

New Mountain Finance Holdings, L.L.C.  
Form 8-K  
December 27, 2012

**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: **December 27, 2012**

**New Mountain Finance Corporation**

(Exact name of co-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)

Co-Registrant's telephone number, including area code **(212) 730-0300**

## **New Mountain Finance Holdings, L.L.C.**

(Exact name of co-registrant as specified in its charter)

<b>Delaware</b> (State or other jurisdiction of incorporation or organization)	<b>814-00839</b> (Commission File Number)	<b>26-3633318</b> (IRS Employer Identification Number)
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**787 7th Avenue, 48th Floor, New York, NY 10019**

(Address of principal executive offices)

Co-Registrant s telephone number, including area code **(212) 730-0300**

## **New Mountain Finance AIV Holdings Corporation**

(Exact name of co-registrant as specified in its charter)

<b>Delaware</b> (State or other jurisdiction of incorporation or organization)	<b>814-00902</b> (Commission File Number)	<b>80-0721242</b> (IRS Employer Identification Number)
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**787 7th Avenue, 48th Floor, New York, NY 10019**

(Address of principal executive offices)

Co-Registrant s telephone number, including area code **(212) 730-0300**

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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)

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- o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  
  - o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  
  - o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 7.01 Regulation FD Disclosure**

On December 27, 2012, New Mountain Finance Corporation, New Mountain Finance Holdings, L.L.C. and New Mountain Finance AIV Holdings Corporation issued a joint press release, the text of which is attached hereto as Exhibit 99.1.

The information disclosed under this Item 7.01, including Exhibit 99.1 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.**

(a) Not applicable.

(b) Not applicable.

(c) Not applicable.

(d) Exhibits.

<b>Exhibit No.</b>	<b>Description</b>
99.1	Press release, dated December 27, 2012

**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

NEW MOUNTAIN FINANCE HOLDINGS, L.L.C.

NEW MOUNTAIN FINANCE AIV HOLDINGS CORPORATION

Date: December 27, 2012

By: /s/ Adam B. Weinstein  
Name: Adam B. Weinstein  
Title: Chief Financial Officer