

Solar Senior Capital Ltd.  
Form 4  
August 27, 2015

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**GROSS MICHAEL S**

(Last) (First) (Middle)

**C/O SOLAR SENIOR CAPITAL LTD., 500 PARK AVENUE**

(Street)

**NEW YORK, NY 10022**

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
**Solar Senior Capital Ltd. [SUNS]**

3. Date of Earliest Transaction (Month/Day/Year)  
**08/25/2015**

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)

See Remarks

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	08/25/2015		P	V Amount (A) or (D) Price 2,239 A \$ 14.77	572,098	I	See Footnotes (1) (2)
Common Stock	08/26/2015		P	V Amount (A) or (D) Price 6,000 A \$ 14.77	578,098	I	See Footnotes (1) (2)
Common Stock	08/27/2015		P	V Amount (A) or (D) Price 1,428 (3) A \$ 14.9	579,526	I	See Footnotes (1) (2)
Common Stock					217,008	D	

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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GROSS MICHAEL S C/O SOLAR SENIOR CAPITAL LTD. 500 PARK AVENUE NEW YORK, NY 10022	X		See Remarks	

## Signatures

/s/ Michael S.  
Gross 08/27/2015

\*\*Signature of Reporting Person                      Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, see Instruction 4(b)(v).
  - \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- Includes 88,917 shares of Solar Senior Capital Ltd. (the "Issuer") held by a grantor retained annuity trust setup by and for Michael S. Gross (the "GRAT"), 9,667 of which is reported as purchased on this Form 4. As the sole trustee of the GRAT, Mr. Gross may be deemed to directly beneficially own all of the shares held by the GRAT. In addition, the total includes 455,500 shares of the Issuer held by Solar Senior Capital Investors, LLC ("Solar Senior Investors") and 100 shares of the Issuer held by Solar Capital Management, LLC ("Solar Management"), a portion of both of which may be deemed to be indirectly beneficially owned by Mr. Gross and Bruce J. Spohler by virtue of their collective ownership interest therein. Also includes 35,009 shares of the Issuer held by Solar Capital Partners Employee Stock Plan, LLC (the "SCP Plan"), which is controlled by Solar Capital Partners, LLC ("Solar Capital Partners").

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(Continued from Footnote 1) Mr. Gross and Mr. Spohler may be deemed to indirectly beneficially own a portion of the shares held by the SCP Plan by virtue of their collective ownership interest in Solar Capital Partners. Mr. Gross disclaims beneficial ownership of any of the

- (2) Issuer's securities directly held by Solar Senior Investors, Solar Management or the SCP Plan, except to the extent of his pecuniary interest therein, and this report shall not be deemed an admission that Mr. Gross is the beneficial owner of such securities for purposes of Section 16 or any other purpose.

The purchase reported in Column 4 occurred in multiple transactions at the reported price. The reporting person undertakes to provide to

- (3) the Issuer, any security holder of the Issuer or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares purchased in each separate transaction.

### **Remarks:**

Chief Executive Officer, President, Chairman of the Board

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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