

New Mountain Finance Corp
Form 8-A12B
May 19, 2011

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-A

FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES

PURSUANT TO SECTION 12(b) OR 12(g) OF THE

SECURITIES EXCHANGE ACT OF 1934

New Mountain Finance Corporation

(Exact name of registrant as specified in its charter)

Delaware

(State of incorporation or organization)

27-2978010

(I.R.S. Employer Identification No.)

787 7th Avenue, 48th Floor

New York, NY

(Address of principal executive offices)

10019

(Zip Code)

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), check the following box. x

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), check the following box. o

Securities Act registration statement file number to which this form relates: **333-168280**

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Securities to be registered pursuant to Section 12(b) of the Act:

| Title Of Each Class To Be So Registered | Name Of Each Exchange On Which Each Class Is To Be Registered |
|--|--|
| Common Stock, \$0.01 par value per share | New York Stock Exchange |

Securities to be registered pursuant to Section 12(g) of the Act:

None
(Title of class)

Item 1. Description of the Registrant's Securities to Be Registered.

This registration statement relates to the common stock, \$0.01 par value per share, of New Mountain Finance Corporation (the "Company"). Reference is made to the information set forth under the caption "Description of New Mountain Finance's Capital Stock" to be contained in a prospectus constituting a part of the Registration Statement on Form N-2 filed by the Company with the Securities and Exchange Commission, as amended (Registration No. 333-168280 and 333-172503) to be filed pursuant to Rule 497 under the Securities Act of 1933, as amended (such prospectus as filed pursuant to Rule 497, the "Prospectus"). The description of the Company's common stock contained in the Prospectus under the heading "Description of New Mountain Finance's Capital Stock" is hereby incorporated by reference into this registration statement.

Item 2. Exhibits.

The following exhibits to this Registration Statement have been filed as exhibits to the Company's Registration Statement and are hereby incorporated herein by reference:

- 3.1 Form of Amended and Restated Certificate of Incorporation (Incorporated by reference to Exhibit No. (a)(3) of the Company's Registration Statement on Form N-2 (Registration No. 333-168280 and 333-172503)).
- 3.2 Form of Amended and Restated Bylaws (Incorporated by reference to Exhibit No. (b)(2) of the Company's Registration Statement on Form N-2 (Registration No. 333-168280 and 333-172503)).
- 4.1 Form of Stock Certificate (Incorporated by reference to Exhibit No. (d) of the Company's Registration Statement on Form N-2 (Registration No. 333-168280 and 333-172503)).

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SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

Date: May 19, 2011

New Mountain Finance Corporation

| | | |
|-----|----------------------|---------------------------------------|
| By: | /s/ Robert A. Hamwee | |
| | Name: | Robert A. Hamwee |
| | Title: | Chief Executive Officer and President |