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): November 8, 2022

New Mountain Finance Corporation

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of incorporation or organization)

814-00832 (Commission

(Commission File Number) 27-2978010 (IRS Employer Identification Number)

1633 Broadway, 48th Floor, New York, NY 10019 (Address of principal executive offices)(zip code)

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 (see General Instruction A.2. below):

U 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))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common stock, par value \$0.01 per share	NMFC	The NASDAQ Global Select Market

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 \Box

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 November 8, 2022, New Mountain Finance Corporation ("NMFC" or the "Company") issued a press release announcing financial results for its quarter-ended September 30, 2022. The press release is included as Exhibit 99.1 and incorporated herein by reference.

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 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers

On November 7, 2022, the Company's board of directors appointed John R. Kline as the Chief Executive Officer of the Company, effective January 1, 2023, in addition to continuing in his role as President and a director. Mr. Kline joined New Mountain in 2008 and has been a senior executive within New Mountain Capital's credit effort since its inception that year. Also on November 7, 2022, the Company's board of directors received and accepted the resignation of Robert A. Hamwee as Chief Executive Officer and appointed him Vice Chairman of the board of directors, effective January 1, 2023, with the continued ability to allocate half of his time to activities outside of credit and NMFC. As part of his responsibilities, Mr. Hamwee will continue to: (i) serve as a director of the Company and (ii) serve as a senior member of the Investment Committee of the Company's Investment Adviser. The Company's Investment Adviser believes that its management team, with the overall support of New Mountain Capital's team of 215 professionals, is adequately staffed to support the Company.

Item 7.01. Regulation FD Disclosure

On November 8, 2022, NMFC issued a press release, included herewith as Exhibit 99.1, announcing the declaration of a fourth quarter 2022 distribution of \$0.32 per share, payable on December 30, 2022 to holders of record as of December 16, 2022. Additionally, on November 8, 2022, NMFC made available on its website, *http://www.newmountainfinance.com*, a supplemental investor presentation with respect to the earnings release.

The information disclosed under this Item 7.01, 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 9.01.	Financial Statements and Exhibits.
d) Exhibits.	

Description

Number 99.1

Exhibit

Press Release, dated November 8, 2022

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

Date: November 8, 2022

By: /s/ Joseph W. Hartswell

Name:

Title:

Joseph W. Hartswell Corporate Secretary and Chief Compliance Officer

New Mountain Finance Corporation Announces Third Quarter Financial Results

Reports Net Investment Income of \$0.32 per share

Declares a \$0.02 per Share Increase in Fourth Quarter Distribution to \$0.32 per Share

NEW YORK--(BUSINESS WIRE) — November 8, 2022 -- New Mountain Finance Corporation (NASDAQ: NMFC) ("New Mountain," "New Mountain Finance" or the "Company") today announced its financial results for the quarter ended September 30, 2022. The Company reported third quarter net investment income ("NII") of \$0.32 per weighted average share and net asset value ("NAV") per share of \$13.20, compared to \$13.42 on June 30, 2022, representing a 1.6% decline quarter over quarter. The Company also announced that its board of directors declared an increased fourth quarter distribution to \$0.32 per share, representing a 7% increase compared to its most recent quarterly distribution, which will be payable on December 30, 2022 to holders of record as of December 16, 2022.

Selected Financial Highlights

(in thousands, except per share data)	September 30, 2022				
Investment Portfolio ¹	\$	3,253,834			
Total Assets	\$	3,347,993			
Total Statutory Debt ²	\$	1,680,047			
NAV ³	\$	1,331,955			
NAV per Share	\$	13.20			
Net Investment Income per Weighted Average Share	\$	0.32			
Distribution Paid per Share	\$	0.30			
Statutory Debt/Equity		1.26x			
Statutory Debt/Equity (net of available cash)		1.23x			

Leadership Changes

Effective January 1, 2023, John R. Kline will become Chief Executive Officer of the Company, in addition to continuing in his role as President and Director. Mr. Kline joined New Mountain in 2008 and has been a senior executive within New Mountain Capital's credit effort since its inception that year. Robert A. Hamwee will be moving into the role of Vice Chairman of the board of directors where he will continue to serve the Company as a Director. Further, he will remain a member of the Company's investment committee and as a Managing Director of New Mountain Capital.

Management Comments on Third Quarter Performance

"We believe New Mountain's strategy of focusing on 'defensive growth' industries and on companies that we know well continues to prove to be a successful strategy", said Steven B. Klinsky, NMFC Chairman. "We believe one of our keys to success is the strength of the team, which we continue to build over time, now at over 215 employees and senior advisors."

