TCP Capital Corp.
Form SC 13G/A
February 17, 2015
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UNITED STATES
SECURITIES AND EXHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE 13G

UNDER THE SECURITIES EXCHANGE ACT OF 1934
(AMENDMENT NO. 2)*

TCP Capital Corp.
(NAME OF ISSUER)

Common Stock ($0.001 par value)
(TITLE OF CLASS OF SECURITIES)

87238Q103
(CUSIP NUMBER)

December 31, 2014
(DATE OF EVENT WHICH REQUIRES FILING OF THIS STATEMENT)

        Check the appropriate box to designate the rule pursuant to which this
Schedule is filed:

        [X] Rule 13d-1(b)

        [ ] Rule 13d-1(c)

        [ ] Rule 13d-1(d)

*The remainder of this cover page shall be filled out for a reporting person's
initial filing on this form with respect to the subject class of securities, and
for any subsequent amendment containing information which would alter the
disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed
to be "filed" for the purpose of Section 18 of the Securities Exchange Act of
1934 ("Act") or otherwise subject to the liabilities of that section of the Act
but shall be subject to all other provisions of the Act (however, see the
Notes).
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   1   NAMES OF REPORTING PERSONS:

       Massachusetts Mutual Life Insurance Company

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      04-1590850
----- ------------------------------------------------------------------------
   2  CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
                                                                (a) [_]
                                                                (b) [_]
----- ------------------------------------------------------------------------
   3  SEC USE ONLY


----- ------------------------------------------------------------------------
   4  CITIZENSHIP OR PLACE OF ORGANIZATION

      Commonwealth of Massachusetts
-------------------------------------------------------------------------------
                              5   SOLE VOTING POWER

                                  0
      NUMBER OF           ----- -------------------------------------------------
        SHARES             6   SHARED VOTING POWER
      BENEFICIALLY
       OWNED BY               1,603,372
         EACH            ----- -------------------------------------------------
      REPORTING           7   SOLE DISPOSITIVE POWER
        PERSON
         WITH                0
                         ----- -------------------------------------------------
                          8   SHARED DISPOSITIVE POWER

                             1,603,372
------------------------------------------------------------------------------
   9  AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

      1,603,372
----- ------------------------------------------------------------------------
  10  CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES  [X]


----- ------------------------------------------------------------------------
  11  PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

      3.3%
----- ------------------------------------------------------------------------
  12  TYPE OF REPORTING PERSON

      IC
==============================================================================
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==============================================================================
   1  NAMES OF REPORTING PERSONS:

      Babson Capital Management LLC
      51-0504477
----- ------------------------------------------------------------------------
   2  CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
                                                                (a) [_]
                                                                (b) [_]
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----- --
  3   SEC USE ONLY

----- --
  4   CITIZENSHIP OR PLACE OF ORGANIZATION

       Commonwealth of Massachusetts
----
                              5   SOLE VOTING POWER

                                   0
       NUMBER OF   ----- ---
         SHARES   6   SHARED VOTING POWER
       BENEFICIALLY
        OWNED BY   1,603,372
          EACH   ----- ---
       REPORTING   7   SOLE DISPOSITIVE POWER
         PERSON
          WITH   0
                         ----- ---
                              8   SHARED DISPOSITIVE POWER

                                   1,603,372
----
  9   AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

       1,603,372
----- --
 10   CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES [X]

----- --
 11   PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

       3.3%
       Babson Capital Management LLC, in its capacity as investment advisor, may
       be deemed the beneficial owner of 1,603,372 shares of common stock of the
       Issuer which are owned by an advisory client.
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 12   TYPE OF REPORTING PERSON

       IA
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Item   1(a) Name of Issuer:

          TCP Capital Corp.

        1(b) Address of Issuer's Principal Executive Offices:

          2951 28th Street, Suite 1000
          Santa Monica, CA 90405

Item   2(a) Name of Person Filing:

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            (i) Massachusetts Mutual Life Insurance Company ("MassMutual")
            (ii)Babson Capital Management LLC ("Babson Capital")

     2(b) Address of Principal Business Office or, if None, Residence:

          The address of the principal business office of MassMutual:
          1295 State Street
          Springfield, MA  01111

          The address of the principal business office of Babson Capital:
          1500 Main Street
          Springfield, MA  01115

     2(c) Citizenship:

          See Item 4 of each cover page.

