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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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* <u>Oaktree Holdings, Ltd.</u> _____ (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 <u>Montrose Environmental Group, Inc. [ MEG ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 11/30/2020	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) 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. 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	11/30/2020		S		4,322,644 <sup>(1)</sup> <sub>(2)(3)</sub>	D	\$27.18	0	I	See Footnote <sup>(4)</sup> <sub>(5)</sub>

**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 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: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					

1. Name and Address of Reporting Person* <u>Oaktree Holdings, Ltd.</u> _____ (Last) (First) (Middle) 333 SOUTH GRAND AVENUE 28TH FLOOR _____ (Street) LOS ANGELES CA 90071 _____ (City) (State) (Zip)
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1. Name and Address of Reporting Person* <u>OAKTREE CAPITAL MANAGEMENT LP</u> _____ (Last) (First) (Middle) 333 SOUTH GRAND AVENUE 28TH FLOOR _____ (Street) LOS ANGELES CA 90071 _____ (City) (State) (Zip)
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1. Name and Address of Reporting Person* <u>OCM FIE, LLC</u> _____ (Last) (First) (Middle) 333 SOUTH GRAND AVENUE
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28TH FLOOR

(Street)

LOS ANGELES CA 90071

(City)

(State)

(Zip)

**Explanation of Responses:**

1. Consists of 1,666 shares of Montrose Environmental Group, Inc.'s (the "Company") directly beneficially owned by OCM FIE, LLC ("OCM FIE")
2. Consists of 2,320,979 shares of the Company directly beneficially owned by OCM Montrose Holdings, L.P. ("OCM Montrose")
3. Consists of 1,999,999 shares of the Company directly beneficially owned by OCM Montrose II Holdings, L.P. ("OCM Montrose II")
4. This Form 4 is being filed jointly by (each, a "Reporting Person" and, collectively, the "Reporting Persons") (i) OCM Montrose, (ii) OCM Montrose II, (iii) Oaktree Fund GP, LLC ("Fund GP?"), in its capacity as the general partner of OCM Montrose and OCM Montrose II, (iv) Oaktree Fund GP I, L.P. ("Fund GP I?"), in its capacity as the managing member of Fund GP, (v) Oaktree Capital I, L.P. ("Capital I?"), in its capacity as the general partner of Fund GP I, (vi) OCM Holdings I, LLC ("Holdings I?"), in its capacity as general partner of Capital I, (vii) Oaktree Holdings, LLC ("Holdings LLC?"), in its capacity as the managing member of Holdings I, (viii) OCM FIE, (ix) Oaktree Capital Management, L.P. ("OCM L.P.?"), in its capacity as the managing member of OCM FIE, (x) Oaktree Holdings, Ltd. ("Holdings Ltd.?"), (cont'd in FN 5)
5. (cont'd from FN 4) in its capacity as the general partner of OCM L.P., (xi) Oaktree Capital Group, LLC ("OCG?"), in its capacity as the managing member of Holdings LLC and sole director of Holdings Ltd., (xii) Brookfield Asset Management Inc. ("BAM?"), in its capacity as the indirect owner of the class A units of OCG and (xiii) Partners Limited, in its capacity as the sole owner of Class B Limited Voting Shares of BAM. Each of the Reporting Persons expressly disclaims beneficial ownership of the equity securities reported herein, except to the extent of their respective pecuniary interests 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 equity securities covered by this Form 4.

**Remarks:**

This is part 2 of a 2 part filing.

[See Signatures Included in Exhibit 12/02/2020 99.1](#)

\*\* 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 Number.**

This Statement on Form 4 is filed jointly by the Reporting Persons listed below. The principal business address of each of these Reporting Persons is 333 South Grand Avenue, 28th Fl., Los Angeles, CA 90071.

Name of Designated Filer: OAKTREE CAPITAL GROUP, LLC

Date of Event Requiring Statement: November 30, 2020

Issuer Name and Ticker or Trading Symbol: MEG

**PARTNERS LIMITED**

By: /s/ Brian Lawson

Name: Brian Lawson

Title: President

**BROOKFIELD ASSET MANAGEMENT INC.**

By: /s/ Jessica Diab

Name: Jessica Diab

Title: Vice President, Legal & Regulatory

**OAKTREE CAPITAL GROUP, LLC**

By: /s/ Jordan Mikes

Name: Jordan Mikes

Title: Senior Vice President

**OAKTREE HOLDINGS, LLC**

By: /s/ Jordan Mikes

Name: Jordan Mikes

Title: Senior Vice President

**OCM HOLDINGS I, LLC**

By: /s/ Jordan Mikes

Name: Jordan Mikes

Title: Senior Vice President

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

By: /s/ Jordan Mikes

Name: Jordan Mikes

Title: Senior Vice President

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

By: /s/ Jordan Mikes

Name: Jordan Mikes

Title: Authorized Signatory

**OAKTREE FUND GP, LLC**

By: Oaktree Fund GP I, L.P.

Its: Managing Member

By: /s/ Jordan Mikes

Name: Jordan Mikes

Title: Authorized Signatory

**OCM MONTROSE II HOLDINGS, L.P.**

By: Oaktree Fund GP, LLC

Its: General Partner

By: Oaktree Fund GP I, L.P.

Its: Managing Member

By: /s/ Jordan Mikes

Name: Jordan Mikes

Title: Authorized Signatory

**OCM MONTROSE HOLDINGS, L.P.**

By: Oaktree Fund GP, LLC  
Its: General Partner

By: Oaktree Fund GP I, L.P.  
Its: Managing Member

By: /s/ Jordan Mikes  
Name: Jordan Mikes  
Title: Authorized Signatory

**OAKTREE HOLDINGS, LTD.**

By: /s/ Jordan Mikes  
Name: Jordan Mikes  
Title: Senior Vice President

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

By: /s/ Jordan Mikes  
Name: Jordan Mikes  
Title: Senior Vice President

**OCM FIE, LLC**

By: /s/ Jordan Mikes  
Name: Jordan Mikes  
Title: Authorized Signatory

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