

THL Credit, Inc.  
Form 4  
May 27, 2011

**FORM 4**

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

OMB APPROVAL

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

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
THL CREDIT PARTNERS BDC HOLDINGS, L.P.

(Last) (First) (Middle)

100 FEDERAL STREET, 31ST FLOOR

(Street)

BOSTON, MA 02110

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
THL Credit, Inc. [TCRD]

3. Date of Earliest Transaction (Month/Day/Year)  
05/25/2011

4. If Amendment, Date Original Filed (Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_ Director \_\_\_X\_\_\_ 10% Owner  
\_\_\_ Officer (give title below) \_\_\_ Other (specify below)

6. Individual or Joint/Group Filing (Check Applicable Line)

\_\_\_ Form filed by One Reporting Person  
\_X\_ Form filed by More than One Reporting Person

**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 or (D) Price			
Common stock	05/25/2011		S	3,500 D \$ 13.2121	9,972,719.812 (2)	D	
Common stock	05/27/2011		J(1)	1,000,000 D \$ 0 (1)	8,972,719.812 (2)	D	
Common stock	05/27/2011		J(1)	3,210 A \$ 0 (1)	6,099	I	See footnote (3)
Common stock					6,974.479	I	See footnote (4)

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

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(9-02)

**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 Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Transaction (Instr. 5)
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## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
THL CREDIT PARTNERS BDC HOLDINGS, L.P. 100 FEDERAL STREET, 31ST FLOOR BOSTON, MA 02110		X		
THL Credit Partners BDC Holdings GP, LLC 100 FEDERAL STREET, 31ST FLOOR BOSTON, MA 02110		X		
THL Credit Partners GP, L.P. 100 FEDERAL STREET, 31ST FLOOR BOSTON, MA 02110		X		
THL Credit Group GP LLC 100 FEDERAL STREET, 31ST FLOOR BOSTON, MA 02110		X		
THL CREDIT OPPORTUNITIES, L.P. 100 FEDERAL STREET, 31ST FLOOR BOSTON, MA 02110		X		

## Signatures

Terrence W. Olson as  
Attorney-in-Fact

05/27/2011

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

- \* 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).
- (1) Pro-rata distribution for no consideration in a transaction exempt under Rule 16a-9(a) from THL Credit Partners BDC Holdings, L.P. to its limited partners.  

These shares are owned by THL Credit Partners BDC Holdings, L.P. THL Credit Partners BDC Holdings GP, LLC is the general partner of THL Credit Partners BDC Holdings, L.P. THL Credit Partners GP, L.P. is the sole member of THL Credit Partners BDC Holdings GP, LLC. THL Credit Group GP, LLC is the general partner of THL Credit Partners GP, L.P. Each of THL Credit Partners BDC Holdings GP, LLC, THL Credit Partners GP, L.P. and THL Credit Group GP, LLC disclaims beneficial ownership of these securities except to the extent of their pecuniary interest therein, and the inclusion of these shares in this report should not be deemed an admission of beneficial ownership of all of the reported shares for purposes of Section 16 or for any other purpose.
- (3) Represents shares of Common Stock distributed to THL Credit Partners GP, L.P. for no consideration in a transaction exempt under Rule 16a-9(a) from THL Credit Partners BDC Holdings, L.P.  

These shares are owned by THL Credit Opportunities, L.P. THL Credit Partners GP, L.P. is the general partner of THL Credit Opportunities, L.P. THL Credit Group GP, LLC is the general partner of THL Credit Partners GP, L.P. Each of THL Credit Opportunities, L.P., THL Credit Partners GP, L.P. and THL Credit Group GP, LLC disclaims beneficial ownership of these securities except to the extent of their pecuniary interest therein, and the inclusion of these shares in this report should not be deemed an admission of beneficial ownership of all of the reported shares for purposes of Section 16 or for any other purpose.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.