

New Mountain Finance Corp
Form PRE 14A
March 18, 2014

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

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of
the Securities Exchange Act of 1934 (Amendment No.)

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material under §240.14a-12

New Mountain Finance Corporation

(Name of Registrant as Specified In Its Charter)

New Mountain Finance Holdings, L.L.C.

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

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- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.
(1) Title of each class of securities to which transaction applies:

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 - (4) Proposed maximum aggregate value of transaction:
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- (1) Amount Previously Paid:
 - (2) Form, Schedule or Registration Statement No.:
 - (3) Filing Party:
 - (4) Date Filed:
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**New Mountain Finance Corporation
New Mountain Finance Holdings, L.L.C.**

787 Seventh Avenue, 48th Floor
New York, NY 10019

March [], 2014

Dear Stockholder or Unit Holder:

You are cordially invited to attend the 2014 Joint Annual Meeting ("Annual Meeting") of stockholders of New Mountain Finance Corporation ("NMFC") and unit holders of New Mountain Finance Holdings, L.L.C. ("NMF Holdings" and together with NMFC, the "New Mountain Finance Entities") to be held at Concierge Conference Center located at 780 Third Avenue, New York, New York, 10017 on May 6, 2014 at 9:30 a.m., Eastern Time.

The notice of the Annual Meeting and the proxy statement accompanying this letter provide an outline of the business to be conducted at the Annual Meeting. At the Annual Meeting, (i) the stockholders of NMFC will be asked to elect three directors to the board of directors of NMFC; (ii) the stockholders of NMFC, voting on a pass-through basis, and the unit holders of NMF Holdings will be asked to elect three directors to the board of directors of NMF Holdings; (iii) the stockholders of NMFC, voting on a pass-through basis, and the unit holders of NMF Holdings will be asked to authorize the board of directors of NMF Holdings to withdraw NMF Holdings' election to be treated as a business development company ("BDC") under the Investment Company Act of 1940, as amended (the "1940 Act") (NMFC will remain a BDC and subject to continued regulation under the 1940 Act); and (iv) the stockholders of NMFC will be asked to approve an investment advisory and management agreement between NMFC and NMF Holdings' current investment adviser, New Mountain Finance Advisers BDC, L.L.C.

It is important that your voting securities be represented at the Annual Meeting. If you are unable to attend the Annual Meeting in person, I urge you to complete, date and sign the enclosed proxy cards and promptly return them in the envelope provided, vote your voting securities by telephone, or vote via the internet.

You may also attend this year's Annual Meeting via the internet. To vote or to submit your questions during the Annual Meeting, please log on to www.virtualshareholdermeeting.com/NMFC2014. You will need to enter the 12-digit control number on your notice of the Annual Meeting. Your vote is important to us.

Sincerely yours,

Robert A. Hamwee
Chief Executive Officer

Important Notice Regarding the Availability of NMFC's and NMF Holdings' Joint Proxy Materials for the Annual Meeting to Be Held on May 6, 2014.

NMFC's and NMF Holdings' joint proxy statement is available on the internet at <http://www.newmountainfinance.com>.

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The following information applicable to the Annual Meeting may be found in NMFC's and NMF Holdings' joint proxy statement and accompanying proxy cards:

The date, time and location of the annual meeting;

A list of the matters intended to be acted on and our recommendations regarding those matters;

Any control/identification numbers that you need to access your proxy card(s); and

Information about attending the meeting and voting in person.

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New Mountain Finance Corporation

787 Seventh Avenue, 48th Floor
New York, NY 10019

**NOTICE OF ANNUAL MEETING OF STOCKHOLDERS
TO BE HELD ON MAY 6, 2014**

To the Stockholders of New Mountain Finance Corporation:

A meeting (the "Annual Meeting") of stockholders of New Mountain Finance Corporation ("NMFC") will be held at Concierge Conference Center located at 780 Third Avenue, New York, New York, 10017 at 9:30 a.m., Eastern Time, for the following purposes:

1. To elect three directors to the boards of directors of NMFC and, voting on a pass-through basis, of New Mountain Finance Holdings, L.L.C. ("NMF Holdings"), who will each serve for a term of three years, or until their successors are duly elected and qualify;
2. To authorize, voting on a pass-through basis, the board of directors of NMF Holdings to withdraw NMF Holdings' election to be treated as a business development company ("BDC") under the Investment Company Act of 1940, as amended (the "1940 Act") (NMFC will remain a BDC and subject to continued regulation under the 1940 Act);
3. To approve an investment advisory and management agreement between NMFC and NMF Holdings' current investment adviser, New Mountain Finance Advisers BDC, L.L.C.; and
4. To transact such other business as may properly come before the Annual Meeting.

