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

SCHEDULE 13D

Under the Securities Exchange Act of 1934
(Amendment No. 3)*

CALIFORNIA RESOURCES CORPORATION

(Name of Issuer)

Common Stock, \$0.01 par value

(Title of Class of Securities)

13057Q305

(CUSIP Number)

**Naseem Sagati Aghili
Ares Management Corporation
2000 Avenue of the Stars, 12th Floor,
Los Angeles, California 90067
(310) 201-4165**

(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

June 14, 2021

(Date of Event Which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box.

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See §240.13d-7 for other parties to whom copies are to be sent.

* 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).

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.

1.	Names of Reporting Persons AF V Energy IV AIV 1A, L.P.
2.	Check the Appropriate Box if a Member of a Group (See Instructions) (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>
3.	SEC Use Only
4.	Source of Funds (See Instructions) OO
5.	Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) <input type="checkbox"/>
6.	Citizenship or Place of Organization Delaware
Number of Shares Beneficially Owned by Each Reporting Person With	7. Sole Voting Power 0
	8. Shared Voting Power 712,013 (See Items 3, 4, 5 and 6)
	9. Sole Dispositive Power 0
	10. Shared Dispositive Power 712,013 (See Items 3, 4, 5 and 6)
11.	Aggregate Amount Beneficially Owned by Each Reporting Person 712,013 (See Items 3, 4, 5 and 6)
12.	Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) <input type="checkbox"/>
13.	Percent of Class Represented by Amount in Row (11) 0.9%* (See Items 3, 4, 5 and 6)
14.	Type of Reporting Person (See Instructions) PN

*The calculation of the percentage of outstanding shares is based on 83,319,660 shares of Common Stock outstanding as of April 30, 2021 as disclosed by the Issuer in its Current Report on Form 10-K, filed with the Securities and Exchange Commission on May 13, 2021 ("10-K").

1.	Names of Reporting Persons AF V Energy IV AIV 1B, L.P.
2.	Check the Appropriate Box if a Member of a Group (See Instructions)
(a)	<input type="checkbox"/>
(b)	<input checked="" type="checkbox"/>
3.	SEC Use Only
4.	Source of Funds (See Instructions) OO
5.	Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) <input type="checkbox"/>
6.	Citizenship or Place of Organization Delaware
	7. Sole Voting Power 0
Number of Shares Beneficially Owned by Each Reporting Person With	8. Shared Voting Power 2,605,604 (See Items 3, 4, 5 and 6)
	9. Sole Dispositive Power 0
	10. Shared Dispositive Power 2,605,604 (See Items 3, 4, 5 and 6)
	11. Aggregate Amount Beneficially Owned by Each Reporting Person 2,605,604 (See Items 3, 4, 5 and 6)
12.	Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) <input type="checkbox"/>
13.	Percent of Class Represented by Amount in Row (11) 3.1%* (See Items 3, 4, 5 and 6)
14.	Type of Reporting Person (See Instructions) PN

* The calculation of the percentage of outstanding shares is based on 83,319,660 shares of Common Stock outstanding as of April 30, 2021 as disclosed by the Issuer in its 10-K.

1.	Names of Reporting Persons	AF V Energy IV AIV 2, L.P.
<hr/>		
2.	Check the Appropriate Box if a Member of a Group (See Instructions)	
(a)	<input type="checkbox"/>	
(b)	<input checked="" type="checkbox"/>	
<hr/>		
3.	SEC Use Only	
<hr/>		
4.	Source of Funds (See Instructions)	OO
<hr/>		
5.	Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)	<input type="checkbox"/>
<hr/>		
6.	Citizenship or Place of Organization	Delaware
<hr/>		
Number of Shares Beneficially Owned by Each Reporting Person With	7.	Sole Voting Power 0
	8.	Shared Voting Power 2,654,332 (See Items 3, 4, 5 and 6)
	9.	Sole Dispositive Power 0
	10.	Shared Dispositive Power 2,654,332 (See Items 3, 4, 5 and 6)
<hr/>		
11.	Aggregate Amount Beneficially Owned by Each Reporting Person	2,654,332 (See Items 3, 4, 5 and 6)
<hr/>		
12.	Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)	<input type="checkbox"/>
<hr/>		
13.	Percent of Class Represented by Amount in Row (11)	3.2%* (See Items 3, 4, 5 and 6)
<hr/>		
14.	Type of Reporting Person (See Instructions)	PN
<hr/>		

*The calculation of the percentage of outstanding shares is based on 83,319,660 shares of Common Stock outstanding as of April 30, 2021 as disclosed by the Issuer in its 10-K.

