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

SCHEDULE TO

(Rule 13e-4)

TENDER OFFER STATEMENT PURSUANT TO SECTION 14(D)(1) OR 13(E)(1) OF
THE SECURITIES EXCHANGE ACT OF 1934
(Amendment No. 1)

New Mountain Private Credit Fund

(Name of Issuer)

New Mountain Private Credit Fund
(Name of Person(s) Filing Statement)

Common Shares of Beneficial Interest
(Title of Class of Securities)

N/A
(CUSIP Number of class of securities)

John R. Kline
President and Chief Executive Officer
New Mountain Private Credit Fund
1633 Broadway, 48th Floor
New York, NY 10019
(212) 720-0300
(Name, Address and Telephone No. of Person Authorized to Receive Notices and Communications on Behalf of the Person(s) Filing Statement)

With a copy to:
Steven B. Boehm, Esq.
Payam Siadatpour, Esq.
Eversheds Sutherland (US) LLP
700 6th Street, N.W.
Washington, DC 20001

August 3, 2026
(Date Tender Offer First Published, Sent or Given to Security Holders)

☐ Check the box if the filing relates solely to preliminary communications made before commencement of a tender offer.

Check the appropriate boxes below to designate any transactions to which the statement relates:

☐ third-party tender offer subject to Rule 14d-1.

☒ issuer tender offer subject to Rule 13e-4.

☐ going-private transaction subject to Rule 13e-3.

☐ amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer: ☐

AMENDMENT TO TENDER OFFER STATEMENT

This Amendment No. 1 amends and supplements the Issuer Tender Offer Statement on Schedule TO (the "Statement") originally filed on August 3, 2026 by New Mountain Private Credit Fund (the "Fund") in connection with an offer by the Fund (the "Offer") to purchase up to 2,067,104 of its outstanding common shares of beneficial interest (the "Shares") at a price equal to the net asset value per Share as of September 30, 2026, upon the terms and subject to the conditions set forth in the Offer to Purchase filed as Exhibit (a)(1)(ii) to the Statement (the "Offer to Purchase").

This Amendment to the Statement is being filed pursuant to Rule 13e-4(c)(3) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), to report promptly a material change to the information set forth in the Statement.

Pursuant to Rule 12b-15 under the Exchange Act, this Amendment No. 1 amends and restates the items of the Statement that are being amended and restated hereby, and unaffected items and exhibits in the Statement are not included herein. This Amendment No. 1 should be read in conjunction with the Statement and the related Offer to Purchase as the same may be further amended or supplemented and filed with the Securities and Exchange Commission.

Item 5. Past Contracts, Transactions, Negotiations and Agreements with Respect to the Issuer's Securities.

(a)-(d) Not applicable.

(e) The Fund hereby supplements section (e) with the following:

Third quarter repurchases are estimated to be approximately 3.44% of shares outstanding as of June 30, 2026.[1] The Fund will honor all tenders for the latest quarterly repurchase period, which ended September 1, 2026. We will disclose the final dollar value of repurchases in connection with the Offer in October (after determining net asset value as of September 30, 2026) as part of the Fund's ordinary course filings.

1 Based on information received from the Fund's transfer agent as of September 2, 2026. Repurchase amounts are not yet final and are subject to finalization with the Fund's transfer agent.

SIGNATURE

After due 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.

NEW MOUNTAIN PRIVATE CREDIT FUND

Date: September 4, 2026

By: /s/ John R. Kline
Name: John R. Kline
Title: President and Chief Executive Officer

EXHIBIT INDEX

Exhibit	
107	Calculation of Filing Fee Table.

Exhibit 107

EX-FILING FEES

Calculation of Filing Fee Tables

SC TO-I/A

(Form Type)

New Mountain Private Credit Fund

(Name of Issuer)

New Mountain Private Credit Fund

(Name of Person(s) Filing Statement)

Table 1: Transaction Valuation

	Transaction Valuation	Fee Rate	Amount of Filing Fee
Fees to Be Paid	$0		$0
Fees Previously Paid	$47,791,444.48(1)	0.00013810	$6,600.00(2)
Total Transaction Valuation	$0		$0
Total Fees Due for Filing			$6,600.00
Total Fees Previously Paid			$0
Total Fee Offsets			$6,600.00
Net Fee Due			$0

(1) The transaction value is calculated as the aggregate maximum purchase price for common shares of beneficial interest (the "Shares") of New Mountain Private Credit Fund, based upon the net asset value per the Shares as of June 30, 2026 of $23.12. This amount is based upon the offer to purchase up to 2,067,104 Shares.

(2) Calculated at $138.10 per $1,000,000.00 of the Transaction Valuation in accordance with Rule 0-11 under the Securities Exchange Act of 1934, as amended.

Table 2 – Fee Offset Claims and Sources

	Registrant or Filer Name	Form or Filing Type	File Number	Initial Filing Date	Filing Date	Fee Offset Claimed	Fee Paid with Fee Offset Source
Fee Offset Claims	New Mountain Private Credit Fund	SC TO-I	005-94785	August 3, 2026		$6,600.00	
Fee Offset Sources					August 3, 2026		$6,600.00