

**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): November 18, 2021

Runway Growth Finance Corp.
(Exact name of registrant as specified in its charter)

Maryland (State or Other Jurisdiction of Incorporation)	814-01180 (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 7.01. Regulation FD Disclosure.

On November 18, 2021, Runway Growth Finance Corp. (the “Company”) issued a press release. A copy of the press release is furnished herewith as Exhibit 99.1.

The information disclosed under this Item 7.01, including Exhibit 99.1 hereto, is being furnished and shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, and shall not be deemed incorporated by reference into any filing made under the Securities Act, except as expressly set forth by specific reference in such filing. The furnishing of this information pursuant to Item 7.01 shall not be deemed an admission by the Company as to the materiality of such information.

Item 9.01. Financial Statements and Exhibits

(d) Exhibits:

Exhibit No.	Description
99.1	Press Release, November 18, 2021

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: November 18, 2021

By: /s/ Thomas B. Raterman

Thomas B. Raterman

Chief Financial Officer, Treasurer and Secretary

Runway Growth Finance Corp. Prices \$70 million 4.25% Series 2021A Senior Notes Due 2026

WOODSIDE, Calif., November 18, 2021 – Runway Growth Finance Corp. (Nasdaq: RWAY) (“Runway Growth”), an externally managed business development company, today announced that it has priced a private placement of \$70 million in aggregate principal amount of 4.25% Series 2021A Senior Notes due 2026 (the “2026 Senior Notes”). The 2026 Senior Notes have been 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 are expected to be delivered and paid for at two closings (each a “Closing”). The first Closing, in respect of \$20 million aggregate principal amount of 2026 Senior Notes, is expected to occur on December 10, 2021 and the second Closing, in respect of \$50 million in aggregate principal amount of 2026 Senior Notes, is expected to occur on or about February 10, 2022. Each Closing is subject to customary closing conditions.

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 may 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 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. Any offers of the 2026 Senior Notes will be made only by means of a private offering memorandum. 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:

Alex Straus, Prosek Partners, astraus@prosek.com
Thomas B. Raterman, Chief Financial Officer, tr@runwaygrowth.com
