

GROSS MICHAEL S
Form 4
August 14, 2018

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 *
GROSS MICHAEL S

2. Issuer Name and Ticker or Trading Symbol
Solar Capital Ltd. [SLRC]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
C/O SOLAR CAPITAL LTD., 500
PARK AVENUE

3. Date of Earliest Transaction
(Month/Day/Year)
08/13/2018

Director 10% Owner
 Officer (give title below) Other (specify below)
See Remarks

(Street)
NEW YORK, NY 10022

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 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	(A) or (D)	Price
Common Stock	08/13/2018		M		75,630.0646 (1)	D	(5)
					2,335,614.0646 (2) (3) (4)	I	
Common Stock	08/13/2018		A		75,630.0646 (1) (5)	A	(5)
					2,259,984 (6)	I	
Common Stock					165,894	D	

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

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SEC 1474 (9-02)

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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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount Number Shares
Restricted Stock Units	(7)	08/13/2018		M	75,630.0646 (7)	(7) (1)(7)	Common Stock, par value \$0.01 per share
Restricted Stock Units	(8)	08/13/2018		E	9,727.0111 (8)	(1)(8) (8)	Common Stock, par value \$0.01 per share
Restricted Stock Units	(9)	08/14/2018		A(1)	85,173.5709 (9)	(9) (9)	Common Stock, par value \$0.01 per share 85,17

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GROSS MICHAEL S C/O SOLAR CAPITAL LTD., 500 PARK AVENUE NEW YORK, NY 10022	X		See Remarks	

Signatures

/s/ Michael S.
Gross
08/14/2018
Date
**Signature of Reporting Person

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).

Pursuant to the SEC staff no-action letters to Carlyle GMS Finance, Inc. (pub. Avail. Oct. 8, 2015) and to Babson Capital Management LLC (pub. Avail. Dec. 14, 2006), an employee benefit plan sponsored by an investment adviser (or an affiliated person of an investment adviser) to a closed-end investment company that has elected to be regulated as a business development company or to a closed-end investment company registered under the Investment Company Act of 1940, as amended, respectively, in either case that offers plan participants equity securities of such investment company is considered an "employee benefit plan sponsored by the issuer" for the purposes of Rule 16b-3 under the Securities Exchange Act of 1934, as amended.

(1) Includes 200,471 shares of Solar Capital Ltd. (the "Issuer") held by Solar Capital Partners Employee Stock Plan, LLC (the "SCP Plan"), 75,630.0646 of which is reported as purchased on this Form 4. These 75,630.0646 shares may be deemed to be repurchased due to cash settlement of previously granted restricted stock units ("RSUs"). The SCP Plan is controlled by Solar Capital Partners, LLC ("Solar Capital Partners"). Michael S. Gross and Bruce J. Spohler may be deemed to indirectly beneficially own a portion of the shares held by the SCP Plan by virtue of their collective ownership interest in Solar Capital Partners.

(2) (Continued from Footnote (2)) In addition, the total includes 1,285,013 shares of the Issuer held by Solar Capital Investors, LLC ("Solar Capital I") and 715,000 shares of the Issuer held by Solar Capital Investors II, LLC ("Solar Capital II"), a portion of both of which may be deemed to be indirectly beneficially owned by Mr. Gross, Mr. Spohler and a grantor retained annuity trust setup by and for Mr. Gross (the "GRAT") by virtue of their collective ownership interest therein. In addition, the total includes 20,000 shares of the Issuer held by the GRAT, which Mr. Gross may be deemed to directly beneficially own as the sole trustee of the GRAT. Furthermore, the total includes 39,500 shares of the Issuer directly held by Mr. Gross' profit sharing plan (the "Profit Sharing Plan").

(3) (Continued from Footnote (3)) Mr. Gross may be deemed to directly beneficially own these shares as the sole participant in the Profit Sharing Plan. Mr. Gross disclaims beneficial ownership of any of the Issuer's securities directly held by the SCP Plan, Solar Capital I or Solar Capital II, except to the extent of his pecuniary interest therein, and this report shall not be deemed an admission that Mr. Gross is the beneficial owner of such securities for purposes of Section 16 or any other purpose.

(4) Messrs. Gross and Spohler, as administrators of the SCP Plan, elected to settle 75,630.0646 RSUs previously granted to employees by paying their cash value as contemplated by the RSUs, which cash settlement may be deemed to be a purchase of the shares underlying the previously granted RSUs. The shares that may be deemed to have been acquired were previously reported as beneficially owned due to Mr. Gross's partial pecuniary interest as described in footnotes 2, 3 and 4. The settlement was approved in advance in accordance with Rule 16b-3.

(5) These 2,259,984 shares of the Issuer are the same number of shares held prior to the settlement of RSUs in cash because this transaction may only be a deemed acquisition for purposes of Section 16. No new shares of the Issuer were actually acquired as a result of the settlement of the 75,630.0646 RSUs.

(6) RSUs with respect to 75,630.0646 shares held by the SCP Plan granted to certain of Solar Capital Partners's employees on March 4, 2015 and March 2, 2016 settled on August 13, 2018. RSUs may be settled in shares of the Issuer's common stock or the cash value thereof on a one-for-one basis at the election of the SCP Plan administrators, Messrs. Gross and Spohler. The administrators elected to settle the vested portion in cash. Messrs. Gross and Spohler may be deemed to beneficially own the shares held by the SCP Plan by virtue of their collective ownership interest in Solar Capital Partners.

(7) The RSUs with respect to 9,727.0111 shares held by the SCP Plan granted to certain of Solar Capital Partners's employees on March 2, 2016 and March 9, 2017 terminated without value. The RSUs could have been settled in shares of the Issuer's common stock or the cash value thereof on a one-for-one basis at the election of the SCP Plan administrators, Messrs. Gross and Spohler. Messrs. Gross and Spohler may be deemed to beneficially own the shares held by the SCP Plan by virtue of their collective ownership interest in Solar Capital Partners.

(8) Grants of new RSUs with respect to 85,173.5709 shares held by the SCP Plan to certain of Solar Capital Partners's employees pursuant to Restricted Stock Unit Agreements, dated August 14, 2018. Shares of the common stock of the Issuer underlying the RSUs are scheduled to vest in installments of 50% on March 1, 2020 and 50% on March 1, 2021. Upon settlement, the RSUs will become payable on a one-for-one basis in shares of the Issuer's common stock or the cash value thereof at the election of the SCP Plan administrators, Messrs. Gross and Spohler.

Remarks:

Chief Executive Officer, President, Chairman of the Board

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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