

DIAL GLOBAL, INC. /DE/

Form 3

March 11, 2013

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION****Washington, D.C. 20549**

OMB APPROVAL

OMB  
Number: 3235-0104Expires: January 31,  
2005Estimated average  
burden hours per  
response... 0.5**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF  
SECURITIES**Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,  
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section  
30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting  
Person \*

Â Triton Media Group, LLC

(Last) (First) (Middle)

C/O OAKTREE CAPITAL  
MANAGEMENT, L.P.,Â 333 S.  
GRAND AVENUE, 28TH FL

(Street)

LOS ANGELES,Â CAÂ 90071

(City) (State) (Zip)

2. Date of Event Requiring  
Statement

(Month/Day/Year)

02/28/2013

3. Issuer Name and Ticker or Trading Symbol

DIAL GLOBAL, INC. /DE/ [DIAL]

4. Relationship of Reporting  
Person(s) to Issuer5. If Amendment, Date Original  
Filed(Month/Day/Year)

(Check all applicable)

☐ Director ☒ 10% Owner☐ Officer ☐ Other  
(give title below) (specify below)

6. Individual or Joint/Group

Filing(Check Applicable Line)  
☐ Form filed by One Reporting  
Person☒ Form filed by More than One  
Reporting Person**Table I - Non-Derivative Securities Beneficially Owned**1. Title of Security  
(Instr. 4)2. Amount of Securities  
Beneficially Owned  
(Instr. 4)3. Ownership  
Form:  
Direct (D)  
or Indirect  
(I)  
(Instr. 5)4. Nature of Indirect Beneficial  
Ownership  
(Instr. 5)Series A Preferred Stock, par value \$0.01 per  
share

9,691.374

D (1) (2) (3)  
(4) (5) (6) (7)  
(8) (9) (10)  
(11)

Â

Class A Common Stock, par value \$0.01 per  
share

71,428

D (1) (2) (3)  
(4) (5) (6) (7)  
(8) (9) (10)  
(11)

Â

Class B Common Stock, par value \$0.01 per  
share

34,237,638

D (1) (2) (3)  
(4) (5) (6) (7)  
(8) (9) (10)  
(11)

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

SEC 1473 (7-02)

**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.**

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

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

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Triton Media Group, LLC C/O OAKTREE CAPITAL MANAGEMENT, L.P. 333 S. GRAND AVENUE, 28TH FL LOS ANGELES, CA 90071	Â	Â X	Â	Â
OCM PRINCIPAL OPPORTUNITIES FUND III L P C/O OAKTREE CAPITAL MANAGEMENT, L.P. 333 S. GRAND AVENUE, 28TH FL. LOS ANGELES, CA 90071	Â	Â X	Â	Â
OCM Principal Opportunities Fund IIIA, L.P. C/O OAKTREE CAPITAL MANAGEMENT, L.P. 333 S. GRAND AVENUE, 28TH FL. LOS ANGELES, CA 90071	Â	Â X	Â	Â
OCM Principal Opportunities Fund III GP, L.P. C/O OAKTREE CAPITAL MANAGEMENT, L.P. 333 S. GRAND AVENUE, 28TH FL. LOS ANGELES, CA 90071	Â	Â X	Â	Â
OAKTREE FUND GP I, L.P. C/O OAKTREE CAPITAL MANAGEMENT, L.P. 333 S. GRAND AVENUE, 28TH FL. LOS ANGELES, CA 90071	Â	Â X	Â	Â
Oaktree Capital I, L.P. C/O OAKTREE CAPITAL MANAGEMENT, L.P. 333 S. GRAND AVENUE, 28TH FL. LOS ANGELES, CA 90071	Â	Â X	Â	Â
	Â	Â X	Â	Â

OCM HOLDINGS I, LLC  
 C/O OAKTREE CAPITAL MANAGEMENT, L.P.  
 333 S. GRAND AVENUE, 28TH FL.  
 LOS ANGELES, CA 90071

OAKTREE HOLDINGS, LLC  
 C/O OAKTREE CAPITAL MANAGEMENT, L.P.      ☐      ☒      ☐      ☐  
 333 S. GRAND AVENUE, 28TH FL.  
 LOS ANGELES, CA 90071

