

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934

(Amendment No. 1)*

New Mountain Private Credit Fund

(Name of Issuer)

Common shares of beneficial interest, par value \$0.001 per share

(Title of Class of Securities)

000000000

(CUSIP Number)

Steven Klinsky
1633 Broadway, 48th Floor,
NEW YORK, NY, 10019
212-720-0300

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

02/14/2025

(Date of Event Which Requires Filing of This Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§ 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box. ☐

The information required on 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).

SCHEDULE 13D

CUSIP No. 000000000

1	Name of reporting person New Mountain GP Holdings, L.P.
2	Check the appropriate box if a member of a Group (See Instructions) ☐ (a) ☒ (b)
3	SEC use only

4	Source of funds (See Instructions) OO	
5	Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e) ☐	
6	Citizenship or place of organization DELAWARE	
Number of Shares Beneficially Owned by Each Reporting Person With:	7	Sole Voting Power 0.00
	8	Shared Voting Power 3,676,696.51
	9	Sole Dispositive Power 0.00
	10	Shared Dispositive Power 3,676,696.51
11	Aggregate amount beneficially owned by each reporting person 3,676,696.51	
12	Check if the aggregate amount in Row (11) excludes certain shares (See Instructions) ☐	
13	Percent of class represented by amount in Row (11) 9.4 %	
14	Type of Reporting Person (See Instructions) PN	

SCHEDULE 13D

CUSIP No.	000000000
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1	Name of reporting person NM Holdings GP, L.L.C.
2	Check the appropriate box if a member of a Group (See Instructions) ☐ (a) ☒ (b)
3	SEC use only
4	Source of funds (See Instructions) OO
5	Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e) ☐
6	Citizenship or place of organization DELAWARE

Number of Shares Beneficially Owned by Each Reporting Person With:	7	Sole Voting Power 0.00
	8	Shared Voting Power 3,676,736.51
	9	Sole Dispositive Power 0.00
	10	Shared Dispositive Power 3,676,736.51
11	Aggregate amount beneficially owned by each reporting person 3,676,736.51	
12	Check if the aggregate amount in Row (11) excludes certain shares (See Instructions) ☐	
13	Percent of class represented by amount in Row (11) 9.4 %	
14	Type of Reporting Person (See Instructions) OO	

SCHEDULE 13D

CUSIP No.	000000000
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1	Name of reporting person New Mountain Finance Advisers, L.L.C.
2	Check the appropriate box if a member of a Group (See Instructions) ☐ (a) ☒ (b)
3	SEC use only
4	Source of funds (See Instructions) OO
5	Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e) ☐
6	Citizenship or place of organization DELAWARE

Number of Shares Beneficially Owned by Each Reporting Person With:	7	Sole Voting Power 0.00
	8	Shared Voting Power 40.00
	9	Sole Dispositive Power 0.00
	10	Shared Dispositive Power 40.00
11	Aggregate amount beneficially owned by each reporting person 40.00	
12	Check if the aggregate amount in Row (11) excludes certain shares (See Instructions) ☐	
13	Percent of class represented by amount in Row (11) 0 %	
14	Type of Reporting Person (See Instructions) OO	

SCHEDULE 13D

CUSIP No.	000000000
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1	Name of reporting person New Mountain Capital Group, L.P.
2	Check the appropriate box if a member of a Group (See Instructions) ☐ (a) ☒ (b)
3	SEC use only
4	Source of funds (See Instructions) OO
5	Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e) ☐
6	Citizenship or place of organization DELAWARE

Number of Shares Beneficially Owned by Each Reporting Person With:	7	Sole Voting Power 0.00
	8	Shared Voting Power 40.00
	9	Sole Dispositive Power 0.00
	10	Shared Dispositive Power 40.00
11	Aggregate amount beneficially owned by each reporting person 40.00	
12	Check if the aggregate amount in Row (11) excludes certain shares (See Instructions) ☐	
13	Percent of class represented by amount in Row (11) 0 %	
14	Type of Reporting Person (See Instructions) PN	

SCHEDULE 13D

CUSIP No.	000000000
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1	Name of reporting person KLINSKY STEVEN B
2	Check the appropriate box if a member of a Group (See Instructions) ☐ (a) ☒ (b)
3	SEC use only
4	Source of funds (See Instructions) OO
5	Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e) ☐
6	Citizenship or place of organization UNITED STATES

Number of Shares Beneficially Owned by Each Reporting Person With:	7	Sole Voting Power 0.00
	8	Shared Voting Power 6,017,787.95
	9	Sole Dispositive Power 0.00
	10	Shared Dispositive Power 6,017,787.95
11	Aggregate amount beneficially owned by each reporting person 6,017,787.95	
12	Check if the aggregate amount in Row (11) excludes certain shares (See Instructions) ☐	
13	Percent of class represented by amount in Row (11) 15.4 %	
14	Type of Reporting Person (See Instructions) IN	

SCHEDULE 13D

Item 1. Security and Issuer

- (a) **Title of Class of Securities:**
Common shares of beneficial interest, par value \$0.001 per share
- (b) **Name of Issuer:**
New Mountain Private Credit Fund
- (c) **Address of Issuer's Principal Executive Offices:**
1633 BROADWAY, 48TH FLOOR, NEW YORK, NEW YORK , 10019.