You have the right to receive notice of and to vote at the Annual Meeting if you were a stockholder of record at the close of business on March 11, 2014. Whether or not you expect to be present in person at the Annual Meeting, please sign the enclosed proxy card and return it promptly in the self-addressed envelope provided or register your vote by telephone or through the internet. Instructions are shown on the proxy card.

You may also attend this year's Annual Meeting via the internet. To vote or to submit your questions during the Annual Meeting, please log on to www.virtualshareholdermeeting.com/NMFC2014. You will need to enter the 12-digit control number on your notice of the Annual Meeting.

In the event there are not sufficient votes for a quorum or to approve or ratify any of the foregoing proposals at the time of the Annual Meeting, the Annual Meeting may be adjourned in order to permit further solicitation of proxies by NMFC.

By Order of the Board of Directors,

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Paula A. Bosco
Corporate Secretary

New York, New York
March [], 2014

This is an important meeting. To ensure proper representation at the Annual Meeting, please complete, sign, date and return the proxy card in the enclosed, self-addressed envelope, vote your shares by telephone, or vote via the internet. Even if you vote your shares prior to the Annual Meeting, you still may attend the Annual Meeting and vote your shares in person.

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New Mountain Finance Holdings, L.L.C.

787 Seventh Avenue, 48th Floor
New York, NY 10019

**NOTICE OF ANNUAL MEETING OF UNIT HOLDERS
TO BE HELD ON MAY 6, 2014**

To the Unit Holders of New Mountain Finance Holdings, L.L.C.:

A meeting (the "Annual Meeting") of unit holders of New Mountain Finance Holdings, L.L.C. ("NMF Holdings") will be held at Concierge Conference Center located at 780 Third Avenue, New York, New York, 10017 at 9:30 a.m., Eastern Time, for the following purposes:

1. To elect three directors to the board of directors of NMF Holdings who will each serve for a term of three years; or until their successors are duly elected and qualify;
2. To authorize the board of directors of NMF Holdings to withdraw NMF Holdings' election to be treated as a business development company ("BDC") under the Investment Company Act of 1940, as amended (the "1940 Act") (NMFC will remain a BDC and subject to continued regulation under the 1940 Act); and
3. To transact such other business as may properly come before the Annual Meeting.

You have the right to receive notice of and to vote at the Annual Meeting if you were a unit holder of record at the close of business on March 11, 2014. Whether or not you expect to be present in person at the Annual Meeting, please sign the enclosed proxy card and return it promptly in the self-addressed envelope provided or register your vote by telephone or through the internet. Instructions are shown on the proxy card.

You may also attend this year's Annual Meeting via the internet. To vote or to submit your questions during the Annual Meeting, please log on to www.virtualshareholdermeeting.com/NMFC2014. You will need to enter the 12-digit control number on your notice of the Annual Meeting.

In the event there are not sufficient votes for a quorum or to approve or ratify any of the foregoing proposals at the time of the Annual Meeting, the Annual Meeting may be adjourned in order to permit further solicitation of proxies by NMF Holdings.

By Order of the Board of Directors,

Paula A. Bosco
Corporate Secretary

New York, New York
March [], 2014

This is an important meeting. To ensure proper representation at the Annual Meeting, please complete, sign, date and return the proxy card in the enclosed, self-addressed envelope, vote your units by telephone, or vote via the internet. Even if you vote your units prior to the Annual Meeting, you still may attend the Annual Meeting and vote your units in person.

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**New Mountain Finance Corporation
New Mountain Finance Holdings, L.L.C.**

787 Seventh Avenue, 48th Floor
New York, NY 10019

JOINT PROXY STATEMENT

**2014 Joint Annual Meeting
of Stockholders of New Mountain Finance Corporation
and of Unit Holders of New Mountain Finance Holdings, L.L.C.**

This Joint Proxy Statement is furnished in connection with the solicitation of proxies by the boards of directors of New Mountain Finance Corporation ("NMFC") and New Mountain Finance Holdings, L.L.C. ("NMF Holdings" and together with NMFC the "New Mountain Finance Entities") for use at the New Mountain Finance Entities' Joint Annual Meeting (the "Annual Meeting") to be held on May 6, 2014, at 9:30 a.m., Eastern Time at Concierge Conference Center located at 780 Third Avenue, New York, New York, 10017, and at any postponements or adjournments thereof. This Joint Proxy Statement, the notices of the Annual Meeting and the accompanying proxy card(s) are first being sent to stockholders of NMFC and unit holders of NMF Holdings on or about April 1, 2014.

