

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): **March 10, 2026**

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 File Number)	27-2978010 (IRS Employer Identification Number)
1633 Broadway, 48th Floor, New York, New York (Address of principal executive offices)		10019 (Zip Code)

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

None
(Former name or former address, if changed since last report)

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):

- 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	NASDAQ Global Select Market
8.250% Notes due 2028	NMFCZ	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 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

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 1.01. Entry into a Material Definitive Agreement..

On March 12, 2026, New Mountain Finance Corporation (the "Company") entered into the Fifteenth Amendment and Waiver to Loan and Security Agreement (the "Fifteenth Amendment"), which amended the Third Amended and Restated Loan and Security Agreement, dated as of October 24, 2017 (together with the exhibits and schedules thereto, the "Loan and Security Agreement"), by and among New Mountain Finance Holdings, L.L.C., as borrower, the Company, as collateral manager, Wells Fargo Bank, National Association ("Wells Fargo"), as administrative agent, and a lender, the lenders party thereto from time to time, and Wells Fargo, as collateral custodian. Unless otherwise indicated, the terms used below have the meanings ascribed in the Loan and Security Agreement.

The Fifteenth Amendment amended the Loan and Security Agreement to, among other things, (i) extend the Revolving Period End Date from March 2028 to March 2029; (ii) extend the Facility Maturity Date from March 2030 to March 2031; and (iii) reduce the Applicable Spread used to determine the per annum interest rate applicable to 1.85% from 1.95%.

The description above is qualified in its entirety by reference to the copy of the Fifteenth Amendment, which will be filed as an exhibit to the Company's Quarterly Report on Form 10-Q for the fiscal quarter ending March 31, 2026.

Item 2.01. Completion of Acquisition or Disposition of Assets.

On March 10, 2026, the Company completed its previously announced sale of approximately \$468.0 million, as adjusted for partial paydowns post February 21, 2026, of assets held by the Company and its wholly-owned subsidiary, New Mountain Finance Holdings, L.L.C., at 94% of the fair value of such assets as of December 31, 2025 (the

“Asset Sale”). The Asset Sale was completed pursuant to a definitive agreement, dated February 21, 2026, by and between the Company, as seller, and Eagle Credit CV, L.P., Eagle Credit Holdings SPV, L.P. and Eagle Credit Sub Blocker L.P. as purchasers (the “Purchaser”), pursuant to which the Purchaser acquired full or partial investments in fifteen of the Company’s portfolio companies.

The unaudited pro forma consolidated financial statements of the Company as of December 31, 2025, after giving effect to the Asset Sale (the “Pro Forma Financial Statements”), are filed as Exhibit 99.1 to this Current Report on Form 8-K and are incorporated into this Item 2.01 by reference.

Item 2.03. Creation of a Direct Financial Obligation or an Obligation under an Off-Balance Sheet Arrangement of a Registrant.

The disclosure set forth above under Item 1.01 is incorporated by reference herein.

Item 9.01. Financial Statements and Exhibits

(b) Pro Forma Financial Information.

The Pro Forma Financial Statements are attached to this Current Report on Form 8-K as Exhibit 99.1 and are incorporated into this Item 9.01(b) by reference. The Pro Forma Financial Statements are presented for informational purposes only. The Pro Forma Financial Statements are not necessarily indicative of what the Company’s financial position or results of operations actually would have been had the Asset Sale been consummated as of the date indicated therein. In addition, the Pro Forma Financial Statements do not purport to project the impact of the Asset Sale on the Company’s future financial position or operating results.

(d) Exhibits.

Exhibit No.	Description
99.1	Unaudited Pro Forma Consolidated Financial Statements of New Mountain Finance Corporation.
104	Cover Page Interactive Data File (embedded within the Inline XBRL document).

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

New Mountain Finance Corporation

By: /s/ Eric Kane
Name: Eric Kane
Title: Corporate Secretary

Date: March 13, 2026

New Mountain Finance Corporation
Pro Forma Consolidated Statements of Assets and Liabilities

<i>in thousands</i>	December 31, 2025	Pro Forma Adjustments (1)	Pro Forma December 31, 2025
Assets			
Total investments at fair value	2,742,013	(467,980) (2)	2,274,033
Cash and cash equivalents	80,718	60,355 (3)	141,073
All other assets	80,122	-	80,122
Total assets	\$ 2,902,853	\$ (407,625)	\$ 2,495,228
Liabilities			
Borrowings			
Unsecured Notes	991,585	-	991,585
Holdings Credit Facility	420,063	(232,116)	187,947
Other borrowings	259,404	(140,287)	119,117
Net borrowings	1,671,052	(372,403)	1,298,649
All other liabilities	43,545	-	43,545
Total liabilities	1,714,597	(372,403)	1,342,194
Net Assets			
Paid in capital in excess of par	1,354,726	-	1,354,726
Accumulated overdistributed earnings	(121,676)	(35,222)	(156,898)
Other	(50,873)	-	(50,873)
Total net assets of New Mountain Finance Corporation	1,182,177	(35,222)	1,146,955
Non-controlling interest in New Mountain Net Lease Corporation	6,079	-	6,079
Total net assets	1,188,256	(35,222)	1,153,034
	-	-	-
Total liabilities and net assets	2,902,853	(407,625)	2,495,228

(1) Pro forma adjustment represents the impact of the Asset Sale at 94% of December 31, 2025 fair value

(2) Fair value of assets sold as of December 31, 2025, inclusive of partial paydown received by the Company and asset purchase made by the Company on 3/12

(3) Includes estimated seller and transaction expenses

New Mountain Finance Corporation
Pro Forma Consolidated Statements of Operations

<i>in thousands</i>	Year ended December 31, 2025	Pro Forma Adjustments (1)	Year ended Pro Forma December 31, 2025
Investment income			
From non-controlled/non-affiliated investments	\$ 236,589	-	\$ 236,589
From non-controlled/affiliated investments	8,522	-	8,522
From controlled investments	81,973	-	81,973
Total investment income	327,084	-	327,084
Expenses			
Total incentive fees	30,761	-	30,761
Management fee	38,787	-	38,787
Interest and other financing expenses	123,718	-	123,718
All other expenses	(2,540)	-	(2,540)
Net expenses including income tax expense	190,726	-	190,726
Net investment income	136,358	-	136,358
Net realized and unrealized losses	(119,385)	(35,222)	(154,607)
Net increase (decrease) in net assets resulting from operations	16,973	(35,222)	(18,249)
Less: Net increase in net assets resulting from operations related to non-controlling interests in New Mountain Net Lease Corporation	(485)	-	(485)
Net increase (decrease) in net assets resulting from operations related to New Mountain Finance Corporation	\$ 16,488	\$ (35,222)	\$ (18,734)

(1) Pro forma adjustment represents the impact of the Asset Sale at 94% of December 31, 2025 fair value