
Section 1: SC 13D/A (SC 13D/A)

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

SCHEDULE 13D

**Under the Securities Exchange Act of 1934
(Amendment No. 8)***

NEW MOUNTAIN FINANCE HOLDINGS, L.L.C.

(Name of Issuer)

Common Membership Units

(Title of Class of Securities)

None

(CUSIP Number)

**Steven B. Klinsky
New Mountain Investments III, L.L.C.
787 Seventh Avenue
New York, NY 10019
(212) 720-0300**

(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

February 3, 2014

(Date of Event Which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§ 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box:

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

SCHEDULE 13D/A

CUSIP No.

1 Name of Reporting Person
I.R.S. Identification No. of Above Person (Entities Only)
New Mountain Investments III, L.L.C.

2 Check the Appropriate Box if a Member of a Group

- (a)
- (b)
-
-

3 SEC Use Only

4 Source of Funds
AF

5 Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

6 Citizenship or Place of Organization
Delaware

7 Sole Voting Power
0

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

8 Shared Voting Power
0

9 Sole Dispositive Power
0

10 Shared Dispositive Power
0

11 Aggregate Amount Beneficially Owned by Each Reporting Person
0

12 Check if the Aggregate Amount in Row (11) Excludes Certain Shares

13 Percent of Class Represented by Amount in Row (11)
0.0%

14 Type of Reporting Person
OO

SCHEDULE 13D/A

CUSIP No.

Name of Reporting Person
I.R.S. Identification No. of Above Person (Entities Only)
New Mountain Guardian AIV, L.P.

Check the Appropriate Box if a Member of a Group

(a)

(b)

3 SEC Use Only

4 Source of Funds
AF

5 Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

6 Citizenship or Place of Organization
Delaware

7 Sole Voting Power
0

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

8 Shared Voting Power
0

9 Sole Dispositive Power
0

10 Shared Dispositive Power
0

11 Aggregate Amount Beneficially Owned by Each Reporting Person
0

12 Check if the Aggregate Amount in Row (11) Excludes Certain Shares

13 Percent of Class Represented by Amount in Row (11)
0.0%

14 Type of Reporting Person
PN

SCHEDULE 13D/A

CUSIP No.

1 Name of Reporting Person
I.R.S. Identification No. of Above Person (Entities Only)
New Mountain Finance AIV Holdings Corporation

2 Check the Appropriate Box if a Member of a Group

(a)

(b)

3 SEC Use Only

4 Source of Funds
OO

5 Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

6 Citizenship or Place of Organization
Delaware

7 Sole Voting Power
0

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

8 Shared Voting Power
0

9 Sole Dispositive Power
0

10 Shared Dispositive Power
0

11 Aggregate Amount Beneficially Owned by Each Reporting Person
0

12 Check if the Aggregate Amount in Row (11) Excludes Certain Shares

13 Percent of Class Represented by Amount in Row (11)
0.0%

14 Type of Reporting Person
CO

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SCHEDULE 13D/A

CUSIP No.

1 Name of Reporting Person
I.R.S. Identification No. of Above Person (Entities Only)
New Mountain Guardian GP, L.L.C.

2 Check the Appropriate Box if a Member of a Group

(a)

(b)

3 SEC Use Only

4 Source of Funds
AF

5 Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

6 Citizenship or Place of Organization
Delaware

	7	Sole Voting Power 0
Number of Shares Beneficially Owned by Each Reporting Person With	8	Shared Voting Power 87,291*
	9	Sole Dispositive Power 0
	10	Shared Dispositive Power 0
11	Aggregate Amount Beneficially Owned by Each Reporting Person 87,291*	
12	Check if the Aggregate Amount in Row (11) Excludes Certain Shares <input type="checkbox"/>	
13	Percent of Class Represented by Amount in Row (11) 0.2%	
14	Type of Reporting Person OO	

* Pursuant to the Investment Company Act of 1940, as amended, voting rights with respect to common membership units of the Issuer generally will be exercised by it in accordance with the directions of the Reporting Person.

SCHEDULE 13D/A

CUSIP No.

1 Name of Reporting Person
I.R.S. Identification No. of Above Person (Entities Only)
Steven B. Klinsky

2 Check the Appropriate Box if a Member of a Group

- (a)
- (b)

3 SEC Use Only

4 Source of Funds
AF, PF

5 Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

6 Citizenship or Place of Organization
United States of America

7 Sole Voting Power
1,761,367

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

8 Shared Voting Power
821,926

9 Sole Dispositive Power
0

10 Shared Dispositive Power
0

11 Aggregate Amount Beneficially Owned by Each Reporting Person
2,583,293

12 Check if the Aggregate Amount in Row (11) Excludes Certain Shares

13 Percent of Class Represented by Amount in Row (11)
5.4%

14 Type of Reporting Person
IN

* Pursuant to the Investment Company Act of 1940, as amended, voting rights with respect to common membership units of the Issuer generally will be exercised (i) with respect to the common membership units owned by the Reporting Person, in accordance with the directions of the Reporting Person and (ii) with respect to the common membership units owned by New Mountain Finance Corporation, in accordance with the directions of its shareholders. New Mountain Guardian GP, L.L.C. directly owns 87,291 of the securities shown above and Mr. Klinsky is the sole owner of New Mountain Guardian GP, L.L.C. The Steven B. Klinsky Trust holds 109,741 of the securities shown above and the Steven B. Klinsky Non-GST Exempt Trust holds 624,894 of the securities show above as a result of a transfer by bona fide gift of securities from Steven B. Klinsky on October 18, 2012.

