

TCW Direct Lending VII LLC
Form SC 13G
May 11, 2018
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE 13G*
(Rule 13d-102)

INFORMATION TO BE INCLUDED
IN STATEMENTS FILED PURSUANT
TO RULES 13d-1(b), (c), AND
(d) AND AMENDMENTS THERETO
FILED PURSUANT TO RULE 13d-2
(AMENDMENT NO.)*

TCW Direct Lending VII LLC
(Name of Issuer)

Limited Liability Common Units

(Title of Class of Securities)

0001715933
(Issuer's CIK Number)

(CUSIP Number)

April 30, 2018
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

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

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

NAMES OF REPORTING PERSONS

1

Lockheed Martin Investment Management Company
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2

(a)
(b)
SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

Delaware

SOLE VOTING POWER

5 - 0 -

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

SHARED VOTING POWER

6 1,000,000

SOLE DISPOSITIVE POWER

7 - 0 -

SHARED DISPOSITIVE POWER

8 1,000,000

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

1,000,000

CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

10

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11

19.8%₊

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

12

CO, HC

1 The percentage used herein and in the rest of this Schedule 13G is calculated based upon 5,054,260 limited liability common units outstanding as of April 30, 2018 as reported in the Issuer's Amendment No. 1 to its Annual Report on

Form 10-K/A for the fiscal year ended December 31, 2017, filed on April 30, 2018.

NAMES OF REPORTING
PERSONS

1

Lockheed Martin Corporation
Master Retirement Trust
CHECK THE APPROPRIATE BOX
IF A MEMBER OF A GROUP
(a)
(b)
SEC USE ONLY

2

3

CITIZENSHIP OR PLACE OF
ORGANIZATION

4

New York

SOLE VOTING POWER

5 - 0 -

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON WITH

SHARED VOTING POWER

6 1,000,000

SOLE DISPOSITIVE POWER

7 - 0 -

SHARED DISPOSITIVE POWER

8 1,000,000

AGGREGATE AMOUNT
BENEFICIALLY OWNED BY
EACH REPORTING PERSON

9

1,000,000

CHECK IF THE AGGREGATE
AMOUNT IN ROW
(9) EXCLUDES CERTAIN
SHARES (SEE INSTRUCTIONS)

10

PERCENT OF CLASS
REPRESENTED BY AMOUNT IN
ROW (9)

11

19.8%₄

TYPE OF REPORTING PERSON
(SEE INSTRUCTIONS)

12

EP

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Explanatory Note

This Schedule 13G is filed to report the Reporting Persons' ownership of limited liability common units ("Units") of TCW Direct Lending VII LLC. The Reporting Persons' current beneficial ownership of Units is set forth on the cover pages hereto. As of April 13, 2018, the Reporting Persons beneficially owned 1,000,000 Units, which represented 19.8% of the outstanding Units as of April 30, 2018.

Item
1(a). Name of Issuer:

The name of the issuer is TCW Direct Lending VII LLC.

Item
1(b). Address of Issuer's Principal Executive Offices:

The issuer's principal executive office is located at 200 Clarendon Street, 51st Floor, Boston, MA 02116.

Item
2(a). Name of Person Filing:

This Schedule 13G is being jointly filed by and on behalf of each of Lockheed Martin Investment Management Company ("LMIMCo") and Lockheed Martin Corporation Master Retirement Trust ("MRT" and together with LMIMCo, the "Reporting Persons"). MRT is the owner of the Units set forth on the cover pages hereto.

LMIMCo is the named fiduciary of MRT and may be deemed to beneficially own securities held by MRT.

The Reporting Persons have entered into a Joint Filing Agreement, dated May 10, 2018, a copy of which is filed with this Schedule 13G as Exhibit 99.1, pursuant to which the Reporting Persons have agreed to file this statement jointly in accordance with the provisions of Rule 13d-1(k)(1) under the Securities Exchange Act of 1934 (the "Act").

Item
2(c). Address of Principal Business Office or, if none, Residence:

The principal business address of LMIMCo and MRT is c/o Lockheed Martin Investment Management Company, 6901 Rockledge Drive, 9th Floor, Bethesda, MD 20817.

Item
2(c). Citizenship:

LMIMCo is organized under the laws of the State of Delaware. MRT is organized under the laws of the State of New York.