We encourage you to vote your shares of NMFC's common stock or common membership units ("units") of NMF Holdings (collectively, the "Voting Securities"), either by voting in person at the Annual Meeting or by granting a proxy (*i.e.*, authorizing someone to vote your Voting Securities). Voting Securities represented by duly executed proxies will be voted in accordance with your instructions. **If you give no instructions on the proxy card(s), the Voting Securities covered by the proxy card will be voted "FOR" the matters listed in this Joint Proxy Statement.**

You may also attend this year's Annual Meeting via the internet. To vote or to submit your questions during the Annual Meeting, please log on to www.virtualshareholdermeeting.com/NMFC2014. You will need to enter the 12-digit control number on your notice of the Annual Meeting.

If you are a stockholder or unit holder "of record" (*i.e.*, you hold Voting Securities directly in your name), you may revoke a proxy at any time before it is exercised by notifying the proxy tabulator, Broadridge Shareholder Services, in writing, by submitting a properly executed, later-dated proxy, or by voting in person at the Annual Meeting. Please send your notification to Proxy Services, P.O. Box 9175, Farmingdale, New York 11735-9852, and submit a properly executed, later-dated proxy or vote in person at the Annual Meeting. Any stockholder or unit holder of record attending the Annual Meeting may vote in person whether or not he or she has previously voted his or her Voting Securities. If your Voting Securities are held for your account by a broker, bank or other institution or nominee ("Broker Securities"), you may vote such securities at the Annual Meeting only if you obtain proper written authority from your institution or nominee and present it at the Annual Meeting. All of our directors are encouraged to attend the Annual Meeting.

Stockholders or unit holders of record may also vote either via the internet or by telephone. Specific instructions to be followed by stockholders or unit holders of record interested in voting via the internet or the telephone are shown on the enclosed proxy card. The internet and telephone voting procedures are designed to authenticate the voter's identity and to allow stockholders or unit holders to vote their Voting Securities and confirm that their instructions have been properly recorded.

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Purpose of Annual Meeting

At the Annual Meeting:

1. The stockholders of NMFC will be asked to elect three directors to the board of directors of NMFC, who will serve for a term of three years, or until their successors are duly elected and qualify;
2. The stockholders of NMFC, voting on a pass-through basis, and the unit holders of NMF Holdings will be asked to elect three directors of NMF Holdings, who will each serve for a term of three years, or until their successors are duly elected and qualify;
3. The stockholders of NMFC, voting on a pass-through basis, and the unit holders of NMF Holdings to authorize the board of directors of NMF Holdings to withdraw NMFC Holdings' election to be treated as a business development company ("BDC") under the Investment Company Act of 1940, as amended (the "1940 Act") (NMFC will remain a BDC and subject to continued regulation under the 1940 Act);
4. The stockholders of NMFC will be asked to approve an investment advisory and management agreement between NMFC and NMF Holdings' investment adviser, New Mountain Finance Advisers BDC, L.L.C., (the "*Investment Adviser*"); and
5. Such other business as may properly come before the Annual Meeting will be transacted.

Voting Securities

Stockholders of NMFC may vote their shares, in person or by proxy, at the Annual Meeting only if such stockholders were stockholders of record at the close of business on March 11, 2014 (the "Record Date"). On the Record Date, there were 47,896,693 shares of the NMFC's common stock outstanding. Each share of NMFC's common stock is entitled to one vote.

Unit holders of NMF Holdings may vote their units in person or by proxy, at the Annual Meeting only if such unit holders were unit holders of record on the Record Date. On the Record Date, there were 47,896,693 units of NMF Holdings outstanding. Each unit of NMF Holdings is entitled to one vote.

NMFC is a holding company with no direct operations of its own, and its only business and sole asset is its ownership of units of NMF Holdings. As of the Record Date, NMFC owned 100.0% of the outstanding units of NMF Holdings. Stockholders of NMFC will vote on matters relating to NMF Holdings on a pass-through basis.

