

Solar Capital Ltd.
Form SC 13G/A
February 14, 2011

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

SCHEDULE 13G

Under the Securities Exchange Act of 1934
(Amendment No. 1)*

SOLAR CAPITAL LTD.
(Name of Issuer)

Common Stock, \$0.01 par value per share
(Title of Class of Securities)

83413U100
(CUSIP Number)

December 31, 2010
(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).

Continued on following pages
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Exhibit Index: Page 10

SCHEDULE 13G

CUSIP No.: 83413U100

Page 2 of 12 Pages

1. Names of Reporting Persons.

SAB CAPITAL ADVISORS, L.L.C.

2. Check the Appropriate Box if a Member of a Group

(a)

(b)

3. SEC Use Only

4. Citizenship or Place of Organization

Delaware

	5.	Sole Voting Power	- 0 -
Number of	6.	Shared Voting Power	1,843,183
Shares	7.	Sole Dispositive Power	- 0 -
Beneficially	8.	Shared Dispositive Power	1,843,183
Owned by Each			
Reporting			
Person With			

9. Aggregate Amount Beneficially Owned by Each Reporting Person

1,843,183

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11. Percent of Class Represented by Amount in Row (9)

5.5%

12. Type of Reporting Person:

OO

SCHEDULE 13G

CUSIP No.: 83413U100

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1. Names of Reporting Persons.

SAB CAPITAL MANAGEMENT, L.P.

2. Check the Appropriate Box if a Member of a Group

(a)

(b)

3. SEC Use Only

4. Citizenship or Place of Organization

Delaware

	5.	Sole Voting Power	- 0 -
Number of	6.	Shared Voting Power	1,843,183
Shares	7.	Sole Dispositive Power	- 0 -
Beneficially	8.	Shared Dispositive Power	1,843,183
Owned by Each			
Reporting			
Person With			

9. Aggregate Amount Beneficially Owned by Each Reporting Person

1,843,183

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11. Percent of Class Represented by Amount in Row (9)

5.5%

12. Type of Reporting Person:

PN, HC

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CUSIP No.: 83413U100

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1. Names of Reporting Persons.

SAB CAPITAL MANAGEMENT, L.L.C.

2. Check the Appropriate Box if a Member of a Group

(a)

(b)

3. SEC Use Only

4. Citizenship or Place of Organization

Delaware

	5.	Sole Voting Power	- 0 -
Number of	6.	Shared Voting Power	1,843,183
Shares	7.	Sole Dispositive Power	- 0 -
Beneficially	8.	Shared Dispositive Power	1,843,183
Owned by Each			
Reporting			
Person With			

9. Aggregate Amount Beneficially Owned by Each Reporting Person

1,843,183

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11. Percent of Class Represented by Amount in Row (9)

5.5%

12. Type of Reporting Person:

OO, HC

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CUSIP No.: 83413U100

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1. Names of Reporting Persons.

SCOTT A. BOMMER

2. Check the Appropriate Box if a Member of a Group

(a)

(b)

3. SEC Use Only

4. Citizenship or Place of Organization

United States of America

	5.	Sole Voting Power	- 0 -
Number of	6.	Shared Voting Power	1,843,183
Shares	7.	Sole Dispositive Power	- 0 -
Beneficially	8.	Shared Dispositive Power	1,843,183
Owned by Each			
Reporting			
Person With			

9. Aggregate Amount Beneficially Owned by Each Reporting Person

1,843,183

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11. Percent of Class Represented by Amount in Row (9)

5.5%

12. Type of Reporting Person:

IN, HC

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Item 1(a). Name of Issuer:

Solar Capital Ltd. (the "Issuer")

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

500 Park Avenue, 5th Floor, New York, NY 10022

Item 2(a). Name of Person Filing:

This Statement is filed on behalf of each of the following persons (collectively, the "Reporting Persons"):

- i) SAB Capital Advisors, L.L.C. (the "General Partner");
- ii) SAB Capital Management, L.P. (the "Investment Manager");
- iii) SAB Capital Management, L.L.C. (the "IMGP");
- iv) Scott A. Bommer ("Mr. Bommer").

This Statement relates to Shares (as defined herein) held for the account of each of SAB Capital Partners, L.P. ("SAB") and the SAB Overseas Master Fund, L.P. (the "Master Fund"). The General Partner serves as the general partner of each of SAB and the Master Fund. The Investment Manager serves as the investment manager of each of SAB and the Master Fund. The IMGP serves as the general partner of the Investment Manager. Mr. Bommer serves as the managing member of each of the General Partner and IMGP.

Any disclosures herein with respect to persons other than the Reporting Persons are made on information and belief after making inquiry to the appropriate party.

Item 2(b). Address of Principal Business Office or, if None, Residence:

The address of the principal business office of each of the Reporting Persons is 767 Fifth Avenue, 21st Floor, New York, New York 10153.

Item 2(c). Citizenship:

- i) The General Partner is a Delaware limited liability company;
- ii) The Investment Manager is a Delaware limited partnership;
- iii) The IMGP is a Delaware limited liability company;
- iv) Mr. Bommer is a citizen of the United States of America.

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Item 2(d).

Title of Class of Securities:

Common Stock, \$0.01 par value per share (the "Shares")

Item 2(e).

CUSIP Number:

83413U100

Item 3.

If This Statement is Filed Pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c),
Check Whether the Person Filing is a:

This Item 3 is not applicable.

Item 4.

Ownership:

Item 4(a)

Amount Beneficially Owned

As of December 31, 2010, each of the Reporting Persons may be deemed to be the beneficial owner of 1,843,183 Shares, which amount includes A) 1,075,190 Shares held for the account of SAB; and B) 767,993 Shares held for the account of the Master Fund.

Item 4(b)

Percent of Class:

As of December 31, 2010, each of the Reporting Persons may be deemed the beneficial owner of approximately 5.5% of Shares outstanding. (There were approximately 33,270,844 Shares outstanding as of November 2, 2010, according to the Issuer's quarterly report on Form 10-Q, filed November 2, 2010.)

Item 4(c)

Number of Shares of which such person has:

General Partner, Investment Manager, IMGP and Mr. Bommer:

(i) Sole power to vote or direct the vote:	0
(ii) Shared power to vote or direct the vote:	1,843,183
(iii) Sole power to dispose or direct the disposition of:	0
(iv) Shared power to dispose or direct the disposition of:	1,843,183

Item 5.

Ownership of Five Percent or Less of a Class:

This Item 5 is not applicable.

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

This Item 6 is not applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company or Control Person:

See disclosure in Item 2 hereof.

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

This Item 8 is not applicable.

Item 9. Notice of Dissolution of Group:

This Item 9 is 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 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.

Date: February 14, 2011

/s/ Brian Jackelow

Brian Jackelow, attorney-in-fact for Scott A. Bommer, individually and (a) as managing member of SAB Capital Advisors, L.L.C., for itself and as the general partner of (i) SAB Capital Partners, L.P.; and (ii) SAB Overseas Master Fund, L.P.; and (b) as managing member of SAB Capital Management, L.L.C., for itself and as the general partner of SAB Capital Management, L.P.

EXHIBIT INDEX

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