1.	Names of Reporting Persons AEOF ECR AIV A-B, L.P.
2.	Check the Appropriate Box if a Member of a Group (See Instructions) (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>
3.	SEC Use Only
4.	Source of Funds (See Instructions) OO
5.	Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) <input type="checkbox"/>
6.	Citizenship or Place of Organization Delaware
Number of Shares Beneficially Owned by Each Reporting Person With	7. Sole Voting Power 0
	8. Shared Voting Power 1,894,861 (See Items 3, 4, 5 and 6)
	9. Sole Dispositive Power 0
	10. Shared Dispositive Power 1,894,861 (See Items 3, 4, 5 and 6)
11.	Aggregate Amount Beneficially Owned by Each Reporting Person 1,894,861 (See Items 3, 4, 5 and 6)
12.	Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) <input type="checkbox"/>
13.	Percent of Class Represented by Amount in Row (11) 2.3%* (See Items 3, 4, 5 and 6)
14.	Type of Reporting Person (See Instructions) PN

*The calculation of the percentage of outstanding shares is based on 83,319,660 shares of Common Stock outstanding as of April 30, 2021 as disclosed by the Issuer in its 10-K.

1.	Names of Reporting Persons AEOF ECR AIV C, L.P.
2.	Check the Appropriate Box if a Member of a Group (See Instructions) (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>
3.	SEC Use Only
4.	Source of Funds (See Instructions) OO
5.	Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) <input type="checkbox"/>
6.	Citizenship or Place of Organization Delaware
Number of Shares Beneficially Owned by Each Reporting Person With	7. Sole Voting Power 0
	8. Shared Voting Power 804,524 (See Items 3, 4, 5 and 6)
	9. Sole Dispositive Power 0
	10. Shared Dispositive Power 804,524 (See Items 3, 4, 5 and 6)
11.	Aggregate Amount Beneficially Owned by Each Reporting Person 804,524 (See Items 3, 4, 5 and 6)
12.	Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) <input type="checkbox"/>
13.	Percent of Class Represented by Amount in Row (11) 1.0%* (See Items 3, 4, 5 and 6)
14.	Type of Reporting Person (See Instructions) PN

* The calculation of the percentage of outstanding shares is based on 83,319,660 shares of Common Stock outstanding as of April 30, 2021 as disclosed by the Issuer in its 10-K.

1.	Names of Reporting Persons AF Energy Feeder, L.P.
2.	Check the Appropriate Box if a Member of a Group (See Instructions) (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>
3.	SEC Use Only
4.	Source of Funds (See Instructions) OO
5.	Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) <input type="checkbox"/>
6.	Citizenship or Place of Organization Delaware
Number of Shares Beneficially Owned by Each Reporting Person With	7. Sole Voting Power 0
	8. Shared Voting Power 5,815,182 (See Items 3, 4, 5 and 6)
	9. Sole Dispositive Power 0
	10. Shared Dispositive Power 5,815,182 (See Items 3, 4, 5 and 6)
11.	Aggregate Amount Beneficially Owned by Each Reporting Person 5,815,182 (See Items 3, 4, 5 and 6)
12.	Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) <input type="checkbox"/>
13.	Percent of Class Represented by Amount in Row (11) 7.0%*(See Items 3, 4, 5 and 6)
14.	Type of Reporting Person (See Instructions) PN

* The calculation of the percentage of outstanding shares is based on 83,319,660 shares of Common Stock outstanding as of April 30, 2021 as disclosed by the Issuer in its 10-K.

1.	Names of Reporting Persons ACOF Investment Management LLC
2.	Check the Appropriate Box if a Member of a Group (See Instructions) (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>
3.	SEC Use Only
4.	Source of Funds (See Instructions) OO
5.	Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) <input type="checkbox"/>
6.	Citizenship or Place of Organization Delaware
Number of Shares Beneficially Owned by Each Reporting Person With	7. Sole Voting Power 0
	8. Shared Voting Power 14,486,516 (See Items 3, 4, 5 and 6)
	9. Sole Dispositive Power 0
	10. Shared Dispositive Power 14,486,516 (See Items 3, 4, 5 and 6)
11.	Aggregate Amount Beneficially Owned by Each Reporting Person 14,486,516 (See Items 3, 4, 5 and 6)
12.	Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) <input type="checkbox"/>
13.	Percent of Class Represented by Amount in Row (11) 17.4%* (See Items 3, 4, 5 and 6)
14.	Type of Reporting Person (See Instructions) OO

* The calculation of the percentage of outstanding shares is based on 83,319,660 shares of Common Stock outstanding as of April 30, 2021 as disclosed by the Issuer in its 10-K.

