
UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-A

**FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES
PURSUANT TO SECTION 12(b) OR (g) OF THE
SECURITIES EXCHANGE ACT OF 1934**

Runway Growth Finance Corp.

(Exact name of registrant as specified in its charter)

Maryland
(State of incorporation or
organization)

47-5049745
(IRS Employer Identification
No.)

205 N. Michigan Ave.
Suite 4200
Chicago, Illinois
(Address of principal executive
offices)

60601
(Zip Code)

Securities to be registered pursuant to Section 12(b) of the Act:

Title of each class to be so registered	Name of each exchange on which each class is to be registered
Common Stock, \$0.01 par value per share	The Nasdaq Stock Market LLC

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c) or (e), check the following box.

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d) or (e), check the following box.

If this form relates to the registration of a class of securities concurrently with a Regulation A offering, check the following box.

Securities Act registration statement or Regulation A offering statement file number to which this form relates: 333-251395

Securities to be registered pursuant to Section 12(g) of the Act:

None
Title of Class

Item 1. Description of Registrant's Securities to be Registered.

The description of the common stock, par value \$0.01 per share, of Runway Growth Finance Corp. (the "Company") to be registered hereby is contained in the section entitled "Description of Our Capital Stock" in the prospectus included in the Company's Registration Statement on Form N-2, as initially filed with the Securities and Exchange Commission on September 27, 2021 (Registration No. 333-259824), including exhibits, and as may be subsequently amended from time to time, is hereby incorporated by reference herein.

Item 2. Exhibits.

Under the Instructions as to Exhibits with respect to Form 8-A, no exhibits are required to be filed because no other securities of the Company are registered on The Nasdaq Stock Market LLC and the securities registered hereby are not being registered pursuant to Section 12(g) of the Securities Exchange Act of 1934.

SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

Date: October 20, 2021

Runway Growth Finance Corp.

By: /s/ R. David Spreng

Name: R. David Spreng

Title: Chief Executive Officer
