

New Mountain Finance Holdings, L.L.C.
Form SC 13D/A
December 11, 2012

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

SCHEDULE 13D

**Under the Securities Exchange Act of 1934
(Amendment No. 2)***

NEW MOUNTAIN FINANCE HOLDINGS, L.L.C.

(Name of Issuer)

Common Membership Units

(Title of Class of Securities)

None

(CUSIP Number)

Steven B. Klinsky

New Mountain Finance Corporation

787 Seventh Avenue

New York, NY 10019

(212) 720-0300

(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

December 7, 2012

(Date of Event Which Requires Filing of this Statement)

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If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§ 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box:

* 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 disclosures provided in a prior cover page.

The information required on 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).

SCHEDULE 13D/A

CUSIP No.

| | |
|----|---|
| 1 | Name of Reporting Person I.R.S. Identification No. of Above Person (Entities Only) New Mountain Finance Corporation |
| 2 | Check the Appropriate Box if a Member of a Group (a) <input type="radio"/> o (b) <input checked="" type="radio"/> x |
| 3 | SEC Use Only |
| 4 | Source of Funds OO |
| 5 | Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) <input type="radio"/> o |
| 6 | Citizenship or Place of Organization Delaware |
| 7 | Sole Voting Power 0 |
| 8 | Shared Voting Power 23,940,635* |
| 9 | Sole Dispositive Power 23,940,635 |
| 10 | Shared Dispositive Power 0 |
| 11 | Aggregate Amount Beneficially Owned by Each Reporting Person 23,940,635 |
| 12 | Check if the Aggregate Amount in Row (11) Excludes Certain Shares <input type="radio"/> o |
| 13 | Percent of Class Represented by Amount in Row (11) 59.6% |
| 14 | Type of Reporting Person CO |

*Pursuant to the Investment Company Act of 1940, as amended, voting rights with respect to Units owned by the Reporting Person generally will be exercised by it in accordance with the directions of its stockholders.

This Amendment No. 2 amends and supplements the statement on Schedule 13D, filed on May 31, 2011, as amended by Amendment No. 1 thereto filed on October 3, 2012 (collectively, the Schedule 13D), by New Mountain Finance Corporation, a Delaware corporation (the Reporting Person)(1) with respect to the common membership units (Units), of New Mountain Finance Holdings, L.L.C., a Delaware limited liability company (the Issuer). Capitalized terms used herein but not defined shall have the meanings ascribed thereto in the Schedule 13D. Except as herein amended or supplemented, all other information in the Schedule 13D is as set forth therein.

Item 3. Source and Amount of Funds or Other Consideration

Item 3 of the Schedule 13D is hereby amended to add the following:

On December 7, 2012, the Reporting Person completed an underwritten public offering of 3,250,000 shares of its Common Stock at a public offering price of \$14.80 per share (the Primary Offering). As a result, pursuant to the LLC Agreement as described in Item 6, the Reporting person used the aggregate net proceeds (after deducting underwriting discounts and commissions) from the Primary Offering of \$46,644,000 to acquire 3,250,000 Units.

Item 5. Interest in Securities of the Issuer

Items 5(a) and 5(b) of the Schedule 13D are hereby amended and restated in their entirety as follows:

(a) (b). The aggregate percentage of Units reported owned by the Reporting Person is based upon 40,162,573 Units outstanding, which is the total number of Units outstanding as of December 7, 2012.

For the aggregate number of securities of the Issuer beneficially owned, the percentage of the class of securities of the Issuer beneficially owned, the number of securities for which the Reporting Person has the sole power to vote or to direct the vote, the number of securities for which the Reporting Person has the shared power to vote or to direct the vote, the number of securities for which the Reporting Person has the sole power to dispose or to direct the disposition, and the number of securities for which the Reporting Person has the shared power to dispose or to direct the disposition, see the responses to Items 7 through Item 11 and Item 13 on the attached cover page.

Item 5(c) of the Schedule 13D is hereby amended to add the following:

On December 7, 2012, the Reporting Person completed the Primary Offering of 3,250,000 shares of its Common Stock at a public offering price of \$14.80 per share. As a result, pursuant to the LLC Agreement as described in Item 6, the Issuer issued 3,250,000 Units to the Reporting

(1) Neither the present filing nor anything contained herein shall be construed as an admission that (i) the Reporting Person constitutes a person for any purposes other than Section 13(d) of the Act, (ii) the Reporting Person is, for purposes of Section 13(d) or Section 16 of the Act or otherwise, a member of a group or (iii) the Reporting Person is, for the purposes of Sections 13(d) of the Act, the beneficial owner of any securities other than securities directly owned by such Reporting Person.

Person in exchange for the net proceeds (after deducting underwriting discounts and commissions) of the Primary Offering.

Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer

Item 6 of the Schedule 13D is hereby amended to add the following:

In connection with the Primary Offering, the Reporting Person and the Issuer, among others, entered into an underwriting agreement, dated December 4, 2012, with certain underwriters (the December 2012 Underwriting Agreement). A more detailed summary of the December 2012 Underwriting Agreement is set forth in the Issuer's Prospectus dated December 4, 2012, as filed with the SEC on December 4, 2012. This summary is qualified in its entirety by the terms of the December 2012 Underwriting Agreement, which is set forth as Exhibit 99.5, and is incorporated herein by reference.

Item 7. Material to be Filed as Exhibits

Item 7 of the Schedule 13D is hereby amended to add the following:

99.5 Underwriting Agreement, dated December 4, 2012, filed as Exhibit (h)(4) to the Post-Effective Amendment No. 3 to the Issuer's Registration Statement on Form N-2 dated December 4, 2012, and incorporated herein by reference.

SIGNATURES

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.

Date: December 11, 2012

NEW MOUNTAIN FINANCE CORPORATION

| | |
|--------|-------------------------|
| By: | /s/ Adam Weinstein |
| Name: | Adam Weinstein |
| Title: | Chief Financial Officer |