

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE TO

Tender Offer Statement under Section 14(d)(1) or 13(e)(1)
of the Securities Exchange Act of 1934
(Amendment No. 1)

New Mountain Finance Corporation

(Name of Subject Company (Issuer) and Filing Person (Offeror))

7.50 % Convertible Notes due 2025
(Title of Class of Securities)

647551 AE0
(CUSIP Number of Class of Securities)

John R. Kline
New Mountain Finance Corporation
1633 Broadway, 48th Floor
New York, New York 10019
(212) 720-0300

(Name, address, and telephone number of person authorized to receive notices and communications on behalf of filing persons)

Copies to:
Steven B. Boehm
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700 Sixth Street, NW
Washington, DC 20001
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Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes below to designate any transactions to which the statement relates:

- Third-party tender offer subject to Rule 14d-1.
- Issuer tender offer subject to Rule 13e-4.
- Going-private transaction subject to Rule 13e-3.
- Amendment to Schedule 13D under Rule 13d-2.

This Amendment No. 1 (this "Amendment No. 1") amends and supplements the Tender Offer Statement on Schedule TO filed with the Securities and Exchange Commission by New Mountain Finance Corporation, a Delaware corporation (the "Company"), on January 21, 2025 (the "Schedule TO"), relating to the Company's offer to purchase (the "Tender Offer") up to \$260,000,000 aggregate principal amount of outstanding 7.50% Convertible Notes due 2025 (the "Notes"). The Tender Offer was made upon the terms and subject to the conditions set forth in the Offer to Purchase, dated January 21, 2025 (the "Offer to Purchase").

This Amendment No.1 is the final amendment to the Schedule TO and reports the results of the Tender Offer.

The Tender Offer expired at 5:00 P.M., New York City time, on February 19, 2025. As of the expiration of the Tender Offer, \$1,216,000 aggregate principal amount of the Notes, representing approximately 0.47% of the outstanding Notes, were validly tendered and not validly withdrawn pursuant to the Tender Offer. The Company has accepted for purchase all Notes that were validly tendered and not validly withdrawn pursuant to the applicable Tender Offer at the expiration of such Tender Offer at the Purchase Price (plus accrued and unpaid interest on such Notes, if any, from the last interest payment date, up to but not including the Settlement Date). Following settlement of the Tender Offer, approximately \$258,784,000 aggregate principal amount of the Notes will remain outstanding.

Item 12. Exhibits.

Exhibit No.	Description
107	Filing Fee Table

SIGNATURE

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

New Mountain Finance Corporation

By: /s/ John R. Kline

Name: John R. Kline

Title: President and Chief Executive Officer

Dated: February 26, 2025

Calculation of Filing Fee Table

Schedule TO
(Form Type)

New Mountain Finance Corporation
(Exact Name of Registrant as Specified in its Charter)

Table 1: Transaction Valuation

	Transaction Valuation	Fee rate	Amount of Filing Fee
Fees to Be Paid	\$0.00		\$0.00
Fees Previously Paid	\$262,600,000	0.00015310	\$40,204.06 ⁽¹⁾
Total Transaction Valuation	\$0.00		\$0.00
Total Fees Due for Filing			\$0.00
Total Fees Previously Paid			\$40,204.06
Total Fee Offsets			\$0.00
Net Fee Due			\$0.00

(1) Calculated at \$153.10 per \$1,000,000.00 of the Transaction Valuation in accordance with Rule 0-11 under the Securities Exchange Act of 1934, as amended.