
Section 1: 8-K (NEW MOUNTAIN FINANCE CORPORATION 8-K)

**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): January 3, 2013 (January 3, 2013)

New Mountain Finance Corporation

(Exact name of 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)

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 January 3, 2013, the Boards of Directors (the "Boards") of New Mountain Finance Corporation, New Mountain Finance Holdings, LLC and New Mountain Finance AIV Holdings Corporation (collectively referred to as the "New Mountain Finance Entities") approved a number of key promotions.

John R. Kline, a Managing Director of New Mountain Capital, L.L.C., has been appointed as Executive Vice President and Chief Operating Officer of each of the New Mountain Finance Entities. Mr. Kline, 37, has held various titles at New Mountain Capital, L.L.C. since 2008. Prior to joining New Mountain Capital, L.L.C. in 2008, he worked at GSC Group from 2001 to 2008 as an investment analyst and trader for GSC Group's control distressed and corporate credit funds. From 1999 to 2001, Mr. Kline was with Goldman, Sachs & Co. where he worked in the Credit Risk Management and Advisory Group. Mr. Kline received an A.B. degree in History from Dartmouth College.

David M. Cordova, formerly the BDC Finance Director of the New Mountain Finance Entities, has been appointed as Chief Financial Officer and Treasurer of each of the New Mountain Finance Entities, succeeding Adam B. Weinstein. Mr. Cordova, 31, joined the New Mountain Finance Entities in 2012. Prior to joining New Mountain, he worked for Starwood Property Trust, Inc., an externally managed mortgage REIT of Starwood Capital Group, as Manager of Financial Reporting. Mr. Cordova was responsible for all SEC Reporting and assisted with investor relations, earnings forecasting, portfolio investment modeling and supplemental equity offerings. Before joining Starwood in 2010, Mr. Cordova worked as a Manager in Ernst & Young's Audit and Assurance practice. Mr. Cordova is a CPA licensed in the state of Virginia and received a B.A. in Accounting from James Madison University.

Mr. Weinstein has been promoted to an oversight role as Executive Vice President and Chief Administrative Officer of each of the New Mountain Finance Entities, in addition to Mr. Weinstein's position as a member of the Boards of each of the New Mountain Entities. Prior to Mr. Cordova's appointment to succeed him, Mr. Weinstein, 33, served as Chief Financial Officer and Treasurer of New Mountain Finance Corporation since July 2010, of the New Mountain Finance Holdings, L.L.C. since September 2010 and of New Mountain Finance AIV Holdings Corporation since May 2011. Mr. Weinstein serves as a Managing Director of New Mountain Capital, L.L.C. and has been in various roles since joining in 2005. Prior to joining New Mountain Capital, L.L.C. in 2005, Mr. Weinstein was a Manager at Deloitte & Touche, LLP and worked in that firm's merger and acquisition and private equity investor services areas. Mr. Weinstein sits on a number of boards of directors for professional and non-profit organizations. Mr. Weinstein received his B.S. from Binghamton University, is a member of the AICPA and is a New York State Certified Public Accountant.

Messrs. Kline, Cordova and Weinstein were not appointed as officers of each of the New Mountain Finance Entities pursuant to any arrangement or understanding with any other person.

The New Mountain Finance Entities issued a press release announcing the appointment of these officers, a copy of which is attached hereto as Exhibit 99.1.

Item 9.01. Financial Statements and Exhibits.

d) Exhibits.

| <u>Exhibit Number</u> | <u>Description</u> |
|-----------------------|--------------------------------------|
| 99.1 | Press Release, dated January 3, 2013 |

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: January 3, 2013

By: /s/ Paula A. Bosco

Name: Paula A. Bosco

Title: Secretary

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Section 2: EX-99.1 (EXHIBIT 99.1)

Exhibit 99.1

New Mountain Finance Corporation Announces Promotions

NEW YORK--(BUSINESS WIRE)--January 3, 2013--New Mountain Finance Corporation (NYSE: NMFC) (the "Company" or "NMFC") announced today a number of key promotions that the Company believes will strengthen the overall organization and position it well for the future. John Kline, a Managing Director of New Mountain Capital, L.L.C., has been named as Executive Vice President and Chief Operating Officer of NMFC. David M. Cordova, formerly the BDC Finance Director of NMFC, has been promoted to Chief Financial Officer and Treasurer of NMFC, succeeding Adam B. Weinstein, who will be promoted to an oversight role of Executive Vice President and Chief Administrative Officer of NMFC, as previously planned, in addition to sitting on the Board of Directors of NMFC.

"John has been an important and dedicated member of the NMFC team since New Mountain began its credit business back in 2008," said Robert A. Hamwee, Chief Executive Officer and President of NMFC. "He has provided tremendous value for our firm since our initial public offering and is well deserving of his new role."

"I have tremendous confidence in David's ability to lead the day-to-day finance organization at NMFC," said Mr. Weinstein. "As previously scheduled, my role as the CFO of NMFC was temporary, given my role as the Co-Chief Financial Officer of New Mountain Capital, L.L.C. We have built a very strong dedicated finance and operations organization under David including a number of key individuals who have been with the organization for a number of years."

About New Mountain Finance Corporation

New Mountain Finance Corporation is a closed-end, non-diversified and externally managed investment company that has elected to be treated as a business development company under the Investment Company Act of 1940, as amended. The Company used all of the proceeds from its initial public offering as well as the proceeds from its concurrent private placement to acquire common membership units from New Mountain Finance Holdings, L.L.C. The investment objective of New Mountain Finance Holdings, L.L.C. is to generate current income and capital appreciation through the sourcing and origination of debt securities at all levels of the capital structure, including first and second lien debt, notes, bonds and mezzanine securities. In some cases, investments may include small equity interests. New Mountain Finance Holdings, L.L.C.'s investment activities are managed by its Investment Adviser, New Mountain Finance Advisers BDC, L.L.C., which is an investment adviser registered under the Investment Advisers Act of 1940, as amended. More information about New Mountain Finance Corporation can be found on the Company's website at <http://www.newmountainfinance.com>.

About New Mountain Capital, L.L.C.

New Mountain Capital, L.L.C. is a New York-based private equity firm investing for long-term capital appreciation through direct investments in growth equity transactions, leveraged acquisitions, and management buyouts. The firm currently manages private and public equity funds with approximately \$9.0 billion in aggregate capital commitments. New Mountain Capital, L.L.C. seeks out the highest-quality defensive growth leaders in carefully selected industry sectors and then works intensively with management to build the value of these companies. For more information on New Mountain Capital, L.L.C., please visit www.newmountaincapital.com.

Forward-Looking Statements

Statements included herein may contain "forward-looking statements," which relate to our future operations, future performance or our financial condition. Forward-looking statements are not guarantees of future performance, condition or results and involve a number of risks and uncertainties. Actual results and outcomes may differ materially from those anticipated in the forward-looking statements as a result of a variety of factors, including those described from time to time in our filings with the Securities and Exchange Commission or factors that are beyond our control. New Mountain Finance Corporation undertakes no obligation to publically update or revise any forward-looking statements made herein. All forward-looking statements speak only as of the time of this press release.

CONTACT:

New Mountain Finance Corporation
Adam Weinstein, 212-220-4247
EVP and Chief Administrative Officer

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