THL Credit, Inc.
Form PRE 14A
March 23, 2015
Table of Contents

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 14A

PROXY STATEMENT PURSUANT TO SECTION 14(a) OF THE

SECURITIES EXCHANGE ACT OF 1934

Filed by the Registrant x Filed by a Party other than the Registrant ¨

Check the appropriate box:

x Preliminary Proxy Statement

¨ Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))

¨ Definitive Proxy Statement

¨ Definitive Additional Materials

¨ Soliciting Material Pursuant to §240.14a-12

THL Credit, Inc.

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

x No fee required.

¨ Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

¨ Fee paid previously with preliminary materials.

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

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

Table of Contents

THL Credit, Inc.

100 Federal Street, 31st Floor

Boston, MA 02110

April [   ], 2015

To the Stockholders of THL Credit, Inc.:

You are cordially invited to attend the 2015 Annual Meeting of Stockholders of THL Credit, Inc. to be held at our offices, located at 100 Federal Street, 31st Floor, Boston, MA 02110, on June 2, 2015, at 9:30 a.m., local time. Only stockholders of record at the close of business on April 21, 2015 are entitled to notice of, and to vote at, the meeting or any adjournment or postponement thereof.

Details of the business to be conducted at the meeting are given in the accompanying Notice of Annual Meeting of Stockholders and Proxy Statement.

It is important that your shares be represented at the meeting. Whether or not you expect to be present in person at the meeting, please sign the enclosed proxy and return it promptly in the envelope provided, or vote via the Internet or telephone. Instructions are shown on the proxy card. Returning the proxy does not deprive you of your right to attend the meeting and to vote your shares in person.

We look forward to seeing you at the meeting. Your vote and participation in our governance is very important to us.

Sincerely,

SAM W. TILLINGHAST,

Director, Co-Chief Executive Officer and Co-Chief Investment Officer

CHRISTOPHER J. FLYNN,

Director, Co-Chief Executive Officer and Co-Chief Investment Officer

Table of Contents

NOTICE OF 2015 ANNUAL MEETING OF STOCKHOLDERS

To be Held at

100 Federal Street, 31st Floor

Boston, MA 02110

June 2, 2015, 9:30 a.m., local time

To the Stockholders of THL Credit, Inc.:

The 2015 Annual Meeting of Stockholders (the Annual Meeting) of THL Credit, Inc., a Delaware corporation (the Company or we), will be held at our offices, located at 100 Federal Street, 31st Floor, Boston, MA 02110 on June 2, 2015, at 9:30 a.m., local time. The Annual Meeting is being held for the following purposes:

1. To elect David K. Downes, Christopher J. Flynn, Nancy Hawthorne, Keith W. Hughes, James K. Hunt, James D. Kern, David P. Southwell and Sam W. Tillinghast as directors of THL Credit, Inc., each to serve until the 2016 Annual Meeting of Stockholders or until their successors are duly elected and qualified;

2. To authorize the Company, with approval of its Board of Directors, to sell or otherwise issue up to 25% of the Company s outstanding common stock at a price below the Company s then current net asset value per share (NAV);

3. To authorize the Company to offer and issue debt with warrants or debt convertible into shares of its common stock at an exercise or conversion price that, at the time such warrants or convertible debt are issued, will not be less than the market value per share but may be below the Company s then current NAV; and

4. To transact such other business as may properly come before the Annual Meeting and any adjournments or postponements.

THE BOARD OF DIRECTORS, INCLUDING THE INDEPENDENT DIRECTORS, UNANIMOUSLY RECOMMENDS THAT YOU VOTE FOR EACH OF THE PROPOSALS.

The nominees of the Board of Directors for election as directors are listed in the enclosed proxy statement. We are not aware of any other business, or any other nominees for election as directors, that may properly be brought before the Annual Meeting.

Holders of record of our common stock as of the close of business on April 21, 2015, the record date for the Annual Meeting, are entitled to notice of, and to vote at, the Annual Meeting. Whether or not you expect to be present in person at the Annual Meeting, please sign the enclosed proxy and return it promptly in the envelope provided, or vote via the Internet or telephone. Instructions are shown on the proxy card.

Please sign the enclosed proxy card and return it promptly in the envelope provided, or vote via the Internet or telephone. Thank you for your support of THL Credit, Inc.

By order of the Board of Directors,

STEPHANIE PARÉ SULLIVAN,

Secretary of the Company

Boston, Massachusetts

April [   ], 2015

This is an important meeting. To ensure proper representation at the Annual Meeting, please complete, sign, date and return the proxy card in the enclosed, self-addressed envelope, or vote your shares electronically through the Internet or by telephone. Please see the proxy statement and the enclosed proxy card for details about electronic voting. Even if you vote your shares prior to the Annual Meeting, you still may attend the Annual Meeting and vote your shares in person. Your vote is extremely important. No matter how many or how few shares you own, please send in your proxy card, vote your shares by telephone or vote via the internet today.

Table of Contents

Table of Contents

Table of Contents

THL Credit, Inc.

100 Federal Street, 31st Floor

Boston, MA 02110

PROXY STATEMENT

2015 Annual Meeting of Stockholders

General

We are furnishing you this proxy statement in connection with the solicitation of proxies by our Board of Directors for the 2015 Annual Meeting of Stockholders (the Annual Meeting). We are first furnishing this proxy statement and the accompanying form of proxy to stockholders on or about April 28, 2015. In this proxy statement, except where the context suggests otherwise, we refer to THL Credit, Inc. as the Company, THL Credit, we, our or us and the Bo Directors as the Board.

We encourage you to vote your shares, either by voting in person at the Annual Meeting or by granting a proxy (*i.e.*, authorizing someone to vote your shares). If you properly sign and date the accompanying proxy card or otherwise provide voting instructions, either via the Internet or telephone, and the Company receives it in time for the Annual Meeting, the persons named as proxies will vote the shares registered directly in your name in the manner that you specified. **If you give no instructions on the proxy card, the shares covered by the proxy card will be voted FOR the election of the nominees as directors and FOR the other matters listed in the accompanying Notice of Annual Meeting of Stockholders.**

Annual Meeting Information

Date and Location

We will hold the Annual Meeting on June 2, 2015 at 9:30 a.m., local time, at our offices, located at 100 Federal Street, 31st Floor, Boston, MA 02110.

Availability of Proxy and Annual Meeting Materials

This proxy statement and the accompanying annual report on Form 10-K for the year ended December 31, 2014 are also available at the following website that can be accessed anonymously: www.thlcredit.com.

Purpose of Annual Meeting

At the Annual Meeting, you will be asked to vote on the following proposals:

1. To elect David K. Downes, Christopher J. Flynn, Nancy Hawthorne, Keith W. Hughes, James K. Hunt, James D. Kern, David P. Southwell and Sam W. Tillinghast as directors of THL Credit, Inc., each to serve until the 2016 Annual Meeting of Stockholders or until their successors are duly elected and qualified;

2. To authorize the Company to sell or otherwise issue up to 25% of the Company s outstanding common stock at a price below the Company s then current net asset value per share (NAV);

3. To authorize the Company to offer and issue debt with warrants or debt convertible into shares of its common stock at an exercise or conversion price that, at the time such warrants or convertible debt are issued, will not be less than the market value per share but may be below the Company s then current NAV; and

4. To transact such other business as may properly come before the Annual Meeting and any adjournments or postponements.

1

Table of Contents

Voting Information

Record Date and Voting Securities

The record date for the Annual Meeting is the close of business on April 21, 2015 (the Record Date). You may cast one vote for each share of common stock that you owned as of the Record Date. All shares of common stock have equal voting rights and we do not have, nor does our certificate of incorporation authorize us to issue, any other class of equity security, other than preferred. On April [ ], 2015, 33,905,202 shares of common stock were outstanding.

Quorum Required

A quorum must be present at the Annual Meeting for any business to be conducted. The presence at the Annual Meeting, in person or by proxy, of the holders of a majority of the shares of common stock outstanding on the Record Date will constitute a quorum. Abstentions will be treated as shares present for quorum purposes. Shares for which brokers have not received voting instructions from the beneficial owner of the shares and do not have discretionary authority to vote the shares on certain proposals (which are considered broker non-votes with respect to such proposals) will be treated as shares present for quorum purposes.

If a quorum is not present at the Annual Meeting, the stockholders who are represented may adjourn the Annual Meeting until a quorum is present. The persons named as proxies will vote those proxies for such adjournment, unless marked to be voted against any proposal for which an adjournment is sought, to permit the further solicitation of proxies.

Submitting Voting Instructions for Shares Held Through a Broker

If you hold shares of common stock through a broker, bank or other nominee, you must follow the voting instructions you receive from your broker, bank or nominee. If you hold shares of common stock through a broker, bank or other nominee and you want to vote in person at the Annual Meeting, you must obtain a legal proxy from the record holder of your shares and present it at the Annual Meeting. If your shares are held by a broker on your behalf and you do not instruct the broker as to how to vote these shares on Proposals 1, 2 or 3, the broker may not exercise discretion to vote for or against those proposals. These shares will not be counted as having been voted on the applicable proposal. **Please instruct your bank or broker so your vote can be counted**.

Authorizing a Proxy for Shares Held in Your Name

If you are a record holder of shares of common stock, you may authorize a proxy to vote on your behalf by mail or electronically, as described on the enclosed proxy card. Authorizing your proxy will not limit your right to vote in person at the Annual Meeting. A properly completed and submitted proxy will be voted in accordance with your instructions, unless you subsequently revoke your instructions. If you authorize a proxy without indicating your voting instructions, the proxyholder will vote your shares according to the Board s recommendations. Stockholders of record may also vote either via the Internet or by telephone. Specific instructions to be followed by stockholders of record interested in voting via the Internet or telephone are shown on the enclosed proxy card.

Revoking Your Proxy

If you are a stockholder of record, you can revoke your proxy at any time before it is exercised by (1) delivering a written revocation notice prior to the Annual Meeting to our Secretary, Stephanie Paré Sullivan, at THL Credit, Inc., 100 Federal Street, 31st Floor, Boston, MA 02110, Attention: Corporate Secretary; (2) submitting a later-dated proxy that we receive no later than the conclusion of voting at the Annual Meeting;

2

Table of Contents

or (3) voting in person at the Annual Meeting. If you hold shares of common stock through a broker, bank or other nominee, you must follow the instructions you receive from your nominee in order to revoke your voting instructions. Attending the Annual Meeting does not revoke your proxy unless you also vote in person at the Annual Meeting.

Internet and telephone procedures for voting and for revoking or changing a vote are designed to authenticate stockholders identities, to allow stockholders to give their voting instructions and to confirm that stockholders instructions have been properly recorded. A stockholder that votes through the Internet should understand that there may be costs associated with electronic access, such as usage charges from Internet access providers and telephone companies, which will be borne by the stockholder.

Votes Required

Proposal	**Vote Required**	**Broker Discretionary Voting Allowed?**	**Effect of Abstentions and Broker Non-Votes**
Proposal 1 To elect David K. Downes, Christopher J. Flynn, Nancy Hawthorne, Keith W. Hughes, James K. Hunt, James D. Kern, David P. Southwell and Sam W. Tillinghast as Directors of THL Credit, Inc., each to serve until the 2016 Annual Meeting of Stockholders or until their successors are duly elected and qualified	Affirmative vote of the holders of a plurality of shares present in person or represented by proxy at the Annual Meeting and entitled to vote on the election of directors	No	Abstentions and broker non-votes will have no effect on the result of the vote.
Proposal 2 To authorize the Company to sell or otherwise issue up to 25% of the Company s outstanding common stock at a price below the Company s then current NAV	The affirmative vote of: (i) a majority of outstanding shares of common stock entitled to vote at the Annual Meeting; and (ii) a majority of the outstanding shares of common stock entitled to vote at the Annual Meeting which are not held by affiliated persons of the Company	No	Abstentions and broker non-votes will have the effect of a vote against this proposal.
Proposal 3 To authorize the Company to offer and issue debt with warrants or debt convertible into shares of its common stock at an exercise or conversion price that, at the time such warrants or convertible debt are	The affirmative vote of the majority of shares present in person or represented by proxy at the Annual Meeting and	No	Abstentions and broker non-votes will have no effect on the result of the vote.

issued, will not be less than the market value per share but may be below the Company s then current NAV	entitled to vote on the proposal

Information Regarding This Solicitation

The Company will bear the expense of the solicitation of proxies for the Annual Meeting. We have requested that brokers, nominees, fiduciaries and other persons holding shares in their names, or in the names of their nominees, which are beneficially owned by others, forward the proxy materials to, and obtain proxies from, such beneficial owners. We will reimburse such persons for their reasonable expenses in so doing.

Table of Contents

In addition to the solicitation of proxies by the use of the mail or electronically, proxies may be solicited in person and by telephone or facsimile transmission by directors or officers of the Company or officers or employees of THL Credit Advisors LLC (THL Credit Advisors or the Advisor), our investment adviser (without special compensation).

Costs of Solicitation

We pay the cost of soliciting proxies. Proxies will be solicited on behalf of the Board by mail, telephone, other electronic means or in person. We have retained Georgeson Inc., 480 Washington Blvd., 26th Floor, Jersey City, NJ 07310 to help with the solicitation for a fee of $7,500 plus reasonable out-of-pocket costs and expenses. We will reimburse brokerage firms and other custodians, nominees and fiduciaries their reasonable out-of-pocket expenses for forwarding solicitation materials to stockholders and obtaining their votes.

4

Table of Contents

SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

The following table sets forth, as of April [ ], 2015, the beneficial ownership of each current director, the nominees for director, the Company s executive officers, each person known to us to beneficially own 5% or more of the outstanding shares of our common stock, and the executive officers and directors as a group. Percentage of beneficial ownership is based on 33,905,202 shares of common stock outstanding as of April [ ], 2015.

Beneficial ownership is determined in accordance with the rules of the Securities and Exchange Commission (the SEC) and includes voting or investment power with respect to the securities. Ownership information for those persons who beneficially own 5% or more of our shares of common stock is based upon filings by such persons with the SEC and other information obtained from such persons, if available.

Unless otherwise indicated, the Company believes that each beneficial owner set forth in the table has sole voting and investment power and has the same address as the Company. The Company s directors are divided into two groups interested directors and independent directors. Interested directors are interested persons of THL Credit, Inc. as defined in Section 2(a)(19) of the Investment Company Act of 1940, as amended (the 1940 Act). Unless otherwise indicated, the address of all executive officers and directors is c/o THL Credit, Inc., 100 Federal Street, 31st Floor, Boston, MA 02110.

