

ALLIANCE IMAGING INC /DE/

Form 3

April 26, 2007

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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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 HARMON MICHAEL P

(Last)

(First)

(Middle)

2. Date of Event Requiring Statement

(Month/Day/Year)

04/16/2007

3. Issuer Name and Ticker or Trading Symbol

ALLIANCE IMAGING INC /DE/ [AIQ]

4. Relationship of Reporting Person(s) to Issuer

5. 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 PersonC/O OAKTREE CAPITAL
MANAGEMENT,Â 333 S.
GRAND AVENUE, FLOOR 28

(Street)

LOS ANGELES,Â CAÂ 90071

(City)

(State)

(Zip)

Table I - Non-Derivative Securities Beneficially Owned1. 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)

Common Stock

21,628,845

I

See Footnote ⁽¹⁾

Common Stock

1,120,160

I

See Footnote ⁽²⁾

Common Stock

2,080,000

I

See Footnote ⁽³⁾

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)

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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

HARMON MICHAEL P
C/O OAKTREE CAPITAL MANAGEMENT
333 S. GRAND AVENUE, FLOOR 28
LOS ANGELES, CA 90071

Â X Â X Â Â

Signatures

/s/ Michael P.
Harmon

04/25/2007

**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) These securities are owned by OCM Principal Opportunities Fund IV, L.P. ("OCM Fund"). Oaktree Capital Management, LLC ("Oaktree") is the director of OCM Principal Opportunities Fund IV GP Ltd., which is the general partner of OCM Principal Opportunities Fund IV GP, L.P. ("OCM GP"), which is the general partner of OCM Fund. Each may be deemed to beneficially own the shares because they have discretionary authority and control over all of the assets of OCM Fund pursuant to its partnership agreement. These securities may be deemed beneficially owned by Mr. Harmon by virtue of being a principal of Oaktree. Mr. Harmon disclaims beneficial ownership of the securities reported here except to the extent of his pecuniary interest therein, and the inclusion of these securities in this report shall not be deemed to be an admission that Mr. Harmon has beneficial ownership of such securities for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purpose.

- (2) These securities are owned by OCM LLC. These securities may be deemed beneficially owned by Mr. Harmon by virtue of being a principal of Oaktree. OCM GP, is the managing member of OCM LLC, and Mr. Harmon may be deemed to beneficially own the shares that would be held by OCM LLC because Oaktree has discretionary authority and control over all of the assets of OCM LLC pursuant to the Limited Liability Company Agreement of OCM LLC. Mr. Harmon disclaims beneficial ownership of the securities reported here except to the extent of his pecuniary interest therein, and the inclusion of these securities in this report shall not be deemed to be an admission that Mr. Harmon has beneficial ownership of such securities for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purpose.

- (3) These securities are owned by MTS Health Investors II, L.P. ("MTS"), Alliance-MTS Co-Investors I, LLC ("MTS I LLC"), and Alliance-MTS Co-Investors II, LLC ("MTS II LLC"). OCM Fund, OCM LLC, MTS, MTS I LLC and MTS II LLC are parties to a Stockholders' Agreement, dated April 16, 2007, which provides for certain terms regarding voting and disposal of the shares of the Issuer owned by the parties. Because of this agreement, these securities may be considered beneficially owned by OCM Fund and OCM LLC as members of a "group" as defined under Rule 13d-5 of the Securities Exchange Act of 1934. Mr. Harmon disclaims beneficial ownership of the securities reported here and the inclusion of these securities in this report shall not be deemed to be an admission that Mr. Harmon has beneficial ownership of such securities for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purpose.

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

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