Robert A. Hamwee, CEO, added: "Despite considerable economic volatility, NMFC's portfolio continues to be well positioned as a result of our defensive growth investment strategy. We reported Q3 Net Investment Income of \$0.32 per share, exceeding our prior guidance, and over 92% of the portfolio was rated green on our risk rating scale, which is a direct result of our continued effort to invest in high-quality companies."

John R. Kline, President, commented: "Our net investment income per share outpaced our quarterly distributions and demonstrates our solid execution. We are pleased that the board approved our most recent 7% dividend increase, and we remain confident that net investment income per share will meet or exceed our quarterly dividend for the foreseeable future."



Portfolio and Investment Activity¹

As of September 30, 2022, the Company's NAV was \$1,332.0 million and its portfolio had a fair value of \$3,253.8 million in 108 portfolio companies, with a weighted average YTM at Cost⁴ of approximately 11.3%. For the three months ended September 30, 2022, the Company generated \$123.0 million of originations[§], and had 25.0 million of asset sales and cash repayments⁵ of \$142.4 million.

Consolidated Results of Operations⁶

The Company's total investment income for the three months ended September 30, 2022 and 2021 was \$78.1 million and \$68.1 million, respectively. The Company's total net expenses, after income tax expense, for the three months ended September 30, 2022 and 2021 were \$45.6 million and \$37.8 million, respectively. The Company's NII for the three months ended September 30, 2022 and 2021 were \$45.6 million and \$37.8 million, respectively. The Company's NII for the three months ended September 30, 2022 and 2021 was \$32.5 million and \$30.3 million, respectively. The Company's NII per share for the three months ended September 30, 2022 and 2021 was \$0.32 and \$0.31, respectively. For the three months ended September 30, 2022 and 2021, the Company recorded \$24.8 million and \$8.5 million, respectively, of net realized and unrealized losses.

Liquidity and Capital Resources

As of September 30, 2022, the Company had cash and cash equivalents of \$48.9 million and total statutory debt outstanding of \$1,680.0 million². The Company's statutory debt to equity was 1.26x as of September 30, 2022. Additionally, the Company had \$300.0 million of SBA-guaranteed debentures outstanding as of September 30, 2022. For the three months ended September 30, 2022, the Company sold 0.2 million shares of common stock under its equity distribution agreement. For the same period, the Company received total accumulated net proceeds of approximately \$3.0 million, net of offering expenses, from these sales.

Portfolio and Asset Quality¹

The Company monitors the performance and financial trends of its portfolio companies on at least a quarterly basis. The Company attempts to identify any developments within the portfolio company, the industry or the macroeconomic environment that may alter any material element of the Company's original investment strategy. As described more fully in the Company's Quarterly Report on Form 10-Q filed with the U.S. Securities and Exchange Commission, the portfolio monitoring procedures are designed to provide a simple, yet comprehensive analysis of the Company's portfolio companies based on their operating performance and underlying business characteristics, which in turn forms the basis of its Risk Rating. The Risk Rating is expressed in categories of Red, Orange, Yellow and Green with Red reflecting an investment performing materially below expectations and Green reflecting an investment that is in-line with or above expectations.

The following table shows the Risk Rating of the Company's portfolio companies as of September 30, 2022:

(in millions)		As of September 30, 2022								
Risk Rating		Cost	Percent	Fair Value	Percent					
Red	\$	95.6	2.9 % \$	30.7	0.9 %					
Orange		46.0	1.4 %	32.9	1.0 %					
Yellow ¹		195.1	5.9 %	166.5	5.1 %					
Green ⁷		2,952.3	89.8 %	3,023.7	93.0 %					
Total	\$	3,289.0	100.0 % \$	3,253.8	100.0 %					

As of September 30, 2022, all investments in the Company's portfolio had a Green Risk Rating with the exception of eight portfolio companies that had a Yellow Risk Rating, three portfolio companies that had an Orange Risk Rating and three portfolio companies that had a Red Risk Rating.