1.	Names of Reporting Persons SSF IV Energy I AIV 1A, L.P.
2.	Check the Appropriate Box if a Member of a Group (See Instructions) (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>
3.	SEC Use Only
4.	Source of Funds (See Instructions) OO
5.	Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) <input type="checkbox"/>
6.	Citizenship or Place of Organization Delaware
	7. Sole Voting Power 0
Number of Shares Beneficially Owned by Each Reporting Person With	8. Shared Voting Power 206,428 (See Items 3, 4, 5 and 6)
	9. Sole Dispositive Power 0
	10. Shared Dispositive Power 206,428 (See Items 3, 4, 5 and 6)
11.	Aggregate Amount Beneficially Owned by Each Reporting Person 206,428 (See Items 3, 4, 5 and 6)
12.	Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) <input type="checkbox"/>
13.	Percent of Class Represented by Amount in Row (11) 0.2%* (See Items 3, 4, 5 and 6)
14.	Type of Reporting Person (See Instructions) PN

* The calculation of the percentage of outstanding shares is based on 83,319,660 shares of Common Stock outstanding as of April 30, 2021 as disclosed by the Issuer in its 10-K.

1.	Names of Reporting Persons SSF IV Energy I AIV 1B, L.P.
2.	Check the Appropriate Box if a Member of a Group (See Instructions) (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>
3.	SEC Use Only
4.	Source of Funds (See Instructions) OO
5.	Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) <input type="checkbox"/>
6.	Citizenship or Place of Organization Delaware
Number of Shares Beneficially Owned by Each Reporting Person With	7. Sole Voting Power 0
	8. Shared Voting Power 184,042 (See Items 3, 4, 5 and 6)
	9. Sole Dispositive Power 0
	10. Shared Dispositive Power 184,042 (See Items 3, 4, 5 and 6)
11.	Aggregate Amount Beneficially Owned by Each Reporting Person 184,042 (See Items 3, 4, 5 and 6)
12.	Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) <input type="checkbox"/>
13.	Percent of Class Represented by Amount in Row (11) 0.2%* (See Items 3, 4, 5 and 6)
14.	Type of Reporting Person (See Instructions) PN

* The calculation of the percentage of outstanding shares is based on 83,319,660 shares of Common Stock outstanding as of April 30, 2021 as disclosed by the Issuer in its 10-K.

1.	Names of Reporting Persons SSF IV Energy I AIV 2, L.P.
2.	Check the Appropriate Box if a Member of a Group (See Instructions) (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>
3.	SEC Use Only
4.	Source of Funds (See Instructions) OO
5.	Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) <input type="checkbox"/>
6.	Citizenship or Place of Organization Delaware
Number of Shares Beneficially Owned by Each Reporting Person With	7. Sole Voting Power 0
	8. Shared Voting Power 299,606 (See Items 3, 4, 5 and 6)
	9. Sole Dispositive Power 0
	10. Shared Dispositive Power 299,606 (See Items 3, 4, 5 and 6)
11.	Aggregate Amount Beneficially Owned by Each Reporting Person 299,606 (See Items 3, 4, 5 and 6)
12.	Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) <input type="checkbox"/>
13.	Percent of Class Represented by Amount in Row (11) 0.4%* (See Items 3, 4, 5 and 6)
14.	Type of Reporting Person (See Instructions) PN

* The calculation of the percentage of outstanding shares is based on 83,319,660 shares of Common Stock outstanding as of April 30, 2021 as disclosed by the Issuer in its 10-K.

1.	Names of Reporting Persons ASSF Operating Manager IV, L.P.
2.	Check the Appropriate Box if a Member of a Group (See Instructions) (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>
3.	SEC Use Only
4.	Source of Funds (See Instructions) OO
5.	Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) <input type="checkbox"/>
6.	Citizenship or Place of Organization Delaware
Number of Shares Beneficially Owned by Each Reporting Person With	7. Sole Voting Power 0
	8. Shared Voting Power 690,076 (See Items 3, 4, 5 and 6)
	9. Sole Dispositive Power 0
	10. Shared Dispositive Power 690,076 (See Items 3, 4, 5 and 6)
11.	Aggregate Amount Beneficially Owned by Each Reporting Person 690,076 (See Items 3, 4, 5 and 6)
12.	Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) <input type="checkbox"/>
13.	Percent of Class Represented by Amount in Row (11) 0.8%* (See Items 3, 4, 5 and 6)
14.	Type of Reporting Person (See Instructions) PN

* The calculation of the percentage of outstanding shares is based on 83,319,660 shares of Common Stock outstanding as of April 30, 2021 as disclosed by the Issuer in its 10-K.

