

Edgar Filing: New Mountain Finance Corp - Form 497AD

New Mountain Finance Corp  
Form 497AD  
August 16, 2018  
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File No. 333-218040  
Rule 482 AD

NEW ISSUE: NEW MOUNTAIN FINANCE CORPORATION (THE "COMPANY")  
TICKER: NMFC / NYSE  
SIZE: \$100,000,000 CONVERTIBLE NOTES (PLUS \$15,000,000 OVER-ALLOTMENT OPTION)  
CUSIP: 647551AC4  
BOOK-RUNNING MANAGER: WELLS FARGO SECURITIES  
FINAL TERMS: COUPON: 5.75% CONVERSION PREMIUM: 10.0%  
REFERENCE STOCK PRICE: \$13.80 PER SHARE OF COMMON STOCK  
CONVERSION PRICE: APPROXIMATELY \$15.18 PER SHARE OF COMMON STOCK  
CONVERSION RATE: 65.8762 SHARES OF COMMON STOCK  
RANKING: UNSECURED  
EXPECTED EGAN-JONES RATING\*: BBB+  
MATURITY: 5 YEARS (AUGUST 15, 2023)  
CALL PROTECTION: CALLABLE AFTER MAY 15, 2023 WITH COUPON MAKE-WHOLE  
SCHEDULED INVESTOR PUTS: NONE  
FUNDAMENTAL CHANGE: INCLUDES PROTECTION FOR INVESTORS UPON A FUNDAMENTAL CHANGE  
SETTLEMENT FEATURE: PHYSICAL  
FINANCIAL COVENANTS: MAXIMUM DEBT-TO-EQUITY RATIO OF 1.65 TO 1.00 UPON INCURRENCE AND SECURED DEBT RATIO OF 0.70 TO 1.00 AT ALL TIMES  
DIVIDEND PROTECTION: YES, FOR DIVIDENDS PAID ABOVE \$0.34 QUARTERLY  
TAKEOVER PROTECTION: YES, STANDARD MATRIX FORMAT  
USE OF PROCEEDS: REPAY DEBT UNDER CREDIT FACILITIES AND TO MAKE NEW INVESTMENTS IN ACCORDANCE WITH INVESTMENT OBJECTIVE

\*Note: A securities rating is not a recommendation to buy, sell or hold securities and may be subject to revision or withdrawal at any time.

Investors are advised to carefully consider the investment objectives, risks, charges and expenses of the Company before investing. The preliminary prospectus supplement, dated August 15, 2018, and accompanying prospectus, dated July 13, 2018, each of which has been filed with the Securities and Exchange Commission, contain a description of these matters and other important information about the Company and should be read carefully before investing.

The information in such preliminary prospectus supplement and such accompanying prospectus, and in this announcement, is not complete and may be changed. The preliminary prospectus supplement, the accompanying prospectus and this announcement are not offers to sell any securities of the Company and are not soliciting an offer to buy such securities in any jurisdiction where such offer and sale is not permitted.

A shelf registration statement relating to these securities is on file with and has been declared effective by the Securities and Exchange Commission. The offering may be made only by means of a prospectus supplement and an accompanying prospectus, copies of which may be obtained, when available, from Wells Fargo Securities, LLC, Attention: Equity Syndicate Department, 375 Park Avenue, New York, NY 10152-4077, or by calling (800) 326-5897, or by email: [cmclientsupport@wellsfargo.com](mailto:cmclientsupport@wellsfargo.com).



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