

**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): August 24, 2011

New Mountain Finance Corporation

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

Delaware
(State or other jurisdiction of
incorporation or organization)

814-00832
(Commission
File Number)

27-2978010
(IRS Employer
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) 730-0300

New Mountain Finance AIV Holdings Corporation

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

Delaware
(State or other jurisdiction of
incorporation or organization)

814-00902
(Commission
File Number)

80-0721242
(IRS Employer
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) 730-0300

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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Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

On August 24, 2011 New Mountain Finance Corporation and New Mountain Finance AIV Holdings Corporation (collectively referred to as "New Mountain Finance") each filed a Certificate of Change of Registered Agent and/or Registered Office (the "Certificates of Change") to change New Mountain Finance's registered agent and registered office in Delaware. The Certificates of Change are attached hereto as Exhibits 3.1 and 3.2 to this Current Report on Form 8-K and incorporated herein by reference.

Item 9.01 Finance Statements and Exhibits.

(d) Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
3.1	Certificate of Change of Registered Agent and/or Registered Office, filed August 24, 2011 on behalf of New Mountain Finance Corporation.
3.2	Certificate of Change of Registered Agent and/or Registered Office, filed August 24, 2011 on behalf of New Mountain Finance AIV Holdings Corporation.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the Registrant has 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

NEW MOUNTAIN FINANCE AIV HOLDINGS CORPORATION

Date: August 25, 2011

By: /s/ Paula A. Bosco

Name: Paula A. Bosco

Title: Secretary

**STATE OF DELAWARE
CERTIFICATE OF CHANGE
OF REGISTERED AGENT AND/OR
REGISTERED OFFICE
OF
NEW MOUNTAIN FINANCE CORPORATION**

New Mountain Finance Corporation, a corporation organized and existing under the laws of the State of Delaware (the "Corporation"), does hereby certify that the following is a true copy of a resolution adopted by the Board of Directors of the Corporation in accordance with the provisions of Section 133 of the General Corporation Law of the State of Delaware:

RESOLVED, that the location of the Registered Office of the Corporation within the State of Delaware shall be, and the same hereby is, Corporation Trust Center 1209 Orange Street, in the City of Wilmington, County of New Castle, Zip Code 19801. The name of the Registered Agent therein and in charge thereof upon whom process against this Corporation may be served, is the Corporation Trust Company.

IN WITNESS WHEREOF, this Certificate of Change of Registered Agent and Registered Office has been executed by a duly authorized officer of the Corporation on this 24th day of August, 2011.

New Mountain Finance Corporation

By: /s/ Paula A. Bosco

Name: Paula A. Bosco

Title: Chief Compliance Officer and Secretary

**STATE OF DELAWARE
CERTIFICATE OF CHANGE
OF REGISTERED AGENT AND/OR
REGISTERED OFFICE
OF**

NEW MOUNTAIN FINANCE AIV HOLDINGS CORPORATION

New Mountain Finance AIV Holdings Corporation, a corporation organized and existing under the laws of the State of Delaware (the "Corporation"), does hereby certify that the following is a true copy of a resolution adopted by the Board of Directors of the Corporation in accordance with the provisions of Section 133 of the General Corporation Law of the State of Delaware:

RESOLVED, that the location of the Registered Office of the Corporation within the State of Delaware shall be, and the same hereby is, Corporation Trust Center 1209 Orange Street, in the City of Wilmington, County of New Castle, Zip Code 19801. The name of the Registered Agent therein and in charge thereof upon whom process against this Corporation may be served, is the Corporation Trust Company.

IN WITNESS WHEREOF, this Certificate of Change of Registered Agent and Registered Office has been executed by a duly authorized officer of the Corporation on this 24th day of August, 2011.

New Mountain Finance AIV Holdings Corporation

By: /s/ Paula A. Bosco

Name: Paula A. Bosco

Title: Chief Compliance Officer and Secretary