### 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. 3)\*

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, 28<sup>th</sup> Floor
Los Angeles, California 90071
(213) 830-6300

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

August 28, 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  $\S\S240.13d-1(e)$ , 240.13d-1(f) or 240.13d-1(g), check the following box  $\square$ .

**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).

| 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)  (b)  (b)                         |                                                                                                                    |  |  |  |  |
| 3                                                                           | SEC US                                                                                              | SEC USE ONLY                                                                            |                                                                                                                    |  |  |  |  |
| 4                                                                           | SOURC<br>OO (See                                                                                    | E OF FU                                                                                 | INDS                                                                                                               |  |  |  |  |
| 5                                                                           | СНЕСК                                                                                               | CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) |                                                                                                                    |  |  |  |  |
| 6                                                                           | <b>CITIZE</b> Delawar                                                                               |                                                                                         | OR PLACE OF ORGANIZATION                                                                                           |  |  |  |  |
| NUMBER OF SHARI<br>BENEFICIALLY<br>OWNED BY EACH<br>REPORTING PERSO<br>WITH |                                                                                                     | 7<br>8<br>9<br>10                                                                       | SOLE VOTING POWER  2,956,236.6  SHARED VOTING POWER  SOLE DISPOSITIVE POWER  2,956,236.6  SHARED DISPOSITIVE POWER |  |  |  |  |
| 11                                                                          | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 2,956,236.6                            |                                                                                         |                                                                                                                    |  |  |  |  |
| 12                                                                          | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES                               |                                                                                         |                                                                                                                    |  |  |  |  |
| 13                                                                          | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 52.154%                                          |                                                                                         |                                                                                                                    |  |  |  |  |
| 14                                                                          | TYPE OF REPORTING PERSON*  OO  *SEE INSTRUCTIONS BEFORE FILLING OUT!                                |                                                                                         |                                                                                                                    |  |  |  |  |

|                       | NAME                                                                          | OE DED                                                                 | ODTING DEDSON                                                                |       |  |  |  |  |  |
|-----------------------|-------------------------------------------------------------------------------|------------------------------------------------------------------------|------------------------------------------------------------------------------|-------|--|--|--|--|--|
| 1                     | NAME OF REPORTING PERSON<br>S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON |                                                                        |                                                                              |       |  |  |  |  |  |
|                       |                                                                               |                                                                        |                                                                              |       |  |  |  |  |  |
|                       | Oaktree                                                                       | Fund GP                                                                | , LLC                                                                        |       |  |  |  |  |  |
|                       | CHECK                                                                         | THE A                                                                  | PPROPRIATE BOX IF A MEMBER OF A GROUP                                        | (a) 🗆 |  |  |  |  |  |
| 2                     |                                                                               |                                                                        |                                                                              | (b) □ |  |  |  |  |  |
|                       | SEC US                                                                        | E ONI V                                                                |                                                                              |       |  |  |  |  |  |
| 3                     | SEC OS                                                                        | SEC USE ONLY                                                           |                                                                              |       |  |  |  |  |  |
|                       | SOURC                                                                         | E OF FU                                                                | UNDS*                                                                        |       |  |  |  |  |  |
| 4                     | Not App                                                                       | Not Applicable                                                         |                                                                              |       |  |  |  |  |  |
|                       | CHECK                                                                         | K BOX II                                                               | F DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) |       |  |  |  |  |  |
| 5                     |                                                                               |                                                                        |                                                                              |       |  |  |  |  |  |
|                       | CITIZE                                                                        | NSHID (                                                                | OP DI ACE OF ODGANIZATION                                                    |       |  |  |  |  |  |
| 6                     |                                                                               | CITIZENSHIP OR PLACE OF ORGANIZATION                                   |                                                                              |       |  |  |  |  |  |
|                       | Delawar                                                                       | Delaware                                                               |                                                                              |       |  |  |  |  |  |
|                       |                                                                               |                                                                        | SOLE VOTING POWER                                                            |       |  |  |  |  |  |
|                       |                                                                               | 7                                                                      | 2,956,236.6*                                                                 |       |  |  |  |  |  |
|                       |                                                                               |                                                                        | SHARED VOTING POWER                                                          |       |  |  |  |  |  |
| NUMBER OF             |                                                                               | 8                                                                      |                                                                              |       |  |  |  |  |  |
| BENEFICIA<br>OWNED BY |                                                                               |                                                                        |                                                                              |       |  |  |  |  |  |
| REPORTING 1           | PERSON                                                                        |                                                                        | SOLE DISPOSITIVE POWER                                                       |       |  |  |  |  |  |
| WITH                  | l                                                                             | 9                                                                      | 2,956,236.6*                                                                 |       |  |  |  |  |  |
|                       |                                                                               |                                                                        | SHARED DISPOSITIVE POWER                                                     |       |  |  |  |  |  |
|                       |                                                                               | 10                                                                     |                                                                              |       |  |  |  |  |  |
|                       | AGGRI                                                                         | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON           |                                                                              |       |  |  |  |  |  |
| 11                    | 2,956,236.6                                                                   |                                                                        |                                                                              |       |  |  |  |  |  |
|                       | СНЕСК                                                                         | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES* |                                                                              |       |  |  |  |  |  |
| 12                    |                                                                               |                                                                        |                                                                              |       |  |  |  |  |  |
|                       | PERCE                                                                         | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)                     |                                                                              |       |  |  |  |  |  |
| 13                    | 52.154%                                                                       | 52.154%                                                                |                                                                              |       |  |  |  |  |  |
|                       | TYPE C                                                                        | TYPE OF REPORTING PERSON*                                              |                                                                              |       |  |  |  |  |  |
| 14                    | 00                                                                            | 00                                                                     |                                                                              |       |  |  |  |  |  |
|                       |                                                                               |                                                                        |                                                                              |       |  |  |  |  |  |

