

# SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

## SCHEDULE TO

(Amendment No. 2)

Tender Offer Statement under Section 14(d)(1) or 13(e)(1)  
of the Securities Exchange Act of 1934

## THL CREDIT, INC.

(Name of Subject Company (Issuer))

THL CREDIT, INC.

(Names of filing Persons ( Offeror and Issuer))

Common Stock, Par Value \$0.001 per share

(Title of Class of Securities)

872438106

(CUSIP Number of Class of Securities)  
(Underlying Common Stock)

Christopher J. Flynn

THL Credit, Inc.

500 Boylston Street, Suite 1250

Boston, MA 02116

(Name, address and telephone number of person authorized  
to receive notices and communications on behalf of filing person)

Copies to:

David W. Blass, Esq.

Steven Grigoriou, Esq.

Simpson Thacher & Bartlett LLP

900 G Street, NW

Washington, DC 20001

### CALCULATION OF FILING FEE

Transaction Valuation	Amount of Filing Fee
\$20,000,000*	\$2,596**

\* Estimated for purposes of calculating the Filing Fee only. This amount is based on the offer to purchase for not more than \$20,000,000 in aggregate shares of common stock, par value \$0.001 per share, at the minimum tender offer price of \$3.25 per share.

\*\* The Filing Fee is calculated in accordance with Rule 0-11(b) of the Securities Exchange Act of 1934, as amended, and equals \$129.80 for each \$1,000,000 of the value of the transaction.

Check the box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

Amount Previously Paid: \$2,596

Filing Party: THL Credit, Inc.

Form or Registration No.: Schedule TO-I

Date Filed: June 23, 2020

Check the box if the filing relates solely to preliminary communications made before the 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:

If applicable, check the appropriate box(es) below to designate the appropriate rule provision(s) relied upon:

- Rule 13e-4(i) (Cross-Border Issuer Tender Offer)
- Rule 14d-1(d) (Cross-Border Third-Party Tender Offer)

## AMENDMENT NO. 2 SCHEDULE TO

This Amendment No. 2 (this “Amendment No. 2”) amends and supplements the Tender Offer Statement on Schedule TO originally filed with the U.S. Securities and Exchange Commission on June 23, 2020 (the “Schedule TO”), which relates to the tender offer THL Credit, Inc., an externally managed, non-diversified closed-end management investment company incorporated in the State of Delaware (the “Company”), to purchase for cash up to \$20.0 million of its common stock, \$0.001 par value per share, at a price per share of not less than \$3.25 and not more than \$3.75 in cash, less any applicable withholding taxes and without interest. The Company’s offer was made pursuant to the terms and subject to the conditions set forth in the Offer to Purchase, dated June 23, 2020 (the “Offer to Purchase”), and in the Letter of Transmittal (the “Letter of Transmittal”), which together constitute the “Tender Offer”.

All information in the Tender Offer, including all schedules and annexes thereto that were previously filed with the Schedule TO, is hereby expressly incorporated by reference into this Amendment No. 2, except that such information is hereby amended and supplemented to the extent specifically provided for herein and to the extent amended and supplemented by the exhibits filed herewith.

### Item 11. Additional Information.

Item 11 of the Schedule TO is hereby amended and supplemented by adding the following:

“On July 23, 2020, the Company issued a press release announcing the final results of the Tender Offer, which expired at 11:59 P.M., Eastern Time, on July 21, 2020. A copy of the press release is filed as Exhibit (a)(5)(iii) to this Schedule TO and is incorporated herein by reference.”

### Item 12. Exhibits.

Item 12 of the Schedule TO is hereby deleted and replaced in its entirety with the following:

<u>EXHIBIT NUMBER</u>	<u>DESCRIPTION</u>
(a)(1)(A)	Offer to Purchase, June 23, 2020.*
(a)(1)(B)	Form of Letter of Transmittal.*
(a)(1)(C)	Letter to brokers, dealers, commercial banks, trust companies and other nominees, dated June 23, 2020.*
(a)(1)(D)	Letter to clients for use by brokers, dealers, commercial banks, trust companies and other nominees, dated June 23, 2020.*
(a)(2)	None.
(a)(3)	Not applicable.
(a)(4)	Not applicable.
(a)(5)	Press release announcing the Tender Offer, dated June 23, 2020.*
(a)(5)(ii)	Press release announcing preliminary results of the Tender Offer, dated July 22, 2020.*
(a)(5)(iii)	Press release announcing final results of the Tender Offer, dated July 23, 2020.
(b)	Not applicable.
(d)	Dividend Reinvestment Program (Previously filed in connection with the Registrant’s Quarterly Report on Form 10-Q filed on August 9, 2010, and incorporated by reference herein.)*
(g)	Not applicable.
(h)	Not applicable.