Item
2(d). Title of Class of Securities:

Common Limited Liability Company Units

Item
2(e). CUSIP Number:

N/A

Item 3. If This Statement Is Filed Pursuant to Sections 240.13d-1(b) or 240.13d-2(b) or (c), Check Whether the Person Filing Is a(n):

- (a) Broker or dealer registered under Section 15 of the Act (15 U.S.C. 78o);
- (b) Bank as defined in Section 3(a)(6) of the Act (15 U.S.C. 78c);
- (c) Insurance company as defined in Section 3(a)(19) of the Act (15 U.S.C. 78c);
- (d) Investment company registered under Section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8);
- (e) Investment adviser in accordance with Section 240.13d-1(b)(1)(ii)(E);
- (f) Employee benefit plan or endowment fund in accordance with Section 240.13d-1(b)(1)(ii)(F);
- (g) Parent holding company or control person in accordance with Section 240.13d-1(b)(1)(ii)(G);
- (h) Savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i) Church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j) A non-U.S. institution in accordance with Section 240.13d-1(b)(1)(ii)(J);
- (k) Group, in accordance with Section 240.13d-1(b)(1)(ii)(K). If filing as a non-U.S. institution in accordance with Section 240.13d-1(b)(1)(ii)(J), please specify the type of institution: _____ .

Item 4. Ownership.

4.

Lockheed Martin Investment Management Company

- (a) Amount beneficially owned: 1,000,000
- (b) Percent of class: 19.8%₂
- (c) Number of shares as to which the person has:
 - (i) Sole power to vote or to direct the vote: - 0 –
 - (ii) Shared power to vote or to direct the vote: 1,000,000
 - (iii) Sole power to dispose or to direct the disposition of: - 0 –
 - (iv) Shared power to dispose or to direct the disposition of: 1,000,000

Lockheed Martin Corporation Master Retirement Trust

- (a) Amount beneficially owned: 1,000,000

(b) Percent of class: 19.8%₂

(c) Number of shares as to which the person has:

(i) Sole power to vote or to direct the vote: - 0 –

(ii) Shared power to vote or to direct the vote: 1,000,000

(iii) Sole power to dispose or to direct the disposition of: - 0 –

(iv) Shared power to dispose or to direct the disposition of: 1,000,000

2 See the Explanatory Note set forth above regarding beneficial ownership of the Reporting Persons as of April 30, 2018.

Item
5. Ownership of Five Percent or Less of a Class.

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following .

Item
6. Ownership of More Than Five Percent on Behalf of Another Person.

Not applicable.

Item
7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company.

Not applicable.

Item
8. Identification and Classification of Members of the Group.

Not applicable.

Item
9. Notice of Dissolution of Group.

Not applicable

Item
10. Certification.

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: May 10, 2018

Lockheed Martin Investment Management
Company

By: /s/ Robert C. Varnell
Name: Robert C. Varnell
Title: Vice President & General Counsel

Lockheed Martin Corporation Master
Retirement Trust

By: Lockheed Martin Investment Management
Company
Its: Named Fiduciary

By: /s/ Robert C. Varnell
Name: Robert C. Varnell
Title: Vice President & General Counsel

EXHIBIT INDEX

Exhibit Description of Exhibit

99.1 Joint Filing Agreement dated May 10, 2018.

AGREEMENT REGARDING THE JOINT FILING OF SCHEDULE 13G

The undersigned hereby agree as follows:

- (i) Each of them is individually eligible to use the Schedule 13G to which this Exhibit is attached, and such Schedule 13G is filed on behalf of each of them; and
- (ii) Each of them is responsible for the timely filing of such Schedule 13G and any amendments thereto, and for the completeness and accuracy of the information concerning such person contained therein; but none of them is responsible for the completeness or accuracy of the information concerning the other persons making the filing, unless such person knows or has reason to believe that such information is inaccurate.

Date: May 10, 2018

Lockheed Martin Investment Management
Company

By: /s/ Robert C. Varnell
Name: Robert C. Varnell
Title: Vice President & General Counsel

Lockheed Martin Corporation Master
Retirement Trust

By: Lockheed Martin Investment Management
Company
Its: Named Fiduciary

By: /s/ Robert C. Varnell
Name: Robert C. Varnell
Title: Vice President & General Counsel