12 TYPE OF REPORTING PERSON

PN

* Solely in its capacity as the general partner of Oaktree High Yield Fund, L.P. and Oaktree High Yield Fund II, L.P.

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1 NAME OF REPORTING PERSON

Oaktree Capital II, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

NUMBER OF
SHARES
BENEFICIALLY

305,716*

6 SHARED VOTING POWER

OWNED
BY EACH
REPORTING
PERSON
WITH

None.

7 SOLE DISPOSITIVE POWER

305,716*

8 SHARED DISPOSITIVE POWER

None.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

305,716*

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

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.26%

12 TYPE OF REPORTING PERSON

PN

* Solely in its capacity as the general partner of Oaktree Fund GP II, L.P.

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1 NAME OF REPORTING PERSON

OCM High Yield Trust, a subtrust of the OCM Group Trust

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Massachusetts

5 SOLE VOTING POWER

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

105,049

6 SHARED VOTING POWER

None.

7 SOLE DISPOSITIVE POWER

105,049

8 SHARED DISPOSITIVE POWER

None.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

105,049

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

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.09% (1)

12 TYPE OF REPORTING PERSON

OO

(1) Based upon an aggregate of 115,606,936 shares of common stock outstanding as of December 5, 2012, including 15,606,936 additional shares of common stock reserved for issuance upon the exercise of warrants at an exercise

price of \$40.00 per share that expire at 5:00 p.m. New York City time on October 2, 2017 and 804 shares held in treasury following issuance on October 1, 2012, as reported in the Form S-1/A.

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1 NAME OF REPORTING PERSON

Oaktree Capital Management, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

NUMBER OF 3,016,149*

SHARES 6 SHARED VOTING POWER

BENEFICIALLY OWNED BY EACH

None.

REPORTING 7 SOLE DISPOSITIVE POWER

PERSON WITH 3,016,149*

8 SHARED DISPOSITIVE POWER

None.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

3,016,149*

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

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

2.61%

12 TYPE OF REPORTING PERSON

PN

*Solely in its capacity as the duly appointed investment manager for Oaktree High Yield Fund, L.P., Oaktree High Yield Fund II, L.P., OCM High Yield Trust, a subtrust of the OCM Group Trust, and certain separate accounts,

including a subfund of a Luxembourg SICAV, none of which separate accounts owns more than 0.10% of the Class individually and more than 0.80% of the Class in the aggregate, and as the sole director of each of Oaktree Huntington Investment Fund GP Ltd., Oaktree Opportunities Fund VIII GP Ltd. and Oaktree Value Opportunities Fund GP Ltd.

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26817R108

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1 NAME OF REPORTING PERSON

Oaktree Holdings, Inc.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5 SOLE VOTING POWER 3,016,149* 6 SHARED VOTING POWER None. 7 SOLE DISPOSITIVE POWER 3,016,149* 8 SHARED DISPOSITIVE POWER
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