1.	Names of Reporting Persons	Ares Management LLC
<hr/>		
2.	Check the Appropriate Box if a Member of a Group (See Instructions)	
	(a)	<input type="checkbox"/>
	(b)	<input checked="" type="checkbox"/>
<hr/>		
3.	SEC Use Only	
<hr/>		
4.	Source of Funds (See Instructions)	OO
<hr/>		
5.	Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)	<input type="checkbox"/>
<hr/>		
6.	Citizenship or Place of Organization	Delaware
<hr/>		
Number of Shares Beneficially Owned by Each Reporting Person With	7.	Sole Voting Power 0
	<hr/>	
	8.	Shared Voting Power 15,176,592 (See Items 3, 4, 5 and 6)
	<hr/>	
	9.	Sole Dispositive Power 0
<hr/>		
10.	Shared Dispositive Power 15,176,592 (See Items 3, 4, 5 and 6)	
<hr/>		
11.	Aggregate Amount Beneficially Owned by Each Reporting Person	15,176,592 (See Items 3, 4, 5 and 6)
<hr/>		
12.	Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)	<input type="checkbox"/>
<hr/>		
13.	Percent of Class Represented by Amount in Row (11)	18.2%* (See Items 3, 4, 5 and 6)
<hr/>		
14.	Type of Reporting Person (See Instructions)	OO
<hr/>		

* The calculation of the percentage of outstanding shares is based on 83,319,660 shares of Common Stock outstanding as of April 30, 2021 as disclosed by the Issuer in its 10-K.

1.	Names of Reporting Persons Ares Management Holdings L.P.
2.	Check the Appropriate Box if a Member of a Group (See Instructions) (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>
3.	SEC Use Only
4.	Source of Funds (See Instructions) OO
5.	Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) <input type="checkbox"/>
6.	Citizenship or Place of Organization Delaware
Number of Shares Beneficially Owned by Each Reporting Person With	7. Sole Voting Power 0
	8. Shared Voting Power 15,176,592 (See Items 3, 4, 5 and 6)
	9. Sole Dispositive Power 0
	10. Shared Dispositive Power 15,176,592 (See Items 3, 4, 5 and 6)
11.	Aggregate Amount Beneficially Owned by Each Reporting Person 15,176,592 (See Items 3, 4, 5 and 6)
12.	Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) <input type="checkbox"/>
13.	Percent of Class Represented by Amount in Row (11) 18.2%* (See Items 3, 4, 5 and 6)
14.	Type of Reporting Person (See Instructions) PN

* The calculation of the percentage of outstanding shares is based on 83,319,660 shares of Common Stock outstanding as of April 30, 2021 as disclosed by the Issuer in its 10-K.

1.	Names of Reporting Persons Ares Holdco LLC
2.	Check the Appropriate Box if a Member of a Group (See Instructions) (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>
3.	SEC Use Only
4.	Source of Funds (See Instructions) OO
5.	Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) <input type="checkbox"/>
6.	Citizenship or Place of Organization Delaware
Number of Shares Beneficially Owned by Each Reporting Person With	7. Sole Voting Power 0
	8. Shared Voting Power 15,176,592 (See Items 3, 4, 5 and 6)
	9. Sole Dispositive Power 0
	10. Shared Dispositive Power 15,176,592 (See Items 3, 4, 5 and 6)
11.	Aggregate Amount Beneficially Owned by Each Reporting Person 15,176,592 (See Items 3, 4, 5 and 6)
12.	Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) o
13.	Percent of Class Represented by Amount in Row (11) 18.2*% (See Items 3, 4, 5 and 6)
14.	Type of Reporting Person (See Instructions) OO

* The calculation of the percentage of outstanding shares is based on 83,319,660 shares of Common Stock outstanding as of April 30, 2021 as disclosed by the Issuer in its 10-K.

