

New Mountain Finance Corp  
Form SC 13G  
February 14, 2019

**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

SCHEDULE 13G\*

(Rule 13d-102)

**INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT**

**TO § 240.13d-1(b), (c), AND (d) AND AMENDMENTS THERETO FILED**

**PURSUANT TO § 240.13d-2**

**(Amendment No. )\***

New Mountain Finance Corporation  
(Name of Issuer)

Common Stock, \$0.01 par value  
(Title of Class of Securities)

647551100  
(CUSIP Number)

December 31, 2018  
(Date of Event Which Requires Filing of the Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

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oRule 13d-1(c)

oRule 13d-1(d)

\*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

NAME OF REPORTING PERSONS

1.

Radcliffe Capital Management, L.P.

CHECK THE APPROPRIATE BOX IF  
A MEMBER OF A GROUP

(see instructions)

2.

(a)

(b)

SEC USE ONLY

3.

CITIZENSHIP OR PLACE OF  
ORGANIZATION

4.

Delaware

SOLE VOTING POWER

5.  
0

NUMBER OF  
SHARES  
BENEFICIALLY OWNED BY

SHARED VOTING POWER

EACH  
REPORTING  
PERSON

6.  
3,386,950

WITH

SOLE DISPOSITIVE POWER

7.  
0

8. SHARED DISPOSITIVE POWER

4,981,047

9. AGGREGATE AMOUNT  
BENEFICIALLY OWNED BY EACH  
REPORTING PERSON

4,981,047

CHECK IF THE AGGREGATE  
AMOUNT IN ROW (9) EXCLUDES  
CERTAIN SHARES

10. (SEE INSTRUCTIONS)

0

PERCENT OF CLASS REPRESENTED  
BY AMOUNT IN ROW (9)

11.

6.14%

12. TYPE OF REPORTING PERSON (SEE  
INSTRUCTIONS)

IA, PN

NAME OF REPORTING PERSONS

1.

RGC Management Company, LLC

CHECK THE APPROPRIATE BOX IF  
A MEMBER OF A GROUP

(see instructions)

2.

(a)

(b)

SEC USE ONLY

3.

CITIZENSHIP OR PLACE OF  
ORGANIZATION

4.

Delaware

SOLE VOTING POWER

5.  
0

NUMBER OF SHARED VOTING POWER  
SHARES 6.  
BENEFICIALLY 3,386,950  
OWNED BY  
EACH

REPORTING SOLE DISPOSITIVE POWER  
PERSON 7.  
WITH 0

SHARED DISPOSITIVE POWER

8.  
4,981,047

9. AGGREGATE AMOUNT  
BENEFICIALLY OWNED BY EACH  
REPORTING PERSON

4,981,047

CHECK IF THE AGGREGATE  
AMOUNT IN ROW (9) EXCLUDES  
CERTAIN SHARES

10. (SEE INSTRUCTIONS)

o

PERCENT OF CLASS REPRESENTED  
BY AMOUNT IN ROW (9)

11.

6.14%

12. TYPE OF REPORTING PERSON (SEE  
INSTRUCTIONS)

HC, OO

NAME OF REPORTING PERSONS

1.

Steven B. Katznelson

CHECK THE APPROPRIATE BOX IF  
A MEMBER OF A GROUP

(see instructions)

2.

(a)

(b)

SEC USE ONLY

3.

CITIZENSHIP OR PLACE OF  
ORGANIZATION

4.

Canada, United States of America and  
United Kingdom

SOLE VOTING POWER

5.  
0

NUMBER OF  
SHARES

BENEFICIALLY OWNED BY

EACH

REPORTING

PERSON

WITH

6.

3,386,950

7. SOLE DISPOSITIVE POWER

0

8. SHARED DISPOSITIVE POWER

4,981,047

9. AGGREGATE AMOUNT  
BENEFICIALLY OWNED BY EACH  
REPORTING PERSON

4,981,047

CHECK IF THE AGGREGATE  
AMOUNT IN ROW (9) EXCLUDES  
CERTAIN SHARES

10. (SEE INSTRUCTIONS)

o

PERCENT OF CLASS REPRESENTED  
BY AMOUNT IN ROW (9)

11.