Name	Number of Shares Owned Beneficially	Percentage
Other:		
Leon G. Cooperman(1)(2)	2,119,551	6.25%
11431 W. Palmetto Park Road Boca Raton, FL 33428		
Interested Directors:		
Christopher J. Flynn(3)(4)	21,470	*
James K. Hunt(3)(5)	258,803	*
Sam W. Tillinghast(3)	77,998	*
Independent Directors:		
David K. Downes(3)	26,045	*
Nancy Hawthorne(3)(6)	14,869	*
Keith W. Hughes	49,880	*
James D. Kern		*
John A. Sommers(3)(7)	48,598	*
David P. Southwell(3)	27,395	*
Executive Officers:		
W. Hunter Stropp(3)(8)	18,666	*
Terrence W. Olson(3)(9)	22,666	*
Stephanie Paré Sullivan(3)(10)	13,119	*
All executive officers and directors as a group (12 persons)	579,509	1.71%

* Represents less than 1%.

(1) Information about the beneficial ownership of our principal stockholders is derived from filings made by them with the SEC.

(2) Based on information included in the Schedule 13G filed by Leon G. Cooperman on January 26, 2015, as of December 31, 2014, Mr. Cooperman beneficially owned 2,119,551 shares of the Company s common stock, had sole voting and dispositive power over 1,704,824 shares of the Company s common stock and had shared voting and dispositive power over 414,727 shares of the Company s common stock. Mr. Cooperman is the Managing Member of Omega Associates, L.L.C. (Associates), a Delaware limited liability company. Associates is the general partner of the Delaware limited partnership, Omega Equity Investors, L.P. (Equity LP), and the Cayman Islands exempted limited partnership, Omega Charitable Partnership L.P (Charitable LP). Mr. Cooperman is the President, CEO, and majority stockholder of Omega Advisors, Inc. (Omega Advisors), a Delaware corporation, and Mr. Cooperman is deemed to control Omega

Table of Contents

Advisors. Omega Advisors serves as a discretionary investment adviser to a limited number of institutional clients (the Managed Accounts). Mr. Cooperman is married to Toby Cooperman. Mr. Cooperman has an adult son named Michael S. Cooperman. The Michael S. Cooperman WRA Trust (WRA Trust) is an irrevocable trust for the benefit of Michael S. Cooperman. Mr. Cooperman has discretionary investment authority over the Michael S. Cooperman and the WRA Trust Accounts. Mr. Cooperman is one of the Trustees of The Leon and Toby Cooperman Foundation (the Foundation), a charitable trust, and Family Fund for a Jewish Future (Family Fund), a Type 1 charitable supporting foundation. Mr. Cooperman s ownership consists of 600,000 shares owned by Mr. Cooperman; 150,000 shares owned by Toby Cooperman; 344,824 shares owned by Equity LP; 414,727 shares owned by the Managed Accounts; 50,000 shares owned by Michael S. Cooperman; 150,000 shares owned by the WRA Trust; 35,000 shares owned by the Family Fund; 200,000 shares owned by the Foundation; and 175,000 owned by Charitable LP.

(3) Includes shares purchased through a dividend reinvestment plan.

(4) Includes 11,000 shares held as an individual, 3,920 shares held jointly by Christopher J. Flynn and Cynthia Salazar-Flynn, and 6,550 shares held by THL Credit Advisors FBO Christopher J. Flynn, for which Mr. Flynn has sole voting and dispositive power.

(5) Includes 250,803 shares held in the Hunt Living Trust, for which Mr. Hunt is the trustee and has sole voting and dispositive power, and 8,000 shares held by THL Credit Advisors FBO James K. Hunt for which Mr. Hunt has sole voting and dispositive power.

(6) Shares are held in the Nancy Hawthorne SEP FBO Nancy Hawthorne, for which Ms. Hawthorne has sole voting and dispositive power.

(7) 38,449 shares are held in the John A. Sommers Revocable Trust for which Mr. Sommers is the trustee and has sole voting and dispositive power. 10,149 shares are held in the John Sommers IRA FBA John Sommers for which Mr. Sommers has sole voting and dispositive power.

(8) Includes 8,876 shares held as an individual and 9,790 shares held by THL Credit Advisors FBO Hunter W. Stropp for which Mr. Stropp has sole voting and dispositive power.

(9) Includes 7,208 shares held as an individual and 15,458 shares held by THL Credit Advisors FBO Terrence W. Olson, for which Mr. Olson has sole voting and dispositive power.

(10) 4,070 shares are held as an individual and 9,049 shares are held in the Stephanie Paré Sullivan Rollover IRA for which Ms. Paré Sullivan has sole voting and dispositive power.

The following table sets forth, as of April [ ], 2015, the dollar range of our equity securities that is beneficially owned by each of our directors and portfolio management employees. We are not part of a family of investment companies, as that term is defined in the 1940 Act.

Name	**Dollar Range of Equity Securities Beneficially Owned(1)(2)(3)**
Interested Director:	
Christopher J. Flynn	$100,001 $500,000
James K. Hunt	Over $1,000,000
Sam W. Tillinghast	$500,001 $1,000,000
Independent Directors:	
David K. Downes	$100,001 $500,000
Nancy Hawthorne	$100,001 $500,000
Keith W. Hughes	$500,001 $1,000,000
James D. Kern	
John A. Sommers	$500,001 $1,000,000
David P. Southwell	$100,001 $500,000

(1) Beneficial ownership has been determined in accordance with Rule 16a-1(a)(2) of the Exchange Act.
(2) The dollar range of equity securities beneficially owned in us is based on the closing price for our common stock of $[ ] on April [ ], 2015 on The NASDAQ Global Select Market.
(3) The dollar ranges of equity securities beneficially owned are: None; $1 $10,000; $10,001 $50,000; $50,001 $100,000; $100,001 $500,000; $500,001 $1,000,000 or over $1,000,000.

Table of Contents

PROPOSAL 1 TO ELECT DAVID K. DOWNES, CHRISTOPHER J. FLYNN, NANCY HAWTHORNE, KEITH W. HUGHES, JAMES K. HUNT, JAMES D. KERN, DAVID P. SOUTHWELL AND SAM W. TILLINGHAST AS DIRECTORS OF THL CREDIT, INC., EACH TO SERVE UNTIL THE 2016 ANNUAL MEETING OF STOCKHOLDERS OR UNTIL THEIR SUCCESSORS ARE DULY ELECTED AND QUALIFIED

Our business and affairs are managed under the direction of our Board. Pursuant to our Amended and Restated Certificate of Incorporation, as amended, the Board may modify, by amendment to our By-Laws, the number of members of the Board of Directors provided that the number of directors will not be fewer than two or greater than nine and that no decrease in the number of directors shall shorten the term of any incumbent director. The Board currently consists of nine members, of whom six are not interested persons of the Company, as defined in Section 2(a)(19) of the 1940 Act. Rule 5606(b)(1) of The NASDAQ Global Select Market rules require that the Company maintain a majority of independent directors on the Board and further provides that a director of a business development company (BDC) shall be considered to be independent if he or she is not an interested person of the Company, as defined in Section 2(a)(19) of the 1940 Act.

Each of the directors will hold office until the next Annual Meeting of Stockholders or until his or her successor is duly elected and qualified or such director s earlier resignation, death or removal. At each Annual Meeting, the successors to the directors will be elected to hold office for a term expiring at the next Annual Meeting of Stockholders and until their successors have been duly elected and qualified or any director s earlier resignation, death or removal.

Messrs. Downes, Flynn, Hughes, Hunt, Kern, Southwell, Tillinghast and Ms. Hawthorne have each been nominated for re-election for terms expiring at the 2016 Annual Meeting of Stockholders. Messrs. Downes, Flynn, Hughes, Hunt, Kern, Southwell, Tillinghast and Ms. Hawthorne have indicated their willingness to continue to serve if elected and have consented to be named as nominees. One of the directors of our Board, John A. Sommers, is not seeking re-election and will hold office only until the 2015 Annual Meeting. No person being nominated as a director is being proposed for election pursuant to any agreement or understanding between any such person and the Company. Pursuant to the Company s Nominating Procedures dated July 2014, each director is subject to mandatory retirement at the Annual Meeting following his or her 75th birthday. Because David K. Downes has turned 75 prior to the Company s 2015 Annual Meeting, the Board of Directors reviewed the policy of mandatory retirement as it relates to Mr. Downes. Given Mr. Downes continuous and active participation on the Board of Directors and its Audit Committee and his continued active involvement as a board member of Community Capital Management, an investment management company, as the President of Community Capital Trust and as President of its managed funds, CRA Qualified Investment Fund and Alternative Income Fund, the Board of Directors waived Mr. Downes mandatory retirement for the 2015 Annual Meeting. The Board of Directors will review any subsequent waiver of Mr. Downes mandatory retirement at the first quarterly meeting of the Board occurring in the calendar year 2016.

A stockholder can vote for or against each of the nominees or abstain from voting. Abstentions will not be included in determining the number of votes cast and, as a result, will have no effect on the election of directors. Shares represented by broker non-votes are not considered entitled to vote and thus are not counted for purposes of determining whether each of the nominees for election as a director have been elected. **In the absence of instructions to the contrary, it is the intention of the persons named as proxies to vote such proxy FOR the election of the nominees named below.** If a nominee should decline or be unable to serve as a director, it is intended that the proxy will be voted for the election of such person nominated as a replacement. The Board has no reason to believe that the persons named will be unable or unwilling to serve.

Our Board unanimously recommends a vote FOR this proposal.

Table of Contents

Director and Executive Officer Information

Directors

Information regarding the nominees for election as a director at the Annual Meeting is as follows:

Nominees for election as directors to serve until our 2016 Annual Meeting of Stockholders and until their successors are duly elected and qualified:

Name	Age	Position	Director Since
Interested Directors:			
Christopher J. Flynn	42	Director, Co-Chief Executive Officer and Co-Chief Investment Officer	2015
James K. Hunt	63	Director, Chairman of the Board	2009
Sam W. Tillinghast	52	Director, Co-Chief Executive Officer and Co-Chief Investment Officer	2015
Independent Directors:			
David K. Downes	75	Director	2009
Nancy Hawthorne	63	Director	2009
Keith W. Hughes	68	Lead Independent Director	2009
James D. Kern	48	Director	2014
David P. Southwell	54	Director	2009

Biographical information regarding our Board is set forth below. We have divided the directors into two groups independent directors and interested directors. Interested directors are interested persons of THL Credit, Inc., as defined in Section 2(a)(19) of the 1940 Act.

Executive Officers

The following persons serve as our executive officers (Executive Officers) in the following capacities:

Name	Age	Position
Christopher J. Flynn	42	Co-Chief Executive Officer and Co-Chief Investment Officer
Sam W. Tillinghast	52	Co-Chief Executive Officer and Co-Chief Investment Officer
W. Hunter Stropp	44	President
Terrence W. Olson	47	Chief Financial Officer, Chief Operating Officer, Assistant Secretary and Treasurer
Stephanie Paré Sullivan	42	Chief Legal Officer, General Counsel and Secretary

Biographical Information

Interested Directors

Christopher J. Flynn. Mr. Flynn is Co-Chief Executive Officer and Co-Chief Investment Officer of THL Credit, Inc. and THL Credit Advisors LLC, Co-Chief Executive Officer of THL Credit Senior Loan Strategies LLC, and a member of the Board of Directors of THL Credit, Inc. and THL Credit Logan JV LLC. He also serves on the Investment Committee of THL Credit, Inc. and THL Credit Logan JV LLC. Previously, Mr. Flynn served as Co-President and, prior to that, Managing Director, of THL Credit, Inc. and THL Credit Advisors LLC.

Table of Contents

Since joining THL Credit, Mr. Flynn has been involved in origination and closing investments, portfolio management, capital raising and management of THL Credit s direct lending private funds and accounts, and the establishment of the Chicago and New York offices of THL Credit Advisors LLC. Prior to joining THL Credit in 2007, Mr. Flynn was a Vice President at AIG in the Leveraged Capital Group. Mr. Flynn joined AIG in February 2005 after working for Black Diamond Capital Management, a hedge fund, as a Senior Financial Analyst. From 2000 to 2003, Mr. Flynn worked in a variety of roles at GE Capital, lastly as an Assistant Vice President within the Capital Markets Syndication Group. Prior to joining GE Capital, Mr. Flynn worked at BNP Paribas as a Financial Analyst and at Bank One as a Commercial Banker. Mr. Flynn earned his M.B.A. with a concentration in Finance and Strategy from Northwestern University s Kellogg Graduate School of Business and his B.A. in Finance from DePaul University.

Mr. Flynn s experience as Co-Chief Executive Officer and Co-Chief Investment Officer at the Company, his past experience at various firms in the financial services industry as well as his serving on the boards of directors of numerous private companies in connection with his role at the Company are among the attributes that led to the conclusion that Mr. Flynn should serve on the Company s board of directors.

James K. Hunt. Mr. Hunt serves as Chairman of the Company s board of directors. He also serves as Executive Chairman and a Director of THL Credit Advisors LLC. In 2007, Mr. Hunt founded the THL Credit business in association with Thomas H. Lee Partners, LP and led the business as Chief Executive Officer and Chief Investment Officer from inception through July 2014. Prior to founding THL Credit, Mr. Hunt was Managing Partner and Chief Executive Officer of Bison Capital which he co-founded in 2001. Previously, he was President of SunAmerica Corporate Finance and an Executive Vice President of SunAmerica Investments, Inc. (subsequently, AIG SunAmerica) through 2000. At SunAmerica, Mr. Hunt was responsible for high-yielding investments including private placements, acquisition financing, term loans and portfolio purchases, structured finance and corporate acquisitions. The asset portfolio managed by Mr. Hunt exceeded $8 billion, with total investments of more than $19 billion during his tenure. Investments were partially made through five CDOs (collateralized debt obligations) exceeding $3.5 billion. He was President and CEO of the Anchor Pathway Funds and SunAmerica Series Trust with assets exceeding $11 billion. For SunAmerica, Mr. Hunt was the executive responsible for the acquisition of First City Texas Leasing in 1991, Southeast Bank Leasing in 1993 and Imperial Premium Finance in 1994 and served as the senior officer managing these finance companies. Mr. Hunt joined SunAmerica in 1990 from the Davis Companies, a private equity investment firm, where he was responsible for acquisitions. Prior to that he worked at Citicorp for over 14 years, where he held a variety of leveraged lending, credit and finance positions, culminating in the role of Senior Credit Officer and Vice President / Area Head for the Far West U.S. leveraged lending group. At Citicorp, Mr. Hunt also had responsibilities for various workout transactions and the Western asset based lending group. Mr. Hunt currently serves as lead director on the board of directors of PennyMac Financial Services, Inc. (NYSE: PFSI)). Mr. Hunt is a former Chairman and member of the board of directors of Financial Pacific Leasing, LLC, formerly Lead Trustee for Falcon Financial (Nasdaq: FLCN), and a former member of the boards of directors of Lender Processing Services, Inc. (NYSE: LPS), Primus Guaranty Ltd, LLC. (NYSE: PRS), CLS Worldwide Services, LLC, GTS Holdings, Inc., Helinet Aviation Services, LLC, Metagenics, Inc., Fidelity National Information Services Inc. (NYSE: FIS) and Mobile Storage Group. Mr. Hunt earned his B.B.A. in economics from the University of Texas at El Paso and an M.B.A. in finance and accounting from the University of Pennsylvania s Wharton School.

