

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

OMB APPROVAL	
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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>SPRENG R DAVID</u>  (Last) (First) (Middle) C/O RUNWAY GROWTH FINANCE CORP., 205 N. MICHIGAN AVE, SUITE 4200  (Street) CHICAGO IL 60601  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Runway Growth Finance Corp. [ RWAY ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>President and CEO</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>11/17/2023</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

**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, par value \$0.01 per share	11/17/2023		P		6,600	A	\$12.29	119,931.92	I	By Runway Growth Holdings LLC <sup>(1)</sup>
Common Stock, par value \$0.01 per share	11/20/2023		P		7,500	A	\$12.39	127,431.92	I	By Runway Growth Holdings LLC <sup>(1)</sup>
Common Stock, par value \$0.01 per share								56,102.667	D	
Common Stock, par value \$0.01 per share								28,438.45 <sup>(2)</sup>	I	By 401(k) Plan

**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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					

**Explanation of Responses:**

- These securities are held by Runway Growth Holdings LLC, which is owned by Runway Growth Capital LLC. Runway Growth Holdings LLC may be deemed to be beneficially owned by Mr. Spreng by virtue of his ownership interest in Runway Growth Capital LLC and his position of Chief Executive Officer thereof. Mr. Spreng disclaims any beneficial ownership of these securities.
- The number of shares includes shares acquired pursuant to the Runway Growth Finance Corp. automatic dividend reinvestment plan ("DRIP"), exempt under Rule 16a-11.

/s/ R. David Spreng 11/21/2023  
 \*\* Signature of Reporting Person Date

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

\* 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).

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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