     2(d) Title of Class of Securities:

          Common Stock ($0.001 par value)

     2(e) CUSIP Number:

          87238Q103


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Item 3.  If This Statement is Filed Pursuant to Rule 13d-1(b), or 13d-2(b) or
         (c), check Whether the Person Filing is a:

         (a)    [ ] Broker or dealer registered under Section 15 of the
                    Exchange Act.

         (b)    [ ] Bank as defined in Section 3(a)(6) of the Exchange Act.

         (c)    [x] Insurance company as defined in section 3(a)(19) of the
                    Exchange Act. (MassMutual)

         (d)    [ ] Investment company registered under Section 8 of the
                    Investment Company Act.

         (e)    [x]  An investment adviser in accordance with Rule
                    13d-1(b)(1)(ii)(E); (Babson Capital)

         (f)    [ ] An employee benefit plan or endowment fund in accordance
                    with Rule 13d-1(b)(1)(ii)(F);

         (g)    [ ] A parent holding company or control person in accordance
                    with Rule 13d-1(b)(1)(ii)(G);

         (h)    [ ] A savings association as defined in Section 3(b) of the
                    Federal Deposit Insurance Act;

         (i)    [ ] A church plan that is excluded from the definition of an
                    investment company under Section 3(c)(14) of the Investment
                    Company Act;

         (j)    [ ] Group, in accordance with Rule 13d-1(b)(1)(ii)(J).
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Item   4   Ownership

       (a)   Amount beneficially owned: See Item 9 of cover pages.

       (b)   Percent of class: See Item 11 of cover pages.

       (c)   Number of shares as to which such person has:

              (i)   Sole power to vote or to direct the vote: See Items 5-8 of
                    cover pages.
              (ii) Shared power to vote or to direct the vote: See Item 6 of
                    cover pages.
              (iii) Sole power to dispose or direct the disposition of: See
                    Item 7 of cover pages.
              (iv) Shared power to dispose or direct the disposition of: See
                    Item 8 of cover pages.

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Item 5   Ownership of Five Percent or Less of a Class:

         3.3%

Item 6   Ownership of More than Five Percent on Behalf of Another Person:

         Not applicable

Item 7   Identification and Classification of the Subsidiary which Acquired the
         Security Being Reported on by the Parent Holding Company:

         Not applicable

Item 8   Identification and Classification of Members of the Group:

         Not applicable

Item 9   Notice of Dissolution of Group:

         Not applicable

Item 10 Certifications:

     By signing below I certify that, to the best of its knowledge and belief,
the security referred to above was acquired and is held in the ordinary course
of business and was not acquired and is not held for the purpose of or with the
effect of changing or influencing the control of the issuer of the securities
and was not acquired and is not held in connection with or as a participant in
any transaction having that purpose or effect.

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                               SIGNATURE

     After reasonable inquiry and to the best of my knowledge and belief, I
certify that the information set forth in this statement is true, complete and

correct.

Dated: February 13, 2015

MASSACHUSETTS MUTUAL LIFE INSURANCE COMPANY

By:

Name: Donald Griffith
Title: Vice President, Corporate Compliance

Dated: February 13, 2015

BABSON CAPITAL MANAGEMENT LLC

By:

Name: Melissa LaGrant
Title: Managing Director

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                        Joint Filing Agreement

        This will confirm the agreement by and among all the undersigned that
the Schedule 13G filed on or about this date and any amendments thereto with
respect to the beneficial ownership by the undersigned of common stock of
TCP Capital Corp. is being filed on behalf of each of the undersigned in
accordance with Rule 13d-1(k)(1). This agreement may be executed in two or
more counterparts, each of which shall be deemed an original, but all of
which together shall constitute one and the same instrument.

Dated: February 13, 2015

MASSACHUSETTS MUTUAL LIFE INSURANCE COMPANY

By:

Name: Donald Griffith
Title: Vice President, Corporate Compliance

Dated: February 13, 2015

BABSON CAPITAL MANAGEMENT LLC

By:

Name: Melissa LaGrant
Title: Managing Director