1.	Names of Reporting Persons Ares Management Corporation
2.	Check the Appropriate Box if a Member of a Group (See Instructions) (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>
3.	SEC Use Only
4.	Source of Funds (See Instructions) OO
5.	Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) <input type="checkbox"/>
6.	Citizenship or Place of Organization Delaware
Number of Shares Beneficially Owned by Each Reporting Person With	7. Sole Voting Power 0
	8. Shared Voting Power 15,176,592 (See Items 3, 4, 5 and 6)
	9. Sole Dispositive Power 0
	10. Shared Dispositive Power 15,176,592 (See Items 3, 4, 5 and 6)
11.	Aggregate Amount Beneficially Owned by Each Reporting Person 15,176,592 (See Items 3, 4, 5 and 6)
12.	Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) <input type="checkbox"/>
13.	Percent of Class Represented by Amount in Row (11) 18.2%* (See Items 3, 4, 5 and 6)
14.	Type of Reporting Person (See Instructions) CO

* The calculation of the percentage of outstanding shares is based on 83,319,660 shares of Common Stock outstanding as of April 30, 2021 as disclosed by the Issuer in its 10-K.

1.	Names of Reporting Persons Ares Voting LLC
2.	Check the Appropriate Box if a Member of a Group (See Instructions) (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>
3.	SEC Use Only
4.	Source of Funds (See Instructions) OO
5.	Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) o
6.	Citizenship or Place of Organization Delaware
Number of Shares Beneficially Owned by Each Reporting Person With	7. Sole Voting Power 0
	8. Shared Voting Power 15,176,592 (See Items 3, 4, 5 and 6)
	9. Sole Dispositive Power 0
	10. Shared Dispositive Power 15,176,592 (See Items 3, 4, 5 and 6)
11.	Aggregate Amount Beneficially Owned by Each Reporting Person 15,176,592 (See Items 3, 4, 5 and 6)
12.	Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) o
13.	Percent of Class Represented by Amount in Row (11) 18.2%* (See Items 3, 4, 5 and 6)
14.	Type of Reporting Person (See Instructions) OO

* The calculation of the percentage of outstanding shares is based on 83,319,660 shares of Common Stock outstanding as of April 30, 2021 as disclosed by the Issuer in its 10-K.

1.	Names of Reporting Persons Ares Management GP LLC
2.	Check the Appropriate Box if a Member of a Group (See Instructions) (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>
3.	SEC Use Only
4.	Source of Funds (See Instructions) OO
5.	Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) o
6.	Citizenship or Place of Organization Delaware
Number of Shares Beneficially Owned by Each Reporting Person With	7. Sole Voting Power 0
	8. Shared Voting Power 15,176,592 (See Items 3, 4, 5 and 6)
	9. Sole Dispositive Power 0
	10. Shared Dispositive Power 15,176,592 (See Items 3, 4, 5 and 6)
11.	Aggregate Amount Beneficially Owned by Each Reporting Person 15,176,592 (See Items 3, 4, 5 and 6)
12.	Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) o
13.	Percent of Class Represented by Amount in Row (11) 18.2%* (See Items 3, 4, 5 and 6)
14.	Type of Reporting Person (See Instructions) OO

* The calculation of the percentage of outstanding shares is based on 83,319,660 shares of Common Stock outstanding as of April 30, 2021 as disclosed by the Issuer in its 10-K.

1. Names of Reporting Persons
Ares Partners Holdco LLC
-
2. Check the Appropriate Box if a Member of a Group (See Instructions)
(a)
(b)
-
3. SEC Use Only
-
4. Source of Funds (See Instructions)
OO
-
5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)
-
6. Citizenship or Place of Organization
Delaware
-
7. Sole Voting Power
0
-
8. Shared Voting Power
15,176,592 (See Items 3, 4, 5 and 6)
-
9. Sole Dispositive Power
0
-
10. Shared Dispositive Power
15,176,592 (See Items 3, 4, 5 and 6)
-
11. Aggregate Amount Beneficially Owned by Each Reporting Person
15,176,592 (See Items 3, 4, 5 and 6)
-
12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)
-
13. Percent of Class Represented by Amount in Row (11)
18.2%* (See Items 3, 4, 5 and 6)
-
14. Type of Reporting Person (See Instructions)
OO
-

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

* The calculation of the percentage of outstanding shares is based on 83,319,660 shares of Common Stock outstanding as of April 30, 2021 as disclosed by the Issuer in its 10-K.

This Amendment No. 3 (this "[Amendment No. 3](#)") to the statement on Schedule 13D amends and supplements the statement on Schedule 13D filed by the Reporting Persons on October 27, 2020 (the "[Original Schedule 13D](#)"), as amended by Amendment No. 1 to the Original Schedule 13D filed by the Reporting Persons on May 25, 2021 and Amendment No. 2 to the Original Schedule 13D filed by the Reporting Persons on June 9, 2021 (as so amended, the "13D Filing," and, together with this Amendment No. 3, this "[Schedule 13D](#)"). Except as amended in this Amendment No. 3, the 13D Filing remains in full force and effect. Terms defined in the 13D Filing are used in this Amendment No. 3 as so defined, unless otherwise defined in this Amendment No. 3.

