

BABSON CAPITAL PARTICIPATION INVESTORS
Form SC 13G/A
February 13, 2014

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE 13G

UNDER THE SECURITIES EXCHANGE ACT OF 1934
(AMENDMENT NO. 5) *

Babson Capital Participation Investors
(NAME OF ISSUER)

Common Shares
(TITLE OF CLASS OF SECURITIES)

05616B100
(CUSIP NUMBER)

December 31, 2013
(DATE OF EVENT WHICH REQUIRES FILING OF THIS STATEMENT)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

*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 the disclosures provided in a prior cover page.

The information required in 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).

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CUSIP No. 05616B100
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1 NAMES OF REPORTING PERSONS:

Massachusetts Mutual Life Insurance Company

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2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Commonwealth of Massachusetts

	5	SOLE VOTING POWER	1,244,928
NUMBER OF SHARES	6	SHARED VOTING POWER	0
BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE DISPOSITIVE POWER	1,244,928
	8	SHARED DISPOSITIVE POWER	0

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,244,928

Massachusetts Mutual Life Insurance Company holds a \$15,000,000 Senior Fixed Rate Convertible Note that is convertible into an equivalent dollar amount of common shares.

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

10.89%

The conversion rate of the Senior Fixed Rate Convertible Note is based on the market price of Babson Capital Participation Investor's common shares, so Massachusetts Mutual Life Insurance Company's beneficial ownership will fluctuate and may be slightly greater than or less than 10% at the end of any given month.

12 TYPE OF REPORTING PERSON

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Item 1(a) Name of Issuer:

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Babson Capital Participation Investors

1(b) Address of Issuer's Principal Executive Offices:

1500 Main Street
Springfield, MA 01115

Item 2(a) Name of Person Filing:

Massachusetts Mutual Life Insurance Company

2(b) Address of Principal Business Office or, if None, Residence:

Massachusetts Mutual Life Insurance Company
1295 State Street
Springfield, MA 01111

2(c) Citizenship:

Commonwealth of Massachusetts

2(d) Title of Class of Securities:

Common Shares

2(e) CUSIP Number:

05616B100

Item 3 This statement is filed pursuant to Rule 13d-1(b) by Massachusetts Mutual Life Insurance Company, an insurance company as defined in Section 3(a)(19) of the Securities Exchange Act of 1934.

Item 4 Ownership

4(a) Amount beneficially owned:

Massachusetts Mutual Life Insurance Company ("MassMutual") is the holder of a \$15,000,000 Babson Capital Participation Investors ("MMPI") Senior Fixed Rate Convertible Note (the "Note") due December 13, 2023. The dollar amount of principal of the Note is convertible into an equivalent dollar amount of MMPI's common shares based upon the average price of MMPI's common shares for ten business days prior to MassMutual's notice of conversion. The ten business day average closing market price of MMPI's common shares for

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the ten-day period ended December 31, 2013 was \$12.62 and as such the Note would have converted into approximately 1,188,684 common shares if the Note had been converted as of December 31, 2013. Since the conversion rate is based on the market price of MMPI's common shares, MassMutual's beneficial ownership will fluctuate and may be greater than or less than 10% at the end of any given month. Additionally, MassMutual owns 56,244 common shares of MMPI.

Total shares of common shares owned directly and indirectly:
1,244,928 (subject to change with market). Additionally, Babson

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Item 10 Certifications:

By signing below MASSACHUSETTS MUTUAL LIFE INSURANCE COMPANY certifies that, to the best of its knowledge and belief, the security referred to above was acquired and is held in the ordinary course of business and was not acquired and is not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and was not acquired and is not held in connection with or as a participant in any transaction having that purpose or effect.

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SIGNATURE

After reasonable inquiry and to the best of its knowledge and belief, MASSACHUSETTS MUTUAL LIFE INSURANCE COMPANY certifies that the information set forth in this statement is true, complete, and correct.

February 12, 2014

MASSACHUSETTS MUTUAL LIFE INSURANCE COMPANY

By:

Name: Donald Griffith
Title: Vice President