SCHEDULE 13D/A

CUSIP No.

1 Name of Reporting Person
I.R.S. Identification No. of Above Person (Entities Only)
Steven B. Klinsky Trust

2 Check the Appropriate Box if a Member of a Group

(a)

(b)

3 SEC Use Only

4 Source of Funds
OO

5 Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

6 Citizenship or Place of Organization
United States of America

7 Sole Voting Power
0

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

8 Shared Voting Power
109,741*

9 Sole Dispositive Power
0

10 Shared Dispositive Power
0

11 Aggregate Amount Beneficially Owned by Each Reporting Person
109,741*

12 Check if the Aggregate Amount in Row (11) Excludes Certain Shares

13 Percent of Class Represented by Amount in Row (11)
0.2%

14 Type of Reporting Person
OO

* Pursuant to the Investment Company Act of 1940, as amended, voting rights with respect to common membership units of the Issuer generally will be exercised in accordance with the directions of the Reporting Person.

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SCHEDULE 13D/A

CUSIP No.

1 Name of Reporting Person
I.R.S. Identification No. of Above Person (Entities Only)
Steven B. Klinsky Non-GST Exempt Trust

2 Check the Appropriate Box if a Member of a Group

(a)

(b)

3 SEC Use Only

4 Source of Funds
OO

5 Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

6 Citizenship or Place of Organization
United States of America

7 Sole Voting Power
0

Number of Shares 8 Shared Voting Power
624,894*

Beneficially
Owned by
Each
Reporting
Person With

9 Sole Dispositive Power
0

10 Shared Dispositive Power
0

11 Aggregate Amount Beneficially Owned by Each Reporting Person
624,894*

12 Check if the Aggregate Amount in Row (11) Excludes Certain Shares

13 Percent of Class Represented by Amount in Row (11)
1.3%

14 Type of Reporting Person
OO

* Pursuant to the Investment Company Act of 1940, as amended, voting rights with respect to common membership units of the Issuer generally will be exercised in accordance with the directions of the Reporting Person.

SCHEDULE 13D/A

CUSIP No.

1 Name of Reporting Person
I.R.S. Identification No. of Above Person (Entities Only)
Adam J. Collins

2 Check the Appropriate Box if a Member of a Group

(a)

(b)

3 SEC Use Only

4 Source of Funds
OO, PF

5 Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

6 Citizenship or Place of Organization
United States of America

7 Sole Voting Power
21,345

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

8 Shared Voting Power
734,635*

9 Sole Dispositive Power
0

10 Shared Dispositive Power
0

11 Aggregate Amount Beneficially Owned by Each Reporting Person
755,980*

12 Check if the Aggregate Amount in Row (11) Excludes Certain Shares

13 Percent of Class Represented by Amount in Row (11)
1.6%

14 Type of Reporting Person
OO

* 109,741 of these securities are held in the Steven B. Klinsky Trust, of which the Reporting Person is the trustee. In addition, 624,894 of these securities are held in the Steven B. Klinsky Non-GST Exempt Trust, of which the Reporting Person is also a trustee. Pursuant to the Investment Company Act of 1940, as amended, voting rights with respect to 755,980 common membership units of the Issuer generally will be exercised in accordance with the directions of the Reporting Person.

This Amendment No. 8 amends and supplements the statement on Schedule 13D, filed on May 31, 2011, as amended by Amendment No. 1 thereto filed on August 9, 2011, Amendment No. 2 thereto filed on October 3, 2012, Amendment No. 3 thereto filed on October 23, 2012, Amendment No. 4 thereto filed on March 28, 2013, Amendment No. 5 thereto filed on June 28, 2013, Amendment No. 6 thereto filed on July 18, 2013 and Amendment No. 7 thereto filed on November 1, 2013 (collectively, the "Schedule 13D"), by New Mountain Investments III, L.L.C., a Delaware limited liability company, New Mountain Guardian AIV, L.P., a Delaware limited partnership, New Mountain Finance AIV Holdings Corporation, a Delaware corporation ("AIV Holdings"), New Mountain Guardian Partners, L.P., a Delaware limited partnership ("Guardian Partners"), New Mountain Guardian GP, L.L.C., a Delaware limited liability company ("Guardian GP"), Steven B. Klinsky, the Steven B. Klinsky Trust and Adam J. Collins (collectively, the "Reporting Persons")(1) with respect to the common membership units ("Units"), of New Mountain Finance Holdings, L.L.C., a Delaware limited liability company (the "Issuer"). Capitalized terms used herein but not defined shall have the meanings ascribed thereto in the

Item 3. Source and Amount of Funds or Other Consideration

Item 3 of the Schedule 13D is hereby amended to add the following:

On February 3, 2014, NMFC completed an underwritten public offering of 2,671,938 shares of its Common Stock at a public offering price of \$14.70 per share (the “February 2014 Resale Offering”) on behalf of AIV Holdings. In connection with the February 2014 Resale Offering, AIV Holdings tendered 2,671,938 Units held by AIV Holdings to NMFC in exchange for \$38,101,835.88 of net proceeds (after deducting underwriting discounts and commissions) and NMFC issued 2,671,938 shares of its Common Stock directly to the underwriters for the February 2014 Resale Offering.