Item 2. Identity and Background

The last sentence of Item 2(a) of the 13D Filing is hereby amended and restated as follows:

The Reporting Persons have entered into a joint filing agreement, dated as of June 16, 2021, a copy of which is attached to this Schedule 13D as [Exhibit 99.1](#).

Item 5. Interest in Securities of the Issuer

Items 5(c) of the 13D Filing is hereby amended and restated in its entirety as follows:

(c) **Transactions within the past 60 days.** Since the filing of the Amendment No. 2 to the Original Schedule 13D, the ACOF AIVs and the SSF AIVs purchased and sold Common Stock in the transactions set forth in [Exhibit 2](#) attached to this Schedule 13D, which is incorporated by reference into this Item 5(c) in its entirety. Except as set forth in [Exhibit 2](#) attached to this Schedule 13D, none of the Reporting Persons has effected any transaction in Common Stock during the past 60 days.

Item 7. Material to be Filed as Exhibits

Exhibit 2	Trading Data
Exhibit 99.1	Joint Filing Agreement, dated as of June 16, 2021, by and among the Reporting Persons.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, the undersigned certifies that the information set forth in this statement is true, complete and correct.

Date: June 16, 2021

AF V ENERGY IV AIV 1A, L.P.

By: ACOF INVESTMENT MANAGEMENT LLC
Its: Manager

/s/ Naseem Sagati Aghili

By: Naseem Sagati Aghili
Its: Authorized Signatory

AF V ENERGY IV AIV 1B, L.P.

By: ACOF INVESTMENT MANAGEMENT LLC
Its: Manager

/s/ Naseem Sagati Aghili

By: Naseem Sagati Aghili
Its: Authorized Signatory

AF V ENERGY IV AIV 2, L.P.

By: ACOF INVESTMENT MANAGEMENT LLC
Its: Manager

/s/ Naseem Sagati Aghili

By: Naseem Sagati Aghili
Its: Authorized Signatory

AEOF ECR AIV A-B, L.P.

By: ACOF INVESTMENT MANAGEMENT LLC
Its: Manager

/s/ Naseem Sagati Aghili

By: Naseem Sagati Aghili
Its: Authorized Signatory

AEOF ECR AIV C, L.P.

By: ACOF INVESTMENT MANAGEMENT LLC
Its: Manager

/s/ Naseem Sagati Aghili

By: Naseem Sagati Aghili
Its: Authorized Signatory

AF ENERGY FEEDER, L.P.

By: ACOF INVESTMENT MANAGEMENT LLC
Its: Manager

/s/ Naseem Sagati Aghili

By: Naseem Sagati Aghili
Its: Authorized Signatory

ACOF INVESTMENT MANAGEMENT LLC

/s/ Naseem Sagati Aghili

By: Naseem Sagati Aghili
Its: Authorized Signatory

SSF IV ENERGY I AIV 1A, L.P.

By: ASSF OPERATING MANAGER IV, L.P.
Its: Manager

/s/ Naseem Sagati Aghili

By: Naseem Sagati Aghili
Its: Authorized Signatory

SSF IV ENERGY I AIV 1B, L.P.

By: ASSF OPERATING MANAGER IV, L.P.
Its: Manager

/s/ Naseem Sagati Aghili

By: Naseem Sagati Aghili
Its: Authorized Signatory

SSF IV ENERGY I AIV 2, L.P.

By: ASSF OPERATING MANAGER IV, L.P.
Its: Manager

/s/ Naseem Sagati Aghili

By: Naseem Sagati Aghili
Its: Authorized Signatory

ASSF OPERATING MANAGER IV, L.P.

/s/ Naseem Sagati Aghili

By: Naseem Sagati Aghili

Its: Authorized Signatory

ARES MANAGEMENT LLC

/s/ Naseem Sagati Aghili

By: Naseem Sagati Aghili

Its: Authorized Signatory

ARES MANAGEMENT HOLDINGS L.P.

