

Edgar Filing: New Mountain Finance Corp - Form 497AD

New Mountain Finance Corp  
Form 497AD  
May 20, 2011  
Filed pursuant to Rule 497(a)(1)

File Nos. 333-168280 and 333-172503  
Rule 482 AD

New Mountain Finance Corporation Prices Initial Public Offering

NEW YORK, NY May 20, 2011

New Mountain Finance Corporation (the "Company") (NYSE: NMFC) announced today that it has priced its initial offering of 7,272,727 shares of common stock at a public offering price of \$13.75 per share for total gross proceeds of approximately \$100.0 million. The Company has granted the underwriters an option to purchase up to an additional 1,090,909 shares of its common stock. Concurrently with the closing of this offering and at the public offering price of \$13.75 per share, the Company will sell an additional 2,172,000 shares of its common stock to certain executives and employees of, and other individuals affiliated with, New Mountain Capital, L.L.C. (an affiliate of the Company) in a separate private placement. The closing of the offering is expected to take place on May 25, 2011 and is subject to customary closing conditions.

The Company will use all of the proceeds from this offering as well as the proceeds from the concurrent private placement, to acquire common membership units from New Mountain Finance Holdings, L.L.C. New Mountain Finance Holdings, L.L.C., in turn, intends to use the remaining net proceeds for new investments in portfolio companies in accordance with its investment objective and strategies, the temporary repayment of indebtedness (which will be subject to reborrowing), to pay the Company's and its operating expenses and distributions to its members and for general corporate purposes.

The joint-lead bookrunners for the initial public offering are Goldman, Sachs & Co., Wells Fargo Securities, LLC and Morgan Stanley & Co. Incorporated. The co-lead managers for the initial public offering are Stifel, Nicolaus & Co. Incorporated and RBC Capital Markets, LLC. The co-managers are Robert W. Baird & Co. Incorporated, BB&T Capital Markets, a division of Scott & Stringfellow, LLC, and Janney Montgomery Scott LLC.

Investors are advised to carefully consider the investment objective, risks and charges and expenses of the Company before investing. A registration statement (including a preliminary prospectus) was declared effective by the Securities and Exchange Commission on May 19, 2011. New Mountain Finance Corporation will file a final prospectus with the Securities and Exchange Commission for the initial public offering described in this press release. The final prospectus will contain this and other information about New Mountain Finance Corporation and should be read carefully before investing.

This press release does not constitute an offer to sell or a solicitation of an offer to buy the shares of common stock referenced herein, and none of these shares may be sold in any jurisdiction in which such an offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction.

The offering may be made solely by means of a final written prospectus, copies of which may be obtained when available from Goldman, Sachs & Co., Attn: Prospectus Department, 200 West Street, New York, NY 10282, or by calling (866) 471-2526, sending a request via facsimile at (212) 902-9316, or by email: prospectus-ny@ny.email.gs.com; Wells Fargo Securities, LLC, Attention: Equity Syndicate at 375 Park Avenue, New York, NY 10152-4077, or by calling (800) 326-5897, or by email: cmlientsupport@wellsfargo.com; or Morgan Stanley & Co. Incorporated, 180 Varick Street, 2nd Floor, New York, NY 10014, or by calling (866) 718-1649, or by email: Attention: Prospectus Dept., prospectus@morganstanley.com.

#### 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. The Company will use all of the proceeds from this offering as well as the proceeds from the concurrent private placement, to acquire common membership units from New Mountain Finance Holdings, L.L.C. New Mountain Finance Holdings, L.L.C.'s investment objective is to generate current income and capital appreciation through investments in debt securities at all levels of the capital structure, including first and second lien debt, unsecured notes and mezzanine securities. In some cases, investments may also include 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.

#### FORWARD-LOOKING STATEMENTS

Statements included herein may constitute "forward-looking statements," which relate to future events or our future performance or financial condition. These statements are not guarantees of future performance, condition or results and involve a number of risks and uncertainties. Actual results may differ materially from those in the forward-looking statements as a result of a number of factors, including those described from time to time in our filings with the Securities and Exchange Commission, including the final prospectus that will be filed with the Securities and Exchange Commission. New Mountain Finance Corporation undertakes no duty to update any forward-looking statements made herein. All forward-looking statements speak only as of the time of this press release.

SOURCE: New Mountain Finance Corporation

New Mountain Finance Corporation  
Adam Weinstein, Chief Financial Officer  
212-220-4247