

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> [<u>NONE</u>] 3. Date of Earliest Transaction (Month/Day/Year) <u>12/17/2024</u> 4. If Amendment, Date of Original Filed (Month/Day/Year) <u>12/19/2024</u>	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 ⁽³⁾		2,290,651.44 ⁽¹⁾ (3)	A	(3)	2,290,651.44 ⁽¹⁾⁽³⁾	D	
Common shares of ben. interest, par value \$0.001 per share	12/17/2024		J ⁽³⁾		3,676,696.506 ⁽²⁾ (3)	A	(3)	3,676,696.506 ⁽²⁾ (3)	I	See Footnote ⁽⁴⁾

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. The original Form 4 filed on December 19, 2024 disclosed an estimated number of common shares of beneficial interest, par value \$0.001 per share (the "Shares") received based on calculations available as of the date of the filing, and, as a result of such estimation, overstated the number of Shares received by Mr. Klinsky 71,553.888 Shares. This amendment is being filed to correct the number of Shares received by Mr. Klinsky and the amount of securities beneficially owned following the reported transaction based on the final calculation.
2. The original Form 4 filed on December 19, 2024 disclosed an estimated number of Shares received based on calculations available as of the date of the filing and, as a result of such estimation, overstated the number of Shares received by New Mountain GP Holdings, L.P. by 114,486.750 Shares. This amendment is being filed to correct the number of Shares received by New Mountain GP Holdings, L.P. and the amount of securities beneficially owned following the reported transaction based on the final calculation.
3. Reflects 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. ("NMG") and related transactions thereto and distributed pro rata to Reporting Person as a member of NMG 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.
4. 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.

/s/ Joseph Hartswell as Attorney-
in-Fact for Steven B. Klinsky 02/14/2025

** 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.