The following table shows the Company's investment portfolio composition as of September 30, 2022:

(in thousands, except per share data)			
Investment Portfolio Composition	Septe	ember 30, 2022	Percent of Total
First Lien		1,770,125	54.3 %
Second Lien ¹		592,936	18.2 %
Subordinated		73,763	2.3 %
Preferred Equity		174,769	5.4 %
Investment Fund		252,400	7.8 %
Common Equity and Other ⁷		389,841	12.0 %
Total	\$	3,253,834	100.0 %

Recent Developments

On November 2, 2022, the Company completed a private offering of \$200 million in aggregate principal amount of its 7.50% convertible notes due 2025 (the "2022 Convertible Notes"). The offering was consummated pursuant to the terms of a private placement purchase agreement (the "Purchase Agreement") with the several purchasers, each of whom is an "accredited investor" as defined in Rule 501(a) of Regulation D under the Securities Act of 1933, as amended (the "Securities Act") or a "qualified institutional buyer" within the meaning of Rule 144A promulgated under the Securities Act. The Company intends to use the net proceeds from the 2022 Convertible Notes to launch a tender offer for its existing 2018 Convertible Notes and then, to the extent any net proceeds remain, to repay other outstanding indebtedness and for general corporate purposes.

On November 2, 2022, the Company's board of directors declared a fourth quarter 2022 distribution of \$0.32 per share payable on December 30, 2022 to holders of record as of December 16, 2022.

On November 4, 2022, the Company launched a tender offer to purchase, upon the terms and subject to the conditions set forth in the offer to purchase, dated November 4, 2022, up to \$201 million aggregate principal amount of outstanding 2018 Convertible Notes for cash in an amount equal to \$1,000 per \$1,000 per \$1,000 principal amount of Notes purchased (exclusive of accrued and unpaid interest on such notes) (the "Tender Offer"). The Tender Offer will expire at 11:59 P.M., New York City time, on December 6, 2022.

(5) Originations exclude payment-in-kind ("PIK"); originations, repayments, and sales excludes revolvers, unfunded commitments, bridges, return of capital, and realized gains / losses.

(7) Includes investment held in NMNLC



⁽¹⁾ Includes collateral for securities purchased under collateralized agreements to resell.

⁽²⁾ Excludes the Company's United States Small Business Administration ("SBA") guaranteed debentures.

⁽³⁾ Excludes non-controlling interest in New Mountain Net Lease Corporation ("NMNLC").

⁽⁴⁾ References to "YTM at Cost" assume the accruing investments, including secured collateralized agreements, in the Company's portfolio as of a certain date, the "Portfolio Date", are purchased at cost on that date and held until their respective maturities with no prepayments or losses and are exited at par at maturity. This calculation excludes the impact of existing leverage. YTM at Cost uses the London Interbank Offered Rate ("LIBOR"), Sterling Overnight Interbank Average Rate ("SONIA"), Euro Interbank Offered Rate ("EURIBOR") and Secured Overnight Financing Rate ("SOFR") curves at each quarter's respective end date. The actual yield to maturity may be higher or lower due to the future selection of LIBOR, SONIA, EURIBOR and SOFR contracts by the individual companies in the Company's portfolio or other factors.

⁽⁶⁾ Excludes net income related to non-controlling interests in NMNLC. For the quarter ended September 30, 2022 and 2021, \$0.3 million and \$0.3 million, respectively, of dividend income is excluded from investment income, \$0.0 million and \$0.0 million, respectively, of net direct and indirect professional, administrative, other general and administrative is excluded from net expenses, and \$(0.5) million and \$0.8 million, respectively, of realized and unrealized losses and gains, is excluded from net realized and unrealized gains and losses.

Third Quarter 2022 Conference Call

New Mountain Finance Corporation will host an earnings conference call and webcast at 10:00 am Eastern Time on Wednesday, November 9, 2022. To participate in the live earning conference call, please use the following dial-in numbers or visit the audio webcast link. To avoid any delays, please join at least fifteen minutes prior to the start of the call.

- United States: (833) 927-1758 ٠
- . International: +1 (929) 526-1599 .
- Access code: 573965 • Live Audio Webcast

A replay of the conference call can be accessed one hour after the end of the conference call through November 9, 2023 at 9:00 am Eastern Time. To access the earnings webcast replay please visit the New Mountain Investor Relations website.

For additional details related to the quarter ended September 30, 2022, please refer to the New Mountain Finance Corporation Form 10-Q filed with the SEC and the supplemental investor presentation which can be found on the Company's website at http://www.newmountainfinance.com.

