

Garrison Capital Inc.
Form 4
March 23, 2015

FORM 4

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

OMB APPROVAL

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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 *
Stuart Steven Scott

(Last) (First) (Middle)

C/O GARRISON INVESTMENT GROUP, 1290 AVENUE OF THE AMERICAS, SUITE 914

(Street)

NEW YORK, NY 10104

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Garrison Capital Inc. [GARS]

3. Date of Earliest Transaction (Month/Day/Year)
03/19/2015

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
X 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 Ownership (Instr. 4)
Common Stock, par value \$0.001 per share	03/19/2015		S	120,328 D	\$ 14.62 16,996	I	See footnote (1) (2)
Common Stock, par value \$0.001 per share	03/19/2015		S	63,455 D	\$ 14.62 8,963	I	See footnote (1) (3)
	03/19/2015		S	105,200 D	14,859	I	

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Common Stock, par value \$0.001 per share					\$ 14.62			See footnote <u>(1)</u> <u>(4)</u>
Common Stock, par value \$0.001 per share	03/19/2015	S	67,386	D	\$ 14.62	9,518	I	See footnote <u>(1)</u> <u>(5)</u>
Common Stock, par value \$0.001 per share	03/19/2015	S	41,460	D	\$ 14.62	5,856	I	See footnote <u>(1)</u> <u>(6)</u>
Common Stock, par value \$0.001 per share	03/19/2015	S	487,161	D	\$ 14.62	68,808	I	See footnote <u>(1)</u> <u>(7)</u>
Common Stock, par value \$0.001 per share	03/23/2015	S	16,996	D	\$ 14.62	0	I	See footnote <u>(2)</u> <u>(8)</u>
Common Stock, par value \$0.001 per share	03/23/2015	S	8,963	D	\$ 14.62	0	I	See footnote <u>(3)</u> <u>(8)</u>
Common Stock, par value \$0.001 per share	03/23/2015	S	14,859	D	\$ 14.62	0	I	See footnote <u>(4)</u> <u>(8)</u>
Common Stock, par value \$0.001 per share	03/23/2015	S	9,518	D	\$ 14.62	0	I	See footnote <u>(5)</u> <u>(8)</u>
Common Stock, par value \$0.001 per share	03/23/2015	S	5,856	D	\$ 14.62	0	I	See footnote <u>(6)</u> <u>(8)</u>
	03/23/2015	S	68,808	D		0	I	

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Common Stock, par value \$0.001 per share	\$ 14.62		See footnote <u>(7)</u> <u>(8)</u>
Common Stock, par value \$0.001 per share	11,382	I	See footnote <u>(9)</u>
Common Stock, par value \$0.001 per share	7,750	I	See footnote <u>(10)</u>
Common Stock, par value \$0.001 per share	1,261	I	See footnote <u>(11)</u>
Common Stock, par value \$0.001 per share	4,079	I	See footnote <u>(12)</u>
Common Stock, par value \$0.001 per share	340,801	I	See footnote <u>(13)</u>
Common Stock, par value \$0.001 per share	581,907	I	See footnote <u>(14)</u>
Common Stock, par value \$0.001 per share	67,202	I	See footnote <u>(15)</u>

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 Owned Following Transaction (Instr. 5)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Stuart Steven Scott C/O GARRISON INVESTMENT GROUP 1290 AVENUE OF THE AMERICAS, SUITE 914 NEW YORK, NY 10104			X	

