
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13D
(Rule 13d-101)

**INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT
TO RULE 13d-1(a) AND AMENDMENTS THERETO FILED PURSUANT TO
RULE 13d-2(a)**

(Amendment No. 2)*

Runway Growth Credit Fund Inc.
(Name of Issuer)

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

(CUSIP Number)

Todd E. Molz
General Counsel, Chief Administrative Officer & Managing Director
Oaktree Capital Group Holdings GP, LLC
333 South Grand Avenue, 28th Floor
Los Angeles, California 90071
(213) 830-6300

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

June 12, 2017
(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 .

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See §240.13d-7(b) for other parties to whom copies are to be sent.

(Continued on following pages)
(Page 1 of 12 Pages)

* 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 disclosures provided in a prior cover page.

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).

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1	NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON OCM Growth Holdings, LLC	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS OO (See item 3)	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 1,662,222.73
	8	SHARED VOTING POWER
	9	SOLE DISPOSITIVE POWER 1,662,222.73
	10	SHARED DISPOSITIVE POWER
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13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 55.377%	
14	TYPE OF REPORTING PERSON* OO	

***SEE INSTRUCTIONS BEFORE FILLING OUT!**

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*Solely in its capacity as the manager of OCM Growth Holdings, LLC.

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This Amendment No. 2 to Schedule 13D (this "Schedule 13D/A") amends and supplements the statement on Schedule 13D originally filed with the Securities and Exchange Commission on December 28, 2016 (the "Schedule 13D") and Amendment No. 1 to Schedule 13 D ("Amendment No. 1") filed with the Securities and Exchange Commission on April 21, 2017, with respect to shares of the common stock, par value \$0.01 per share ("Common Stock"), of Runway Growth Credit Fund Inc., a Maryland corporation (the "Issuer"). The address of the principal executive office of the Issuer is Runway Growth Credit Fund Inc., the Pioneer Building 2925 Woodside Road, Woodside, CA 94062. Unless otherwise indicated, each capitalized term used but not otherwise defined herein shall have the meaning assigned to such term in the Schedule 13D. From and after the date hereof, all references in the Schedule 13D to the Schedule 13D or terms of similar import shall be deemed to refer to the Schedule 13D as amended and supplemented by Amendment No. 1 and this Schedule 13D/A.

Item 3. Source and Amount of Funds or Other Consideration

Item 3 of the Schedule 13D is amended and supplemented by adding the following information to Item 3:

On June 12, 2017, OCM Growth subscribed for 909,442.73 shares of common stock of the Issuer for total consideration of \$8,314,102.95 pursuant to the Subscription Agreement. The source of funds is capital commitments from limited partners of certain private investment funds that indirectly hold equity in OCM Growth.

(a)-(c) & (f)

Item 7. Material to be filed as Exhibits

The following are filed herewith as Exhibits to this Schedule 13D:

Exhibit 99.1⁽¹⁾- Subscription Agreement dated December 15, 2016 between OCM Growth Holdings, LLC and GSV Growth Credit Fund Inc.

Exhibit 99.2⁽²⁾- Additional Member Agreement dated December 15, 2016 between OCM Growth Holdings, LLC and GSV Growth Credit LLC.

Exhibit 99.3⁽³⁾- Operating Agreement of GSV Growth Credit LLC dated December 15, 2016.

Exhibit 99.4⁽⁴⁾- Proxy dated December 15, 2016 between OCM Growth Holdings, LLC and GSV Growth Credit Fund Inc.

Exhibit 99.5⁽⁵⁾- Stockholder Agreement dated December 15, 2015 between OCM Growth Holdings, LLC and GSV Growth Credit Fund Inc.

Exhibit 99.6⁽⁶⁾- Articles of Amendment and Restatement of GSV Growth Credit Fund Inc., dated December 14, 2016, setting forth the terms of its common stock.

Exhibit 99.7⁽⁷⁾- Agreement Required for Joint Filing by Rule 13d-1(k)(1) under the Securities Exchange Act of 1934, as amended.

(1) Incorporated by reference to Exhibit 99.1 of our Schedule 13D filed with the Commission on December 28, 2016.

(2) Incorporated by reference to Exhibit 99.2 of our Schedule 13D filed with the Commission on December 28, 2016.

(3) Incorporated by reference to Exhibit 99.3 of our Schedule 13D filed with the Commission on December 28, 2016.

(4) Incorporated by reference to Exhibit 99.4 of our Schedule 13D filed with the Commission on December 28, 2016.

(5) Incorporated by reference to Exhibit 99.5 of our Schedule 13D filed with the Commission on December 28, 2016.

(6) Incorporated by reference to Exhibit 99.6 of our Schedule 13D filed with the Commission on December 28, 2016.

(8) Incorporated by reference to Exhibit 99.7 of our Schedule 13D filed with the Commission on December 28, 2016.

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SIGNATURE

After reasonable inquiry and to the best of its knowledge and belief, the undersigned certifies that the information set forth in this statement is true, complete and correct.

Dated as of June 14, 2017.

OCM GROWTH HOLDINGS, LLC

By: Oaktree Fund GP, LLC
Its: Manager

By: Oaktree Fund GP I, L.P.
Its: Managing Member

By: /s/ Jordan Mikes
Name: Jordan Mikes
Title: Authorized Signatory

OAKTREE FUND GP, LLC

By: Oaktree Fund GP I, L.P.
Its: Managing Member

By: /s/ Jordan Mikes
Name: Jordan Mikes
Title: Authorized Signatory

OAKTREE FUND GP I, L.P.

By: /s/ Jordan Mikes
Name: Jordan Mikes
Title: Authorized Signatory

OAKTREE CAPITAL I, L.P.

By: /s/ Jordan Mikes
Name: Jordan Mikes
Title: Authorized Signatory

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OCM HOLDINGS I, LLC

By: /s/ Jordan Mikes
Name: Jordan Mikes
Title: Authorized Signatory

OAKTREE HOLDINGS, LLC

By: /s/ Jordan Mikes
Name: Jordan Mikes
Title: Authorized Signatory

OAKTREE CAPITAL GROUP, LLC

By: Oaktree Capital Group Holdings GP, LLC
Its: Manager

By: /s/ Jordan Mikes
Name: Jordan Mikes
Title: Authorized Signatory

OAKTREE CAPITAL GROUP HOLDINGS, L.P.

By: Oaktree Capital Group Holdings GP, LLC
Its: General Partner

By: /s/ Jordan Mikes
Name: Jordan Mikes
Title: Authorized Signatory

OAKTREE CAPITAL GROUP HOLDINGS GP, LLC

By: /s/ Jordan Mikes
Name: Jordan Mikes
Title: Authorized Signatory