

**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): February 5, 2021

**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)

787 7<sup>th</sup> Avenue, 48<sup>th</sup> Floor, New York, NY 10019  
(Address of principal executive offices)

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:

- 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
5.75% Notes due 2023	NMFCL	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

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 8.01. Other Events**

Redemption of 5.75% Notes due 2023

On February 5, 2021, New Mountain Finance Corporation (the "Company") caused notices to be issued to the holders of its 5.75% Notes due 2023 (CUSIP 647551 209; NASDAQ: NMFC) (the "Notes") regarding the Company's exercise of its option to redeem all of the issued and outstanding Notes, pursuant to Section 1104 of the Base Indenture, dated as of August 20, 2018, by and between the Company and U.S. Bank National Association, as trustee, and Section 1.01(h) of the Second Supplemental Indenture dated as of September 25, 2018. The Company will redeem all \$51,750,000 in aggregate principal amount of the Notes on March 8, 2021 (the "Redemption Date"). The Notes will be redeemed at 100% of their principal amount (\$25 per Note), plus the accrued and unpaid interest thereon from January 1, 2021, through, but excluding, the Redemption Date. A copy of the notice of redemption is attached to this Current Report on Form 8-K as Exhibit 99.1 and is incorporated herein by reference.

Prepayment of 5.313% Senior Notes due 2021

On February 5, 2021, the Company caused notices to be issued to the holders of its 5.313% Senior Notes due 2021 (the "2021 Private Notes") regarding the Company's exercise of its option to prepay \$90,000,000 in aggregate principal amount of issued and outstanding 2021 Private Notes, which represent the entire amount of 2021 Private Notes outstanding, pursuant to Section 8.2 of the Company's Amended and Restated Note Purchase Agreement, dated as of September 30, 2016, by and among the Company and the purchasers' signatory thereto. The Company will prepay all \$90,000,000 in aggregate principal amount of the 2021 Private Notes on February 16, 2021 (the "Prepayment Date"). The 2021 Private Notes will be prepaid at 100% of their principal amount, plus the accrued and unpaid interest thereon from November 15, 2020, through,

but excluding, the Prepayment Date on February 16, 2021.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

<u>Exhibit Number</u>	<u>Description</u>
<a href="#">99.1</a>	<a href="#">Notice of Redemption of 5.75% Notes due 2023</a>

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**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: February 5, 2021

By: /s/ Karrie J. Jerry  
Name: Karrie J. Jerry  
Title: Corporate Secretary

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## NOTICE OF REDEMPTION TO THE HOLDERS OF THE

**5.75% Senior Notes due 2023  
of New Mountain Finance Corporation  
(CUSIP No. 647551 209; NASDAQ: NMFCL)\***

**Redemption Date: March 8, 2021**

NOTICE IS HEREBY GIVEN, pursuant to Section 1104 of the Base Indenture, dated as of August 20, 2018 (the "Base Indenture"), between New Mountain Finance Corporation, a Delaware corporation (the "Company"), and U.S. Bank National Association (the "Trustee"), and Section 1.01(h) of the Second Supplemental Indenture, dated as of September 25, 2018 (the "Second Supplemental Indenture," and together with the Base Indenture, the "Indenture"), that the Company is electing to exercise its option to redeem, in full, the 5.75% Notes due 2023 (the "Notes"). The Company will redeem \$51,750,000 in aggregate principal amount of the Notes, which represents the entire amount outstanding, on March 8, 2021 (the "Redemption Date"). The redemption price for the Notes equals 100% of the \$51,750,000 aggregate principal amount of the Notes being redeemed (or \$25 in principal amount per Note), plus the accrued and unpaid interest thereon through, but excluding, the Redemption Date (the "Redemption Payment"). The aggregate accrued interest on the Notes that is payable on the Redemption Date will be approximately \$553,796.88 (or approximately \$0.27 on each \$25 principal amount of the Notes).

On the Redemption Date, the Redemption Payment will become due and payable to the Holders of the Notes. Interest on the \$51,750,000 in principal amount of Notes being redeemed will cease to accrue on and after the Redemption Date. Unless the Company defaults in paying the Redemption Payment with respect to such Notes, the only remaining right of the Holders with respect to such Notes will be to receive payment of the Redemption Payment upon presentation and surrender of such Notes to the Trustee in its capacity as Paying Agent. Notes held in book-entry form will be redeemed and the Redemption Payment with respect to such Notes will be paid in accordance with the applicable procedures of The Depository Trust Company.

Capitalized terms used but not defined herein shall have the meaning ascribed to them in the Indenture.

Questions relating to this notice of redemption should be directed to U.S. Bank National Association as Trustee via telephone at 1-800-934-6802. Payment of the Redemption Payment to the Holders will be made upon presentation and surrender of the Notes in the following manner:

*If by Mail, Hand or Overnight Mail:*

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**U.S. Bank National Association**  
**Corporate Trust Services**  
111 Fillmore Avenue E.  
St. Paul, MN 55107

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*\*The CUSIP number has been assigned to this issue by organizations not affiliated with the Company or the Trustee and is included solely for the convenience of the Holders of the Notes. Neither the Company nor the Trustee shall be responsible for the selection or use of this CUSIP number, nor is any representation made as to the correctness or accuracy of the same on the Notes or as indicated in this Notice of Redemption.*

NOTICE

Under U.S. federal income tax law, the Trustee or other withholding agent may be required to withhold twenty-four percent (24%) of any gross payment to a holder who fails to provide a taxpayer identification number and other required certifications. To avoid backup withholding, please complete a Form W-9 or an appropriate Form W-8, as applicable, which should be furnished in connection with the presentment and surrender of the Notes called for redemption. Any amounts withheld under the backup withholding rules will be allowed as a refund or a credit against a holder's U.S. federal income tax liability provided the required information is furnished to the Internal Revenue Service. Holders should consult their tax advisors regarding the withholding and other tax consequences of the redemption.

Dated: February 5, 2021

*New Mountain Finance Corporation*  
**By: U.S. Bank National Association**, as Trustee  
and Paying Agent

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