| SEC Form 4 |
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## FORM 4

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UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934

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|                                 |                      |                       | of Section So(n) of the investment Company Act of 1940   |  |                                 |                  |  |  |  |
|---------------------------------|----------------------|-----------------------|--|--|---------------------------------|------------------|--|--|--|
|                                 | Address of Reporting | g Person <sup>*</sup> | 2. Issuer Name <b>and</b> Ticker or Trading Symbol<br><u>Runway Growth Credit Fund Inc.</u> [ NONE ] | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable) |                                 |                  |  |  |  |
| Raterma                         | <u>n Thomas B.</u>   |                       | Runway Growin Creater and me. [ NONE ]   | l'   | Director                        | 10% Owner        |  |  |  |
|                                 |                      |                       |  | x  | Officer (give title             | Other (specify   |  |  |  |
| (Last)                          | (First)              | (Middle)              | 3. Date of Earliest Transaction (Month/Day/Year)   |  | below)                          | below)           |  |  |  |
| C/O RUN                         | WAY GROWTH C         | CREDIT FUND INC.      | 03/24/2021   |  | CFO, Treasurer and Secretary    |                  |  |  |  |
| 205 N. MICHIGAN AVE, SUITE 4200 |                      |                       |  |  |                                 |                  |  |  |  |
|                                 |                      |                       | 4. If Amendment, Date of Original Filed (Month/Day/Year)   | 6. Individual or Joint/Group Filing (Check Applicab                        |                                 |                  |  |  |  |
| (Street)                        |                      |                       |  | Line)  |                                 |                  |  |  |  |
| CHICAGO                         | ) IL                 | 60601                 |  | X  | Form filed by One Re            | porting Person   |  |  |  |
| ļ                               |                      |                       |  |  | Form filed by More th<br>Person | an One Reporting |  |  |  |
| (City)                          | (State)              | (Zip)                 |  | I  |                                 |                  |  |  |  |

## Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

|  |  |   |      | , - | ,<br>I    |               |       |   | 6 Ownership   | 7 Nature  |
|--|--|---|------|-----|-----------|---------------|-------|---|---|---|
| 1. Title of Security (Instr. 3)          | 2. Transaction<br>Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date,<br>if any<br>(Month/Day/Year) |      |     |           |               |       | 5. Amount of<br>Securities<br>Beneficially<br>Owned Following<br>Reported | 6. Ownership<br>Form: Direct<br>(D) or Indirect<br>(I) (Instr. 4) | 7. Nature<br>of Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|  |  |   | Code | v   | Amount    | (A) or<br>(D) | Price | Transaction(s)<br>(Instr. 3 and 4)  |   | (1150.4)  |
| Common Stock, par value \$0.01 per share |  |   |      |     |           |               |       | 4,427.34(1)   | D   |   |
| Common Stock, par value \$0.01 per share | 03/24/2021                                 |   | Р    |     | 20,460.74 | A             | \$15  | 61,985.92 <sup>(1)</sup>  | I   | By<br>Runway<br>Growth<br>Holdings<br>LLC <sup>(2)</sup>          |

## Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction<br>Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date,<br>if any<br>(Month/Day/Year) | 4.<br>Transa<br>Code (<br>8) |   |     | vative<br>virities<br>vired<br>r<br>osed<br>)<br>r. 3, 4 | 6. Date Exerc<br>Expiration Da<br>(Month/Day/Y | 7. Title and<br>Amount of<br>Securities<br>Underlying<br>Derivative<br>Security (Instr.<br>3 and 4) |       | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Number of<br>derivative<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 4) | 10.<br>Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I) (Instr. 4) | 11. Nature<br>of Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |  |
|---|---|--|---|------------------------------|---|-----|--|--|---|-------|---|--|--|--|--|
|   |   |  |   | Code                         | v | (A) | (D)  | Date<br>Exercisable                            | Expiration<br>Date  | Title | Amount<br>or<br>Number<br>of<br>Shares              |  |  |  |  |

Explanation of Responses:

1. The number of shares includes shares acquired pursuant to the Runway Growth Credit Fund Inc. automatic dividend reinvestment plan ("DRIP"), exempt under Rule 16a-11.

2. 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. Raterman by virtue of his ownership interest in Runway Growth Capital LLC and his position of Chief Financial Officer thereof. Mr. Raterman disclaims any beneficial ownership of these securities.

/s/ Thomas B. Raterman 04/08/2021

\*\* 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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.