Stockholders of NMFC may vote their proportionate share of NMF Holdings' units held by NMFC on a pass-through basis, in person or by proxy, at the Annual Meeting only if such stockholders were stockholders of record on the Record Date. Each share of NMFC's common stock entitles the holder to vote one unit of NMF Holdings.

Quorum Required

A quorum of NMFC's stockholders must be present at the Annual Meeting for any business to be conducted. The presence at the Annual Meeting, in person or by proxy, of (i) the holders of a majority of the shares of NMFC common stock outstanding on the Record Date will constitute a quorum. Abstentions will be treated as Voting Securities present for quorum purposes. Broker Securities for which the nominee has not received voting instructions from the record holder and does not have discretionary authority to vote the Voting Securities on certain proposals (which are considered "Broker Non-Votes" with respect to such proposals) will be treated as Voting Securities present for quorum purposes.

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If a quorum is not present at the Annual Meeting, the stockholders who are represented may adjourn the Annual Meeting until a quorum is present. The persons named as proxies will vote those proxies for such adjournment, unless marked to be voted against any proposal for which an adjournment is sought, to permit the further solicitation of proxies.

Vote Required

Election of Directors. A nominee for director shall be elected to the board of directors of each New Mountain Finance Entity if the votes cast for such nominee's election exceed the votes cast against such nominee's election. If you vote "Withhold Authority" with respect to a nominee, your shares will not be voted with respect to the person indicated. **Abstentions and Broker Non-Votes will not be included in determining the number of votes cast and, as a result, will have no effect on this proposal.**

Approval of Withdrawal of BDC Election by NMF Holdings. The affirmative vote of 66.7% or more of the Voting Securities of the stockholders of NMFC, voting on a pass-through basis, and the unit holders of NMF Holdings present at the Annual Meeting, if the holders of more than 50.0% of the outstanding Voting Securities of each New Mountain Finance Entity are present or represented by proxy, or the affirmative vote of more than 50.0% of the outstanding Voting Securities of each New Mountain Finance Entity, whichever is less, is required to approve the withdrawal of NMF Holdings' election to be treated as a BDC. **Abstentions and Broker Non-Votes will have the effect of a vote against this proposal.**

Approval of Investment Advisory and Management Agreement. The affirmative vote of 66.7% or more of the Voting Securities of NMFC present at the Annual Meeting, if the holders of more than 50.0% of the outstanding Voting Securities of NMFC are present or represented by proxy, or the affirmative vote of more than 50.0% of the outstanding Voting Securities of NMFC, whichever is less, is required to approve the investment advisory and management agreement between NMFC and the Investment Adviser (the "*New Advisory Agreement*"). **Abstentions and Broker Non-Votes will have the effect of a vote against this proposal.**

Additional Solicitation. If there are not enough votes to approve any proposals at the Annual Meeting, the stockholders and unit holders who are represented may adjourn the Annual Meeting to permit the further solicitation of proxies. The persons named as proxies will vote those proxies for such adjournment, unless marked to be voted against the proposal for which an adjournment is sought, to permit the further solicitation of proxies.

Also, a vote may be taken on one or more of the proposals in this Joint Proxy Statement prior to any such adjournment if there are sufficient votes for approval thereof.

Information Regarding This Solicitation

The New Mountain Finance Entities will bear the expense of the solicitation of proxies for the Annual Meeting, including the cost of preparing, printing and mailing this Joint Proxy Statement, the accompanying Notices of Annual Meeting of Stockholders or Unit Holders and proxy card(s). We have requested that brokers, nominees, fiduciaries and other persons holding Voting Securities in their names, or in the name of their nominees, which are beneficially owned by others, forward the proxy materials to, and obtain proxies from, such beneficial owners. We will reimburse such persons for their reasonable expenses in so doing.

In addition to the solicitation of proxies by the use of the mail, proxies may be solicited in person and by telephone or facsimile transmission by directors, officers or employees of the New Mountain Finance Entities, NMF Holdings' current Investment Adviser, or the New Mountain Finance Entities' administrator, New Mountain Finance Administration, L.L.C. (the "*Administrator*"), without special

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compensation therefor. The New Mountain Finance Entities have also retained [] to assist in the solicitation of proxies for the annual meeting for a fee of approximately [], plus reimbursement of certain out of pocket expenses.