6.14%

12. TYPE OF REPORTING PERSON (SEE  
INSTRUCTIONS)

HC, IN



NAME OF REPORTING PERSONS

1.

Christopher L. Hinkel

CHECK THE APPROPRIATE BOX IF  
A MEMBER OF A GROUP

(see instructions)

2.

(a)

(b)

SEC USE ONLY

3.

CITIZENSHIP OR PLACE OF  
ORGANIZATION

4.

United States of America

SOLE VOTING POWER

5.  
0

NUMBER OF  
SHARES

BENEFICIALLY OWNED BY

EACH

REPORTING

PERSON

WITH

6.

3,386,950

7. SOLE DISPOSITIVE POWER

0

8. SHARED DISPOSITIVE POWER

4,981,047

AGGREGATE AMOUNT  
BENEFICIALLY OWNED BY EACH  
REPORTING PERSON

9.

4,981,047

CHECK IF THE AGGREGATE  
AMOUNT IN ROW (9) EXCLUDES  
CERTAIN SHARES

10.

(SEE INSTRUCTIONS)

0

PERCENT OF CLASS REPRESENTED  
BY AMOUNT IN ROW (9)

11.

6.14%

TYPE OF REPORTING PERSON (SEE  
INSTRUCTIONS)

12.

HC, IN

**Name of Issuer:**

**Item 1(a).** New Mountain Finance Corporation

**Address of Issuer's Principal Executive Offices:**

**Item 1(b).** 787 7<sup>th</sup> Avenue, 48<sup>th</sup> Floor  
New York, NY 10019

**Item 2(a).** **Name of Person Filing:**

Radcliffe Capital Management, L.P.

RGC Management Company, LLC

Steven B. Katznelson

Christopher L. Hinkel

**Item 2(b).** **Address of Principal Business Office or, if none, Residence:**

50 Monument Road, Suite 300

Bala Cynwyd, PA 19004

**Item 2(c).** **Citizenship:**

Radcliffe Capital Management, L.P. – Delaware, United States of America

RGC Management Company, LLC – Delaware, United States of America

Steven B. Katznelson – Canada, United States of America and the United Kingdom

Christopher L. Hinkel – United States of America

**Item 2(d).** **Title of Class of Securities:**

Common Stock, \$0.01 par value

**Item 2(e).** **CUSIP Number:**

647551100

**Item 3.**

**If this statement is filed pursuant to §§ 240.13d-1(b), or 240.13d-2(b) or (c), check whether the person filing is a:**

- (a)  Broker or dealer registered under Section 15 of the Act (15 U.S.C. 78o);
- (b)  Bank as defined in Section 3(a)(6) of the Act (15 U.S.C. 78c);
- (c)  Insurance company as defined in Section 3(a)(19) of the Act (15 U.S.C. 78c);
- (d)  Investment company registered under Section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8);
- (e)  An investment adviser in accordance with § 240.13d-1(b)(1)(ii)(E);
- (f)  An employee benefit plan or endowment fund in accordance with § 240.13d-1(b)(1)(ii)(F);
- (g)  A parent holding company or control person in accordance with § 240.13d-1(b)(1)(ii)(G);
- (h)  A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i)  A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act (15 U.S.C. 80a-3);
- (j)  A non-U.S. institution in accordance with § 240.13d-1(b)(1)(ii)(J);
- (k)  Group, in accordance with § 240.13d-1(b)(1)(ii)(K).

If filing as a non-U.S. institution in accordance with § 240.13d-1(b)(1)(ii)(J), please specify the type of institution:

\_\_\_\_\_.

**Item 4. Ownership:**

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

Amount beneficially owned:

4,981,047 shares deemed beneficially owned by Radcliffe Capital Management, L.P.

(a) 4,981,047 shares deemed beneficially owned by RGC Management Company, LLC

4,981,047 shares deemed beneficially owned by Steven B. Katznelson

4,981,047 shares deemed beneficially owned by Christopher L. Hinkel

Percent of class:

6.14% deemed beneficially owned by Radcliffe Capital Management, L.P.