By: ARES HOLDCO LLC

Its: General Partner

/s/ Naseem Sagati Aghili

By: Naseem Sagati Aghili

Its: Authorized Signatory

ARES HOLDCO LLC

/s/ Naseem Sagati Aghili

By: Naseem Sagati Aghili

Its: Authorized Signatory

ARES MANAGEMENT CORPORATION

/s/ Naseem Sagati Aghili

By: Naseem Sagati Aghili

Its: Authorized Signatory

ARES MANAGEMENT GP LLC

/s/ Naseem Sagati Aghili

By: Naseem Sagati Aghili

Its: Authorized Signatory

ARES VOTING LLC

By: ARES PARTNERS HOLDCO LLC

Its: Sole Member

/s/ Naseem Sagati Aghili

By: Naseem Sagati Aghili

Its: Authorized Signatory

ARES PARTNERS HOLDCO LLC

/s/ Naseem Sagati Aghili

By: Naseem Sagati Aghili

Its: Authorized Signatory

EXHIBIT INDEX

[Exhibit 2](#) [Trading Data](#)
[Exhibit 99.1](#) [Joint Filing Agreement, dated as of June 16, 2021, by and among the Reporting Persons.](#)

EXHIBIT 2

TRADING DATA

Reporting Person	Buy/Sell	Date of Transaction	No. of Shares (Common Stock)	Price Per Share \$	Where/How Effected
AF V Energy IV AIV 1A, L.P	Sell	6/09/2021	7,648	32.88	Open Market/Broker
AF V Energy IV AIV 1A, L.P	Sell	6/10/2021	9,419	32.58	Open Market/Broker
AF V Energy IV AIV 1A, L.P	Sell	6/11/2021	8,666	33.08	Open Market/Broker
AF V Energy IV AIV 1A, L.P	Sell	6/14/2021	7,535	33.26	Open Market/Broker
AF V Energy IV AIV 1A, L.P	Sell	6/15/2021	10,361	32.71	Open Market/Broker
AF V Energy IV AIV 1B, L.P	Sell	6/09/2021	27,986	32.88	Open Market/Broker
AF V Energy IV AIV 1B, L.P	Sell	6/10/2021	34,467	32.58	Open Market/Broker
AF V Energy IV AIV 1B, L.P	Sell	6/11/2021	31,709	33.08	Open Market/Broker
AF V Energy IV AIV 1B, L.P	Sell	6/14/2021	27,573	33.26	Open Market/Broker
AF V Energy IV AIV 1B, L.P	Sell	6/15/2021	37,913	32.71	Open Market/Broker
AF V Energy IV AIV 2, L.P	Sell	6/09/2021	28,510	32.88	Open Market/Broker
AF V Energy IV AIV 2, L.P	Sell	6/10/2021	35,112	32.58	Open Market/Broker
AF V Energy IV AIV 2, L.P	Sell	6/11/2021	32,303	33.08	Open Market/Broker
AF V Energy IV AIV 2, L.P	Sell	6/14/2021	28,089	33.26	Open Market/Broker
AF V Energy IV AIV 2, L.P	Sell	6/15/2021	38,623	32.71	Open Market/Broker
SSF IV Energy I AIV 1A, L.P.	Sell	6/09/2021	41,535	32.88	Open Market/Broker
SSF IV Energy I AIV 1A, L.P.	Sell	6/10/2021	51,153	32.58	Open Market/Broker
SSF IV Energy I AIV 1A, L.P.	Sell	6/11/2021	47,061	33.08	Open Market/Broker
SSF IV Energy I AIV 1A, L.P.	Sell	6/14/2021	40,923	33.26	Open Market/Broker
SSF IV Energy I AIV 1A, L.P.	Sell	6/15/2021	56,269	32.71	Open Market/Broker
SSF IV Energy I AIV 1B, L.P.	Sell	6/09/2021	37,030	32.88	Open Market/Broker
SSF IV Energy I AIV 1B, L.P.	Sell	6/10/2021	45,606	32.58	Open Market/Broker
SSF IV Energy I AIV 1B, L.P.	Sell	6/11/2021	41,957	33.08	Open Market/Broker
SSF IV Energy I AIV 1B, L.P.	Sell	6/14/2021	36,485	33.26	Open Market/Broker
SSF IV Energy I AIV 1B, L.P.	Sell	6/15/2021	50,166	32.71	Open Market/Broker
SSF IV Energy I AIV 2, L.P.	Sell	6/09/2021	60,286	32.88	Open Market/Broker
SSF IV Energy I AIV 2, L.P.	Sell	6/10/2021	74,243	32.58	Open Market/Broker
SSF IV Energy I AIV 2, L.P.	Sell	6/11/2021	68,304	33.08	Open Market/Broker
SSF IV Energy I AIV 2, L.P.	Sell	6/14/2021	59,395	33.26	Open Market/Broker
SSF IV Energy I AIV 2, L.P.	Sell	6/15/2021	81,668	32.71	Open Market/Broker

