

THL Credit, Inc.
Form 4
August 27, 2013

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 *
Tillinghast Sam W.

(Last) (First) (Middle)
100 FEDERAL STREET, 31ST FLOOR
(Street)

BOSTON, MA 02110

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
THL Credit, Inc. [TCRD]

3. Date of Earliest Transaction (Month/Day/Year)
03/08/2013

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)
Co-President and CRO // Portfolio Manager

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 Ownership (Instr. 4)
				(A) or (D) Price			
Common Stock					2,064,324.291	I	See footnote (1)
Common Stock					2,057,349.812	I	See footnote (2)
Common Stock					16,203	I	See footnote (3)
Common Stock					0	I	See footnote

Common Stock 58,184.4942 D

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

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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 Following Reported Transaction (Instr. 6)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Tillinghast Sam W. 100 FEDERAL STREET 31ST FLOOR BOSTON, MA 02110			Co-President and CRO /	Portfolio Manager

Signatures

Stephanie Pare Sullivan as Attorney-in-Fact 08/27/2013

__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).
- (1) Represents (i) 2,047,719.812 shares owned by THL Credit Partners BDC Holdings, L.P., (ii) 6,974.479 shares owned by THL Credit Opportunities, L.P., and (iii) 9,630 shares owned by THL Credit Partners GP, L.P. The reporting person disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein, and the inclusion of these shares in this report should not be deemed

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an admission of beneficial ownership of all of the reported shares for purposes of Section 16 or for any other purpose. The number of shares owned by THL Credit Partners GP, L.P. includes 6,420 shares that were distributed from THL Credit Credit Partners BDC Holdings, L.P. to THL Credit Partners GP, L.P. on March 8, 2013 and were inadvertently omitted from the Form 4 filed for Sam W. Tillinghast on March 11, 2013.

- Represents (i) 2,047,719.812 shares owned by THL Credit Partners BDC Holdings, L.P. and (ii) 9,630 shares owned by THL Credit Partners GP, L.P. These share amounts reflect that on March 11, 2013, THL Credit Opportunities, L.P. sold 6,974.479 shares. The
- (2) reporting person disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein, and the inclusion of these shares in this report should not be deemed an admission of beneficial ownership of all of the reported shares for purposes of Section 16 or for any other purpose.

- Represents (i) 16,203 shares owned by THL Credit Partners GP, L.P. and (ii) 0 shares owned by THL Credit Partners BDC Holdings, L.P. The reporting person disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein, and the inclusion of these shares in this report should not be deemed an admission of beneficial ownership of all of the reported shares for purposes of Section 16 or for any other purpose. The number of shares of THL Credit Partners GP, L.P. include 6,573 shares that were
- (3) distributed from THL Credit Credit Partners BDC Holdings, L.P. to THL Credit Partners GP, L.P. on May 10, 2013 and were inadvertently omitted from the Form 4 filed for Sam W. Tillinghast on May 24, 2013. The number of shares owned by THL Credit Partners BDC Holdings, L.P. reflects that on May 10, 2013, THL Credit Partners BDC Holdings, L.P. distributed its remaining 2,047,719.812 shares to its partners.

- (4) The share amount reflects that on May 31, 2013, THL Credit Partners GP, L.P. sold its remaining 16,203 shares.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.