Mr. Hunt s experience as Chief Executive Officer, President, Chief Investment Officer and Managing Partner at various public and private investment funds, as well as his past experience serving on the boards of directors of numerous exchange-listed and private companies, are among the attributes that led to the conclusion that Mr. Hunt should serve as the Chairman of the Company s board of directors.

Sam W. Tillinghast. Mr. Tillinghast is Co-Chief Executive Officer and Co-Chief Investment Officer of THL Credit, Inc. and THL Credit Advisors LLC, Co-Chief Executive Officer of THL Credit Senior Loan Strategies LLC and a member of the Board of Directors of THL Credit, Inc. He also serves on the Investment Committee of THL Credit, Inc. Previously, Mr. Tillinghast served as Co-President and Chief Risk Officer of

Table of Contents

THL Credit, Inc. and THL Credit Advisors LLC. As a co-founder of THL Credit, Mr. Tillinghast has been involved in origination and closing investments, portfolio management, investment strategy, fundraising and the initial public offering of THL Credit, Inc. Prior to joining THL Credit in 2007, Mr. Tillinghast was a Managing Director and Head of the Private Placement Group for AIG where he was responsible for private debt investments, project finance transactions and private asset-backed securitizations. Mr. Tillinghast joined AIG with the acquisition of SunAmerica Inc. in January 1999, and was a member of the team responsible for the integration of the private debt investment groups of SunAmerica, AIG and American General (acquired by AIG in 2001). Mr. Tillinghast led the growth of the AIG private debt portfolio from approximately $14 billion in 2001 to approximately $28 billion in 2006. While at SunAmerica, where he joined in 1988, Mr. Tillinghast held various positions including Executive Vice President of SunAmerica Corporate Finance and his investment experience included corporate bonds, securitizations, leveraged loans, CDOs, portfolio acquisitions, and equipment leasing. Mr. Tillinghast earned his M.B.A. from the University of Texas at Austin and his B.S. in Finance from the University of South Alabama.

Mr. Tillinghast s experience as Co-Chief Executive Officer and Co-Chief Investment Officer at the Company, his past experience in senior roles at various public and private funds as well as his serving on the boards of directors of numerous private companies in connection with his role at the Company are among the attributes that led to the conclusion that Mr. Tillinghast should serve on the Company s board of directors.

Independent Directors

David K. Downes. Mr. Downes currently serves as Vice Chairman of the Board of Community Capital Management, an investment management company and served as its Chief Executive Officer and board member from 2004 to February 2015. Mr. Downes has served as the President of Community Capital Trust since 2004, and currently serves as President of its managed funds, CRA Qualified Investment Fund and Alternative Income Fund. Previously, Mr. Downes served as the Independent Chairman of GSK Domestic Employee Benefit Trust between 2006 and 2013. From 1993 to 2003, Mr. Downes was Chief Operating Officer and Chief Financial Officer of Lincoln National Investment Companies, Inc., a subsidiary of Lincoln National Corporation, and Delaware Investments U.S., Inc., an investment management subsidiary of Lincoln National Corporation, President, Chief Executive Officer and Trustee of Delaware Investment Family of Funds, President and Board Member of Lincoln National Convertible Securities Funds, Inc. and the Lincoln National Income Funds, TDC and Chairman and Chief Executive Officer of Retirement Financial Services, Inc., a registered transfer agent and investment adviser and a subsidiary of Delaware Investments U.S., Inc. From 1995 to 2003, Mr. Downes was President and Chief Executive Officer of Delaware Service Company, Inc. and from 1985 to 1992 held the roles of Chief Administrative Officer, Chief Financial Officer, Vice Chairman and Director of Equitable Capital Management Corporation, an investment subsidiary of Equitable Life Assurance Society. Mr. Downes was Corporate Controller of Merrill Lynch & Co., Inc. from 1977 to 1985. Prior to that, he held positions with Colonial Penn Group, Inc., and Price Waterhouse & Company. Mr. Downes was in the United States Marine Corps from 1957 to 1959. He currently serves as a director of Actua, an information technology company, including roles of chair of the audit committee and a member of the compensation committee, since October 2003; and oversees 64 portfolios as a trustee of various funds in the Oppenheimer Funds complex. Mr. Downes has a B.S. from Pennsylvania State University.

Mr. Downes experience as the Chief Executive Officer and a board member of an investment management business, as well as his prior experience as Chief Operating Officer and Chief Financial Officer of an investment management business, are among the attributes that led to the conclusion that Mr. Downes should serve on the Company s board of directors.

Nancy Hawthorne Since 2014, Ms. Hawthorne has served as founder and Partner of Hawthorne Financial Advisors, LLC, a registered investment advisor. In addition, since August 2001, Ms. Hawthorne has served as Chair and Chief

Executive Officer of Clerestory LLC, a financial advisory and investment firm. Prior to that, from 1997 to 1998, Ms. Hawthorne served as Chief Executive Officer and Managing Partner of Hawthorne, Krauss & Associates, LLC, a provider of consulting services to corporate management, and as Chief Financial

Table of Contents

Officer and Treasurer of Continental Cablevision, a cable television company, from 1982 to 1997. Ms. Hawthorne serves on the board of directors of Avid Technologies where she has served as lead independent director since October 2014 and also from January 2008 to December 2011, interim Chief Executive Officer from August 2007 through December 2007, and chairperson from May 2004 to May 2007. Ms. Hawthorne is a director of the MetLife Funds, a family of mutual funds established by the Metropolitan Life Insurance Company. Ms. Hawthorne has also served on the board of Charles River Associates, a public consulting firm since December 2014. She previously served on the Investment Committee at Wellesley College. Ms. Hawthorne has a B.A. from Wellesley College and an M.B.A. from Harvard Business School.

Ms. Hawthorne s experience as Chair and Chief Executive Officer of a financial advisory and investment firm, as well as her service as lead independent director of an operating company and director of a mutual fund are among the attributes that led to the conclusion that Ms. Hawthorne should serve on the Company s board of directors.

Keith W. Hughes. Since April 2001, Mr. Hughes has been a management consultant to domestic and international financial institutions. He previously served as Vice Chairman of Citigroup Inc., a commercial banking firm, in New York City from November 2000 to April 2001. Additionally, his experience includes Chairman and Chief Executive Officer of Associates First Capital Corporation, a consumer and commercial finance firm, in Dallas from February 1995 through November 2000. He is a director of Fidelity National Information Services, Inc., a financial industry technology and services provider. Mr. Hughes holds B.S. and M.B.A. degrees from Miami University in Ohio.

Mr. Hughes experience as Vice Chairman of a commercial banking firm and Chairman and Chief Executive Officer of a consumer and commercial finance firm, as well as his experience as a management consultant, are among the attributes that led to the conclusion that Mr. Hughes should serve on the Company s board of directors.

James D. Kern. Mr. Kern has served as Managing Partner of Majestic Ventures 1 LLC, a consulting and investment partnership focused on early stage growth companies since May 2014. From 2010 to mid-2014, Mr. Kern was a Managing Director at Nomura Securities, serving as Head of Global Finance FIG and Specialty Finance Investment Banking for the Americas. He previously served as a Managing Director at J.P. Morgan Securities within the FIG practice focused on Asset Management and Specialty Finance clients and, from 1994-2008, was a Senior Managing Director at Bear Stearns where he held several positions including Head of Strategic Finance-FIG, Head of Corporate Derivatives and was a founding member of the firm s Structured Equity Products group. Mr. Kern has a B.S. from the Marshall School of Business at the University of Southern California.

Mr. Kern s experience in senior management, advisory and banking roles with various firms in the financial services industry, including those in the specialty finance space, are among the attributes that led to the conclusion that Mr. Kern should serve on the Company s board of directors.

David P. Southwell. Mr. Southwell is currently President and Chief Executive Officer of Inotek Pharmaceuticals, Inc., a biotechnology company. From March 2010 to October 2012 Mr. Southwell was Executive Vice President and the Chief Financial Officer of Human Genome Sciences, Inc., a biotechnology company. Mr. Southwell served as Executive Vice President and Chief Financial Officer of Sepracor Inc., a pharmaceutical company, from October 1995 to May 2008, and served as its Senior Vice President and Chief Financial Officer from July 1994 to October 1995. From August 1984 to July 1986 and from September 1988 until July 1994, Mr. Southwell was associated with Lehman Brothers, a financial-services firm, in various positions within the investment banking division, including in the position of Vice President. Mr. Southwell is also a director of PTC Therapeutics, Inc., a biopharmaceutical company, and serves on the Board of Overseers at the Tuck School of Business at Dartmouth College. He was formerly Chairman of the Board of Directors of Biosphere Medical, Inc., a pharmaceutical company, a director of Human Genome Sciences, Inc., a

Table of Contents

pharmaceutical company, and head of the MBA Advisory Board of the Tuck School of Business at Dartmouth College. Mr. Southwell has a B.A. from Rice University and an M.B.A. from the Tuck School of Business at Dartmouth College.

Mr. Southwell s experience as an officer of several public operating companies, as well as his experience with a financial services firm, are among the attributes that led to the conclusion that Mr. Southwell should serve on the Company s board of directors.

Executive Officers Who Are Not Directors

W. Hunter Stropp. Mr. Stropp is the President of THL Credit, Inc. and THL Credit Advisors LLC. Mr. Stropp serves on the Investment Committee and leads portfolio management across the firm. Prior to joining THL Credit in 2007, Mr. Stropp served as a Vice President and Investment Manager in the Private Equity Group of GE Asset Management Inc. from 2000 to 2007. Previously, Mr. Stropp served in private equity and business development positions at Koch Industries, Inc. and began his career as a consultant with Arthur Andersen LLP. Mr. Stropp is a board member of C & K Market, Inc., Dimont & Associates, Inc. and Dimont Acquisition Inc. He also currently maintains a board observer role for CRS Reprocessing, LLC, OEM Group, Inc., Copperweld Bimetallics, LLC, Gold, Inc., and Dr. Fresh Inc. Mr. Stropp previously served on the boards of directors of JDC Healthcare, Inc., Octane Fitness LLC, HB&G Building Products, Inc., Homegrown Natural Foods, Inc. and Coast Crane Company, Inc. Mr. Stropp earned his M.B.A. from Texas A&M University and his B.A. in Economics and Political Science from the University of Texas at Austin.

Terrence W. Olson. Mr. Olson is the Chief Operating Officer and Chief Financial Officer of THL Credit, Inc., THL Credit Advisors LLC and THL Credit Senior Loan Strategies LLC. He also serves on the Board of Directors of THL Credit Senior Loan Strategies LLC. As a member of THL Credit, Inc. s senior management team, he is responsible for finance, operations, administration and information technology. He is also directly involved in strategic initiatives, capital raising and investor relations. Prior to joining THL Credit in February 2008, Mr. Olson spent ten years at Highland Capital Partners (Highland), a venture capital firm, where he served as Director of Finance and was responsible for the financial, tax and operational matters for Highland s funds as well global activities in Europe and China. Before joining Highland, Mr. Olson was a Senior Manager at the accounting firm of PricewaterhouseCoopers LLP where he worked with public and private companies in the financial services and technology sectors between 1989 and 1998. He has been a presenter and speaker at numerous financial and private equity conferences and is active with several related industry groups, including the Financial Executive Alliance, where he serves on the Board of Directors. Mr. Olson earned his B.S. in Accounting from Boston College.

Stephanie Paré Sullivan. Ms. Sullivan is the Chief Legal Officer and General Counsel of the Company and THL Credit Advisors and the General Counsel of THL Credit SLS. As a member of senior management, her role includes legal and compliance review of THL Credit s business operations, investing transactions, regulatory filings and strategic initiatives. Prior to joining THL Credit in early 2010, Ms. Sullivan was a partner in the law firm of Goodwin Procter LLP, where she worked from 1997 to 2010, primarily focusing on mergers and acquisitions, private equity transactions and the representation of early- and later-stage growth companies. While at Goodwin Procter LLP, she worked with THL Credit in connection with its initial formation in 2007 and its continuing operations. Ms. Sullivan earned her J.D. from New York University School of Law and her B.A. from Williams College.

Board Leadership Structure

Our Board of Directors monitors and performs an oversight role with respect to our business and affairs, including with respect to investment practices and performance, compliance with regulatory requirements and the services, expenses and performance of service providers to us. Among other things, our Board of Directors approves the appointment of our investment adviser and our officers, reviews and monitors the services and

Table of Contents

activities performed by our investment adviser and our executive officers and approves the engagement, and reviews the performance of, our independent registered public accounting firm.

Co- CEOs as Directors

The Board s governance structure is strengthened by having its Co-CEOs serve as directors on the Board, together with a Lead Independent Director position and a Chairman who formerly served as the Company s CEO. The Board believes this provides an efficient and effective leadership model for the Company. Including the Co-CEOs on the Board fosters clear accountability, effective decision-making, and alignment on corporate strategy.

No single leadership model is right for all companies at all times. The Board recognizes that depending on the circumstances, other leadership models, such as a separate independent chairman of the Board, might be appropriate. Accordingly, the Board periodically reviews its leadership structure.