Oaktree Capital Group, LLC  
 C/O OAKTREE CAPITAL MANAGEMENT, L.P.      ☐      ☒      ☐      ☐  
 333 S. GRAND AVENUE, 28TH FL.  
 LOS ANGELES, CA 90071

Oaktree Capital Group Holdings GP, LLC  
 C/O OAKTREE CAPITAL MANAGEMENT, L.P.      ☐      ☒      ☐      ☐  
 333 S. GRAND AVENUE, 28TH FL.  
 LOS ANGELES, CA 90071

## Signatures

See Signatures included in      03/11/2013  
 Exhibit 99.1

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 5(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) This Form 3 is being filed by Triton Media Group, LLC, a Delaware limited liability company ("Triton"), with respect to 9,691,374 shares of Series A Preferred Stock, 71,428 shares of Class A Common Stock and 34,237,638 shares of Class B Common Stock, each with a par value of \$.01 per share, of Dial Global, Inc. (formerly known as Westwood One, Inc., the "Issuer") directly owned by Triton.
- (2) This Form 3 is also being filed by each of OCM Principal Opportunities Fund III, L.P., a Delaware limited partnership ("Oaktree Fund III"), and OCM Principal Opportunities Fund IIIA, L.P., a Delaware limited partnership ("Oaktree Fund IIIA"), each of which directly holds Class A Units of Triton.
- (3) This Form 3 is also being filed by OCM Principal Opportunities Fund III GP, L.P., a Delaware limited partnership, in its capacity as a general partner of Oaktree Fund III and Oaktree Fund IIIA.
- (4) This Form 3 is also being filed by Oaktree Fund GP I, L.P., a Delaware limited partnership ("Oaktree GP I"), in its capacity as a general partner of Oaktree Fund III and Oaktree Fund IIIA.
- (5) This Form 3 is also being filed by Oaktree Capital I, L.P., a Delaware limited partnership ("Oaktree Capital I"), in its capacity as the general partner of Oaktree GP I.
- (6) This Form 3 is also being filed by OCM Holdings I, LLC, a Delaware limited liability company ("Oaktree Holdings I"), in its capacity as the general partner of Oaktree Capital I.
- (7) This Form 3 is also being filed by Oaktree Holdings, LLC, a Delaware limited liability company ("Oaktree Holdings LLC"), in its capacity as the managing member of Oaktree Holdings I.
- (8) This Form 3 is also being filed by Oaktree Capital Group, LLC, a Delaware limited liability company ("OCG"), in its capacity as the (i) managing member of Oaktree Holdings LLC and (ii) sole shareholder of Oaktree Holdings, Inc., a Delaware corporation.
- (9) This Form 3 is also being filed by Oaktree Capital Group Holdings GP, LLC, a Delaware limited liability company ("OCGH GP"), in its capacity as the duly appointed manager of OCG.
- (10) OCGH GP is a limited liability company managed by an executive committee, the members of which are Howard S. Marks, Bruce A. Karsh, Sheldon M. Stone, Larry W. Keele, Stephen A. Kaplan, John B. Frank, David M. Kirchheimer and Kevin L. Clayton

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(each, an "OCGH GP Member" and collectively, the "OCGH GP Members"). In such capacity, the OCGH GP Members may be deemed indirect beneficial owners of the securities reported herein. Except to the extent of their respective pecuniary interest, each OCGH GP Member disclaims beneficial ownership of the securities reported herein and the filing of this Form 3 shall not be construed as an admission that any such person is the beneficial owner of any securities covered by this Form 3.

- (11) Information with respect to each of the entities described in the foregoing clauses (1) through (10), other than the Issuer (each a "Reporting Person"), is given solely by such Reporting Person, and no such Reporting Person has responsibility for the accuracy or completeness of information supplied by another Reporting Person. Each Reporting Person, other than Triton with respect to its direct holdings, disclaims beneficial ownership of the securities reported herein except to the extent of their respective pecuniary interest therein and the filing of this Form 3 shall not be construed as an admission that any such Reporting Person is the beneficial owner of any securities covered by this Form 3.

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### Remarks:

ThisÂ FormÂ 3Â isÂ beingÂ filedÂ inÂ twoÂ partsÂ dueÂ toÂ theÂ largeÂ numberÂ ofÂ reportingÂ persons.Â ThisÂ filin

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

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.