

CRIMSON EXPLORATION INC.
Form 4
December 24, 2009

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, 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 *
OCM Crimson Holdings, LLC

2. Issuer Name and Ticker or Trading Symbol
CRIMSON EXPLORATION INC.
[CXPO]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
333 SOUTH GRAND AVENUE,, 28TH FLOOR

3. Date of Earliest Transaction (Month/Day/Year)
12/22/2009

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

(Street)
LOS ANGELES, CA 90071

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 12/22/2009 | | A | | 11,245,143 | A | \$ 5 |
| | | | | | | | 13,251,629 |
| Common Stock | 12/22/2009 | | A | | 285,715 | A | 2 |
| | | | | | | | 13,537,344 |
| Common Stock | 12/22/2009 | | P | | 2,000,000 | A | \$ 5 |
| | | | | | | | 15,537,344 |

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

Persons who respond to the collection of information contained in this form are not

SEC 1474 (9-02)

required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or 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. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction 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 (Month/Day/Year) | 7. Title and Amount Underlying Securities (Instr. 3 and 4) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|--|--------------|----------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount Number Shares |
| Series G Convertible Preferred Stock | \$ 5 ⁽¹⁾ | 12/22/2009 | | D ⁽¹⁾ | 76,710 | 02/28/2005 | 04/30/2010 | Common Stock | 11,24 |
| Series H Convertible Preferred Stock | ⁽²⁾ | 12/22/2009 | | D ⁽²⁾ | 2,000 | 02/28/2005 | ⁽²⁾ | Common Stock | 285 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| OCM Crimson Holdings, LLC 333 SOUTH GRAND AVENUE, 28TH FLOOR LOS ANGELES, CA 90071 | X | X | | |
| OCM Principal Opportunities Fund IV, LP 333 SOUTH GRAND AVENUE, 28TH FLOOR LOS ANGELES, CA 90071 | X | X | | |
| OCM Principal Opportunities Fund IV GP, LP 333 SOUTH GRAND AVENUE, 28TH FLOOR LOS ANGELES, CA 90071 | X | X | | |
| OCM Principal Opportunities Fund IV GP LTD 333 SOUTH GRAND AVENUE, 28TH FLOOR LOS ANGELES, CA 90071 | X | X | | |

Signatures

See Signatures included in
Exhibit 99.1

12/24/2009

**Signature of Reporting Person

Date

Explanation of Responses:

* 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).

The Series G Convertible Preferred Stock is automatically convertible into the Company's Common Stock in connection with the consummation of a registered underwritten offering of the Company's Common Stock on or before April 30, 2010, at the lower of \$9.00 or at the price the shares of Common Stock are sold to the public in the registered underwritten offering. On December 16, 2009, the

(1) Company priced a registered underwritten public offering of shares of its common stock at the price of \$5.00 per share to the public. On December 22, 2009, the 76,710 shares of Series G Convertible Preferred Stock and accrued dividends automatically converted into 11,245,143 shares of Common Stock. The conversion is also eligible for the exemption provided by Rule 16b-7 promulgated under the Securities Exchange Act of 1934.

The Series H Convertible Preferred Stock automatically converts into the Company's Common Stock if all of the Series G Convertible Preferred Stock is converted into Common Stock. Each share of Series H Convertible Preferred Stock is convertible into the number of shares of the Company's Common Stock that is equal to \$500 divided by \$3.50. On December 22, 2009, all of the Series G Convertible Preferred Stock converted into Common Stock, and, therefore, the 2,000 shares of Series H Convertible Preferred Stock converted into 285,715 shares of Common Stock. The transaction is also eligible for the exemption provided by Rule 16b-3(d), as a conversion, and the exemption provided by Rule 16b-7, as a recapitalization, promulgated under the Securities Exchange Act of 1934.

(3) On December 22, 2009, concurrently with the other transactions reported on this Form 4, OCM GW Holdings, LLC ("OCM GW") purchased 2,000,000 shares of Common Stock in the Company's registered underwritten public offering at the price to the public of \$5.00 per share.

(4) OCM GW directly owned 76,700 shares of Series G Convertible Preferred Stock that converted into 11,243,677 shares of Common Stock and 2,000 shares of Series H Convertible Preferred Stock that converted into 285,715 shares of Common Stock. OCM Crimson Holdings, LLC ("OCM Crimson") directly owned 10 shares of Series G Convertible Preferred Stock that converted into 1,466 shares of Common Stock. This Form 4 is also being filed by: (i) OCM Principal Opportunities Fund III, L.P. ("POF III"), in its capacity as the managing member of OCM GW and, therefore, has investment and voting control over the shares held by OCM GW; (ii) OCM Principal Opportunities Fund III GP, L.P. ("POF III GP"), in its capacity as the general partner of POF III;

(5) (iii) Oaktree Fund GP I, L.P. ("GP I"), in its capacity as the managing member of POF III GP and sole shareholder of Crimson GP (defined below); (iv) Oaktree Capital I, L.P. ("Capital I"), in its capacity as the general partner of GP I; (v) OCM Holdings I, LLC ("Holdings I"), in its capacity as the general partner of Capital I; (vi) OCM Principal Opportunities Fund IV, L.P. (the "Oaktree Crimson Fund"), in its capacity as the managing member of OCM Crimson and, therefore, has investment and voting control over the shares held by OCM Crimson; (vii) OCM Principal Opportunities Fund IV GP, L.P. (the "Crimson Fund GP"), in its capacity as the general partner of the Oaktree Crimson Fund; and (viii) OCM Principal Opportunities Fund IV GP, Ltd. ("Crimson GP"), in its capacity as the general partner of the Crimson Fund GP. Total holdings include shares acquired in connection with stock dividends exempt pursuant to Rule 16a-9.

(6) This Form 4 is also being filed by: (i) Oaktree Holdings, LLC ("Holdings"), in its capacity as the managing member of Holdings I; (ii) Oaktree Capital Group, LLC ("OCG"), in its capacity as the managing member of Holdings; (iii) Oaktree Capital Group Holdings, L.P. ("OCGH"), in its capacity as the holder of a majority of the voting units of OCG; and (iv) Oaktree Capital Group Holdings GP, LLC ("OCGH GP," and together with OCM GW, OCM Crimson, POF III, POF III GP, GP I, Capital I, Holdings I, Oaktree Crimson Fund, Crimson Fund GP, Crimson GP, Holdings, OCG and OCGH, each a "Reporting Person" and collectively, the "Reporting Persons") in its capacity as the general partner of OCGH. Information with respect to each 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.

(7) Total holdings include shares acquired in connection with stock dividends exempt pursuant to Rule 16a-9.

(8) Each Reporting Person disclaims beneficial ownership of all shares reported herein except to the extent of their 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 any shares covered by this Form 4.

(9) OCGH GP is a limited liability company managed by an executive committee, the members of which are Howard S. Marks, Bruce A. Karsh, John B. Frank, David M. Kirchheimer, Sheldon M. Stone, Larry W. Keele, Stephen A. Kaplan and Kevin L. Clayton (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 4 shall not be construed as an admission that any such person is the beneficial owner of any

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securities covered by this Form 4.

Remarks:

***This Form 4 is being filed in two parts due to the large number of reporting persons. This filing is filed by the following Reporting Persons: OCM Crimson, Oaktree Crimson Fund, Crimson Fund GP and Crimson GP. An accompanying filing is filed, on the same date, by the following Reporting Persons: OCM GW, POF III, POF III GP, GP I, Capital I, Holdings I, Holdings, OCG, OCGH and OCGH GP. All filings relate to the same series of transactions described above.

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.