Moreover, the Board believes that its governance practices provide adequate safeguards against any potential risks that might be associated with having its Co-CEOs on the Board. Specifically:

- Six of the nine current directors of the Company are independent directors;
- All of the members of the Audit Committee, Governance Committee and Compensation Committee are independent directors;
- The Board and its committees regularly conduct scheduled meetings in executive session, out of the presence of Mr. Tillinghast and Mr. Flynn and other members of management;
- The Board and its committees regularly conduct meetings that specifically include Mr. Tillinghast and Mr. Flynn;
- The Board and its committees remain in close contact with, and receive reports on various aspects of the Company s management and enterprise risk directly from, the Company s senior management and independent auditors; and
- The Board and its committees interact with employees of the Company outside the ranks of senior management.

Lead Independent Director

The Board has instituted the Lead Independent Director position to provide an additional measure of balance, ensure the Board s independence, and enhance its ability to fulfill its management oversight responsibilities. Keith W. Hughes currently serves as the Lead Independent Director. The Lead Independent Director:

- Presides over all meetings of the directors at which the Chairman is not present, including executive sessions of the independent directors;
- Consults with the Co-CEOs and Chairman about strategic policies;
- Provides the Co-CEOs and Chairman with input regarding Board meetings;
- Serves as a liaison between the Co-CEOs and Chairman and the independent directors; and
- Otherwise assumes such responsibilities as may be assigned to him by the independent directors.

Having Co-CEOs who also serve as directors on the Board, a Chairman who formerly served as the Company s CEO, and a substantial majority of independent, experienced directors who evaluate the Board and themselves at least annually, including a Lead Independent Director with specified responsibilities on behalf of the independent directors, provides the right leadership structure for the Company and is best for the Company and its stockholders at this time.

Table of Contents

Board s Role In Risk Oversight

Our Board of Directors performs its risk oversight function primarily through (i) its standing committees, which report to the entire Board of Directors and are comprised solely of independent directors, and (ii) active monitoring of our Chief Compliance Officer and our compliance policies and procedures.

Day-to-day risk management with respect to the Company is the responsibility of THL Credit Advisors or other service providers (depending on the nature of the risk) subject to the supervision of THL Credit Advisors. The Company is subject to a number of risks, including investment, compliance, operational and valuation risks, among others. While there are a number of risk management functions performed by THL Credit Advisors and the other service providers, as applicable, it is not possible to eliminate all of the risks applicable to the Company. Risk oversight is part of the Board s general oversight of the Company and is addressed as part of various board and committee activities. The Board, directly or through a committee, also reviews reports from, among others, management, the independent registered public accounting firm for the Company and internal accounting personnel for THL Credit Advisors, as appropriate, regarding risks faced by the Company and management s or its service providers risk functions. The committee system facilitates the timely and efficient consideration of matters by the directors, and facilitates effective oversight of compliance with legal and regulatory requirements and of the Company s activities and associated risks. The Board has appointed a Chief Compliance Officer, who oversees the implementation and testing of the Company s compliance program and reports to the Board regarding compliance matters for the Company and THL Credit Advisors. The independent directors have engaged independent legal counsel to assist them in performing their oversight responsibilities.

We believe that the role of our Board of Directors in risk oversight is effective and appropriate given the extensive regulation to which we are already subject as a BDC. As a BDC, we are required to comply with certain regulatory requirements that control the levels of risk in our business and operations. For example, we are limited in our ability to enter into transactions with our affiliates, including investing in any portfolio company in which one of our affiliates currently has an investment.

Transactions with Related Persons

Investment Management Agreement

On March 6, 2015, our investment management agreement with the Advisor was re-approved by our Board of Directors. Under the investment management agreement, the Advisor, subject to the overall supervision of our board of directors, manages the day-to-day operations of, and provides investment advisory services to us.

The Advisor receives a fee for investment advisory and management services consisting of a base management fee and a two-part incentive fee.

The base management fee is calculated at an annual rate of 1.5% of our gross assets payable quarterly in arrears on a calendar quarter basis. For purposes of calculating the base management fee, gross assets is determined as the value of our assets without deduction for any liabilities. The base management fee is calculated based on the value of our gross assets at the end of the most recently completed calendar quarter, and appropriately adjusted for any share issuances or repurchases during the current calendar quarter.

For the years ended December 31, 2014, 2013 and 2012, we incurred base management fees payable to the Advisor of \$11.1 million, \$7.5 million and \$4.9 million, respectively. As of December 31, 2014 and December 31, 2013, \$2.8 million and \$2.2 million, respectively, was payable to the Advisor.

The incentive fee has two components, ordinary income and capital gains, as follows:

The ordinary income component is calculated, and payable, quarterly in arrears based on our preincentive fee net investment income for the immediately preceding calendar quarter, subject to a cumulative total return

14

requirement and to deferral of non-cash amounts. The preincentive fee net investment income, which is expressed as a rate of return on the value of our net assets attributable to our common stock, for the immediately preceding calendar quarter, will have a 2.0% (which is 8.0% annualized) hurdle rate (also referred to as minimum income level). Preincentive fee net investment income means interest income, dividend income and any other income (including any other fees, such as commitment, origination, structuring, diligence, managerial assistance and consulting fees or other fees that we receive from portfolio companies) accrued during the calendar quarter, minus our operating expenses for the quarter (including the base management fee, expenses payable under our administration agreement (discussed below), and any interest expense and any dividends paid on any issued and outstanding preferred stock, but excluding the incentive fee and any offering expenses and other expenses not charged to operations but excluding certain reversals to the extent such reversals have the effect of reducing previously accrued incentive fees based on the deferral of non-cash interest. Preincentive fee net investment income includes, in the case of investments with a deferred interest feature (such as original issue discount, debt instruments with PIK interest and zero coupon securities), accrued income that we have not yet received in cash. The Advisor receives no incentive fee for any calendar quarter in which our preincentive fee net investment income does not exceed the minimum income level. Subject to the cumulative total return requirement described below, the Advisor receives 100% of our preincentive fee net investment income for any calendar quarter with respect to that portion of the preincentive net investment income for such quarter, if any, that exceeds the minimum income level but is less than 2.5% (which is 10.0% annualized) of net assets (also referred to as the catch-up provision) and 20.0% of our preincentive fee net investment income for such calendar quarter, if any, greater than 2.5% (10.0% annualized) of net assets. The foregoing incentive fee is subject to a total return requirement, which provides that no incentive fee in respect of our preincentive fee net investment income is payable except to the extent 20.0% of the cumulative net increase in net assets resulting from operations over the then current and 11 preceding calendar quarters exceeds the cumulative incentive fees accrued and/or paid for the 11 preceding quarters. In other words, any ordinary income incentive fee that is payable in a calendar quarter is limited to the lesser of (i) 20% of the amount by which our preincentive fee net investment income for such calendar quarter exceeds the 2.0% hurdle, subject to the catch-up provision, and (ii) (x) 20% of the cumulative net increase in net assets resulting from operations for the then current and 11 preceding quarters minus (y) the cumulative incentive fees accrued and/or paid for the 11 preceding calendar quarters. For the foregoing purpose, the cumulative net increase in net assets resulting from operations is the amount, if positive, of the sum of our preincentive fee net investment income, base management fees, realized gains and losses and unrealized appreciation and depreciation for the then current and 11 preceding calendar quarters. In addition, the portion of such incentive fee that is attributable to deferred interest (sometimes referred to as payment-in-kind interest, or PIK, or original issue discount, or OID) will be paid to THL Credit Advisors, together with interest thereon from the date of deferral to the date of payment, only if and to the extent we actually receive such interest in cash, and any accrual thereof will be reversed if and to the extent such interest is reversed in connection with any write-off or similar treatment of the investment giving rise to any deferred interest accrual. There is no accumulation of amounts on the hurdle rate from quarter to quarter and accordingly there is no clawback of amounts previously paid if subsequent quarters are below the quarterly hurdle rate and there is no delay of payment if prior quarters are below the quarterly hurdle rate.

For the years ended December 31, 2014, 2013 and 2012, we incurred $11.9 million, $10.4 million and $7.4 million, respectively, of incentive fees related to ordinary income. As of December 31, 2014 and December 31, 2013, $3.1 million and $2.1 million, respectively, of such incentive fees are currently payable to the Advisor. As of December 31, 2014 and 2013, $1.1 million and $1.3 million, respectively of incentive fees incurred by us were generated from deferred interest (i.e. PIK, certain discount accretion and deferred interest) and are not payable until such amounts are received in cash.

The second component of the incentive fee (capital gains incentive fee) is determined and payable in arrears as of the end of each calendar year (or upon termination of the investment management agreement, as of the termination date).

This component is equal to 20.0% of our cumulative aggregate realized capital gains from inception through the end of that calendar year, computed net of the cumulative aggregate realized capital losses and cumulative aggregate unrealized capital depreciation through the end of such year. The aggregate amount of any previously paid capital gains incentive fees is subtracted from such capital gains incentive fee calculated. There was no capital gains incentive fee payable to our Advisor under the investment management agreement as of December 31, 2014 and December 31, 2013.

GAAP requires that the incentive fee accrual considers the cumulative aggregate realized gains and losses and unrealized capital appreciation or depreciation of investments or other financial instruments, such as an interest rate derivative, in the calculation, as an incentive fee would be payable if such realized gains and losses or unrealized capital appreciation or depreciation were realized, even though such realized gains and losses and unrealized capital appreciation or depreciation is not permitted to be considered in calculating the fee actually payable under the investment management agreement (GAAP Incentive Fee). There can be no assurance that such unrealized appreciation or depreciation will be realized in the future. Accordingly, such fee, as calculated and accrued, would not necessarily be payable under the investment management agreement, and may never be paid based upon the computation of incentive fees in subsequent periods. For the years ended December 31, 2014, 2013 and 2012, we incurred (reversed) ($0.7) million, $0.3 million and $(0.5) million, respectively, of incentive fees related to the GAAP incentive fee.

Administration Agreement

We have also entered into an administration agreement with the Advisor under which the Advisor will provide administrative services to us. Under the administration agreement, the Advisor performs, or oversees the performance of administrative services necessary for our operation, which include, among other things, being responsible for the financial records which we are required to maintain and preparing reports to our stockholders and reports filed with the SEC. In addition, the Advisor assists in determining and publishing our net asset value, oversees the preparation and filing of our tax returns and the printing and dissemination of reports to our stockholders, and generally oversees the payment of our expenses and the performance of administrative and professional services rendered to us by others. We will reimburse the Advisor for our allocable portion of the costs and expenses incurred by the Advisor for overhead in performance by the Advisor of its duties under the administration agreement and the investment management agreement, including facilities, office equipment and our allocable portion of cost of compensation and related expenses of our chief financial officer and chief compliance officer and their respective staffs, as well as any costs and expenses incurred by the Advisor relating to any administrative or operating services provided to us by the Advisor. Our board of directors reviews the allocation methodologies with respect to such expenses. Such costs are reflected as Administrator expenses in the accompanying Consolidated Statements of Operations. Under the administration agreement, the Advisor provides, on our behalf, managerial assistance to those portfolio companies to which the Company is required to provide such assistance. To the extent that our Advisor outsources any of its functions, the Company pays the fees associated with such functions on a direct basis without profit to the Advisor.

For the years ended December 31, 2014, 2013 and 2012, we incurred administrator expenses of $3.8 million, $3.6 million and $3.2 million, respectively. As of December 31, 2014 and December 31, 2013, $0.0 million and $0.2 million, respectively, was payable to the Advisor.

License Agreement

We and the Advisor have entered into a license agreement with THL Partners under which THL Partners has granted to us and the Advisor a non-exclusive, personal, revocable worldwide non-transferable license to use the trade name and service mark *THL*, which is a proprietary mark of THL Partners, for specified purposes in connection with our respective businesses. This license agreement is royalty-free, which means we are not charged a fee for our use of the trade name and service mark *THL*. The license agreement is terminable either in its entirety or with respect to us or the Advisor by THL Partners at any time in its sole discretion upon 60 days prior written notice, and is also terminable with respect to either us or the Advisor by THL Partners in the case of certain events of non-compliance. After the expiration of its first one year term, the entire license agreement is terminable by either us or the Advisor at our or its sole discretion upon 60 days prior written notice. Upon termination of the license agreement, we and the Advisor must cease to use the name and mark *THL*, including

Table of Contents

any use in our respective legal names, filings, listings and other uses that may require us to withdraw or replace our names and marks. Other than with respect to the limited rights contained in the license agreement, we and the Advisor have no right to use, or other rights in respect of, the *THL* name and mark. We are an entity operated independently from THL Partners, and third parties who deal with us have no recourse against THL Partners.

Review, Approval or Ratification of Transactions with Related Persons

The Audit Committee of our Board of Directors is required to review and approve any transactions with related persons (as such term is defined in Item 404 of Regulation S-K).

Section 16(a) Beneficial Ownership Reporting Compliance

Section 16(a) of the Securities Exchange Act of 1934 requires our directors and executive officers, and persons who own 10% or more of our voting stock, to file reports of ownership and changes in ownership of our equity securities with the SEC. Directors, executive officers and 10% or more holders are required by SEC regulations to furnish us with copies of all Section 16(a) forms they file. Based solely on a review of the copies of those forms furnished to us, or written representations that no such forms were required, we believe that our directors, executive offices and 10% or more holders complied with all Section 16(a) filing requirements during the year ended December 31, 2014.

Table of Contents

Corporate Governance

Corporate Governance Documents

We maintain a corporate governance webpage at the Corporate Governance link under the Investor Relations link at http://investor.thlcredit.com.

Our Code of Ethics and Business Conduct, Code of Ethics, Nominating Procedures and Board committee charters are available at our corporate governance webpage at http://investor.thlcredit.com and are also available to any stockholder who requests them by writing to our Corporate Secretary, Stephanie Paré Sullivan, at THL Credit, Inc., 100 Federal Street, 31st Floor, Boston, MA 02110, Attention: Corporate Secretary.

Director Independence

In accordance with rules of The NASDAQ Global Select Market, the Board annually determines the independence of each director. No director is considered independent unless the Board has determined that he or she has no material relationship with the Company. The Company monitors the status of its directors and officers through the activities of the Company s Governance Committee and through a questionnaire to be completed by each director no less frequently than annually, with updates periodically if information provided in the most recent questionnaire has changed.

In order to evaluate the materiality of any such relationship, the Board uses the definition of director independence set forth in The NASDAQ Global Select Market rules. The NASDAQ Global Select Market rules provides that a director of a BDC shall be considered to be independent if he or she is not an interested person of the Company, as defined in Section 2(a)(19) of the 1940 Act. Section 2(a)(19) of the 1940 Act defines an interested person to include, among other things, any person who has, or within the last two years had, a material business or professional relationship with the Company.

