

**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 29, 2016 (March 23, 2016)

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 7th Avenue, 48th 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))
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Item 1.01. Entry into a Material Definitive Agreement.

On March 23, 2016, New Mountain Finance Corporation (the "Company") entered into a Commitment Increase Agreement (the "Commitment Agreement") related to the Company's existing senior secured revolving credit facility maturing on June 4, 2019 provided by Goldman Sachs Bank USA as the Administrative Agent and Issuing Bank and Goldman Sachs Bank USA, Morgan Stanley Bank, N.A. and Stifel Bank & Trust as Lenders (the "NMFC Credit Facility"). The Commitment Agreement increases the total commitments under the NMFC Credit Facility from \$95 million to \$110 million from existing lenders in accordance with the accordion feature of the NMFC Credit Facility.

The description above is only a summary of the material provisions of the Commitment Agreement to the NMFC Credit Facility and is qualified in its entirety by reference to the copy of the Commitment Agreement which is filed as Exhibit 10.1 to this current report on Form 8-K and is incorporated herein by reference thereto.

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

- (a) Not applicable.
- (b) Not applicable.
- (c) Not applicable.
- (d) Exhibits.

Exhibit No.

10.1 Commitment Increase Agreement, dated March 23, 2016, to the Senior Secured Revolving Credit Agreement dated June 4, 2014, by and among New Mountain Finance Corporation, as Borrower, and Goldman Sachs Bank USA, as Administrative Agent and Issuing Bank.

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: March 29, 2016

By: /s/ Karrie J. Jerry

Name: Karrie J. Jerry

Title: Corporate Secretary

COMMITMENT INCREASE AGREEMENT

March 23, 2016

Goldman Sachs Bank USA, as Administrative Agent
(the "Administrative Agent") for the Lenders party to the
Credit Agreement referred to below

6011 Connection Drive
Irving, Texas 75039

Ladies and Gentlemen:

We refer to the \$95,000,000 Senior Secured Revolving Credit Agreement dated as of June 4, 2014 (as amended, modified or supplemented from time to time and giving effect to prior Commitment increases to date, the "Credit Agreement"; the terms defined therein being used herein as therein defined) among New Mountain Finance Corporation (the "Borrower"), the Lenders party thereto, Goldman Sachs Bank USA, as Administrative Agent for said Lenders and as Syndication Agent. You have advised us that the Borrower has requested in a letter dated March 18, 2016 (the "Increase Request") from the Borrower to the Administrative Agent that the aggregate amount of the Multicurrency Commitments be increased by a total amount equal to \$15,000,000 (the "Commitment Increase"), for a total facility size of \$110,000,000, on the terms and subject to the conditions set forth herein.

A. Commitment Increase. Pursuant to Section 2.08(e) of the Credit Agreement, the Increasing Lender set forth on Schedule I hereto under the heading "Increasing Lender" hereby agrees to increase its existing Multicurrency Commitment by the amount set forth opposite the name of the Increasing Lender in Schedule I hereto, such additional Multicurrency Commitment to be effective as of March 23, 2016 (the "Commitment Increase Date"); provided that the Administrative Agent shall have received a duly executed officer's certificate from the Borrower, dated the Commitment Increase Date, in substantially the form of Exhibit I hereto and the Increasing Lender shall have received its upfront fee set forth on Schedule I.

B. Confirmation of Increasing Lender. The Increasing Lender agrees that from and after the Commitment Increase Date, its additional commitment set forth opposite the Increasing Lender's name in Schedule I hereto shall be included in its Commitment and be governed for all purposes by the Credit Agreement and the other Loan Documents.

[Signature pages follow]

Very truly yours,

INCREASING LENDER

GOLDMAN SACHS BANK USA

By: /s/ Ryan Durkin
Name: Ryan Durkin
Title: Authorized Signatory

Accepted and agreed:

NEW MOUNTAIN FINANCE CORPORATION

By: /s/ John R. Kline
Name: John R. Kline
Title: Executive Vice President and
Chief Operating Officer

Acknowledged:
GOLDMAN SACHS BANK USA,
as Administrative Agent and Issuing Bank

By: /s/ Douglas Tansey
Name: Douglas Tansey
Title: Authorized Signatory

SCHEDULE I

Increasing Lender	Commitment	Upfront Fee
Goldman Sachs Bank USA	\$15,000,000 (Multicurrency)	\$37,500

EXHIBIT I

FORM OF OFFICER'S CERTIFICATE

March 23, 2016

Goldman Sachs Bank USA, as Administrative Agent
(the "Administrative Agent") for the Lenders party to the
Credit Agreement referred to below

6011 Connection Drive
Irving, Texas 75039

Ladies and Gentlemen:

On behalf of New Mountain Finance Corporation (the "Borrower"), I, John R. Kline, Executive Vice President and Chief Operating Officer of the Borrower, refer to the \$95,000,000 Senior Secured Revolving Credit Agreement dated as of June 4, 2014 (as amended, modified or supplemented from time to time and giving effect to prior Commitment increases to date, the "Credit Agreement"; the terms defined therein being used herein as therein defined) among the Borrower, the Lenders party thereto, Goldman Sachs Bank USA, as Administrative Agent for said Lenders and as Syndication Agent. I also refer to the letter dated March 18, 2016 (the "Increase Request") from the Borrower to the Administrative Agent, requesting that the aggregate amount of the Multicurrency Commitments be increased by a total amount equal to \$15,000,000, for a total facility size of \$110,000,000, on the Commitment Increase Date (as defined in the Increase Request).

With respect to the Increase Request, I hereby certify in my capacity as an authorized officer of the Borrower that each of the conditions to the related Commitment Increase set forth in Sections 2.08(e)(i)(D) and (E) of the Credit Agreement have been satisfied as of the date hereof.

Very truly yours,

Name: John R. Kline
Title: Executive Vice President and
Chief Operating Officer