

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 8-K**

**CURRENT REPORT PURSUANT TO  
SECTION 13 OR 15(d) OF THE  
SECURITIES EXCHANGE ACT OF 1934**

**Date of Report (Date of earliest event reported): May 10, 2019**

**Runway Growth Credit Fund Inc.**

(Exact name of registrant as specified in its charter)

**Maryland**

(State or Other Jurisdiction  
of Incorporation)

**000-55544**

(Commission  
File Number)

**47-5049745**

(IRS Employer  
Identification No.)

**205 N. Michigan Ave., Suite 4200, Chicago, Illinois**

(Address of Principal Executive Offices)

**60601**

(Zip Code)

**Registrant's telephone number, including area code: (312) 281-6270**

**Not Applicable**

(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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

**Title of each class**

None

**Trading Symbol(s)**

N/A

**Name of each exchange on which registered**

N/A

**Item 3.02. Unregistered Sale of Equity Securities.**

On May 10, 2019, the Registrant delivered a capital drawdown notice to its investors relating to the sale of 9,650,423.39 shares of the Registrant's common stock, par value \$0.01 per share (the "Common Stock"), for an aggregate offering price of \$48,996,000. The sale is expected to close on or about May 24, 2019.

The sale of Common Stock is being made pursuant to subscription agreements (the "Subscription Agreements") entered into by the Registrant, on the one hand, and each investor in the Registrant, on the other hand. Under the terms of the Subscription Agreements, investors are required to fund drawdowns to purchase shares of Common Stock up to the amount of their respective capital commitments on an as-needed basis with a minimum of 10 business days' prior notice to investors.

The issuance and sale of the Common Stock are exempt from the registration requirements of the Securities Act of 1933, as amended, pursuant to Section 4(a)(2) thereof and Regulation D or Regulation S thereunder, as applicable.

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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Runway Growth Credit Fund Inc.

Date: May 14, 2019

By: /s/ Thomas B. Raterman  
Thomas B. Raterman  
Chief Financial Officer, Treasurer and Secretary

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