The Board has determined that each of the directors and nominees is independent and has no relationship with the Company, except as a director and stockholder of the Company, with the exception of Christopher J. Flynn, Sam W. Tillinghast and James K. Hunt. Mr. Flynn and Tillinghast are interested persons of the Company due to their positions as officers of the Company. Mr. Hunt is an interested person of the Company due to his former position as an officer of the Company.

Annual Evaluation

Our directors perform an evaluation, at least annually, of the effectiveness of the Board and its committees. This evaluation includes an annual questionnaire and Board and Board committee discussion and is conducted by legal counsel to the independent directors.

Board Meetings and Committees

Our Board met seven times during fiscal year 2014. Each director attended at least 75% of the total number of meetings of the Board and committees on which the director served that were held while the director was a member of such committees. The Board s standing committees are set forth below. We require each director to make a diligent effort to attend all Board and committee meetings, as well as each Annual Meeting of Stockholders. Three of our directors attended our 2014 Annual Meeting of Stockholders.

Communications with Directors

Stockholders and other interested parties may contact any member (or all members) of the Board by mail or electronically. To communicate with the Board, any individual directors or any group or committee of directors, correspondence should be addressed to the Board or any such individual directors or group or committee of directors by either name or title. All such correspondence should be sent to THL Credit, Inc., 100 Federal Street, 31st Floor, Boston, MA 02110, Attention: Corporate Secretary. Any communication to report potential issues regarding accounting, internal controls and other auditing matters will be directed to the Audit Committee. Appropriate THL Credit, Inc. personnel will review and sort through communications before forwarding them to the addressee(s).

Audit Committee

The Audit Committee is presently composed of four persons, David K. Downes (Chairperson), Nancy Hawthorne, John A. Sommers and David P. Southwell, all of whom are considered independent for purposes of the 1940 Act and The NASDAQ Global Select Market listing standards. Our Board of Directors has determined that each member of our Audit Committee is an audit committee financial expert as defined under Item 407(d)(5) of Regulation S-K of the Securities Exchange Act of 1934, or the Exchange Act. In addition, each member of our Audit Committee meets the current independence and experience requirements of Rule 10A-3 of the Exchange Act and, in addition, is not an interested person of the Company or of THL Credit Advisors as defined in Section 2(a)(19) of the 1940 Act. One of the members of our Audit Committee, John A. Sommers, is not seeking re-election as a director and will hold office only until the 2015 Annual Meeting. The Audit Committee met four times during the 2014 fiscal year.

The Audit Committee operates pursuant to a charter approved by our Board of Directors. The charter sets forth the responsibilities of the Audit Committee. The primary function of the Audit Committee is to serve as an independent and objective party to assist the Board in fulfilling its responsibilities for overseeing and monitoring the quality and integrity of our financial statements, the adequacy of our system of internal controls, the review of the independence and performance of, as well as communicate openly with, our registered public accounting firm, the performance of our internal audit function and our compliance with legal and regulatory requirements.

A charter of the Audit Committee is available in print to any stockholder who requests it and it is also available on the Company s website at http://investor.thlcredit.com.

Independent Auditor s Fees

The following table presents fees incurred by the Company for the fiscal years ended December 31, 2014 and 2013 for the Company s principal accounting firm, PricewaterhouseCoopers LLP.

	2014	2013
Audit Fees	$ 785,626	$ 560,000
Audit-Related Fees	121,400	94,600
Tax Fees	117,693	153,348
All Other Fees	1,950	
Total Fees	$ 1,026,669	$ 807,948

Audit Fees: Audit fees consist of fees billed for professional services rendered for the audit of our year-end consolidated financial statements and reviews of the condensed consolidated financial statements filed with the SEC on Forms 10-K and 10-Q, as well as work generally only the independent registered public accounting firm can be reasonably expected to provide, such as review of documents filed with the SEC, including certain Form 8-K filings.

Audit-Related Fees: Audit-related services consist of fees billed for assurance and related services that are reasonably related to the performance of the audit or review of our financial statements and are not reported under Audit Fees . These services include, among other things, providing comfort letters and consents related to filings made with the SEC, as well as attest services that are not required by statute or regulation and consultations concerning financial accounting and reporting standards.

19

Table of Contents

Tax Fees. Tax fees consist of fees billed for professional services for tax compliance. These services include assistance regarding federal, state, and local tax compliance.

All Other Fees. All other fees would include fees for products and services other than the services reported above.

Audit Committee Report

As part of its oversight of THL Credit, Inc. s financial statements, the Audit Committee reviewed and discussed with both management and the Company s independent registered public accounting firm all of the Company s financial statements filed with the SEC for each quarter during fiscal year 2014 and for the year ended December 31, 2014. Management advised the Audit Committee that all financial statements were prepared in accordance with U.S. generally accepted accounting principles (GAAP), and reviewed significant accounting issues with the Audit Committee. The Audit Committee discussed with the independent registered public accounting firm the matters required to be discussed by Auditing Standard No. 16, Communication with Audit Committees, as adopted by the Public Company Accounting Oversight Board in Release No. 2012-004. The independent registered public accounting firm also provided to the Audit Committee the written disclosures and the letter required by applicable requirements of the Public Corporation Accounting Oversight Board Rule 3526, *Communications with Audit Committees,* regarding the independent accountant s communications with the Audit Committee concerning independence, and the Audit Committee discussed with the independent registered public accounting firm the firm s independence.

The Audit Committee has established a pre-approval policy that describes the permitted audit, audit-related, tax, and other services to be provided by PricewaterhouseCoopers LLP, the Company s independent registered public accounting firm. Pursuant to the policy, the Audit Committee pre-approves the audit and non-audit services performed by the independent registered public accounting firm in order to assure that the provision of such service does not impair the firm s independence.

Any requests for audit, audit-related, tax and other services that have not received general pre-approval must be submitted to the Audit Committee for specific pre-approval, irrespective of the amount, and cannot commence until such approval has been granted. Normally, pre-approval is provided at regularly scheduled meetings of the Audit Committee. However, the Audit Committee may delegate pre-approval authority to one or more of its members. The member or members to whom such authority is delegated shall report any pre-approval decisions to the Audit Committee at its next scheduled meeting. The Audit Committee does not delegate its responsibilities to pre-approve services performed by the independent registered public accounting firm to management.

The Audit Committee has reviewed the audit fees paid by the Company to the independent registered public accounting firm. It has also reviewed non-audit services and fees to assure compliance with the Company s and the Audit Committee s policies restricting the independent registered public accounting firm from performing services that might impair its independence.

Based on the reviews and discussions referred to above, the Audit Committee recommended to the Board of Directors that the financial statements as of and for the year ended December 31, 2014, be included in the Company s Annual Report on Form 10-K for filing with the SEC. The Audit Committee also recommended the selection of PricewaterhouseCoopers LLP to serve as the independent registered public accounting firm of the Company for the year ending December 31, 2015.

Audit Committee

David K. Downes, Chairman

Nancy Hawthorne, Member

John A. Sommers, Member

David P. Southwell, Member

Table of Contents

The Audit Committee Report does not constitute soliciting material, and shall not be deemed to be filed or incorporated by reference into any other Company filing under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended, except to the extent that the Company specifically incorporates the Audit Committee Report by reference.

Governance Committee

The Governance Committee operates pursuant to a charter approved by our Board of Directors and in compliance with our Nominating Procedures. The charter sets forth the responsibilities of the Governance Committee, including making nominations for the appointment or election of independent directors, personnel training policies and administering the provisions of the code of ethics and the code of ethics and business conduct applicable to the independent directors. The Nominating Procedures set forth our policy regarding director qualifications and skills, the process for identifying and evaluating director nominees and directors available for re-election, the process for evaluating director candidates nominated by stockholders, the process regarding stockholder communications with the Board and the policy regarding directors attendance at annual meetings.

The Governance Committee consists of David P. Southwell (Chairperson), Nancy Hawthorne and Keith W. Hughes, all of whom are considered independent for purposes of the 1940 Act and The NASDAQ Global Select Market listing standards. The Governance Committee met two times during the 2014 fiscal year.

The Governance Committee will consider qualified director nominees recommended by stockholders when such recommendations are submitted in accordance with our bylaws and the Nominating Procedures and any other applicable law, rule or regulation regarding director nominations. Stockholders may submit candidates for nomination for our Board of Directors by writing to: Board of Directors, THL Credit, Inc., 100 Federal Street, 31st Floor, Boston, MA 02110. When submitting a nomination to us for consideration, a stockholder must provide certain information proving his status as a stockholder and certain information about each person whom the stockholder proposes to nominate for election as a director, including: (i) the name of the stockholder and evidence of the person s ownership of shares of the Company, including the number of shares owned and the length of time of ownership, (ii) the name of the candidate, the candidate s resume or a listing of his or her qualifications to be a director of the Company, and if requested by the Governance Committee, a completed and signed director s questionnaire, (iii) the class, series (if applicable) and number of shares of our capital stock owned beneficially or of record by such individual; (iv) the date such shares were acquired and the investment intent of such acquisition; (v) whether such stockholder believes any such individual is, or is not, an interested person of the Company, as defined in the 1940 Act or is, or is not, independent as set forth in the Nasdaq Global Select Market listing standards, and information regarding such individual that is sufficient, in the discretion of the Board or any committee thereof or any authorized officer of the Company, to make either such determination, and (vi) all other information relating to such individual that would be required to be disclosed in a proxy statement or other filings required to be made in connection with solicitations of proxies for election of directors pursuant to Section 14 of the Exchange Act, and the rules and regulations promulgated thereunder. Such notice must be accompanied by the proposed nominee s written consent to be named as a nominee and to serve as a director if elected.

One of the goals of the Governance Committee is to assemble a board of directors that brings us a variety of perspectives and skills derived from high quality business and professional experiences. Qualified candidates for membership on the Board will be considered without regard to race, color, creed, religion, national origin, age, gender, sexual orientation or disability. In considering possible candidates for election as a director, the Governance Committee takes into account, in addition to such other factors as it deems relevant, the desirability of directors who:

are of high character and integrity;

are accomplished in their respective fields, with superior credentials and recognition;

Table of Contents

have relevant expertise and experience upon which to be able to offer advice and guidance to management;

have sufficient time available to devote to the affairs and business of the Company;

are able to work with the other members of the Board and contribute to the success of the Company;

can represent the long-term interests of the Company s stockholders as a whole; and

are selected such that the Board represents a range of backgrounds and experience.

The Governance Committee also considers all applicable legal and regulatory requirements that govern the composition of the Board.

Other than the foregoing, there are no stated minimum criteria for director nominees, although the Governance Committee may also consider such other factors as it may deem are in our best interests and those of our stockholders. The Governance Committee also believes it appropriate for certain key members of our management to participate as members of the Board. The Governance Committee does not assign specific weights to particular criteria and no particular criterion is necessarily applicable to all prospective nominees. We believe that the backgrounds and qualifications of the directors, considered as a group, should provide a significant composite mix of experience, knowledge and abilities that will allow the Board to fulfill its responsibilities. Our Board does not have a specific diversity policy, but considers diversity of race, religion, national origin, gender, sexual orientation, disability, cultural background and professional experiences in evaluating candidates for Board membership.

The Governance Committee identifies nominees by first evaluating the current members of the Board willing to continue in service. Current members of the Board with skills and experience that are relevant to our business and who are willing to continue in service are considered for re-nomination, balancing the value of continuity of service by existing members of the Board with that of obtaining a new perspective. If any member of the Board does not wish to continue in service or if the Governance Committee or the Board decides not to re-nominate a member for re-election, the Governance Committee identifies the desired skills and experience of a new nominee in light of the criteria above. Current members of the Governance Committee and Board are polled for suggestions as to individuals meeting the criteria of the Governance Committee. Research may also be performed to identify qualified individuals. We have not engaged third parties to identify or evaluate or assist in identifying potential nominees to the Board.

A charter of the Governance Committee and the Nominating Procedures is available in print to any stockholder who requests a copy, and is also available on the Company s website at http://investor.thlcredit.com.

Compensation Committee

The Compensation Committee operates pursuant to a charter approved by our Board of Directors. The charter sets forth the responsibilities of the Compensation Committee, including overseeing the Company s compensation policies, evaluating executive officer performance and reviewing and approving the compensation, if any, by the Company of its executive officers. The Compensation Committee consists of David P. Southwell (Chairperson), Nancy Hawthorne and Keith W. Hughes, all of whom are considered independent for purposes of the 1940 Act and The NASDAQ Global Select Market listing standards. The Compensation Committee met twice during the 2014 fiscal year.

In reviewing and approving the compensation, if any, by the Company for each of the Company s executive officers, the Compensation Committee will, among other things, consider corporate goals and objectives relevant to executive officer compensation, evaluate each executive officer s performance in light of such goals and objectives, and set each executive officer s compensation based on such evaluation and such other factors as the Compensation Committee deems appropriate and in the best interests of the Company (including the cost to the

Table of Contents

Company of such compensation). Notwithstanding the foregoing, currently none of the Company s executive officers are directly compensated by the Company. However, the Company reimburses its administrator for the allocable portion of overhead and other expenses incurred by the administrator in performing its obligations under an administration agreement, including an allocable share of the compensation of certain of the Company s executive officers with finance and compliance responsibilities.

A charter of the Compensation Committee is available in print to any stockholder who requests it, and it is also available on the Company s website at http://investor.thlcredit.com.

Code of Ethics and Business Conduct

We have adopted a Code of Ethics and Business Conduct that applies to, among others, our executive officers, including our Principal Executive Officers and Principal Financial Officer, as well as every officer, director and employee of the Company. Requests for copies should be sent in writing to THL Credit, Inc., 100 Federal Street, 31st Floor, Boston, MA 02110. The Company s Code of Ethics and Business Conduct is also available on our website at http://investor.thlcredit.com.

If we make any substantive amendment to, or grant a waiver from, a provision of our Code of Ethics and Business Conduct, we will promptly disclose the nature of the amendment or waiver on our website at http://investor.thlcredit.com as well as file a Form 8-K with the Securities and Exchange Commission.

Executive Compensation

None of our executive officers receive direct compensation from us. We do not engage any compensation consultants. The compensation of the Executive Officers and other investment professionals of our investment adviser are paid by our investment adviser. Further, we are prohibited under the 1940 Act from issuing equity incentive compensation, including stock options, stock appreciation rights, restricted stock and stock, to our officers, directors and employees.

Director Compensation

The following table sets forth compensation of the Company s directors for the year ended December 31, 2014.