Holders of Voting Securities may also provide their voting instructions by telephone or through the internet. These options require holders of Voting Securities to input the Control Number which is located on each proxy card. After inputting this number, holders of Voting Securities will be prompted to provide their voting instructions. Holders of Voting Securities will have an opportunity to review their voting instructions and make any necessary changes before submitting their voting instructions and terminating their telephone call or internet link. Holders of Voting Securities who vote via the internet, in addition to confirming their voting instructions prior to submission, will also receive an e-mail confirming their instructions upon request.

If a holder of Voting Securities wishes to participate in the Annual Meeting, but does not wish to give a proxy by telephone or electronically, the holder of Voting Securities may still submit the proxy card originally sent with this Joint Proxy Statement or attend in person.

Any proxy given pursuant to this solicitation may be revoked by notice from the person giving the proxy at any time before it is exercised. Any such notice of revocation should be provided in writing and signed by the holder of voting securities in the same manner as the proxy being revoked and delivered to the New Mountain Finance Entities' proxy tabulator.

The principal business address of both the Investment Adviser and the Administrator is 787 Seventh Avenue, 48th Floor, New York, New York 10019.

Control Persons and Principal Stockholders

The following table sets forth information with respect to the beneficial ownership of NMFC's common stock and the units of NMF Holdings by:

each person known to the New Mountain Finance Entities to beneficially own 5.0% or more of the outstanding shares of NMFC's common stock or units of NMF Holdings;

each of NMFC's directors and each executive officer individually; and

all of NMFC's directors and executive officers as a group.

Beneficial ownership has been determined in accordance with Rule 13d-3 under the Securities Exchange Act of 1934, as amended (the "Exchange Act") and includes voting or investment power (including the power to dispose) with respect to the securities and assumes no other purchases or sales of securities since the most recently available Securities and Exchange Commission ("SEC") filings. This assumption has been made under the rules and regulations of the SEC and does not reflect any knowledge that the New Mountain Finance Entities have with respect to the present intent of the beneficial owners of the securities listed in the table below.

Percentage of beneficial ownership below takes into account 47,896,693 shares of common stock of NMFC outstanding and 47,896,693 units of NMF Holdings outstanding, in each case as of the Record

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Date. Unless otherwise indicated, the address for each listed holder is c/o New Mountain Finance Corporation, 787 Seventh Avenue, 48th Floor, New York, New York 10019.

Name	Type of Ownership in NMFC(2)	NMFC Shares(1)		NMF Holdings' Units(1)	
		Number	Percentage	Number	Percentage
Beneficial Owners of More than 5.0%:					
New Mountain Finance Corporation	N/A		*	47,896,693	100%
Ameriprise Financial, Inc.(3)	Direct	2,548,304	5.32%	2,548,304	5.32%
Executive Officers:					
Paula A. Bosco	Direct	11,023	*	11,023	*
David M. Cordova	Direct	1,571	*	1,571	*
John R. Kline	Direct	17,077	*	17,077	*
Interested Directors:					
Steven B. Klinsky(4)	Direct and Beneficial	2,583,293	5.39%	2,583,293	5.39%
Robert A. Hamwee	Direct	138,501	*	138,501	*
Adam B. Weinstein	Direct	25,054	*	25,054	*
Independent Directors:					
Albert F. Hurley, Jr.	Direct	15,905	*	15,905	*
David R. Malpass	Direct	65,211	*	65,211	*
David Ogens	Direct	20,181	*	20,181	*
Kurt J. Wolfgruber	Direct	30,162	*	30,162	*
All executive officers and directors as a group (10 persons)	Direct and Beneficial	2,907,978	6.07%	2,907,978	6.07%

*

Represents less than 1.0%.

(1)

NMFC holds all of the outstanding units of NMF Holdings.

(2)

Direct holders of NMFC's common stock have voting power on a pass-through basis over the same number of units of NMF Holdings and, therefore, may be deemed to beneficially own such units of NMF Holdings.

(3)

Such securities are held by certain investment vehicles controlled and/or managed by Ameriprise Financial, Inc. or its affiliates. The address for Ameriprise Financial, Inc. is 145 Ameriprise Financial Center, Minneapolis, Minnesota 55474.