New Mountain Finance Corporation Consolidated Statements of Assets and Liabilities (in thousands, except shares and per share data) (unaudited)

		tember 30, 2022	December 31, 2021	
Assets				
Investments at fair value				
Non-controlled/non-affiliated investments (cost of \$2,476,914 and \$2,323,224, respectively)	\$	2,375,786	\$	2,283,779
Non-controlled/affiliated investments (cost of \$84,624 and \$80,801, respectively)		138,975		134,775
Controlled investments (cost of \$697,365 and \$722,467, respectively)		719,672		755,810
Total investments at fair value (cost of \$3,258,903 and \$3,126,492, respectively)		3,234,433		3,174,364
Securities purchased under collateralized agreements to resell (cost of \$30,000 and \$30,000, respectively)		19,401		21,422
Cash and cash equivalents		48,919		58,077
Interest and dividend receivable		33,902		30,868
Other assets		11,338		11,081
Total assets	\$	3,347,993	\$	3,295,812
Liabilities				
Borrowings				
Holdings Credit Facility	\$	630,663	\$	545,263
Unsecured Notes		531,500		511,500
SBA-guaranteed debentures		300,000		300,000
Convertible Notes		201,340		201,417
DB Credit Facility		186,400		226,300
NMFC Credit Facility		127,210		127,192
NMNLC Credit Facility II		2,934		15,200
Deferred financing costs (net of accumulated amortization of \$45,794 and \$40,713, respectively)		(15,316)		(19,684)
Net borrowings		1,964,731		1,907,188
Management fee payable		10,602		10,164
Incentive fee payable		8,202		7,503
Interest payable		12,214		17,388
Payable for unsettled securities purchased		—		7,910
Payable to affiliates		275		556
Deferred tax liability		140		13
Other liabilities		6,731		2,478
Total liabilities		2,002,895		1,953,200
Commitments and contingencies				
Net assets				
Preferred stock, par value \$0.01 per share, 2,000,000 shares authorized, none issued		—		—
Common stock, par value \$0.01 per share, 200,000,000 shares authorized, and 100,937,026 and 97,907,441 shares issued and outstanding, respectively		1,009		979
Paid in capital in excess of par		1,313,710		1,272,796
Accumulated undistributed earnings		17,236		47,470
Total net assets of New Mountain Finance Corporation	\$	1,331,955	\$	1,321,245
Non-controlling interest in New Mountain Net Lease Corporation		13,143		21,367
Total net assets	\$	1,345,098	\$	1,342,612
Total liabilities and net assets	\$	3,347,993	\$	3,295,812
Number of shares outstanding		100,937,026		97,907,441
Net asset value per share of New Mountain Finance Corporation	\$	13.20	\$	13.49

New Mountain Finance Corporation Consolidated Statements of Operations

(in thousands, except shares and per share data)

(unaudited)

	Three Months Ended		Nine Months Ended		
	September 30, 2022	September 30, 2021	September 30, 2022	September 30, 2021	
nvestment income					
From non-controlled/non-affiliated investments:					
Interest income (excluding Payment-in-kind ("PIK") interest income)	\$ 49,401	\$ 40,540	\$ 127,934	\$ 119,919	
PIK interest income	2,688	1,903	8,924	6,501	
Dividend income	9	867	144	86	
Non-cash dividend income	3,837	1,956	10,111	7,324	
Other income	1,517	5,249	7,435	9,65	
From non-controlled/affiliated investments:					
Interest income (excluding PIK interest income)	270	296	788	1,322	
PIK interest income	264	182	773	18	
Dividend income	—	288	—	288	
Non-cash dividend income	1,042	831	3,036	3,88	
Other income	62	79	187	284	
From controlled investments:					
Interest income (excluding PIK interest income)	2,914	1,253	6,285	3,570	
PIK interest income	3,241	3,614	12,296	10,384	
Dividend income	9,867	9,686	32,183	31,27	
Non-cash dividend income	1,116	918	3,191	3,53	
Other income	2,221	812	7,235	3,75	
Total investment income	78,449	68,474	220,522	202,74	
xpenses				· · · · ·	
Incentive fee	8,202	7,661	23,605	22,20	
Management fee	11,717	13,740	35,040	40,88	
Interest and other financing expenses	24,648	17,693	63,957	54,949	
Administrative expenses	881	1,082	3,022	3,24	
Professional fees	775	923	2,529	2,41	
Other general and administrative expenses	545	490	1,540	1,39	
Total expenses	46,768	41,589	129,693	125,092	
Less: management fee waived	(1,115)	(3,752)	(3,349)	(11,193	
Less: expenses waived and reimbursed	(1,110)	(0,702)	(238)	(11,1)2	
Net expenses	45,653	37,837	126,106	113,899	
Net investment income before income taxes	32,796	30,637	94,416	88,844	
Income tax (benefit) expense	(13)	(8)	(5)	1:	
Net investment income	32,809	30,645	94,421	88,829	
	52,809	50,045	94,421	00,02	
Net realized gains (losses):	(220)	2.450	(002)	2.70	
Non-controlled/non-affiliated investments	(239)	2,459	(903)	2,79	
Non-controlled/affiliated investments		20,549		8,33	
Controlled investments	17	_	36,371	1,55	
Foreign currency	(166)	_	219	_	
Net change in unrealized (depreciation) appreciation:	(2+ 2+ 2)	(10.070)	(50.000)	(22.50)	
Non-controlled/non-affiliated investments	(31,944)	(19,951)	(56,975)	(22,60	

