

THL Credit, Inc.  
Form 4  
August 06, 2012

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

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 \*  
THL CREDIT PARTNERS BDC HOLDINGS, L.P.

(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)  
08/02/2012

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)

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 Indirect Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	08/02/2012		J <sup>(1)</sup>		1,500,000	D	\$ 0 (1) 6,547,719.812 (2)
Common Stock	08/02/2012		J <sup>(1)</sup>		4,815	A	\$ 0 (1) 13,883 (3)
Common Stock	08/02/2012		J <sup>(4)</sup>		13,883	D	\$ 0 (4) 0
Common Stock	08/02/2012		J <sup>(5)</sup>		139	A	\$ 0 (5) 139
Common Stock	08/02/2012		J <sup>(6)</sup>		139	D	\$ 0 (6) 0
							6,974.479 (7) D

Common  
Stock

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 (Instr. 5)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

## Reporting Owners

### Reporting Owner Name / Address

### Relationships

Director    10% Owner    Officer    Other

THL CREDIT PARTNERS BDC HOLDINGS, L.P.  
100 FEDERAL STREET, 31ST FLOOR  
BOSTON, MA 02110

X

THL Credit Partners GP, L.P.  
100 FEDERAL STREET, 31ST FLOOR  
BOSTON, MA 02110

X

THL Credit Partners BDC Holdings GP, LLC  
100 FEDERAL STREET, 31ST FLOOR  
BOSTON, MA 02110

X

THL Credit Group GP LLC  
100 FEDERAL STREET, 31ST FLOOR  
BOSTON, MA 02110

X

THL CREDIT OPPORTUNITIES, L.P.  
100 FEDERAL STREET, 31ST FLOOR  
BOSTON, MA 02110

X

## Signatures

Stephanie Pare Sullivan as  
Attorney-in-Fact

08/06/2012

\_\_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) Pro-rata distribution for no consideration in a transaction exempt under Rule 16a-9(a) from THL Credit Partners BDC Holdings, L.P. to its limited partners.

These shares are owned by THL Credit Partners BDC Holdings, L.P. THL Credit Partners BDC Holdings GP, LLC is the general partner of THL Credit Partners BDC Holdings, L.P. THL Credit Partners GP, L.P. is the sole member of THL Credit Partners BDC Holdings GP, LLC. THL Credit Group GP, LLC is the general partner of THL Credit Partners GP, L.P. Each of THL Credit Partners BDC Holdings GP, LLC, THL Credit Partners GP, L.P. and THL Credit Group GP, LLC disclaims beneficial ownership of these securities except to the extent of their 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.

- (2) Represents shares of Common Stock distributed to THL Credit Partners GP, L.P. for no consideration in transactions exempt under Rule 16a-9(a) from THL Credit Partners BDC Holdings, L.P. These shares are owned by THL Credit Partners GP, L.P. THL Credit Group GP, LLC is the general partner of THL Credit Partners GP, L.P. THL Credit Group GP, LLC disclaims beneficial ownership of these securities except to the extent of its 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.

- (3) Pro-rata distribution for no consideration in a transaction exempt under Rule 16a-9(a) from THL Credit Partners GP, L.P. to its partners.

- (4) Represents shares of Common Stock distributed to THL Credit Group GP, LLC for no consideration in a transaction exempt under Rule 16a-9(a) from THL Credit Partners GP, L.P.

- (5) Pro-rata distribution for no consideration in a transaction exempt under Rule 16a-9(a) from THL Credit Group GP, LLC to its members.

- (6) These shares are owned by THL Credit Opportunities, L.P. THL Credit Partners GP, L.P. is the general partner of THL Credit Opportunities, L.P. THL Credit Group GP, LLC is the general partner of THL Credit Partners GP, L.P. Each of THL Credit Partners GP, L.P. and THL Credit Group GP, LLC disclaims beneficial ownership of these securities except to the extent of their 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.

### Remarks:

The reporting persons are part of a 13(d) group owning more than 10% of the Issuer's outstanding equity securities.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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