<sup>\*</sup>Solely in its capacity as the manager of OCM Growth Holdings, LLC.

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|                          | NAME OF REPORTING PERSON                          |                                                                        |                                                                              |       |  |  |  |  |
|--------------------------|---------------------------------------------------|------------------------------------------------------------------------|------------------------------------------------------------------------------|-------|--|--|--|--|
| 1                        | S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON |                                                                        |                                                                              |       |  |  |  |  |
|                          | Oaktree                                           | Oaktree Fund GP I, L.P.                                                |                                                                              |       |  |  |  |  |
|                          | СНЕСЬ                                             | THE A                                                                  | PPROPRIATE BOX IF A MEMBER OF A GROUP                                        | (a) 🗆 |  |  |  |  |
| 2                        |                                                   |                                                                        |                                                                              |       |  |  |  |  |
|                          | SEC US                                            | E ONI V                                                                | 7                                                                            |       |  |  |  |  |
| 3                        | SEC OS                                            | SEC USE ONLY                                                           |                                                                              |       |  |  |  |  |
|                          |                                                   |                                                                        |                                                                              |       |  |  |  |  |
| 4                        | SOURC                                             | E OF FU                                                                | UNDS*                                                                        |       |  |  |  |  |
| 7                        | Not App                                           | olicable                                                               |                                                                              |       |  |  |  |  |
| -                        | CHECK                                             | K BOX II                                                               | F DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) |       |  |  |  |  |
| 5                        |                                                   |                                                                        |                                                                              |       |  |  |  |  |
| _                        | CITIZE                                            | CITIZENSHIP OR PLACE OF ORGANIZATION                                   |                                                                              |       |  |  |  |  |
| 6                        | Delawai                                           | Delaware                                                               |                                                                              |       |  |  |  |  |
|                          |                                                   | _                                                                      | SOLE VOTING POWER                                                            |       |  |  |  |  |
|                          |                                                   | 7                                                                      | 2,956,236.6*                                                                 |       |  |  |  |  |
|                          |                                                   |                                                                        | SHARED VOTING POWER                                                          |       |  |  |  |  |
| NUMBER OF S<br>BENEFICIA |                                                   | 8                                                                      |                                                                              |       |  |  |  |  |
| OWNED BY                 | EACH                                              |                                                                        | SOLE DISPOSITIVE POWER                                                       |       |  |  |  |  |
| REPORTING I<br>WITH      |                                                   | 9                                                                      |                                                                              |       |  |  |  |  |
|                          |                                                   | _                                                                      | 2,956,236.6*                                                                 |       |  |  |  |  |
|                          |                                                   |                                                                        | SHARED DISPOSITIVE POWER                                                     |       |  |  |  |  |
|                          |                                                   | 10                                                                     |                                                                              |       |  |  |  |  |
| 11                       | AGGRI                                             | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON           |                                                                              |       |  |  |  |  |
| 11                       | 2,956,23                                          | 2,956,236.6                                                            |                                                                              |       |  |  |  |  |
|                          | СНЕСЬ                                             | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES* |                                                                              |       |  |  |  |  |
| 12                       |                                                   |                                                                        |                                                                              |       |  |  |  |  |
|                          | PERCE                                             | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)                     |                                                                              |       |  |  |  |  |
| 13                       | 52.154%                                           | 52.154%                                                                |                                                                              |       |  |  |  |  |
|                          |                                                   | TYPE OF REPORTING PERSON*                                              |                                                                              |       |  |  |  |  |
| 14                       |                                                   | PN                                                                     |                                                                              |       |  |  |  |  |
| <del>_</del>             |                                                   |                                                                        |                                                                              |       |  |  |  |  |