(4)

Mr. Klinsky directly owns 1,761,367 shares of NMFC's common stock. The Steven B. Klinsky Trust directly owns 109,741 shares of NMFC's common stock. The Steven B. Klinsky Non-GST Exempt Trust holds 624,894 shares. New Mountain Guardian GP, L.L.C. directly owns 87,291 shares of NMFC's common stock and Mr. Klinsky is the sole owner of New Mountain Guardian GP, L.L.C.

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The following table sets forth the dollar range of NMFC equity securities, including units of NMF Holdings over which stockholders of NMFC have voting power that is beneficially owned by each of NMFC's directors.

	Dollar Range of Equity Securities Beneficially Owned(1)(2)(3)
Interested Directors:	
Steven B. Klinsky	Over \$100,000
Robert A. Hamwee	Over \$100,000
Adam B. Weinstein	Over \$100,000
Independent Directors:	
Albert F. Hurley, Jr.	Over \$100,000
David R. Malpass	Over \$100,000
David Ogens(4)	Over \$100,000
Kurt J. Wolfgruber	Over \$100,000

- (1) Beneficial ownership has been determined in accordance with Exchange Act Rule 16a-1(a)(2).
- (2) The dollar range of equity securities beneficially owned in NMFC is based on the closing price for NMFC's common stock of \$14.84 per share on the Record Date on the New York Stock Exchange ("NYSE").
- (3) The dollar range of equity securities beneficially owned are: None, \$1 - \$10,000, \$10,001 - \$50,000, \$50,001 - \$100,000 or over \$100,000.
- (4) Mr. Ogens is the beneficial owner of a limited partnership interest in New Mountain Partners, L.P. and New Mountain Partners II, L.P. that is held by Ogens Family, Inc.

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PROPOSALS

PROPOSAL 1: ELECTION OF DIRECTORS

Pursuant to each of the New Mountain Finance Entities' governing documents, the boards of directors of each of the New Mountain Finance Entities are divided into three classes. Directors are elected for a staggered term of three years each, with a term of office of the three classes of directors expiring each year. Each director will hold office for the term to which he or she is elected or until his or her successor is duly elected and qualifies.

Messrs. Steven B. Klinsky, David R. Malpass and Kurt J. Wolfgruber have each been nominated for election for a three year term expiring in 2017 to the boards of directors of each of the New Mountain Finance Entities. Messrs. Klinsky, Malpass and Wolfgruber have not been proposed for election pursuant to any agreement or understanding between each of Mr. Klinsky, Mr. Malpass or Mr. Wolfgruber and the New Mountain Finance Entities.

A holder of Voting Securities can vote for or withhold his or her vote from the nominees. **In the absence of instructions to the contrary, it is the intention of the persons named as proxies to vote such proxy "FOR" the election of each of the nominees named below. If a nominee should decline or be unable to serve as a director, it is intended that the proxy will vote for the election of such person as is nominated by the boards of directors as a replacement.** The boards of directors have no reason to believe that the persons named below will be unable or unwilling to serve.

THE BOARDS OF DIRECTORS RECOMMEND THAT YOU VOTE "FOR" THE ELECTION OF THE NOMINEES NAMED IN THIS JOINT PROXY STATEMENT.

Information about the Nominees and Directors

As described below under "Committees of the Board of Directors Nominating and Corporate Governance Committee", the boards of directors of the New Mountain Finance Entities have identified certain desired attributes for director nominees. Each of the directors and the director nominees have demonstrated high character and integrity, superior credentials and recognition in his respective field and the relevant expertise and experience upon which to be able to offer advice and guidance to our management. Each of the directors and the director nominees also have sufficient time available to devote to the affairs of the New Mountain Finance Entities, are able to work with the other members of the boards of directors and contribute to the success of the New Mountain Finance Entities and can represent the long-term interests of the New Mountain Finance Entities' stockholders or unit holders, as applicable, as a whole. The New Mountain Finance Entities' directors and the director nominees have been selected such that the boards of directors represent a range of backgrounds and experience.

Certain information, as of the Record Date, with respect to the nominees for election at the Annual Meeting, as well as each of the current directors, is set forth below, including their names, ages, a brief description of their recent business experience, including present occupations and employment, certain directorships that each person holds, the year in which each person became a director of the New Mountain Finance Entities, and a discussion of their particular experience, qualifications, attributes or skills that lead us to conclude, as of the Record Date, that such individual should serve as a director of each of the New Mountain Finance Entities, in light of their business and structure.