Name	Fees Earned or Paid in Cash(1)(2)
Interested Directors:	
Christopher J. Flynn(3)	
James K. Hunt(4)	
Sam W. Tillinghast(3)	
Independent Directors:	
David K. Downes	$ 131,500
Nancy Hawthorne	$ 126,500
Keith W. Hughes	$ 121,000
James D. Kern(5)	
John A. Sommers	$ 117,500
David P. Southwell	$ 129,000

(1) For a discussion of the independent directors compensation, see below.
(2) We do not maintain a stock or option plan, non-equity incentive plan or pension plan for our directors.
(3) As employee directors, Mr. Tillinghast and Mr. Flynn do not receive any compensation for their service as directors. Mr. Tillinghast and Mr. Flynn are employed by THL Credit Advisors, and not by the Company.

Table of Contents

(4) As a former employee director, Mr. Hunt does not receive any compensation for his service as a director. Mr. Hunt was formerly employed by THL Credit Advisors, and not by the Company.
(5) Mr. Kern was not appointed to the Board of Directors until December 2014.

From January 1, 2014 to September 30, 2014, we paid each independent director an annual fee. The annual fee was $47,500 (annualized) between January 1, 2014 and September 30, 2014 and was increased by the Board to $67,000 (annualized) beginning on October 1, 2014. We also paid our independent directors $12,000 per regular board meeting attended in person or by telephone, plus reimbursement of reasonable out-of-pocket expenses incurred in connection with in-person attendance at such meeting, and $1,500 per ad-hoc board meeting attended in person or by telephone, plus reimbursement of reasonable out-of-pocket expenses incurred in connection with in-person attendance at such meeting. In addition, we paid the Lead Independent Director an annual fee of $10,000, the Chairperson of the Audit Committee an annual fee of $25,000, the other members of the Audit Committee an annual fee of $12,500, the Chairperson of the Governance Committee and the Compensation Committee an annual fee of $10,000 and other members of the Governance and Compensation Committees an annual fee of $6,000, for their additional services in these capacities. In addition, we purchase directors and officers liability insurance on behalf of our directors and officers.

No compensation is paid to the directors who are interested persons of the Company as defined in the 1940 Act.

PROPOSAL 2 TO AUTHORIZE THE COMPANY TO SELL OR OTHERWISE ISSUE UP TO 25% OF THE COMPANY S COMMON STOCK AT A NET PRICE BELOW THE COMPANY S THEN

CURRENT NAV

The Company is a closed-end investment company that has elected to be regulated as a BDC under the 1940 Act. The 1940 Act prohibits the Company from selling shares of its common stock at a price below the current NAV of such stock, with certain exceptions. One such exception would permit the Company to sell or otherwise issue shares of its common stock during the next year at a price below the Company s then current NAV if its stockholders approve such a sale and the Company s directors make certain determinations. A majority of our independent directors who have no financial interest in the sale would be required to make a determination as to whether such sale would be in the best interests of the Company and its stockholders prior to selling shares of our common stock at a price below NAV per share if our stockholders were to approve such a proposal.

Pursuant to this provision, the Company is seeking the approval of its stockholders so that it may, in one or more public or private offerings of its common stock, sell shares of its common stock in an amount not to exceed 25% common stock outstanding as of the date when this proposal is approved by the stockholders at a price below its then current NAV, subject to certain conditions discussed below. If approved, the authorization would be effective for a period expiring on the earlier of the one year anniversary of the date of the Company s 2015 Annual Meeting of Stockholders and the date of the Company s 2016 Annual Meeting of Stockholders, which is expected to be held in June 2016.

Stockholders approved a similar proposal at each of the 2014 Annual Meeting of Stockholders and 2013 Annual Meeting of Stockholders. However, notwithstanding such stockholder approval, since the Company s initial public offering in April 2010, the Company has not sold any shares of its common stock at a price below the Company s then current NAV.

Background and Reasons

Although we have been able to access the capital necessary to finance our investment activities, capital may not be available to us on favorable terms, or at all, in the event of uncertainty and volatility of the financial markets. It is important for BDCs like the Company to comply with the asset coverage requirements mandated by the 1940 Act and hold sufficient equity capital on their balance sheets. Because BDCs must determine the fair value of the assets in their portfolio quarterly, and a shift in market dynamics or the existence of underperforming assets may lower that determination of fair value and therefore proportionately increase the value of balance sheet debt compared to assets, BDCs like the Company must be able to access equity capital in order to increase the value of net assets in order to comply with the asset coverage requirements. Further, to capitalize on investment opportunities as they arise, the Company needs to be able to maintain consistent access to capital. As a result, BDCs like the Company seek to obtain approval to issue shares of common stock at a price below the current NAV in order to maintain consistent access to capital.

Stockholder approval of this proposal will provide the Company with the flexibility to make investments in accordance with the Company s investment objective.

Many BDCs have sought and received authorization from their stockholders to sell shares of common stock at prices below NAV for many of the same reasons discussed above. Several of those BDCs have over time completed offerings of common stock at prices per share below their respective NAV. If the Company issues additional shares, the Company s market capitalization and the amount of publicly tradable common stock will increase, which may afford all holders of our common stock greater liquidity. A larger market capitalization may make the Company s stock more attractive to a larger number of investors who have limitations on the size of companies in which they invest. Furthermore, a larger number of shares outstanding may increase trading volume, which could decrease the volatility in the price of the Company s common stock in the secondary market.

Table of Contents

As a BDC and a regulated investment company (a RIC), the Company depends on its ability to raise capital through the issuance of its common stock. To the extent the Company is unable to raise capital through the issuance of equity, its ability to raise capital through the issuance of debt or senior securities may be restricted by the 200% asset coverage ratio requirement as a BDC and the RIC distribution requirements. As of December 31, 2014, the Company had $294.9 million in borrowings outstanding on its term loan facility and revolving credit facility and $50.0 million outstanding on its notes payable. The Company has met its asset coverage and distribution requirements. Any sale or other issuance of shares of the Company s common stock at a price below NAV will result in an immediate dilution to your interest in the Company s common stock and a reduction of our NAV per share. This dilution would occur as a result of a proportionately greater decrease in a stockholder s interest in the Company s earnings and assets and voting interest in the Company than the increase in its assets resulting from such issuance. See Key Stockholder Considerations below.

There is no maximum discount on the amount of dilution of NAV that may be incurred in connection with this proposal. As a result, the amount of dilution of NAV that may be incurred could be substantial. See Examples of Dilutive Effect of the Issuance of Shares Below Net Asset Value in this Proposal 2. The Board will consider the potential dilutive effect of issuing shares at a price below NAV when considering whether to authorize any such issuance.

The Company s common stock has been quoted on The NASDAQ Global Select Market under the symbol TCRD since April 21, 2010. The following table lists the high and low sales price for the Company s common stock and the sales price as a percentage of NAV since shares of the Company s common stock began being regularly quoted on The NASDAQ Global Select Market. On April [ ], 2015, the last reported closing sale price of our common stock was $[ ] per share which represents a [premium] of approximately [ ]% to the NAV reported as of December 31, 2014.

		Sales Price		Premium/ Discount of High Sales Price to	Premium/ Discount of Low Sales Price to
	NAV	**High**	**Low**	**NAV**	**NAV**
Year Ended December 31, 2013					
First Quarter	$ 13.20	$ 16.08	$ 14.49	22%	10%
Second Quarter	$ 13.58	$ 15.77	$ 14.00	16%	3%
Third Quarter	$ 13.38	$ 16.17	$ 14.75	21%	10%
Fourth Quarter	$ 13.36	$ 17.00	$ 15.27	27%	14%
Year Ended December 31, 2014					
First Quarter	$ 13.34	$ 16.61	$ 13.78	25%	3%
Second Quarter	$ 13.28	$ 14.27	$ 12.80	7%	-4%
Third Quarter	$ 13.29	$ 14.30	$ 12.90	8%	-3%
Fourth Quarter	$ 13.08	$ 13.42	$ 11.22	3%	-14%
Year Ended December 31, 2015					
First Quarter	*	$ [ ]	$ [ ]	*	*
Second Quarter (through April [ ], 2015)	*			*	*

(1) NAV per share is determined as of the last day in the relevant quarter and therefore may not reflect the NAV per share on the date of the high and low sales prices. The NAVs shown are based on outstanding shares at the end of each period.
(2) Calculated as of the respective high or low closing sales price divided by NAV.
* NAV for this period has not been determined.

Shares of the Company s common stock have traded at a price both above and below their NAV since they began trading on The NASDAQ Global Select Market. The disruption and instability in the global capital markets and uncertainty surrounding the global economy has led to significant stock market volatility, particularly with respect to the stock of financial services companies. During times of increased price volatility,

Table of Contents

the Company s common stock may trade at a price equal to, above or below its NAV, which is not uncommon for BDCs such as the Company. As noted above, however, the recent market disruption has created, and we believe will continue to create for the foreseeable future, favorable opportunities to invest, including opportunities that, all else being equal, may increase NAV over the longer-term, even if financed with the issuance of common stock at a price below NAV. Stockholder approval of this proposal is expected to provide the Company with the flexibility to invest in such opportunities.

The Board believes it is in the best interests of stockholders to allow the Company flexibility to issue its common stock at a price below NAV in certain instances. The Company s ability to grow over time and to continue to pay dividends to stockholders could be adversely affected if the Company were unable to access the capital markets as attractive investment opportunities arise. Inability to access the capital markets could also have the effect of forcing the Company to sell assets that the Company would not otherwise sell and at disadvantageous times.

While the Company has never completed an offering of its common stock at a price per share below NAV, and the Company has no immediate plans to sell any shares of its common stock at a price below NAV, it is seeking stockholder approval now in order to provide flexibility for future sales, which typically must be undertaken quickly. The final terms of any such sale will be determined by the Board at the time of sale. Also, because the Company has no immediate plans to sell any shares of its common stock at a price below NAV, it is impracticable to describe the transaction or transactions in which shares of common stock would be sold. Instead, any transaction where the Company sells shares of common stock, including the nature and amount of consideration that would be received by the Company at the time of sale and the use of any such consideration, will be reviewed and approved by the Board at the time of sale. If this proposal is approved, no further authorization from the stockholders will be solicited prior to any such sale in accordance with the terms of this proposal.

Conditions to Sales Below NAV

If our stockholders approve this proposal, the Company will be permitted to sell shares of its common stock at a price below NAV per share only if the following conditions are met:

(1) a majority of the Company s independent directors who have no financial interest in the sale have determined that such sale would be in the best interests of the Company and stockholders;

(2) a majority of the Company s independent directors, in consultation with the underwriter or underwriters of the offering if it is to be underwritten, have determined in good faith, and as of a time immediately prior to the first solicitation by or on behalf of the Company of firm commitments to purchase such securities or immediately prior to the issuance of such securities, that the price at which such securities are to be sold is not less than a price which closely approximates the market value of those securities, less any underwriting commission or discount; and

(3) following such issuance, not more than 25% of the Company s then outstanding shares as of the date of stockholder approval will have been issued at a price less than NAV.

Key Stockholder Considerations and Risk Factors

Before voting on this proposal or giving proxies with regard to this matter, stockholders should consider the potentially dilutive effect on the NAV per outstanding share of common stock of the issuance of shares of the Company s common stock at a price less than NAV per share. Any sale of common stock at a price below NAV would result in an immediate dilution to existing stockholders. This dilution would include reduction in the NAV per share of outstanding shares of common stock as a result of the issuance of shares of common stock at a price below the then current NAV per share and a proportionately greater decrease in a stockholder s interest in the earnings and assets of the Company and voting interest in the Company. All stockholders will indirectly incur the cost of any offering of shares of common stock at a price below the then current NAV per share whether or not the stockholders elect to participate in any such offering. The Board will consider the potential dilutive effect when considering whether to authorize any such issuance.

When stock is sold at a sale price below NAV per share, the resulting increase in the number of outstanding shares is not accompanied by a proportionate increase in the net assets of the issuer. Stockholders should also consider that they will have no subscription, preferential or preemptive rights to additional shares of the common stock proposed to be authorized for issuance, and thus any future issuance of common stock at a price below NAV will dilute a stockholder s holdings of common stock as a percentage of shares outstanding to the extent the stockholder does not purchase sufficient shares in the offering or otherwise to maintain the stockholder s percentage interest. Further, if the stockholder does not purchase any shares to maintain the stockholder s percentage interest, regardless of whether such offering is at a price above or below the then current NAV, the stockholder s voting power will be diluted.

If this proposal is approved, no further authorization from our stockholders will be solicited by the Company prior to the issuance of common stock at a price below NAV even if the dilution associated with any such issuance would be significant.

Examples of Dilutive Effect of the Issuance of Shares Below Net Asset Value

Impact on Existing Stockholders who do not Participate in the Offering

Our existing stockholders who do not participate in an offering below NAV per share or who do not buy additional shares in the secondary market at the same or lower price we obtain in the offering (after expenses and commissions) face the greatest potential risks. All stockholders will experience an immediate decrease (often called dilution) in the NAV of the shares they hold. Stockholders who do not participate in the offering will also experience a disproportionately greater decrease in their participation in our earnings and assets and their voting power than stockholders who do participate in the offering. All stockholders may also experience a decline in the market price of their shares, which often reflects to some degree announced or potential decreases in NAV per share. This decrease could be more pronounced as the size of the offering and level of discount to NAV increases. Further, if existing stockholders do not purchase any shares to maintain their percentage interests, regardless of whether such offering is above or below the then current NAV, their voting power will be diluted. The following table illustrates the level of NAV dilution that would be experienced by a nonparticipating stockholder in four different hypothetical offerings of different sizes and levels of discount from NAV per share. Actual sales prices and discounts may differ from the presentation below.

Table of Contents

The examples assume that the Company has 33,905,202 common shares outstanding, $812.5 million in total assets and $368.9 million in total liabilities. Under such assumptions the current net asset value and NAV per share would thus be $443.6 million and $13.08. The table illustrates the dilutive effect on nonparticipating Stockholder A of (1) an offering of 1,695,260 shares (5% of the outstanding shares) with proceeds to the Company at $12.43 per share (a 5% discount from NAV), (2) an offering of 3,390,520 shares (10% of the outstanding shares) with proceeds to the Company at $11.77 per share after offering expenses and commissions (a 10% discount from NAV); (3) an offering of 6,781,040 shares (20% of the outstanding shares) with proceeds to the Company at $10.46 per share after offering expenses and commissions (a 20% discount from NAV); and (4) an offering of 8,476,301 shares (25% of the outstanding shares) at $0.01 per share after offering expenses and commissions (a 100% discount from NAV). The prospectus supplement pursuant to which any discounted offering is made will include a chart based on the actual number of shares of common stock in such offering and the actual discount to the most recently determined NAV. It is not possible to predict the level of market price decline that may occur.