Item 5. Interest in Securities of the Issuer

Items 5(a) and 5(b) of the Schedule 13D are hereby amended and restated in their entirety as follows:

(a) — (b). With respect to each Reporting Person, the aggregate percentage of Units reported beneficially owned by such person named herein is based upon 47,896,693 Units outstanding, which is the total number of Units outstanding as of February 3, 2014. The aggregate number of Units to which this Statement relates is 2,583,293 Units, constituting approximately 5.4% of the outstanding Units of the Issuer.

With respect to each Reporting Person, for the aggregate number of securities of the Issuer beneficially owned, the percentage of the class of securities of the Issuer beneficially

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- (1) Neither the present filing nor anything contained herein shall be construed as an admission that (i) any Reporting Person constitutes a “person” for any purposes other than Section 13(d) of the Act, (ii) any of the Reporting Persons are, for purposes of Section 13(d) or Section 16 of the Act or otherwise, a member of a group or (iii) any of the Reporting Persons are, for the purposes of Sections 13(d) of the Act, the beneficial owner of any securities other than securities directly owned by such Reporting Persons.

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owned, the number of securities for which such Reporting Person has the sole power to vote or to direct the vote, the number of securities for which such Reporting Person has the shared power to vote or to direct the vote, the number of securities for which such Reporting Person has the sole power to dispose or to direct the disposition, and the number of securities for which such Reporting Person has the shared power to dispose or to direct the disposition, see the responses to Items 7 through Item 11 and Item 13 on the attached cover pages.

Item 5(c) of the Schedule 13D is hereby amended to add the following:

On February 3, 2014, NMFC completed the February 2014 Resale Offering of 2,671,938 shares of its Common Stock at a public offering price of \$14.70 per share on behalf of AIV Holdings. In connection with the February 2014 Resale Offering, AIV Holdings tendered 2,671,938 Units held by AIV Holdings to NMFC in exchange for the net proceeds (after deducting underwriting discounts and commissions) and NMFC issued 2,671,938 shares of its Common Stock directly to the underwriters for the February 2014 Resale Offering.

Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer

Item 6 of the Schedule 13D is hereby amended to add the following:

In connection with the February 2014 Resale Offering, NMFC, the Issuer and AIV Holdings, among others, entered into an underwriting agreement, dated January 29, 2014, with certain underwriters (the “February 2014 Underwriting Agreement”). A more detailed summary of the February 2014 Underwriting Agreement is set forth in NMFC’s Prospectus dated January 29, 2014, as filed with the SEC on January 29, 2014. This summary is qualified in its entirety by the terms of the February 2014 Underwriting Agreement, which is set forth as Exhibit 99.9, and is incorporated herein by reference.

Item 7. Material to be Filed as Exhibits

Item 7 of the Schedule 13D is hereby amended to add the following:

- 99.9 Underwriting Agreement, dated January 29, 2014, filed as Exhibit (h)(2) to the Post-Effective Amendment No. 1 to NMFC’s Registration Statement on Form N-2 dated January 29, 2014, and incorporated herein by reference.

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SIGNATURES

After reasonable 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.

Date: February 18, 2014

NEW MOUNTAIN INVESTMENTS III, L.L.C.

By: /s/ Steven B. Klinsky

Name: Steven B. Klinsky

Title: Managing Member

NEW MOUNTAIN GUARDIAN AIV, L.P.

By: New Mountain Investments III, L.L.C.,
its general partner

By: /s/ Steven B. Klinsky

Name: Steven B. Klinsky

Title: Managing Member

NEW MOUNTAIN FINANCE AIV HOLDINGS CORPORATION

By: /s/ Adam Weinstein

Name: Adam Weinstein

Title: Executive Vice President and Chief Administrative Officer

NEW MOUNTAIN GUARDIAN GP, L.L.C.

By: /s/ Steven B. Klinsky

Name: Steven B. Klinsky

Title: Managing Member

Steven B. Klinsky

/s/ Steven B. Klinsky

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STEVEN B. KLINSKY TRUST

By: /s/ Steven B. Klinsky

Name: Steven B. Klinsky

STEVEN B. KLINSKY NON-GST EXEMPT TRUST

By: /s/ Steven B. Klinsky

Name: Steven B. Klinsky

Adam J. Collins

/s/ Adam J. Collins

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