

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

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**FORM 8-K**

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**CURRENT REPORT**

**Pursuant to section 13 or 15(d) of the  
Securities Exchange Act of 1934**

**Date of Report (Date of Earliest Event Reported): May 29, 2014 (May 27, 2014)**

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**New Mountain Finance Corporation**

(Exact name of registrant as specified in its charter)

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**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**

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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))
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**Item 8.01. Other Events**

New Mountain Finance Corporation issued press releases on May 27, 2014 and May 28, 2014. The press releases are included as Exhibits 99.1 and 99.2 to this Form 8-K.

The information disclosed under this Item 8.01, including Exhibits 99.1 and 99.2 hereto, is being furnished and shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934 and shall not be deemed incorporated by reference into any filing made under the Securities Act of 1933, except as expressly set forth by specific reference in such filing.

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

d) Exhibits.

<u>Exhibit Number</u>	<u>Description</u>
99.1	Press Release, dated May 27, 2014
99.2	Press Release, dated May 28, 2014

**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: May 29, 2014

By: /s/ Paula A. Bosco

Name: Paula A. Bosco

Title: Secretary

## New Mountain Finance Corporation Announces Private Offering of Senior Convertible Notes due 2019

NEW YORK--(BUSINESS WIRE)--May 27, 2014--New Mountain Finance Corporation (the "Company") (NYSE: NMFC) announced today that it intends to privately offer, subject to market and other conditions, \$100 million in aggregate principal amount of senior unsecured convertible notes due 2019 (the "Notes"). In addition, the Company expects to grant the initial purchasers of the Notes an option to purchase up to an additional \$15 million in aggregate principal amount of the Notes. The Notes will be offered in a private placement only to qualified institutional buyers pursuant to Rule 144A under the Securities Act of 1933, as amended (the "Securities Act").

The Notes will mature on June 15, 2019, unless previously converted in accordance with their terms. The Notes will be convertible into shares of the Company's common stock at a conversion rate to be determined. Interest on the Notes will be payable semi-annually in arrears on June 15 and December 15 of each year, commencing on December 15, 2014. The interest rate, the conversion rate and other terms of the Notes will be determined at the time of pricing of the private offering.

The Company intends to use the net proceeds from the sale of the Notes to repay outstanding indebtedness under the credit facilities of its direct and indirect wholly-owned subsidiaries and for other general corporate purposes, including working capital purposes. However, through re-borrowing under such credit facilities, the Company intends to make new investments in accordance with its investment objective and strategies.

The Notes and the shares of common stock underlying the Notes have not been registered under the Securities Act, or any applicable state securities laws. Unless so registered, the Notes may not be offered or sold in the United States except pursuant to an exemption from the registration requirements of the Securities Act and applicable state securities laws.

*This press release shall not constitute an offer to sell or the solicitation of an offer to buy the Notes, nor shall there be any sale of these securities, in any state in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any state.*

### About New Mountain Finance Corporation

The Company 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. In some cases, investments may include small equity interests. The Company's investment activities are managed by its Investment Adviser, New Mountain Finance Advisers BDC, L.L.C., which is an investment adviser registered under the Investment Advisers Act of 1940, as amended.

### Forward-Looking Statements

Statements included herein may constitute "forward-looking statements," which relate to future events or our future performance or financial condition. These statements are not guarantees of future performance, condition or results and involve a number of risks and uncertainties. Actual results may differ materially from those in the forward-looking statements as a result of a number of factors, including those described from time to time in our filings with the Securities and Exchange Commission. The Company undertakes no duty to update any forward-looking statements made herein. All forward-looking statements speak only as of the time of this press release.

### CONTACT:

New Mountain Finance Corporation  
David Cordova, Chief Financial Officer  
212-220-3546

## New Mountain Finance Corporation Announces Pricing of \$100 Million of 5.00% Unsecured Senior Convertible Notes Due June 2019

NEW YORK--(BUSINESS WIRE)--May 28, 2014--New Mountain Finance Corporation (the "Company") (NYSE: NMFC) announced today the pricing of \$100 million in aggregate principal amount of 5.00% Senior Convertible Notes Due 2019 (the "Notes"). The Company has also granted the initial purchasers of the Notes an option to purchase up to an additional \$15 million in aggregate principal amount of the Notes.

The Notes will be convertible into shares of the Company's common stock based on an initial conversion rate of 62.7746 shares of the Company's common stock per \$1,000 principal amount of Notes, which is equivalent to an initial conversion price of approximately \$15.93 per share of common stock, representing a 12.50% conversion premium over the last reported sale price of the Company's common stock on May 28, 2014, which was \$14.16 per share. The conversion price for the Notes will not be reduced for quarterly cash dividends paid to holders of common shares at or below the rate of \$0.34 per share, subject to anti-dilution and other adjustments.

The Notes will mature on June 15, 2019, unless previously converted in accordance with their terms. Interest on the Notes will be payable semi-annually in arrears on June 15 and December 15 of each year, commencing on December 15, 2014. The Notes will be general unsecured obligations of the Company, will rank equally in right of payment with the Company's existing and future senior unsecured debt, and will rank senior in right of payment to any potential subordinated debt, should any be issued in the future.

The Company intends to use the net proceeds from the sale of the Notes to repay outstanding indebtedness under the credit facilities of its direct and indirect wholly-owned subsidiaries and for other general corporate purposes, including working capital purposes. However, through reborrowing under such credit facilities, the Company intends to make new investments in accordance with its investment objective and strategies. The Notes have no restrictions related to the type and security of assets in which the Company might invest.

The Notes and the shares of common stock underlying the Notes have not been registered under the Securities Act, as amended (the "Securities Act"), or any applicable state securities laws. The Notes will be offered only to qualified institutional buyers pursuant to Rule 144A promulgated under the Securities Act. Unless so registered, the Notes may not be offered or sold in the United States except pursuant to an exemption from the registration requirements of the Securities Act and applicable state securities laws.

*This press release shall not constitute an offer to sell or the solicitation of an offer to buy the Notes, nor shall there be any sale of these securities, in any state in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any state.*

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CONTACT:  
New Mountain Finance Corporation  
David Cordova, Chief Financial Officer  
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