

New Mountain Finance Holdings, L.L.C.  
Form 8-K  
May 10, 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 (Date of Earliest Event Reported): **May 10, 2012 (May 8, 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)

**Delaware**  
(State or other jurisdiction of  
incorporation or organization)

**814-00839**  
(Commission  
File Number)

**26-3633318**  
(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 AIV Holdings Corporation**

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

**Delaware**  
(State or other jurisdiction of  
incorporation or organization)

**814-00902**  
(Commission  
File Number)

**80-0721242**  
(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**

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)

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- 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 5.07. Submission of Matters to a Vote of Security Holders**

New Mountain Finance Corporation, New Mountain Finance Holdings, L.L.C. and New Mountain Finance AIV Holdings Corporation held their Joint 2012 Annual Meeting of Stockholders and Unit holders on May 8, 2012 and submitted two (2) matters to the vote of stockholders/unit holders. A summary of the matters voted upon by the stockholders and unit holders is set forth below.

**Election of Director:**

Stockholders of New Mountain Finance Corporation elected one nominee for director, to serve for a three-year term to expire at the 2015 Annual Meeting of Stockholders based on the following votes:

| Name        | Votes For | Votes Withheld | Broker-Non-Votes |
|-------------|-----------|----------------|------------------|
| David Ogens | 7,374,066 | 70,707         |                  |

Unit holders of New Mountain Finance Holdings, L.L.C. elected one nominee for director, to serve for a three-year term to expire at the 2015 Annual Meeting of Unit holders based on the following votes:

| Name        | Votes For  | Votes Withheld | Broker-Non-Votes |
|-------------|------------|----------------|------------------|
| David Ogens | 27,596,004 | 70,707         |                  |

Stockholders of New Mountain Finance AIV Holdings Corporation elected one nominee for director, to serve for a three-year term to expire at the 2015 Annual Meeting of Stockholders based on the following votes:

| Name        | Votes For | Votes Withheld | Broker-Non-Votes |
|-------------|-----------|----------------|------------------|
| David Ogens | 100       |                |                  |

**Approval of Amended and Restated Investment Advisory and Management Agreement by and between New Mountain Finance Holdings, L.L.C. and New Mountain Finance Advisers BDC, L.L.C.:**

Stockholders of New Mountain Finance Corporation approved on a pass-through basis an Amended and Restated Investment Advisory and Management Agreement by and between New Mountain Finance Holdings, L.L.C. and New Mountain Finance Advisers BDC, L.L.C. based on the following votes:

|             | For       | Against | Abstain | Broker Non-Votes |
|-------------|-----------|---------|---------|------------------|
| Total Votes | 7,426,339 | 5,321   | 13,113  |                  |

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Unit holders of New Mountain Finance Holdings, L.L.C. approved an Amended and Restated Investment Advisory and Management Agreement by and between New Mountain Finance Holdings, L.L.C. and New Mountain Finance Advisers BDC, L.L.C. based on the following votes:

|                    | <b>For</b> | <b>Against</b> | <b>Abstain</b> | <b>Broker Non-Votes</b> |
|--------------------|------------|----------------|----------------|-------------------------|
| <b>Total Votes</b> | 27,648,277 | 5,321          | 13,113         |                         |

Stockholders of New Mountain Finance AIV Holdings Corporation approved on a pass-through basis an Amended and Restated Investment Advisory and Management Agreement by and between New Mountain Finance Holdings, L.L.C. and New Mountain Finance Advisers BDC, L.L.C. based on the following votes:

|                    | <b>For</b> | <b>Against</b> | <b>Abstain</b> | <b>Broker Non-Votes</b> |
|--------------------|------------|----------------|----------------|-------------------------|
| <b>Total Votes</b> | 100        |                |                |                         |

**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the Registrants have 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: May 10, 2012

By: /s/ Paula A. Bosco  
Name: Paula A. Bosco  
Title: Secretary