Signatures

/s/ Steven Stuart 03/23/2015
 **Signature of Date
 Reporting Person

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) Mr. Stuart has a pecuniary interest in 14,189 of the shares of Common Stock of the Issuer being sold in these transactions, which involve the sale of an aggregate of 884,990 shares of Common Stock of the Issuer in an underwritten public offering.
- Mr. Stuart is a control person of Garrison Investment Group LP and its affiliates. Garrison Investment Group LP or one of its affiliates indirectly serves as investment adviser to GSOF-SP LLC. Due to his control and ownership interest in GSOF-SP LLC, which directly owns 16,996 shares of Common Stock of the Issuer, Mr. Stuart may be viewed as having investment power over all of the shares owned by such entity although voting rights to the Common Stock have been passed through to the members of GSOF-SP LLC. Mr. Stuart disclaims beneficial ownership of such shares of Common Stock, except to the extent of his pecuniary interest therein. GSOF-SP LLC subsequently sold the remaining 16,996 shares of Common Stock of the Issuer in a block trade to an institutional investor on March 23, 2015.
- (3) Mr. Stuart is a control person of Garrison Investment Group LP and its affiliates. Garrison Investment Group LP or one of its affiliates indirectly serves as investment adviser to GSOF-SP II LLC. Due to his control and ownership interest in GSOF-SP II LLC, which directly owns 8,963 shares of Common Stock of the Issuer, Mr. Stuart may be viewed as having investment power over all of the shares owned by such entity although voting rights to the Common Stock have been passed through to the members of GSOF-SP II LLC. Mr. Stuart disclaims beneficial ownership of such shares of Common Stock, except to the extent of his pecuniary interest therein. GSOF-SP II LLC subsequently sold the remaining 8,963 shares of Common Stock of the Issuer in a block trade to an institutional investor on March 23, 2015.

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- Mr. Stuart is a control person of Garrison Investment Group LP and its affiliates. Garrison Investment Group LP or one of its affiliates indirectly serves as investment adviser to GSOF-SP DB LLC. Due to his control and ownership interest in GSOF-SP DB LLC, which directly owns 14,859 shares of Common Stock of the Issuer, Mr. Stuart may be viewed as having investment power over all of the shares owned by such entity although voting rights to the Common Stock have been passed through to the members of GSOF-SP DB LLC. Mr. Stuart disclaims beneficial ownership of such shares of Common Stock, except to the extent of his pecuniary interest therein. GSOF-SP DB LLC subsequently sold the remaining 14,859 shares of Common Stock of the Issuer in a block trade to an institutional investor on March 23, 2015.
- (4) Mr. Stuart is a control person of Garrison Investment Group LP and its affiliates. Garrison Investment Group LP or one of its affiliates indirectly serves as investment adviser to GSOF LLC. Due to his control and ownership interest in GSOF LLC, which directly owns 9,518 shares of Common Stock of the Issuer, Mr. Stuart may be viewed as having investment power over all of the shares owned by such entity although voting rights to the Common Stock have been passed through to the members of GSOF LLC. Mr. Stuart disclaims beneficial ownership of such shares of Common Stock, except to the extent of his pecuniary interest therein. GSOF LLC subsequently sold the remaining 9,518 shares of Common Stock of the Issuer in a block trade to an institutional investor on March 23, 2015.
- (5) Mr. Stuart is a control person of Garrison Investment Group LP and its affiliates. Garrison Investment Group LP or one of its affiliates indirectly serves as investment adviser to GSOIF Corporate Loan Pools Ltd. Due to his control and ownership interest in GSOIF Corporate Loan Pools Ltd., which directly owns 5,856 shares of Common Stock of the Issuer, Mr. Stuart may be viewed as having investment power over all of the shares owned by such entity although voting rights to the Common Stock have been passed through to the limited partners of the sole shareholder of GSOIF Corporate Loan Pools Ltd. Mr. Stuart disclaims beneficial ownership of such shares of Common Stock, except to the extent of his pecuniary interest therein. GSOIF Corporate Loan Pools Ltd. subsequently sold the remaining 5,856 shares of Common Stock of the Issuer in a block trade to an institutional investor on March 23, 2015.
- (6) Mr. Stuart is a control person of Garrison Investment Group LP and its affiliates. Garrison Investment Group LP or one of its affiliates indirectly serves as investment adviser to GCOH SubCo 2014-1 LLC. Due to his control and ownership interest in GCOH SubCo 2014-1 LLC, which directly owns 68,808 shares of Common Stock of the Issuer, Mr. Stuart may be viewed as having investment power over all of the shares owned by such entity although voting rights to the Common Stock have been passed through to the limited partners of the sole shareholder of GCOH SubCo 2014-1 LLC. Mr. Stuart disclaims beneficial ownership of such shares of Common Stock, except to the extent of his pecuniary interest therein. GCOH SubCo 2014-1 LLC subsequently sold the remaining 68,808 shares of Common Stock of the Issuer in a block trade to an institutional investor on March 23, 2015.