	Non-controlled/affiliated investments	(13,381)	(20,469)	377	44,545
	Controlled investments	20,398	9,684	(11,036)	30,600
	Securities purchased under collateralized agreements to resell	—	—	(2,021)	—
	Foreign currency	(10)	(13)	(625)	(13)
	Benefit (provision) for taxes	30	1	(127)	(114)
	Net realized and unrealized (losses) gains	 (25,295)	(7,740)	 (34,720)	65,109
	Net increase in net assets resulting from operations	7,514	22,905	 59,701	153,938
	Less: Net decrease (increase) in net assets resulting from operations related to non-controlling interest in New Mountain Net Lease Corporation	191	(1,058)	150	(4,789)
	Net increase in net assets resulting from operations related to New Mountain Finance Corporation	\$ 7,705	\$ 21,847	\$ 59,851	\$ 149,149
I	Basic earnings per share	\$ 0.08	\$ 0.23	\$ 0.60	\$ 1.54
	Weighted average shares of common stock outstanding - basic	100,830,075	96,906,988	99,955,432	96,854,474
Ι	Diluted earnings per share	\$ 0.08	\$ 0.22	\$ 0.59	\$ 1.42
	Weighted average shares of common stock outstanding - diluted	114,087,660	110,164,573	113,213,017	110,112,059
I	Distributions declared and paid per share	\$ 0.30	\$ 0.30	\$ 0.90	\$ 0.90

ABOUT NEW MOUNTAIN FINANCE CORPORATION

New Mountain Finance Corporation is a closed-end, non-diversified and externally managed investment company that has elected to be regulated as a business development company under the Investment Company Act of 1940, as amended. The Company's investment objective is to generate current income and capital appreciation through the sourcing and origination of debt securities at all levels of the capital structure, including first and second lien debt, notes, bonds and mezzanine securities. The Company's first lien debt may include traditional first lien senior secured loans or unitranche loans. Unitranche loans combine characteristics of traditional first lien senior secured loans as well as second lien and subordinated loans. Unitranche loans will expose the Company to the risks associated with second lien and subordinated loans to the extent it invests in the "last out" tranche. In some cases, the investment adviser may also include small equity interests. The Company's investment advisers BDC, L.L.C., which is an investment adviser registered under the Investment Advisers Act of 1940, as amended. More information about New Mountain Finance Corporation can be found on the Company's website at http://www.newmountainfinance.com.

ABOUT NEW MOUNTAIN CAPITAL

New Mountain Capital is a New York-based investment firm that emphasizes business building and growth, rather than debt, as it pursues long-term capital appreciation. The firm currently manages private equity, credit and net lease investment strategies with over \$37 billion in assets under management. New Mountain seeks out what it believes to be the highest quality growth leaders in carefully selected industry sectors and then works intensively with management to build the value of these companies. For more information on New Mountain Capital, please visit http://www.newmountaincapital.com.

FORWARD-LOOKING STATEMENTS

Statements included herein may contain "forward-looking statements", which relate to our future operations, future performance or our financial condition. Forward-looking statements are not guarantees of future performance, condition or results and involve a number of risks and uncertainties, including the impact of COVID-19, the current conflict between Russia and Ukraine, and related changes in base interest rates and significant volatility on our business, portfolio companies, our industry and the global economy. Actual results and outcomes may differ materially from those anticipated in the forward-looking statements as a result of a variety of factors, including those described from time to time in our filings with the Securities and Exchange Commission or factors that are beyond our control. New Mountain Finance Corporation undertakes no obligation to publicly update or revise any forward-looking statements made herein, except as may be required by law. All forward-looking statements speak only as of the time of this press release.

CONTACT

New Mountain Finance Corporation Investor Relations Shiraz Y. Kajee, Authorized Representative NMFCIR@newmountaincapital.com (212) 220-3505

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