	Prior to Sale Below NAV	Example 1 5% Offering at 5% Discount Following Sale	Example 1 % Change	Example 2 10% Offering at 10% Discount Following Sale	Example 2 % Change	Example 3 20% Offering at 20% Discount Following Sale	Example 3 % Change	Example 4 25% Offering at 100% Discount Following Sale	Example 4 % Change
ffering rice									
ice per are to blic		$ 13.08		$ 12.39		$ 11.01		$ 0.01	
et oceeds per are to suer		$ 12.43		$ 11.77		$ 10.46		$ 0.01	
ecrease to AV									
otal Shares utstanding	33,905,202	35,600,462	5.00%	37,295,722	10.00%	40,686,242	20.00%	42,381,503	25.00
AV per are	$ 13.08	$ 13.05	-0.23%	$ 12.96	-0.92%	$ 12.64	-3.36%	$ 10.47	-19.95
are lution to ockholder									
ares Held ockholder	339,052	339,052		339,052		339,052		339,052	
rcentage Shares eld by ockholder	1.00%	0.95%	-4.76%	0.91%	-9.09%	0.83%	-16.67%	0.80%	-20.00

otal Asset alues									
otal NAV eld by ockholder	$ 4,434,800	$ 4,424,629	-0.23%	$ 4,394,114	-0.92%	$ 4,285,618	-3.36%	$ 3,549,875	-19.95
otal vestment ockholder	$ 4,492,439	$ 4,492,439		$ 4,492,439		$ 4,492,439		$ 4,492,439	
ssumed to $13.25 r share)									
otal lution to ockholder		$ (67,810)		$ (98,325)		$ (206,821)		$ (942,564)	
otal NAV ss Total vestment)									
r Share mounts									
AV per are Held ockholder		$ 13.05		$ 12.96		$ 12.64		$ 10.47	
vestment r Share eld by ockholder	$ 13.25	$ 13.25		$ 13.25		$ 13.25		$ 13.25	
ssumed to $13.25 r Share on ares Held ior to le)									
lution per are Held ockholder		$ (0.20)		$ (0.29)		$ (0.61)		$ (2.78)	
rcentage lution per are Held ockholder			-1.51%		-2.19%		-4.60%		-20.98

Example 1 assumes shares are issued to the public at the current NAV per share. Examples 2 4 assume 5% in selling compensation and expenses paid by the Company.

Impact on Existing Stockholders who do Participate in the Offering

Our existing stockholders who participate in an offering below NAV per share or who buy additional shares in the secondary market at the same or lower price as we obtain in the offering (after expenses and commissions) will experience the same types of NAV dilution as the nonparticipating stockholders, albeit at a lower level, to

Table of Contents

the extent they purchase less than the same percentage of the discounted offering as their interest in our shares immediately prior to the offering. The level of NAV dilution on an aggregate basis will decrease as the number of shares such stockholders purchase increases. Existing stockholders who buy more than their proportionate percentage will experience NAV dilution but will, in contrast to existing stockholders who purchase less than their proportionate share of the offering, experience an increase (often called accretion) in NAV per share over their investment per share and will also experience a disproportionately greater increase in their participation in our earnings and assets and their voting power than our increase in assets, potential earning power and voting interests due to the offering. The level of accretion will increase as the excess number of shares purchased by such stockholder increases. Even a stockholder who over-participates will, however, be subject to the risk that we may make additional discounted offerings in which such stockholder does not participate, in which case such a stockholder will experience NAV dilution as described above in such subsequent offerings. These stockholders may also experience a decline in the market price of their shares, which often reflects to some degree announced or potential decreases in NAV per share. This decrease could be more pronounced as the size of the offering and the level of discount to NAV increases.

The following chart illustrates the level of dilution and accretion in the hypothetical 20% discount offering from the prior chart (Example 3) for a stockholder that acquires shares equal to (1) 50% of its proportionate share of the offering (i.e., 3,000 shares, which is 0.5% of an offering of 600,000 shares rather than its 1.0% proportionate share) and (2) 150% of such percentage (i.e., 9,000 shares, which is 1.5% of an offering of 600,000 shares rather than its 1.0% proportionate share). The prospectus supplement pursuant to which any discounted offering is made will include a chart for this example based on the actual number of shares in such offering and the actual discount from the most recently determined NAV per share. It is not possible to predict the level of market price decline that may occur.

		50% Participation		150% Participation	
	Prior to Sale Below NAV	**Following Sale**	**% Change**	**Following Sale**	**% Change**
Offering Price					
Price per Share to Public		$ 11.01		$ 11.01	
Net Proceeds per Share to Issuer		$ 10.46		$ 10.46	
Decrease to NAV					
Total Shares Outstanding	33,905,202	40,686,242	20.00%	40,686,242	20.00%
NAV per Share	$ 13.08	$ 12.64	-3.36%	$ 12.64	-3.36%
Share (Dilution) Accretion to Stockholder					
Shares Held by Stockholder A	339,052	372,957	10.00%	440,768	30.00%
Percentage of Shares Held by Stockholder A	1.00%	0.92%	-8.33%	1.08%	8.33%
Total Asset Values					
Total NAV Held by Stockholder A	$ 4,434,800	$ 4,714,179	6.30%	$ 5,571,303	25.63%
Total Investment by Stockholder A	$ 4,492,439	$ 4,865,736		$ 5,612,328	
(Assumed to be $13.25 per share on shares held prior to sale)					
Total Dilution to Stockholder A		$ (151,557)		$ (41,025)	
(Total NAV less Total Investment)					

Assumes 5% in selling compensation and expenses paid by the Company.

Impact on New Investors

Investors who are not currently stockholders, but who participate in an offering below NAV and whose investment per share is greater than the resulting NAV per share (due to selling compensation and expenses paid by us) will experience an immediate decrease, albeit small, in the NAV of their shares and their NAV per share compared to the price they pay for their shares. Investors who are not currently stockholders and who participate

Table of Contents

in an offering below NAV per share and whose investment per share is also less than the resulting NAV per share will experience an immediate increase in the NAV of their shares and their NAV per share compared to the price they pay for their shares. All these investors will experience a disproportionately greater participation in our earnings and assets and their voting power than our increase in assets, potential earning power and voting interests. These investors will, however, be subject to the risk that we may make additional discounted offerings in which such new stockholder does not participate, in which case such new stockholder will experience dilution as described above in such subsequent offerings. These investors may also experience a decline in the market price of their shares, which often reflects to some degree announced or potential decreases in NAV per share. This decrease could be more pronounced as the size of the offering and level of discount to NAV increases.

The following chart illustrates the level of dilution or accretion for new investors that would be experienced by a new investor in the same hypothetical 5%, 10% and 20% discounted offerings as described in the first chart above. The illustration is for a new investor who purchases the same percentage (1.00%) of the shares in the offering as Stockholder A in the prior examples held immediately prior to the offering. The prospectus supplement pursuant to which any discounted offering is made will include a chart for these examples based on the actual number of shares in such offering and the actual discount from the most recently determined NAV per share. It is not possible to predict the level of market price decline that may occur.

		Example 1 5% Offering at 5% Discount		**Example 2 10% Offering at 10% Discount**		**Example 3 20% Offering at 20% Discount**	
	Prior to Sale Below NAV	**Following Sale**	**% Change**	**Following Sale**	**% Change**	**Following Sale**	**% Change**
Offering Price							
Price per Share to Public		$ 13.08		$ 12.39		$ 11.01	
Net Proceeds to Issuer		$ 12.43		$ 11.77		$ 10.46	
Decrease to NAV							
Total Shares Outstanding	33,905,202	35,600,462	5.00%	37,295,722	10.00%	40,686,242	20.00%
NAV per Share	$ 13.08	$ 13.05	-0.23%	$ 12.96	-0.92%	$ 12.64	-3.36%
Share Dilution to Stockholder							
Shares Held by Stockholder A		169,526		339,052		678,104	
Percentage of Shares Held by Stockholder A	0.00%	0.48%	N/A	0.91%	N/A	1.67%	N/A
Total Asset Values							
Total NAV Held by Stockholder A	$	$ 2,212,314	N/A	$ 4,394,114	N/A	$ 8,571,235	N/A
Total Investment by Stockholder A	$	$ 2,217,400		$ 4,200,854		$ 7,465,925	

Total (Dilution) Accretion to Stockholder A		$ (5,086)	$ 193,260	$ 1,105,310
(Total NAV less Total Investment)				
Per Share Amounts				
NAV per Share Held by Stockholder A		$ 13.05	$ 12.96	$ 12.64
Investment per Share Held by Stockholder A	$	$ 13.08	$ 12.39	$ 11.01
(Dilution) Accretion per Share Held by Stockholder A		$ (0.03)	$ 0.57	$ 1.63
Percentage (Dilution) Accretion per Share Held by Stockholder A		-0.23%	4.60%	14.80%

Example 1 assumes shares are issued to the public at the current NAV per share. Examples 2 and 3 assume 5% in selling compensation and expenses paid by the Company.

The 1940 Act establishes a connection between common share sale price and NAV because, when stock is sold at a sale price below NAV, the resulting increase in the number of outstanding shares is not accompanied by a proportionate increase in the net assets of the issuer. Stockholders should also consider that existing holders of

31

the Company s common stock have no subscription, preferential or preemptive rights to additional shares of the common stock proposed to be authorized for issuance, and thus any future issuance of common stock will dilute such existing stockholders holdings of common stock as a percentage of shares outstanding to the extent existing stockholders do not participate in and purchase sufficient shares in the offering to maintain their percentage interest. Further, if current stockholders of the Company either do not purchase any shares in an offering conducted by the Company or do not purchase sufficient shares in the offering to maintain their percentage interest, regardless of whether such offering is above or below the then current NAV, their voting power will be diluted.

Required Vote

Approval of this proposal requires the affirmative vote of (1) a majority of the outstanding shares of common stock entitled to vote at the Annual Meeting; and (2) a majority of the outstanding shares of common stock entitled to vote at the Annual Meeting that are not held by affiliated persons of the Company, which includes directors, officers, employees, and 5% stockholders.

For purposes of this proposal, the 1940 Act defines a majority of the outstanding shares as: (1) 67% or more of the voting securities present at the Annual Meeting if the holders of more than 50% of the outstanding voting securities of the Company are present or represented by proxy; or (2) 50% of the outstanding voting securities of the Company, whichever is less. Abstentions and broker non-votes will have the effect of a vote against this proposal.

Our Board unanimously recommends a vote FOR this proposal.

Table of Contents

PROPOSAL 3 TO AUTHORIZE THE COMPANY TO OFFER AND ISSUE DEBT WITH WARRANTS OR DEBT CONVERTIBLE INTO SHARES OF ITS COMMON STOCK AT AN EXERCISE OR CONVERSION PRICE THAT, AT THE TIME SUCH WARRANTS OR CONVERTIBLE DEBT ARE ISSUED, WILL NOT BE LESS THAN THE MARKET VALUE PER SHARE BUT MAY BE BELOW THE COMPANY S THEN CURRENT NAV

General Information

The Board believes it would be in our best interest to have the ability to offer debt with warrants or debt convertible into shares of our common stock at an exercise price that, at the time such warrants or convertible debt are issued, will not be less than the market value per share but may be below NAV at the time of issuance of such warrants or debt. If our stockholders approve this proposal, the Company would be entitled to effect such issuance during the period expiring on the earlier of the one year anniversary of the date of the Annual Meeting and the date of our 2016 Annual Meeting of Stockholders, and would be able to effect as many issuances during such period as our Board deemed appropriate.

The Company has elected to be regulated as a BDC under the 1940 Act. As a BDC, Section 61(a) (in conjunction with Section 18(d)) of the 1940 Act generally prohibits us from issuing a security that includes a right to subscribe to or purchase our common stock unless we meet certain conditions, including obtaining stockholder approval. As a result we are generally precluded from issuing warrants or, in some cases, securities that convert to shares of our common stock, unless we obtain stockholder approval as to the issuance of such securities and meet certain other conditions.

The number of shares of our common stock that would result from the exercise or conversion of such warrants or debt and all other securities convertible, exercisable or exchangeable into shares of our common stock outstanding at the time of issuance of such warrants or debt will not exceed 25% of our outstanding common stock at such time. However, if the number of shares of our common stock that would result from the exercise of all outstanding securities convertible, exercisable, or exchangeable into shares of our common stock held by our directors, officers and employees exceeds 15% of our outstanding common stock, then the total amount of common stock that will result from the exercise of all outstanding warrants, convertible debt, and all other securities convertible, exercisable, or exchangeable into shares of common stock will not exceed 20% of our outstanding common stock at such time.

Background and Reasons

In order to provide us with maximum flexibility to raise capital, we are asking you to approve the issuance of debt with warrants or debt convertible into shares of our common stock on such terms and conditions as the Board determines to be in the best interests of the Company and our stockholders.

Our Board, including a majority of the Board who have no financial interest in the proposal and are non-interested directors, has approved as in the best interests of the Company and our stockholders and recommends to the stockholders for their approval a proposal authorizing us to issue debt with warrants or debt convertible into shares of our common stock (subject to the limitations stated) at exercise or conversion prices that, at the time such warrants or convertible debt are issued, will not be less than the market value per share but may be below NAV at the time of issuance of such debt with warrants or convertible debt. Upon obtaining the requisite stockholder approval, we will comply with the conditions described below in connection with any financing undertaken pursuant to this proposal. See below for a discussion of the risks of dilution and leverage.

Management and the Board have determined that it would be advantageous to us to have the ability to sell debt with warrants or debt convertible into shares of our common stock in connection with our financing and capital raising activities. Although we have been able to access the capital necessary to finance our investment activities, capital may not always be available to us on favorable terms, or at all, in the event of uncertainty and

Table of Contents

volatility of the financial markets. To capitalize on investment opportunities as they arise, the Company needs to be able to maintain consistent access to capital, and to choose between different forms of such capital to select the most attractive form available. The issuance of convertible securities or debt with warrants may give us a cost-effective way to raise capital and is a common practice by corporations that are not BDCs. Such debt or warrants typically allow the purchasers thereof to participate in any increase in value of the issuer s common stock.

