

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 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person * <u>New Mountain Investments III, LLC</u> <hr/> (Last) (First) (Middle) C/O NEW MOUNTAIN CAPITAL, L.L.C. 787 7TH AVENUE, 48TH FLOOR <hr/> (Street) NEW YORK NY 10019 <hr/> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 05/19/2011	3. Issuer Name and Ticker or Trading Symbol <u>New Mountain Finance Corp. [NMFC]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) <input type="checkbox"/>	5. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person <input checked="" type="checkbox"/>

Table I - Non-Derivative Securities Beneficially Owned

1. 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	1,252,964	I	See Note ⁽¹⁾

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date				
Common Membership Units	(2)	(2)	Common Stock 20,221,938	0 ⁽²⁾	I	See Note ⁽²⁾

1. Name and Address of Reporting Person *

New Mountain Investments III, LLC

(Last) (First) (Middle)
 C/O NEW MOUNTAIN CAPITAL, L.L.C.
 787 7TH AVENUE, 48TH FLOOR

(Street)
 NEW YORK NY 10019

(City) (State) (Zip)

1. Name and Address of Reporting Person *

New Mountain Capital, L.L.C.

(Last) (First) (Middle)
 787 7TH AVENUE, 48TH FLOOR

(Street)
 NEW YORK NY 10019

(City) (State) (Zip)

1. Name and Address of Reporting Person *

New Mountain Guardian AIV, L.P.

(Last) (First) (Middle)
 C/O NEW MOUNTAIN CAPITAL, L.L.C.
 787 7TH AVENUE, 48TH FLOOR

(Street)
 NEW YORK NY 11019

(City) (State) (Zip)

1. Name and Address of Reporting Person *		
New Mountain Finance AIV Holdings Corp		
(Last)	(First)	(Middle)
C/O NEW MOUNTAIN CAPITAL, L.L.C. 787 7TH AVENUE, 48TH FLOOR		
(Street)		
NEW YORK	NY	11019
(City) (State) (Zip)		

1. Name and Address of Reporting Person *		
New Mountain Guardian Partners, L.P.		
(Last)	(First)	(Middle)
C/O NEW MOUNTAIN CAPITAL, L.L.C. 787 7TH AVENUE, 48TH FLOOR		
(Street)		
NEW YORK	NY	11019
(City) (State) (Zip)		

1. Name and Address of Reporting Person *		
New Mountain Guardian GP, LLC		
(Last)	(First)	(Middle)
C/O NEW MOUNTAIN CAPITAL, L.L.C. 787 7TH AVENUE, 48TH FLOOR		
(Street)		
NEW YORK	NY	11019
(City) (State) (Zip)		

1. Name and Address of Reporting Person *		
New Mountain Guardian Advisors, L.L.C.		
(Last)	(First)	(Middle)
C/O NEW MOUNTAIN CAPITAL, L.L.C. 787 7TH AVENUE, 48TH FLOOR		
(Street)		
NEW YORK	NY	11019
(City) (State) (Zip)		

Explanation of Responses:

1. New Mountain Guardian Partners, L.P. ("Guardian Partners") directly owns 1,252,964 shares of common stock of New Mountain Finance Corporation. New Mountain Guardian GP, L.L.C. is the general partner of Guardian Partners, and may be deemed to beneficially own these shares. New Mountain Guardian Advisors, L.L.C. is the investment adviser to Guardian Partners, and may be deemed to beneficially own these shares. New Mountain Guardian GP, L.L.C. and New Mountain Guardian Advisors, L.L.C. each disclaim beneficial ownership of these shares except to the extent of their pecuniary interest therein.

2. New Mountain Finance AIV Holdings Corporation ("AIV Holdings") and New Mountain Guardian AIV, L.P. ("Guardian AIV") (indirectly through its wholly-owned subsidiary, AIV Holdings) own 20,221,938 Common Membership Units of New Mountain Finance Holdings, L.L.C. (the "Units"). AIV Holdings is entitled to exchange, at any time, the Units for shares of New Mountain Finance Corporation's common stock on a one-for-one basis. The Units have no expiration date. New Mountain Investments III, L.L.C. is the general partner of Guardian AIV, and may be deemed to beneficially own the shares for which the Units may be exchanged. New Mountain Capital, L.L.C. is the investment adviser to Guardian AIV, and may be deemed to beneficially own the shares for which the Units may be exchanged. New Mountain Investments III, L.L.C. and New Mountain Capital, L.L.C. each disclaim beneficial ownership of these shares except to the extent of their pecuniary interest therein.

Remarks:

[/s/ Adam Weinstein as Authorized Signatory of New Mountain Investments III, L.L.C.](#) 05/19/2011

[/s/ Adam Weinstein as Authorized Signatory of New Mountain Capital, L.L.C.](#) 05/19/2011

[/s/ Adam Weinstein as Authorized Signatory of New Mountain Guardian AIV, L.P.](#) 05/19/2011

[/s/ Adam Weinstein as Authorized Signatory of New Mountain Finance AIV Holdings Corporation](#) 05/19/2011

[/s/ Adam Weinstein as Authorized Signatory of New Mountain Guardian Partners, L.P.](#) 05/19/2011

/s/ Adam Weinstein as Authorized
Signatory of New Mountain 05/19/2011
Guardian GP, L.L.C.

/s/ Adam Weinstein as Authorized
Signatory of New Mountain 05/19/2011
Guardian Advisors, L.L.C.

** Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* 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).

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

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 Number.