\* Previously filed.

**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.

Dated: July 23, 2020

**THL CREDIT, INC.**

/s/ Christopher J. Flynn

Name: Christopher J. Flynn

Title: Chief Executive Officer



**THL Credit, Inc. Announces Expiration and Final Results of Modified Dutch Auction Tender Offer to Repurchase up to \$20.0 Million of its Common Stock**

**BOSTON, July 23, 2020 — THL Credit, Inc. (Nasdaq: TCRD) (the “Company”)** today announced its final results from its modified “Dutch Auction” tender offer (the “Tender Offer”). The Company’s Tender Offer expired at 11:59 P.M., Eastern Time, on July 21, 2020. The Tender Offer was made pursuant to an Offer to Purchase dated June 23, 2020 and the related Letter of Transmittal, by which the Company offered to purchase up to \$20.0 million of its common stock at a price per share not less than \$3.25 and not greater than \$3.75 in \$0.05 increments, using available cash, which documents were filed with the Securities and Exchange Commission on June 23, 2020.

In accordance with the Company’s previously announced Tender Offer, and based on the final count by American Stock Transfer & Trust Company, LLC, the depository for the Tender Offer, the Company will repurchase approximately \$19.5 million of its common stock, or 5,189,026 million shares, representing approximately 14.7% of its outstanding shares, for payment on or about July 23, 2020, at a price of \$3.75 per share, excluding fees and expenses relating to the self-tender offer. The Company accepted all tendered shares in connection with the transaction. The purchase price of properly tendered shares represents 70% of net asset value (“NAV”) per share based on the April 15, 2020 NAV per share. The Company has funded the repurchase of shares in the Tender Offer using its cash on hand.

D.F. King & Co. Inc. is serving as the information agent for the Tender Offer and American Stock Transfer & Trust Company, LLC is serving as depository for the Tender Offer. For questions and information, please call the information agent toll-free at (800) 848-3409.

**About THL Credit, Inc.**

THL Credit, Inc. (NASDAQ: TCRD) is a closed-end management investment company that has elected to be treated as a business development company under the Investment Company Act of 1940. The Company’s investment objective is to generate both current income and capital appreciation, primarily through investments in privately negotiated debt and equity securities of middle market companies. The Company is a direct lender to middle market companies and invests primarily in directly originated first lien senior secured loans, including unitranche investments. In certain instances, the Company also makes second lien secured loans and subordinated or mezzanine, debt investments, which may include an associated equity component such as warrants, preferred stock or other similar securities and direct equity co-investments. The Company targets investments primarily in middle market companies with annual EBITDA generally between \$5 million and \$25 million. The Company is headquartered in Boston, with additional origination teams in Chicago, Dallas, Los Angeles and New York. The Company’s investment activities are managed by First Eagle Alternative Credit, LLC (the “Advisor”), an investment adviser registered under the Investment Advisers Act of 1940. For more information, please visit [www.THLCreditBDC.com](http://www.THLCreditBDC.com).

**About First Eagle Alternative Credit, LLC**

First Eagle Alternative Credit is an alternative credit investment manager for both direct lending and broadly syndicated investments through public and private vehicles, collateralized loan obligations, separately managed accounts and co-mingled funds. First Eagle Alternative Credit maintains a variety of advisory and sub-advisory relationships across its investment platforms. First Eagle Alternative Credit is a wholly owned subsidiary of First Eagle Investment Management, LLC.

---

**Forward-Looking Statements**

The information contained in this press release, including statements regarding the Company's beliefs, expectations, intentions or strategies for the future, may constitute forward-looking statements. The Company cautions you that forward-looking statements are not guarantees of future performance and that actual results or developments may differ materially from those projected or implied in these statements. All forward-looking statements involve a number of risks and uncertainties that could cause actual results to differ materially from the plans, intentions and expectations reflected in or suggested by the forward-looking statements. Certain factors could cause actual results and conditions to differ materially from those projected in these forward-looking statements, including: the Company's expectation and ability to complete its Tender Offer; the price at which shares of common stock may trade on the Nasdaq Global Select Market, which may be higher or lower than the purchase price in the Tender Offer; the Company's ability to execute its yield investment strategy; the performance of the Company's investments; and changes in economic or financial market conditions and other factors that are enumerated in the company's periodic filings with the Securities and Exchange Commission. The Company disclaims and does not undertake any obligation to update or revise any forward-looking statement in this press release.

These forward-looking statements are subject to the inherent uncertainties in predicting future results and conditions.

**Investor Contact:**

THL Credit, Inc.  
Lauren Vieira  
(617) 790-6070  
lauren.vieira@feim.com

**Media Contact:**

Emily Meringolo  
Stanton  
(646) 502-3559  
emeringolo@stantonprm.com