

New Mountain Finance Corp

Form 8-K

March 15, 2017

**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): March 15, 2017 (March 13, 2017)**

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**New Mountain Finance Corporation**

**(Exact name of registrant as specified in its charter)**

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**Delaware**

**814-00832**

**27-2978010**

**(State or other jurisdiction of**

**(Commission**

**(IRS Employer**

**incorporation or organization)**

**File Number)**

**Identification Number)**

**787 7<sup>th</sup> Avenue, 48<sup>th</sup> Floor, New York, NY 10019**

**(Address of principal executive offices)**

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**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 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers**

On March 13, 2017, the board of directors of New Mountain Finance Corporation (“NMFC” or “the Company”) appointed Rome G. Arnold III as a Class III Director, which term expires concurrent with the 2017 annual meeting of stockholders of the Company. Additionally, Mr. Arnold was appointed to the Company’s audit committee, valuation committee, nominating and corporate governance committee and compensation committee. Mr. Arnold has replaced David R. Malpass, who resigned from the Company’s board of directors as of March 13, 2017. Mr. Malpass’ resignation was not due to any disagreement with the Company.

Since January 2017, Mr. Arnold has served as a Senior Advisor at Rose and Co., a financial-technology startup company with a focus on digital media. From January 2012 through August 2016, Mr. Arnold was a Managing Director at UBS Securities in their Energy Group serving as the Head of Oil Field Services. In addition, Mr. Arnold currently serves as a director of Forbes Energy Services Ltd., an independent oilfield services contractor.

Mr. Arnold is not an “interested person” of the Company as such term is defined under Section 2(a)(19) of the Investment Company Act of 1940, as amended.

Mr. Arnold: (i) was not appointed to the Company’s board of directors pursuant to any arrangement or understanding with any other person; (ii) has not engaged, since the beginning of the Company’s last fiscal year, nor proposes to engage, in any transaction in which the Company was or is a participant; and (iii) has not entered into, nor expects to enter into, any material plan, contract, arrangement, grant or award in connection with his appointment to the Company’s board of directors.

**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 15, 2017

By: /s/ Karrie J. Jerry  
Name: Karrie J. Jerry  
Title: Corporate Secretary