

New Mountain Finance Corp
Form DEFA14A
May 07, 2018

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

FORM 8-K

CURRENT REPORT

**Pursuant to section 13 or 15(d) of the
Securities Exchange Act of 1934**

Date of Report (Date of Earliest Event Reported): **May 7, 2018**

New Mountain Finance Corporation

(Exact name of co-registrant as specified in its charter)

Delaware **814-00832** **27-2978010**
(State or other jurisdiction of (Commission (IRS Employer

incorporation or organization) File Number) Identification Number)

787 7th Avenue, 48th Floor, New York, NY 10019

(Address of principal executive offices)

Co-Registrant's telephone number, including area code **(212) 720-0300**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 2.02. Results of Operations and Financial Condition

On May 7, 2018, New Mountain Finance Corporation (“NMFC”) issued a press release announcing financial results for its quarter ended March 31, 2018. The press release is included as Exhibit 99.1 and incorporated herein by reference. Additionally, on May 7, 2018, NMFC made available on its website, www.newmountainfinance.com, a supplemental investor presentation (the “Presentation”) with respect to the earnings release.

The information disclosed under this Item 2.02, including Exhibit 99.1 hereto, is being furnished and shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that Section. The information provided herein shall not be deemed incorporated by reference into any filing made under the Securities Act of 1933, as amended, except as expressly set forth by specific reference in such filing.

Item 8.01. Other Events

NMFC announced on April 18, 2018 that its board of directors recommended the submission of a proposal for NMFC’s stockholders to approve the application of a 150% minimum asset coverage ratio to NMFC (the “Proposal”) at a Special Meeting of Stockholders scheduled to be held on June 8, 2018 (the “Meeting”). A portion of the Presentation contains information about NMFC’s reasons for the Proposal, which NMFC has attached as Exhibit 99.2 hereto as it may be deemed soliciting material pursuant to Rule 14a-12 under the Securities Exchange Act of 1934, as amended.

In connection with the Meeting, NMFC plans to file with the SEC and mail to its shareholders a proxy statement on Schedule 14A (the “Proxy Statement”). The Proxy Statement will contain important information about the Proposal and related matters. **Investors and security holders are urged to read the Proxy Statement, as well as any amendments and supplements thereto, carefully and in its entirety when it becomes available because it will contain important information about the Proposal and related matters.** Investors and security holders will be able to obtain the Proxy Statement and other documents filed with the SEC by NMFC, free of charge, from the SEC’s website at www.sec.gov and from NMFC’s website at www.newmountainfinance.com. NMFC and its directors and executive officers may be deemed to be participants in the solicitation of proxies from the shareholders of NMFC common stock with respect to the Proposal. Information regarding ownership of NMFC’s common stock by NMFC’s directors and executive officers will be available in the Proxy Statement.

Item 9.01. Financial Statements and Exhibits.

d) Exhibits.

Exhibit

Number Description

99.1 Press Release, dated May 7, 2018

99.2 Portion of Presentation Relating to the Proposal

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the Registrants have duly caused this Current Report on Form 8-K to be signed on its behalf by the undersigned hereunto duly authorized.

NEW MOUNTAIN FINANCE
CORPORATION

Date: May 7, 2018 By: /s/ Karrie J. Jerry

Name: Karrie J. Jerry

Title: Corporate Secretary