- (7) Mr. Stuart has a pecuniary interest in 2,004 of the shares of Common Stock of the Issuer being sold in these transactions, which involve the sale of an aggregate of 125,000 shares of Common Stock of the Issuer in a block trade to a large institutional investor.
- (8) Mr. Stuart is a control person of Garrison Investment Group LP and its affiliates. Garrison Investment Group LP or one of its affiliates indirectly serves as investment adviser to GCOH SubCo 2014-2 LLC. Due to his control and ownership interest in GCOH SubCo 2014-2 LLC, which directly owns 11,382 shares of Common Stock of the Issuer, Mr. Stuart may be viewed as having investment power over all of the shares owned by such entity although voting rights to the Common Stock have been passed through to the limited partners of the sole shareholder of GCOH SubCo 2014-2 LLC. Mr. Stuart disclaims beneficial ownership of such shares of Common Stock, except to the extent of his pecuniary interest therein.
- (9) Mr. Stuart is a control person of Garrison Investment Group LP and its affiliates. Garrison Investment Group LP or one of its affiliates indirectly serves as investment adviser to GSOF 2014 LLC. Due to his control and ownership interest in GSOF 2014 LLC, which directly owns 7,750 shares of Common Stock of the Issuer, Mr. Stuart may be viewed as having investment power over all of the shares owned by such entity although voting rights to the Common Stock have been passed through to the limited partners of the sole shareholder of GSOF 2014 LLC. Mr. Stuart disclaims beneficial ownership of such shares of Common Stock, except to the extent of his pecuniary interest therein.
- (10) Mr. Stuart is a control person of Garrison Investment Group LP and its affiliates. Garrison Investment Group LP or one of its affiliates indirectly serves as investment adviser to GSOF-SP II 2014 LLC. Due to his control and ownership interest in GSOF-SP II 2014 LLC, which directly owns 1,261 shares of Common Stock of the Issuer, Mr. Stuart may be viewed as having investment power over all of the shares owned by such entity although voting rights to the Common Stock have been passed through to the limited partners of the sole shareholder of GSOF-SP II 2014 LLC. Mr. Stuart disclaims beneficial ownership of such shares of Common Stock, except to the extent of his pecuniary interest therein.
- (11) Mr. Stuart is a control person of Garrison Investment Group LP and its affiliates. Garrison Investment Group LP or one of its affiliates indirectly serves as investment adviser to GSOF-SP 2014 LLC. Due to his control and ownership interest in GSOF-SP 2014 LLC, which directly owns 4,079 shares of Common Stock of the Issuer, Mr. Stuart may be viewed as having investment power over all of the shares owned by such entity although voting rights to the Common Stock have been passed through to the limited partners of GSOF-SP 2014 LLC. Mr. Stuart disclaims beneficial ownership of such shares of Common Stock, except to the extent of his pecuniary interest therein.
- (12) Mr. Stuart is a control person of Garrison Investment Group LP and its affiliates. Garrison Investment Group LP or one of its affiliates serves as investment adviser to Garrison Capital Fairchild I, Ltd. Due to his control and ownership interest in Garrison Capital Fairchild I, Ltd., which directly owns 340,801 shares of Common Stock of the Issuer, Mr. Stuart may be viewed as having investment power over all of the shares owned by such entity although voting rights to the Common Stock have been passed through to the limited partners of
- (13)

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Garrison Capital Fairchild I, Ltd. Mr. Stuart disclaims beneficial ownership of such shares of Common Stock, except to the extent of his pecuniary interest therein.

- (14) Mr. Stuart is a control person of Garrison Investment Group LP and its affiliates. Garrison Investment Group LP or one of its affiliates serves as investment adviser to Garrison Capital Fairchild II Ltd. Due to his control and ownership interest in Garrison Capital Fairchild II Ltd., which directly owns 581,907 shares of Common Stock of the Issuer, Mr. Stuart may be viewed as having investment power over all of the shares owned by such entity although voting rights to the Common Stock have been passed through to the limited partners of the sole shareholder of Garrison Capital Fairchild II Ltd. Mr. Stuart disclaims beneficial ownership of such shares of Common Stock, except to the extent of his pecuniary interest therein.

- (15) Due to his control and ownership interest in Garrison Capital Advisers Holdings MM LLC, Mr. Stuart may be viewed as having investment power over all of the shares owned by such entity. Mr. Stuart disclaims beneficial ownership of such shares of Common Stock held by Garrison Capital Advisers Holdings MM LLC, except to the extent of his pecuniary interest therein.

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.