Stone James Form 4 November 13, 2012

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB** 

**OMB APPROVAL** 

3235-0287 Number:

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if no longer subject to Section 16. Form 4 or Form 5 obligations

may continue.

See Instruction

Check this box

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* Stone James

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

New Mountain Finance Corp

(Check all applicable)

[NMFC]

(Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year)

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

11/12/2012

(Zip)

Section 16 Officer

C/O NEW MOUNTAIN CAPITAL. L.L.C., 787 7TH AVENUE, 48TH **FLOOR** 

(Street)

(State)

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

6. Individual or Joint/Group Filing(Check

Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

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

### NEW YORK, NY 10019

(City)

| 1.Title of<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code<br>(Instr. 8) | , , ,  |                  |               | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following | 6. Ownership Form: Direct (D) or Indirect | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--------------------------------------|---|---|---|--------|------------------|---------------|--|---|---|
|                                      |   |   | Code V                                  | Amount | (A)<br>or<br>(D) | Price         | Reported<br>Transaction(s)<br>(Instr. 3 and 4)                   | (I)<br>(Instr. 4)                         |   |
| Common<br>Stock                      | 11/12/2012                              |   | P                                       | 2,170  | A                | \$<br>14.2862 | 48,250.266   | D   |   |
| Common<br>Stock                      | 11/12/2012                              |   | P                                       | 250    | A                | \$<br>14.3168 | 48,500.266   | D   |   |
| Common<br>Stock                      | 11/12/2012                              |   | P                                       | 80     | A                | \$<br>14.3199 | 48,580.266   | D   |   |

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02) Edgar Filing: Stone James - Form 4

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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 | 2.          | 3. Transaction Date | 3A. Deemed         | 4.                | 5.         | 6. Date Exerc       | cisable and     | 7. Titl   | e and                                  | 8. Price of | 9. Nu  |
|-------------|-------------|---------------------|--------------------|-------------------|------------|---------------------|-----------------|-----------|--|-------------|--------|
| Derivative  | Conversion  | (Month/Day/Year)    | Execution Date, if | TransactionNumber |            | Expiration D        | ate             | Amou      | nt of                                  | Derivative  | Deriv  |
| Security    | or Exercise |                     | any                | Code              | of         | (Month/Day/         | Year)           | Under     | lying                                  | Security    | Secui  |
| (Instr. 3)  | Price of    |                     | (Month/Day/Year)   | (Instr. 8)        | Derivative | e                   |                 | Securi    | ties                                   | (Instr. 5)  | Bene   |
|             | Derivative  |                     |                    |                   | Securities |                     |                 | (Instr.   | 3 and 4)                               |             | Owne   |
|             | Security    |                     |                    |                   | Acquired   |                     |                 |           |  |             | Follo  |
|             |             |                     |                    |                   | (A) or     |                     |                 |           |  |             | Repo   |
|             |             |                     |                    |                   | Disposed   |                     |                 |           |  |             | Trans  |
|             |             |                     |                    |                   | of (D)     |                     |                 |           |  |             | (Instr |
|             |             |                     |                    |                   | (Instr. 3, |                     |                 |           |  |             |        |
|             |             |                     |                    |                   | 4, and 5)  |                     |                 |           |  |             |        |
|             |             |                     |                    |                   |            |                     |                 |           | Amaunt                                 |             |        |
|             |             |                     |                    |                   |            |                     |                 |           |  |             |        |
|             |             |                     |                    |                   |            | Date<br>Exercisable | Expiration Date | Title Nur |  |             |        |
|             |             |                     |                    |                   |            |                     |                 |           |  |             |        |
|             |             |                     |                    | Code V            | (A) (D)    |                     |                 |           |  |             |        |
|             |             |                     |                    | Code V            | 4, and 5)  |                     | •               | Title     | Amount<br>or<br>Number<br>of<br>Shares |             |        |

# **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Stone James C/O NEW MOUNTAIN CAPITAL, L.L.C. 787 7TH AVENUE, 48TH FLOOR NEW YORK, NY 10019

Section 16 Officer

# **Signatures**

/s/ James Stone 11/13/2012

\*\*Signature of 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).

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.

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