Also, as discussed in Proposal 2, it is important for BDCs like the Company to comply with the asset coverage requirements mandated by the 1940 Act and hold sufficient equity capital on their balance sheets. Therefore, if the shares of common stock receivable upon exercise of such warrants or convertible debt have an exercise price below NAV at the time of issuance of such warrants or debt, the Company must be able to access equity capital in order to increase the value of net assets in order to comply with the asset coverage requirements of the 1940 Act. As a result, the Company is seeking flexibility to raise additional capital by selling debt with warrants or debt convertible into shares of its common stock so that it may take advantage of this opportunity.

While we have no immediate plans to issue any such convertible securities under Section 61 of the 1940 Act, we are seeking stockholder approval now in order to provide flexibility for future issuances, which typically must be undertaken quickly. The final terms of any sale of warrants or, to the extent required by Section 61 of the 1940 Act, convertible debt, including price, dividend or interest rates, conversion prices, voting rights, redemption prices, maturity dates, and similar matters will be determined by the Board at the time of issuance. We cannot at this time predict a transaction in which the securities would be issued. Instead, any transaction under this authority or Section 61 of the 1940 Act where we issue convertible debt or debt with warrants, including the nature and amount of consideration that would be received by us at the time of issuance and the use of any such consideration, will be reviewed and approved by the Board at the time of issuance. If this proposal is approved, no further authorization from the stockholders will be solicited prior to any such issuance.

Conditions to Issuance

If our stockholders approve this proposal, each issuance of debt with warrants or debt convertible into shares of our common stock would comply with Section 61(a) of the 1940 Act, to the extent applicable. If Section 61 is applicable:

(i) the exercise or conversion rights in such warrants or debt expire by their terms within 10 years;

(ii) the warrants and the exercise or conversion rights in such warrants or debt are not separately transferable;

(iii) the exercise or conversion price of such warrants or debt that, at the time such warrants or convertible debt are issued, will not be less than the market value per share but may be below NAV at the date of issuance of such warrants or convertible debt;

(iv) the issuance of such warrants or convertible debt is approved by a majority of the Board who have no financial interest in the transaction and a majority of the non-interested directors on the basis that such issuance is in the best interests of the Company and our stockholders; and

(v) the number of shares of our common stock that would result from the exercise or conversion of such warrants or debt and all other securities convertible, exercisable or exchangeable into shares of our common stock outstanding at the time of issuance of such warrants or debt will not exceed 25% of our outstanding common stock at such time. However, if the number of shares of our common stock that would result from the exercise of all outstanding securities convertible, exercisable, or exchangeable into shares of our common stock held by our directors, officers and employees pursuant to equity compensation plans exceeds 15% of our outstanding common stock, then the total amount of common stock that will result from the exercise of all outstanding warrants, convertible debt, and all other securities convertible, exercisable, or exchangeable into shares of common stock will not exceed 20% of our outstanding common stock at such time.

Table of Contents

Pursuant to certain interpretations of the staff of the SEC, not all types of convertible securities that we may issue are required to comply with Section 61(a), including circumstances in which the value of the conversion feature is not the predominate value of the convertible bond. Any convertible securities we issue that are not subject to Section 61(a) will be issued in compliance with the then current views of the SEC and its staff.

Prior to the time of issuance, the Board may determine to issue warrants or convertible debt in a registered public offering or in a private placement either with or without an obligation to seek to register their resale at the request of the holders. The Board may also determine to use an underwriter or placement agent to assist in selling such securities if it concludes that doing so would assist in marketing such securities on favorable terms.

Dilution

Your ownership and voting interest in the Company may be diluted if we issue warrants or convertible debt. We cannot state precisely the amount of any such dilution because we do not know at this time what number of shares of common stock would be issuable upon exercise or conversion of any such warrants or convertible debt that are ultimately issued (including through the operation of anti-dilution protections). In addition, because the exercise or conversion price per share at the time of exercise or conversion could be less than the NAV of our common stock at the time of exercise or conversion, and because we would incur expenses in connection with any such issuance of warrants or convertible debt, such exercise or conversion could result in a dilution of NAV of our common stock at the time of such exercise. The amount of any decrease in NAV is not predictable because it is not known at this time what the exercise or conversion price and NAV of our common stock will be upon any exercise or conversion or what number or amount (if any) of such warrants or convertible debt will be issued. Such dilution could be substantial. However, we can model the impact of such dilution, including the maximum level of dilution. See Examples of Dilutive Effect of the Issuance of Shares Below NAV included in Proposal 2. Our common stockholders would indirectly bear the cost of issuing or paying interest or dividends on any warrants or convertible debt we may issue.

The 1940 Act establishes a connection between common stock sale price and NAV because, when stock is issued at a price below NAV, the resulting increase in the number of outstanding shares is not accompanied by a proportionate increase in the net assets of the issuer. The Board will consider the potential dilutive effect of the issuance of warrants or securities to subscribe for or convert into shares of our common stock when considering whether to authorize any such issuance.

Key Stockholder Considerations and Risk Factors

As described above, your ownership and voting interest in the Company may be diluted if we issue warrants or convertible debt.

All stockholders will indirectly incur the cost of any issuance of securities whether or not the stockholder elects to participate in any such offering. The Board will consider the potential dilutive effect when considering whether to authorize any such issuance.

This proposal does not limit our ability to issue securities to subscribe for or convert into shares of its common stock at an exercise or conversion price below NAV at the time of exercise or conversion (including through the operation of anti-dilution protections). The only requirement with respect to the exercise or conversion price is that it be not less than the market value per share of our common stock on the date of issuance.

If this proposal is approved, no further authorization from our stockholders will be solicited by the Company prior to the issuance of any warrants, options or rights to subscribe to, convert to or purchase shares of common stock, including if the issuance would result in a dilution of NAV at the time of exercise or conversion thereof, for the period expiring on the earlier of the one year anniversary of the date of the Annual Meeting and the date of our 2016 Annual Meeting of Stockholders. To the extent the Board determines that it is in the best interests of the Company and its stockholders to issue warrants, options or rights subsequent to that time, the Company will seek further stockholder authorization prior to doing so.

Leverage

We borrow funds to make investments. As of December 31, 2014, the Company had $294.9 million in borrowings outstanding on its secured term loan credit facility and secured revolving credit facility and $50.0 million outstanding on its unsecured notes payable. We use this practice, which is known as leverage, to attempt to increase returns to our common stockholders. The use of leverage magnifies the potential for gain or loss on amounts invested and, therefore, increase the risks associated with investing in our securities. See the Risk Factors section of our Annual Report on Form 10-K for a discussion of the risks associated with the use of leverage. With certain limited exceptions, we are only allowed to borrow amounts such that our asset coverage, as defined in the 1940 Act, equals at least 200% after such borrowing. Any issuance of debt will be treated as a borrowing (in an amount equal to the principal amount of such debt) for purposes of such asset coverage. The amount of leverage that we employ at any particular time will depend on our management s and our Board s assessment of market and other factors at the time of any proposed borrowing.

Required Vote

Approval of this proposal requires the affirmative vote of the majority of shares present in person or represented by proxy at the Annual Meeting and entitled to vote on the proposal. Abstentions will not be included in determining the number of votes cast and, as a result, will have no effect on this proposal. Shares represented by broker non-votes are not considered entitled to vote and thus are not counted for purposes of determining whether the proposal has been approved.

Our Board unanimously recommends a vote FOR this proposal.

Table of Contents

Stockholder Proposals

Any stockholder proposals submitted pursuant to the SEC s Rule 14a-8 for inclusion in the Company s proxy statement and form of proxy for the 2016 Annual Meeting of Stockholders must be received by the Company on or before January 4, 2016. Such proposals must also comply with the requirements as to form and substance established by the SEC if such proposals are to be included in the proxy statement and form of proxy. Any such proposal should be mailed to: Stephanie Paré Sullivan, Secretary of the Company at 100 Federal Street, 31st Floor, Boston, MA 02110.

Stockholder proposals or director nominations to be presented at the 2016 Annual Meeting of stockholders, other than stockholder proposals submitted pursuant to the SEC s Rule 14a-8, must be delivered to, or mailed and received at, the principal executive offices of the Company not less than ninety (90) days in advance of the one year anniversary of the date the Company s proxy statement was released to stockholders in connection with the previous year s Annual Meeting of Stockholders. For the Company s 2016 Annual Meeting of Stockholders, the Company must receive such proposals and nominations no later than February 1, 2016. If the date of the Annual Meeting has been changed by more than thirty (30) calendar days from the date contemplated at the time of the previous year s proxy statement, stockholder proposals or director nominations must be so received not later than the tenth day following the day on which such notice of the date of the 2016 Annual Meeting of Stockholders or such public disclosure is made. Proposals must also comply with the other requirements contained in the Company s By-laws, including supporting documentation and other information. Proxies solicited by the Company will confer discretionary voting authority with respect to these proposals, subject to SEC rules governing the exercise of this authority.

Other Business

The Board of Directors does not presently intend to bring any other business before the Annual Meeting, and, so far as is known to the Board, no matters may properly be brought before the Annual Meeting except as specified in the Notice of the Annual Meeting. As to any other business that may properly come before the Annual Meeting, however, the proxies, in the form enclosed, will be voted in respect thereof in accordance with the discretion of the proxyholders.

Whether or not you expect to attend the Annual Meeting, please complete, date, sign and promptly return the accompanying proxy in the enclosed postage paid envelope so that you may be represented at the Annual Meeting.

Annual Reports

A copy of our Annual Report on Form 10-K for the fiscal year ended December 31, 2014, which includes our audited consolidated financial statements, certain supplementary financial information and management s discussion and analysis of financial condition and results of operations, is being furnished with this proxy statement. We incorporate by reference the audited consolidated financial statements and notes thereto in Item 8 of our Annual Report on Form 10-K for the year ended December 31, 2014.

Table of Contents

PROXY

THL CREDIT, INC.

Annual Meeting of Stockholders - June 2, 2015

THIS PROXY IS SOLICITED ON BEHALF OF THE BOARD OF DIRECTORS

The undersigned hereby appoints Terrence W. Olson and Stephanie Paré Sullivan, and each of them, as proxies of the undersigned, with full power of substitution in each of them, to attend the 2015 Annual Meeting of Stockholders of THL Credit, Inc., a Delaware corporation (the Company), to be held at 100 Federal Street, 31st Floor, Boston, MA 02110, on June 2, 2015, at 9:30 a.m., local time, and any adjournment or postponement thereof, to cast on behalf of the undersigned all votes that the undersigned is entitled to cast and to otherwise represent the undersigned with all powers that the undersigned would possess if personally present at the meeting. The undersigned hereby acknowledges receipt of the Notice of the 2015 Annual Meeting of Stockholders of the Company and the accompanying Proxy Statement and revokes any proxy heretofore given with respect to such meeting.

THIS PROXY IS REVOCABLE. UNLESS A CONTRARY DIRECTION IS INDICATED, VOTES ENTITLED TO BE CAST BY THE UNDERSIGNED WILL BE CAST FOR THE NOMINEES LISTED IN PROPOSAL 1 AND FOR PROPOSALS 2 AND 3, AS DESCRIBED IN THE ACCOMPANYING PROXY STATEMENT. IF SPECIFIC INSTRUCTIONS ARE INDICATED, VOTES ENTITLED TO BE CAST BY THE UNDERSIGNED WILL BE CAST IN ACCORDANCE THEREWITH. THE VOTES ENTITLED TO BE CAST BY THE UNDERSIGNED WILL BE CAST IN THE DISCRETION OF THE PROXYHOLDER ON ANY OTHER MATTER THAT MAY PROPERLY COME BEFORE THE MEETING.

(Continued and to be signed on the reverse side.)

Table of Contents

ANNUAL MEETING OF STOCKHOLDERS OF

THL CREDIT, INC.

June 2, 2015

NOTICE OF INTERNET AVAILABILITY OF PROXY MATERIAL:

The Notice of Meeting, proxy statement and proxy card

are available at www.thlcredit.com

Please sign, date and mail

your proxy card in the

envelope provided as soon

as possible

i Please detach along perforated line and mail in the envelope provided. i

THE BOARD OF DIRECTORS RECOMMENDS A VOTE FOR THE ELECTION OF DIRECTORS AND FOR PROPOSALS 2 AND 3.

PLEASE SIGN, DATE AND RETURN PROMPTLY IN THE ENCLOSED ENVELOPE. PLEASE MARK YOUR VOTE IN BLUE OR BLACK INK AS SHOWN HERE x

1. Election of David K. Downes, Christopher J. Flynn, Nancy Hawthorne, Keith W. Hughes, James K. Hunt, James D. Kern, David P. Southwell and Sam W. Tillinghast as Directors of THL Credit, Inc., each to serve until the 2016 Annual Meeting of Stockholders or until their successors are duly elected and qualified.

	FOR	AGAINST	ABSTAIN
2. Approval of a proposal to authorize the Company to sell or otherwise issue up to 25% of the Company s outstanding common stock at a price below the Company s then current NAV.	¨	¨	¨

NOMINEES:

	O David K. Downes	3. Approval of a proposal to authorize the Company to offer and issue debt with warrants or debt convertible into shares of its common stock at an exercise or conversion price that, at the time such warrants or convertible debt are issued, will not be less than the market value per shares but may be below the Company s then current NAV.	¨	¨	¨
¨ **FOR ALL NOMINEES**	O Christopher J. Flynn				
¨ **WITHHOLD AUTHORITY**	O Nancy Hawthorne				
FOR ALL NOMINEES	O Keith W. Hughes				
¨ **FOR ALL EXCEPT**	O James K. Hunt				
	O James D. Kern				
(See instructions below)	O David P. Southwell				
	O Sam W. Tillinghast				

Note: To transact such other business as may properly come before the Annual Meeting and any adjournments or postponements thereof.

INSTRUCTIONS: To withhold authority to vote for any individual nominee(s), mark **FOR ALL EXCEPT** and fill in the circle next to each nominee you wish to withhold, as shown here: l

To change the address on your account, please check the box at right and indicate your new address in the address space above. Please note that changes to the registered name(s) on the account may not be submitted via this method. ¨

Signature of Stockholder	Date:	Signature of Stockholder	Date:

¢ **Note:** Please sign exactly as your name or names appear on this Proxy. When shares are held jointly, each holder should sign. When signing as executor, administrator, attorney, trustee or guardian, please give full title as such. If the signer is a corporation, please sign full corporate name by duly authorized officer, giving full title as such. If signer is a partnership, please sign in partnership name by authorized person. ¢