

**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): December 8, 2023

**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, NY 10019**  
(Address of principal executive offices) (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	NMFCS	NASDAQ Global Select Market
8.250% Notes due 2028	NMFCSZ	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 8.01. Other Events.**

On December 13, 2023, New Mountain Finance Corporation (the "Company") issued a press release to announce that, on December 8, 2023, its board of directors (i) declared a special distribution of \$0.10 per share payable on December 29, 2023 to shareholders of record as of December 22, 2023 and (ii) approved an extension of the Company's stock repurchase program. The press release is attached as Exhibit 99.1 to this Form 8-K and is incorporated herein by reference.

**Item 9.01. Financial Statements and Exhibits.**

d) Exhibits.

Exhibit Number	Description
99.1 104	<a href="#">Press Release, dated December 13, 2023</a> Cover Page Interactive Data File (embedded within the Inline XBRL document).

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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: December 13, 2023

By: /s/ Joseph W. Hartswell

Name: Joseph W. Hartswell

Title: Chief Compliance Officer and Corporate Secretary

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## New Mountain Finance Corporation Declares a Special Distribution and Announces the Extension of its Stock Repurchase Program

NEW YORK--(BUSINESS WIRE)—December 13, 2023--New Mountain Finance Corporation (NASDAQ: NMFC) (“NMFC” or “the Company”) today announced that on December 8, 2023, its board of directors declared a special distribution of the Company’s excess undistributed taxable income. The special distribution will be in the amount of \$0.10 per share payable on December 29, 2023 to shareholders of record as of December 22, 2023. The special distribution is driven primarily from the gain realized on our investment in Haven Midstream Holdings LLC, which, due to unique circumstances, was treated as taxable ordinary income. Regulated investment company rules require distribution of at least 90% of annual ordinary taxable income. This special distribution is being made to enable NMFC to comply with this requirement.

In addition, the Company’s board of directors authorized an extension of a previously established stock repurchase program (the “Repurchase Program”). Pursuant to the Repurchase Program, the Company can repurchase up to \$50 million worth of its common stock at the discretion of NMFC’s management team. The Repurchase Program was set to expire on December 31, 2023, but the Company’s board of directors elected to extend the Repurchase Program through December 31, 2024. Under the Repurchase Program, NMFC may, but is not obligated to, repurchase its outstanding common stock in the open market from time to time provided that NMFC complies with the prohibitions under its Code of Ethics and the guidelines specified in Rule 10b-18 of the Securities Exchange Act of 1934, as amended, including certain price, market volume and timing constraints. Unless further extended by NMFC’s board of directors, the Company expects the Repurchase Program to be in place until the earlier of December 31, 2024 or until \$50 million worth of NMFC’s outstanding shares of common stock have been repurchased. To date, approximately \$2.9 million worth of repurchases have been made by the Company under the Repurchase Program.

The Company’s board of directors authorized the extension of the Repurchase Program because it believes that sustained market volatility and uncertainty may cause NMFC’s common stock to be undervalued from time to time. The timing and number of shares to be repurchased will depend on a number of factors, including market conditions and alternative investment opportunities. In addition, any subsequent repurchases will also be conducted in accordance with the Investment Company Act of 1940, as amended. There are no assurances that the Company will engage in additional repurchases, but if market conditions warrant, the Company now has an extended period of time to take advantage of situations where NMFC’s management believes share repurchases would be advantageous to the Company and to its shareholders.

### ABOUT NEW MOUNTAIN FINANCE CORPORATION

New Mountain Finance Corporation (NASDAQ: NMFC) is a leading business development company (BDC) focused on providing direct lending solutions to U.S. middle market companies backed by top private equity sponsors. Our portfolio consists primarily of senior secured loans, and select junior capital positions, to growing businesses in defensive industries that offer attractive risk-adjusted returns. Our differentiated investment approach leverages the deep sector knowledge and operating resources of New Mountain Capital, a global investment firm with over \$45 billion of assets under management as of September 30, 2023.

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### 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 \$45 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.

### FORWARD-LOOKING STATEMENTS

Statements included herein may contain “forward-looking statements”, which relate to the Company’s business, including, but not limited to, the timing and the number of shares to be repurchased, if any, under the Repurchase Program, future operations, future performance or the Company’s financial condition. Forward-looking statements are not guarantees of future performance, condition or results and involve a number of risks and uncertainties, including the current conflict between Russia and Ukraine, conflict in the Middle East, changes in base interest rates and significant volatility on the Company’s business, portfolio companies, the Company’s 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 the Company’s filings with the Securities and Exchange Commission or factors that are beyond the Company’s control. The Company 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

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