

THL Credit, Inc.
Form 4
May 16, 2011

FORM 4

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

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

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

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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
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(Print or Type Responses)

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

(Last) (First) (Middle)

100 FEDERAL STREET, 31ST
FLOOR

(Street)

BOSTON, MA 02110

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
05/12/2011

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____X____ 10% Owner
____ Officer (give title below) ____ Other (specify below)

6. Individual or Joint/Group Filing(Check
Applicable Line)
____ Form filed by One Reporting Person
____X____ Form filed by More than One Reporting
Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)				5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common stock	05/12/2011		J ⁽¹⁾		900,000	D	\$ 0 ⁽¹⁾	9,976,219.812 ^{(2) (3)}	D	
Common stock	05/12/2011		J ⁽¹⁾		2,889	A	\$ 0 ⁽¹⁾	2,889	I	See footnote ⁽⁴⁾
Common stock								6,974.479	I	See footnote ⁽⁵⁾

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

**Persons who respond to the collection of
information contained in this form are not**

SEC 1474
(9-02)

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

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

Signatures

Terrence W. Olson, as
Attorney-in-Fact 05/16/2011

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

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

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

- (3) The reported number includes shares of Common Stock acquired pursuant to THL Credit, Inc.'s dividend reinvestment plan, including (i) 44,347.148 shares acquired on September 30, 2010, (ii) 79,791.141 shares acquired on December 28, 2010, (iii) 123,797.731 shares acquired on January 28, 2011 and (iv) 180,095.792 shares acquired on March 31, 2011.

- (4) Represents shares of Common Stock distributed to THL Credit Partners GP, L.P. for no consideration in a transaction exempt under Rule 16a-9(a) from THL Credit Partners BDC Holdings, L.P.

These shares are owned by THL Credit Opportunities, L.P. THL Credit Partners GP, L.P. is the general partner of THL Credit Opportunities, L.P. THL Credit Group GP, LLC is the general partner of THL Credit Partners GP, L.P. Each of THL Credit

- (5) Opportunities, L.P., THL Credit Partners GP, L.P. and THL Credit Group GP, LLC disclaims beneficial ownership of these securities except to the extent of their pecuniary interest therein, and the inclusion of these shares in this report should not be deemed an admission of beneficial ownership of all of the reported shares for purposes of Section 16 or for any other purpose.

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

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