EXHIBIT 99.1

JOINT FILING AGREEMENT

In accordance with Rule 13d-1(k)(1) promulgated under the Securities Exchange Act of 1934, as amended, the undersigned hereby agree to the joint filing with each of the Reporting Persons (as such term is defined in the Schedule 13D referred to below) on behalf of each of them of a statement on Schedule 13D (including amendments thereto) with respect to the common stock, par value \$0.01 per share, of California Resources Corporation, a Delaware corporation, and that this agreement may be included as an exhibit to such joint filing.

IN WITNESS WHEREOF, the undersigned hereby execute this agreement as of June 16, 2021.

AF V ENERGY IV AIV 1A, L.P.

By: ACOF INVESTMENT MANAGEMENT LLC
Its: Manager

/s/ Naseem Sagati Aghili
By: Naseem Sagati Aghili
Its: Authorized Signatory

AF V ENERGY IV AIV 1B, L.P.

By: ACOF INVESTMENT MANAGEMENT LLC
Its: Manager

/s/ Naseem Sagati Aghil
By: Naseem Sagati Aghili
Its: Authorized Signatory

AF V ENERGY IV AIV 2, L.P.

By: ACOF INVESTMENT MANAGEMENT LLC
Its: Manager

/s/ Naseem Sagati Aghil
By: Naseem Sagati Aghili
Its: Authorized Signatory

AEOF ECR AIV A-B, L.P.

By: ACOF INVESTMENT MANAGEMENT LLC
Its: Manager

/s/ Naseem Sagati Aghil
By: Naseem Sagati Aghili
Its: Authorized Signatory

AEOF ECR AIV C, L.P.

By: ACOF INVESTMENT MANAGEMENT LLC
Its: Manager

/s/ Naseem Sagati Aghil
By: Naseem Sagati Aghili
Its: Authorized Signatory

AF ENERGY FEEDER, L.P.

By: ACOF INVESTMENT MANAGEMENT LLC
Its: Manager

/s/ Naseem Sagati Aghil
By: Naseem Sagati Aghili
Its: Authorized Signatory

ACOF INVESTMENT MANAGEMENT LLC

/s/ Naseem Sagati Aghil
By: Naseem Sagati Aghili
Its: Authorized Signatory

SSF IV ENERGY I AIV 1A, L.P.

By: ASSF OPERATING MANAGER IV, L.P.
Its: Manager

/s/ Naseem Sagati Aghil
By: Naseem Sagati Aghili
Its: Authorized Signatory

SSF IV ENERGY I AIV 1B, L.P.

By: ASSF OPERATING MANAGER IV, L.P.
Its: Manager

/s/ Naseem Sagati Aghil
By: Naseem Sagati Aghili
Its: Authorized Signatory

SSF IV ENERGY I AIV 2, L.P.

By: ASSF OPERATING MANAGER IV, L.P.
Its: Manager

/s/ Naseem Sagati Aghil
By: Naseem Sagati Aghili
Its: Authorized Signatory

ASSF OPERATING MANAGER IV, L.P.

/s/ Naseem Sagati Aghil
By: Naseem Sagati Aghili
Its: Authorized Signatory

ARES MANAGEMENT LLC

/s/ Naseem Sagati Aghil
By: Naseem Sagati Aghili
Its: Authorized Signatory

ARES MANAGEMENT HOLDINGS L.P.

By: ARES HOLDCO LLC
Its: General Partner

/s/ Naseem Sagati Aghil
By: Naseem Sagati Aghili
Its: Authorized Signatory

ARES HOLDCO LLC

/s/ Naseem Sagati Aghil
By: Naseem Sagati Aghili
Its: Authorized Signatory

ARES MANAGEMENT CORPORATION

/s/ Naseem Sagati Aghil
By: Naseem Sagati Aghili
Its: Authorized Signatory

ARES MANAGEMENT GP LLC

/s/ Naseem Sagati Aghil
By: Naseem Sagati Aghili
Its: Authorized Signatory

ARES VOTING LLC

By: ARES PARTNERS HOLDCO LLC
Its: Sole Member

/s/ Naseem Sagati Aghil
By: Naseem Sagati Aghili
Its: Authorized Signatory

ARES PARTNERS HOLDCO LLC

/s/ Naseem Sagati Aghil
By: Naseem Sagati Aghili
Its: Authorized Signatory