(b) 6.14% deemed beneficially owned by RGC Management Company, LLC

6.14% deemed beneficially owned by Steven B. Katznelson

6.14% deemed beneficially owned by Christopher L. Hinkel

(c) Number of shares as to which Radcliffe Capital Management, L.P. has:

(i) Sole power to vote or to direct the vote: 0

(ii) Shared power to vote or to direct the vote: 3,386,950

(iii) Sole power to dispose or to direct the disposition of: 0

(iv) Shared power to dispose or to direct the disposition of: 4,981,047

Number of shares as to which RGC Management Company, LLC has:

(i) Sole power to vote or to direct the vote: 0

(ii) Shared power to vote or to direct the vote: 3,386,950

(iii) Sole power to dispose or to direct the disposition of: 0

(iv) Shared power to dispose or to direct the disposition of: 4,981,047

Number of shares as to which Steven B. Katznelson has:

(i) Sole power to vote or to direct the vote: 0

(ii) Shared power to vote or to direct the vote: 3,386,950

(iii) Sole power to dispose or to direct the disposition of: 0

(iv) Shared power to dispose or to direct the disposition of: 4,981,047

Number of shares as to which Christopher L. Hinkel has:

(i) Sole power to vote or to direct the vote: 0

(ii) Shared power to vote or to direct the vote: 3,386,950

(iii) Sole power to dispose or to direct the disposition of: 0

(iv) Shared power to dispose or to direct the disposition of: 4,981,047

**Item 5. Ownership of Five Percent or Less of a Class:**

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than 5 percent of the class of securities, check the following.  Not applicable

**Item 6. Ownership of More Than Five Percent on Behalf of Another Person:**

All securities reported in this Schedule 13G are owned by advisory clients of Radcliffe Capital Management, L.P. None of such advisory clients individually own more than 5% of the Issuer's outstanding common stock.

**Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company:**

See Exhibit B attached hereto.

**Item 8. Identification and Classification of Members of the Group:**

Not applicable

**Item 9. Notice of Dissolution of Group:**

Not applicable

**Item 10. Certifications:**

By signing below, I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

**SIGNATURE**

After reasonable 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.

February 14, 2019  
(Date)

Radcliffe  
Capital  
Management,  
L.P.\*     /s/Steven B. Katznelson  
Signature

By RGC  
Management  
Company,  
LLC,     Steven B. Katznelson  
Managing Member

Its General  
Partner  
  
RGC     /s/Steven B. Katznelson  
Management     Signature  
Company,  
LLC\*     Steven B. Katznelson  
Managing Member

/s/Steven B. Katznelson  
Signature  
Steven B.  
Katznelson\*

/s/Christopher L. Hinkel  
Signature  
Christopher  
L. Hinkel\*

\*The Reporting Person specifically disclaims beneficial ownership of the securities reported herein except to the extent of its pecuniary interest therein.

The original statement shall be signed by each person on whose behalf the statement is filed or his authorized representative. If the statement is signed on behalf of a person by his authorized representative other than an executive officer or general partner of the filing person, evidence of the representative's authority to sign on behalf of such person shall be filed with the statement, *Provided, however*, that a power of attorney for this purpose which is already on file with the Commission may be incorporated by reference. The name and any title of each person who signs the statement shall be typed or printed beneath his signature.

**Attention: Intentional misstatements or omissions of fact constitute Federal criminal violations**

(*see* 18 U.S.C. 1001).



**Exhibit A**

**Agreement**

The undersigned agree that this Schedule 13G dated February 14, 2019 relating to the Common Stock, \$0.01 par value of New Mountain Finance Corporation shall be filed on behalf of the undersigned.

February 14, 2019  
(Date)

Radcliffe Capital Management, L.P. /s/Steven B. Katznelson  
Signature

By RGC Management Company, LLC, Steven B. Katznelson  
Its General Partner Managing Member

/s/Steven B. Katznelson  
Signature

RGC Management Company, LLC  
Steven B. Katznelson  
Managing Member

/s/Steven B. Katznelson  
Signature  
Steven B. Katznelson

/s/Christopher L. Hinkel  
Signature  
Christopher L. Hinkel

**Exhibit B**

Radcliffe Capital Management, L.P. is the relevant entity for which RGC Management Company, LLC, Steven B. Katznelson and Christopher L. Hinkel may be considered control persons.