
**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): February 10, 2022

Runway Growth Finance Corp.

(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

(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))

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

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, par value \$0.01 per share	RWAY	Nasdaq Global Select Market LLC

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.

Item 2.03 Creation of a Direct Financial Obligation

On February 10, 2022, Runway Growth Finance Corp. (the “Company”) completed the second closing of a private placement of 4.25% Series 2021A Senior Notes due 2026 (the “Notes”) pursuant to a Master Note Purchase Agreement dated December 10, 2021 (the “Note Purchase Agreement”) governing the issuance of \$70 million in aggregate principal amount of the Notes to institutional accredited investors (as defined in Regulation D under the Securities Act of 1933, as amended (the “Securities Act”)) in a private placement. The initial issuance of \$20 million Notes closed on December 10, 2021. The issuance of the remaining \$50 million Notes closed on February 10, 2022. The second closing was subject to customary closing conditions.

The Notes will bear an interest rate of 4.25% per year and are due on December 10, 2026, unless redeemed, purchased or prepaid prior to such date by the Company or its affiliates in accordance with their terms. Interest on the Notes will be due semiannually. The interest rate is subject to a 1.00% increase in the event that, subject to certain exceptions, the Notes cease to have an investment grade rating or receive an investment grade rating below the Investment Grade (as defined in the Note Purchase Agreement). In addition, the Company is obligated to offer to repay the Notes at par if certain change in control events occur. The Notes are general unsecured obligations of the Company that rank *pari passu* with all outstanding and future unsecured unsubordinated indebtedness issued by the Company.

The Company intends to use the net proceeds from this offering to repay outstanding indebtedness, make investments in accordance with the its investment objective and investment strategy and for other general corporate purposes.

The Notes were offered in reliance on Section 4(a)(2) of the Securities Act. The Notes have not been and will not be registered under the Securities Act or any state securities laws and, unless so registered, may not be offered or sold in the United States except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act, as applicable.

The information on this Current Report on Form 8-K shall not constitute an offer to sell or a solicitation of an offer to purchase the Notes or any other securities, and shall not constitute an offer, solicitation or sale in any state or jurisdiction in which such an offer, solicitation or sale would be unlawful.

The description above is only a summary of the material provisions of the Notes and is qualified in its entirety by reference to the copy of the Note Purchase Agreement which is filed as Exhibit 10.1 to the Company’s current report on Form 8-K filed on December 13, 2021.

The Company issued a press release on February 10, 2022 to announce the second closing, a copy of which is attached hereto as Exhibit 99.1.

Item 9.01. Financial Statements and Exhibits

(d) Exhibits:

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release, dated February 10, 2022, of Runway Growth Finance Corp.

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 Finance Corp.

Date: February 10, 2021

By: /s/ Thomas B. Raterman

Thomas B. Raterman
Chief Operating Officer, Chief Financial Officer,
Treasurer and Secretary

Runway Growth Finance Corp. Announces Second Closing of Private Placement of 4.25% Series 2021A Senior Notes Due 2026

WOODSIDE, Calif., February 10, 2022 – Runway Growth Finance Corp. (Nasdaq: RWAY) (“Runway Growth”), an externally managed business development company, today announced that it has completed the second closing of a private placement of 4.25% Series 2021A Senior Notes due 2026 (the “2026 Senior Notes”) pursuant to a Master Note Purchase Agreement, dated December 10, 2021. The first closing was completed for an amount of \$20,000,000 on December 10, 2021 and the second closing was completed today for an amount of \$50,000,000 for a total amount of \$70,000,000. The second closing was subject to customary closing conditions. The 2026 Senior Notes were offered only to institutional accredited investors (as defined in Regulation D under the Securities Act of 1933, as amended (the “Securities Act”)) in reliance on Section 4(a)(2) of the Securities Act.

The 2026 Senior Notes will bear an interest rate of 4.25% per year, payable semiannually, and will mature on December 10, 2026. Runway Growth will use the net proceeds of the private placement to repay outstanding indebtedness, make investments in accordance with the Runway Growth’s investment objective and investment strategy and for other general corporate purposes.

The 2026 Senior Notes have not been and will not be registered under the Securities Act, or any state securities laws and may not be offered or sold in the United States absent registration or an applicable exemption from such registration requirements.

This press release is neither an offer to sell nor a solicitation of an offer to buy the 2026 Senior Notes and will not constitute an offer, solicitation or sale in any jurisdiction in which such offer, solicitation or sale is unlawful. This press release is being issued pursuant to and in accordance with Rule 135c under the Securities Act.

About Runway Growth Finance Corp.

Runway Growth is a growing specialty finance company focused on providing flexible capital solutions to late-stage and growth companies seeking an alternative to raising equity. Runway Growth is a closed-end investment fund that has elected to be regulated as a business development company under the Investment Company Act of 1940. Runway Growth is externally managed by Runway Growth Capital LLC, an established registered investment advisor that was formed in 2015 and led by industry veteran David Spreng. For more information, please visit www.runwaygrowth.com.

Forward-Looking Statements

Statements included herein may constitute “forward-looking statements” within the meaning of the Private Securities Litigation Reform Act of 1995. Statements other than statements of historical facts included in this press release may constitute forward-looking statements and are not guarantees of future performance, condition or results and involve a number of risks and uncertainties, including the impact of COVID-19 and related changes in base interest rates and significant market volatility on our business, our portfolio companies, our industry and the global economy. Actual results may differ materially from those in the forward-looking statements as a result of a number of factors, including those described from time to time in Runway Growth’s filings with the SEC. Runway Growth undertakes no duty to update any forward-looking statement made herein. All forward-looking statements speak only as of the date of this press release.

IR Contacts:

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