

New Mountain Finance Corp
Form 497AD
August 16, 2018
Filed Pursuant to Rule 497(a)
File No. 333-218040
Rule 482 AD

NEW ISSUE: NEW MOUNTAIN FINANCE CORPORATION (THE "COMPANY")
TICKER: NMFC / NYSE
SIZE: \$100,000,000 CONVERTIBLE NOTES (PLUS \$15,000,000 OVER-ALLOTMENT OPTION)
CUSIP: 647551AC4
BOOK-RUNNING MANAGER: WELLS FARGO SECURITIES
FINAL TERMS: COUPON: 5.75% CONVERSION PREMIUM: 10.0%
REFERENCE STOCK PRICE: \$13.80 PER SHARE OF COMMON STOCK
CONVERSION PRICE: APPROXIMATELY \$15.18 PER SHARE OF COMMON STOCK
CONVERSION RATE: 65.8762 SHARES OF COMMON STOCK
RANKING: UNSECURED
EXPECTED EGAN-JONES RATING*: BBB+
MATURITY: 5 YEARS (AUGUST 15, 2023)
CALL PROTECTION: CALLABLE AFTER MAY 15, 2023 WITH COUPON MAKE-WHOLE
SCHEDULED INVESTOR PUTS: NONE
FUNDAMENTAL CHANGE: INCLUDES PROTECTION FOR INVESTORS UPON A FUNDAMENTAL CHANGE
SETTLEMENT FEATURE: PHYSICAL
FINANCIAL COVENANTS: MAXIMUM DEBT-TO-EQUITY RATIO OF 1.65 TO 1.00 UPON INCURRENCE AND SECURED DEBT RATIO OF 0.70 TO 1.00 AT ALL TIMES
DIVIDEND PROTECTION: YES, FOR DIVIDENDS PAID ABOVE \$0.34 QUARTERLY
TAKEOVER PROTECTION: YES, STANDARD MATRIX FORMAT
USE OF PROCEEDS: REPAY DEBT UNDER CREDIT FACILITIES AND TO MAKE NEW INVESTMENTS IN ACCORDANCE WITH INVESTMENT OBJECTIVE

*Note: A securities rating is not a recommendation to buy, sell or hold securities and may be subject to revision or withdrawal at any time.

Investors are advised to carefully consider the investment objectives, risks, charges and expenses of the Company before investing. The preliminary prospectus supplement, dated August 15, 2018, and accompanying prospectus, dated July 13, 2018, each of which has been filed with the Securities and Exchange Commission, contain a description of these matters and other important information about the Company and should be read carefully before investing.

The information in such preliminary prospectus supplement and such accompanying prospectus, and in this announcement, is not complete and may be changed. The preliminary prospectus supplement, the accompanying prospectus and this announcement are not offers to sell any securities of the Company and are not soliciting an offer to buy such securities in any jurisdiction where such offer and sale is not permitted.

A shelf registration statement relating to these securities is on file with and has been declared effective by the Securities and Exchange Commission. The offering may be made only by means of a prospectus supplement and an accompanying prospectus, copies of which may be obtained, when available, from Wells Fargo Securities, LLC, Attention: Equity Syndicate Department, 375 Park Avenue, New York, NY 10152-4077, or by calling (800) 326-5897, or by email: cmclientsupport@wellsfargo.com.

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PLEASE BE ADVISED THAT THIS NOTIFICATION IS LIMITED TO THOSE INVESTORS CONSIDERING AN INVESTMENT IN THE COMPANY'S CONVERTIBLE NOTES. NO OFFER IS BEING MADE HEREBY WITH RESPECT TO ANY OTHER SECURITIES OF THE COMPANY. (c)2018 WELLS FARGO. ALL RIGHTS RESERVED.

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