Item 1 Comment: This Amendment No. 1 (the "Amendment No. 1") amends the Schedule 13D initially filed on December 23, 2024 (as amended the "Schedule 13D") relating to the common shares of beneficial interest, par value \$0.001 per share (the "Shares") of New Mountain Private Credit Fund (the "Issuer"). The Items below amend the information disclosed under the corresponding Items of the Schedule 13D as described below. Except as specifically provided herein, this Amendment No. 1 does not modify any of the information previously reported in the Schedule 13D. Capitalized terms used herein and not otherwise defined have the meanings ascribed to them in the Schedule 13D. The original Schedule 13D filed on December 23, 2024 disclosed an estimated number of Shares received based on calculations available as of the date of the filing, and, as a result of such estimation, overstated the number of Shares received by Mr. Klinsky by 71,553.888 Shares and overstated the number of Shares received by New Mountain GP Holdings, L.P. by 114,486.750 Shares. This Amendment No. 1 is being filed to correct the number of Shares received by the Reporting Persons and the amount of securities beneficially owned following the reported transaction based on the final calculation.

Item 3. Source and Amount of Funds or Other Consideration

The fifth paragraph of Item 3 of this Schedule 13D is amended and restated as follows:

New Mountain Guardian Investments III, L.L.C. ("NMG"), a former unitholder of GIII of which New Mountain GP Holdings L.P. and Mr. Klinsky were members, executed a subscription agreement for their entire ownership of Units to be exchanged for Shares in the Roll over Transaction and, effective as of the Closing Date, distributed the Shares received to its members pro rata (the "Distribution"). New Mountain GP Holdings L.P. and Mr. Klinsky, respectively, received 3,676,696.506 and 2,290,651.440 Shares from the Distribution.

Item 5. Interest in Securities of the Issuer

- (a) Item 5(a) of this Schedule 13D is hereby amended and restated as follows:

The Information set forth in the cover pages of this Schedule 13D is hereby incorporated by reference to this Item 5.

As of the date hereof, Mr. Klinsky may be deemed to beneficially own an aggregate of 6,017,787.946 Shares representing approximately 15.4% of the outstanding Shares as follows: (i) 2,290,651.440 Shares held directly, (ii) 3,676,696.506 Shares held directly by New Mountain GP Holdings, L.P., (iii) 40 Shares held directly by New Mountain Finance Advisers, LLC and (iv) 50,400 Shares held in trusts

established for the benefit of immediate family members for which Mr. Klinsky serves as trustee of the and, in such capacity, has investment and voting discretion over shares held by each trust.

The beneficial ownership percentage is based on 39,025,004.90 Shares outstanding as of December 17, 2024 as disclosed by the Issuer.

Neither the filing of this Schedule 13D nor any of its contents shall be deemed to constitute an admission that any Reporting Person is the beneficial owner of the Shares referred to herein for purposes of Section 13(d) of the Securities Exchange Act of 1934, as amended, or for any other purpose and each of the Reporting Persons expressly disclaims beneficial ownership of such Shares.

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.

New Mountain GP Holdings, L.P.

Signature: /s/ Joseph Hartswell
Name/Title: Joseph Hartswell, Authorized Signatory
Date: 02/14/2025

NM Holdings GP, L.L.C.

Signature: /s/ Joseph Hartswell
Name/Title: Joseph Hartswell, Authorized Signatory
Date: 02/14/2025

New Mountain Finance Advisers, L.L.C.

Signature: /s/ Joseph Hartswell
Name/Title: Joseph Hartswell, Authorized Signatory
Date: 02/14/2025

New Mountain Capital Group, L.P.

Signature: /s/ Joseph Hartswell
Name/Title: Joseph Hartswell, Authorized Signatory
Date: 02/14/2025

KLINSKY STEVEN B

Signature: /s/ Joseph Hartswell
Name/Title: Joseph Hartswell, Attorney-in-Fact for Steven B. Klinsky
Date: 02/14/2025