

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>KLINSKY STEVEN B</u> (Last) (First) (Middle) <u>C/O NEW MOUNTAIN CAPITAL, L.L.C.</u> <u>1633 BROADWAY, 48TH FLOOR</u> (Street) <u>NEW YORK</u> <u>NY</u> <u>10019</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>New Mountain Private Credit Fund</u> [NONE] 3. Date of Earliest Transaction (Month/Day/Year) <u>12/17/2024</u> 4. If Amendment, Date of Original Filed (Month/Day/Year)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <u>X</u> 10% Owner Officer (give title below) Other (specify below) 6. Individual or Joint/Group Filing (Check Applicable Line) <u>X</u> Form filed by One Reporting Person Form filed by More than One Reporting Person
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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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common shares of ben. interest, par value \$0.001 per share	12/17/2024		J ⁽¹⁾		2,362,205.328 ⁽¹⁾	A	(1)	2,362,205.328	D	
Common shares of ben. interest, par value \$0.001 per share	12/17/2024		J ⁽¹⁾		3,791,183.256 ⁽¹⁾	A	(1)	3,791,183.256	I	See Footnote ⁽²⁾
Common shares of ben. interest, par value \$0.001 per share	12/17/2024		P		12,600 ⁽³⁾	A	(3)	12,600	I	By Trust ⁽⁴⁾
Common shares of ben. interest, par value \$0.001 per share	12/17/2024		P		12,600 ⁽³⁾	A	(3)	12,600	I	By Trust ⁽⁴⁾
Common shares of ben. interest, par value \$0.001 per share	12/17/2024		P		12,600 ⁽³⁾	A	(3)	12,600	I	By Trust ⁽⁴⁾
Common shares of ben. interest, par value \$0.001 per share	12/17/2024		P		12,600 ⁽³⁾	A	(3)	12,600	I	By Trust ⁽⁴⁾
Common shares of ben. interest, par value \$0.001 per share								40	I	See Footnote ⁽⁵⁾

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 Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V		Date Exercisable	Expiration Date	Title	Amount or Number of Shares				

Explanation of Responses:

1. Reflects common shares of beneficial interest, par value \$0.001 per share (the "Shares") that were issued to New Mountain Guardian Investments III, L.L.C. to be held on behalf of its members in connection with the merger agreement between Issuer and New Mountain Guardian III BDC, L.L.C. ("NMGI") and related transactions thereto and distributed pro rata to Reporting Person as a member of NMGI effective as of the closing of such transactions. Shares received is an estimate based on calculations available as of the date of filing. The Reporting Person undertakes to amend this Form 4, if necessary, following the final calculation.
2. Represents securities held directly by New Mountain GP Holdings, L.P. NM Holdings GP, L.L.C. is the general partner of New Mountain GP Holdings, L.P. Steven B. Klinsky is the sole member and managing member of NM Holdings GP, L.L.C. Each Reporting Person disclaims beneficial ownership of the reported securities except to the extent of their/its pecuniary interest therein.
3. Includes 600 Shares that were received by the Reporting Person for no consideration in connection with such trust's purchase from the Issuer of 12,000 Shares at \$25.00 per Share.
4. Shares held by a trust established for the benefit of an immediate family member. Mr. Klinsky serves as trustee of the trust and, in such capacity, has investment and voting discretion over shares held by the trust. The Reporting Person disclaims beneficial ownership of these shares except to the extent of his pecuniary interest therein.
5. Represents securities held directly by New Mountain Finance Advisers, L.L.C. New Mountain Capital Group L.P. is the managing member of New Mountain Finance Advisers, L.L.C. NM Holdings GP, L.L.C. is the general partner of New Mountain Capital Group L.P. Steven B. Klinsky is the managing member of NM Holdings GP, L.L.C. Each Reporting Person disclaims beneficial ownership of the reported securities except to the extent of their/its pecuniary interest therein.

Remarks:

Exhibit List Exhibit 24. Power of Attorney

/s/ Joseph Hartswell as Attorney-in-Fact for Steven B. Klinsky. 12/19/2024

** Signature of Reporting Person

Date

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

* 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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.

POWER OF ATTORNEY

Know all by these present, that the undersigned hereby constitutes and appoints Joseph W. Hartswell, with full power of substitution, the undersigned's true and lawful attorney-in-fact to:

- (1) prepare and execute on behalf of the undersigned, in the undersigned's name and on the undersigned's behalf, and submit to the U.S. Securities and Exchange Commission (the "SEC") a Form ID, including amendments thereto, and any other documents necessary or appropriate to obtain codes and passwords enabling the undersigned to make electronic filings with the SEC of reports required by any rule or regulation of the SEC;
- (2) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 3, 4, or 5, or Schedule 13D or 13G, complete and execute any amendment or amendments thereto, and timely file such form with the SEC and any stock exchange or similar authority.
- (3) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this **Power of Attorney** shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this **power of attorney** and the rights and powers herein granted.

This **Power of Attorney** shall remain in full force and effect until revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this **Power of Attorney** to be executed as of this 3rd day of October, 2022.

NEW MOUNTAIN GUARDIAN INVESTMENTS III, L.L.C.

By: /s/ Steven B. Klinsky
Name: Steven B. Klinsky
Title: Managing Member

STEVEN B. KLINSKY

By: /s/ Steven B. Klinsky
Name: Steven B. Klinsky