The business address of the nominees and the directors listed below is 787 Seventh Avenue, 48th Floor, New York, New York 10019.

Table of Contents**Nominees for Director****Nominees for Class III Directors Term Expiring 2017**

Mr. Klinsky is an "interested person" of the New Mountain Finance Entities as defined in the 1940 Act due to his position as the Founder and Chief Executive Officer of New Mountain Capital, L.L.C. since its inception in 1999.

Name, Address and Age(1)	Position(s) Held with the New Mountain Finance Entities	Terms of Office and Length of Time Served	Principal Occupation(s) During Past Five Years	Other Directorships Held by Director or Nominee for Director During Past Five Years
Interested Director Steven B. Klinsky, 57	Chairman of the boards of directors of all New Mountain Finance Entities.	Class III Director of all New Mountain Finance Entities since 2010; Term expires 2014.	Founder and Chief Executive Officer of New Mountain Capital, L.L.C. (private equity firm) from its inception in 1999 to present.	Director of New Mountain Finance AIV Holdings Corporation from 2010 to 2014; Director of Gary Klinsky Children Centers (after school program) since 1993; Director of Private Equity Growth Capital Council since 2012; Director of Victory Education Partners (education management) since 1999; Director of SNL Financial LC (financial data and analysis provider) since 2011; Director of Avantor Performing Materials Holding, Inc. (high purity laboratory chemicals) since 2011; Director of IRI Group Holdings, Inc. (market research and predictive analytics) since 2011; Director of Overland Solutions, Inc. (insurance services) since 2003; currently also serves on the boards of Second Stage Theatre (off-broadway theatre company), Nightingale Bamford School (private education), Great Oaks (charter school) and Harvard Law School, Dean's Advisory Council; Chairman of New Spirit Alliance (digital news site); Director of RedPrairie Holding, Inc. (software) from 2010 to 2012; Director of Deltak (software) from 2005 to 2012; Director of Inmar, Inc. (third party logistics) from 2007 to 2014; Director of Oakleaf Global Holdings, Inc. (waste management) from 2007 to 2011; Director of Connexions, Inc. (healthcare services) from 2006 to 2011; Director of Apptis, Inc. (information technology contracting) from 2003 to 2011; Director of MailSouth, Inc. (shared mail) from 2005 to 2010; and Director of National Medical Health Card Systems, Inc. (pharmacy benefits management) from 2004 to 2008.

(1) The business address of the director nominees and other directors and executive officers is c/o New Mountain Finance Corporation, 787 Seventh Avenue, 48th Floor, New York, New York 10019.

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From his experience as an executive or director of public and private companies of financial advisory and private equity companies, Mr. Klinsky brings broad financial advisory and investment management expertise to the boards of directors. Mr. Klinsky's intimate knowledge of the business and operations of the New Mountain Finance Entities, as the Founder and Chief Executive Officer of New Mountain Capital, L.L.C. and his experience as a board member or chairman of other publicly-held companies, positions him well to serve as the chairman of the New Mountain Finance Entities' boards of directors.

Mr. Wolfgruber is not an "interested person" of the New Mountain Finance Entities as defined in the 1940 Act.

Name, Address and Age(1)	Position(s) Held with the New Mountain Finance Entities	Terms of Office and Length of Time Served	Principal Occupation(s) During Past Five Years	Other Directorships Held by Director or Nominee for Director During Past Five Years
Independent Director				
Kurt J. Wolfgruber, 63	Director of all New Mountain Finance Entities.	Class III Director of NMFC and NMF Holdings since 2010; Term expires 2014.	Private investor; President of OppenheimerFunds, Inc. (investment management) from 2007 to 2009; Executive Vice President and Chief Investment Officer of OppenheimerFunds, Inc. from 2003 to 2007; Senior Investment Officer and Director of Domestic Equities of OppenheimerFunds, Inc. from 2000 to 2003.	Director of New Mountain Finance AIV Holdings Corporation from 2011 to 2014.

Mr. Wolfgruber brings experience in portfolio management and his abilities as a chartered financial analyst to the boards of directors of the New Mountain Finance Entities. This background positions Mr. Wolfgruber well to serve as a director of the New Mountain Finance Entities.

Mr. Malpass is not an "interested person" of the New Mountain Finance Entities as defined in the 1940 Act.

Independent Director