<sup>\*</sup>Solely in its capacity as the managing member of Oaktree Fund GP, LLC.

|                           | NAME OF REPORTING PERSON<br>S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON |                |                                                                              |                |  |                          |  |  |
|---------------------------|-------------------------------------------------------------------------------|----------------|------------------------------------------------------------------------------|----------------|--|--------------------------|--|--|
| 1                         | Oaktree Capital I, L.P.                                                       |                |                                                                              |                |  |                          |  |  |
|                           |                                                                               |                |                                                                              |                |  |                          |  |  |
| 2                         | CHECK                                                                         | THE A          | PPROPRIATE BOX IF A MEMBER OF A GROUP                                        | (a) □<br>(b) □ |  |                          |  |  |
|                           |                                                                               |                |                                                                              | (0) 🗀          |  |                          |  |  |
| 3                         | SEC US                                                                        | SEC USE ONLY   |                                                                              |                |  |                          |  |  |
|                           | SOURC                                                                         | E OF FU        | UNDS*                                                                        |                |  |                          |  |  |
| 4                         | Not App                                                                       | Not Applicable |                                                                              |                |  |                          |  |  |
| _                         | CHECK                                                                         | BOX II         | F DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) |                |  |                          |  |  |
| 5                         |                                                                               |                |                                                                              |                |  |                          |  |  |
|                           | CITIZE                                                                        | NSHIP (        | OR PLACE OF ORGANIZATION                                                     |                |  |                          |  |  |
| 6                         | Delawar                                                                       | Delaware       |                                                                              |                |  |                          |  |  |
|                           |                                                                               |                | SOLE VOTING POWER                                                            |                |  |                          |  |  |
|                           |                                                                               | 7              | 2,956,236.6*                                                                 |                |  |                          |  |  |
|                           |                                                                               |                | SHARED VOTING POWER                                                          |                |  |                          |  |  |
| NUMBER OF SI<br>BENEFICIA | LLY                                                                           | 8              |                                                                              |                |  |                          |  |  |
| OWNED BY E                |                                                                               |                | SOLE DISPOSITIVE POWER                                                       |                |  |                          |  |  |
| WITH                      |                                                                               | 9              | 2,956,236.6*                                                                 |                |  |                          |  |  |
|                           |                                                                               |                |                                                                              |                |  | SHARED DISPOSITIVE POWER |  |  |
|                           |                                                                               | 10             |                                                                              |                |  |                          |  |  |
|                           | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON                  |                |                                                                              |                |  |                          |  |  |
| 11                        | 2,956,236.6                                                                   |                |                                                                              |                |  |                          |  |  |
| 40                        | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*        |                |                                                                              |                |  |                          |  |  |
| 12                        |                                                                               |                |                                                                              |                |  |                          |  |  |
| 10                        | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)                            |                |                                                                              |                |  |                          |  |  |
| 13                        | 55.154%                                                                       |                |                                                                              |                |  |                          |  |  |
|                           | TYPE OF REPORTING PERSON*                                                     |                |                                                                              |                |  |                          |  |  |
| 14                        | PN                                                                            |                |                                                                              |                |  |                          |  |  |

<sup>\*</sup>Solely in its capacity as the general partner of Oaktree Fund GP I, L.P.

|                         | 1                                                            |                                                                          |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               |       |  |  |  |  |
|-------------------------|--------------------------------------------------------------|--------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------|--|--|--|--|
|                         | NAME OF REPORTING PERSON                                     |                                                                          |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               |       |  |  |  |  |
| 1                       | S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON            |                                                                          |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               |       |  |  |  |  |
|                         | ОСМ Н                                                        | oldings I,                                                               | , LLC                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         |       |  |  |  |  |
|                         | CHECK                                                        | THE A                                                                    | PPROPRIATE BOX IF A MEMBER OF A GROUP                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         | (a) 🗆 |  |  |  |  |
| 2                       |                                                              |                                                                          |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               |       |  |  |  |  |
|                         | 22.0 ***                                                     |                                                                          |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               |       |  |  |  |  |
| 3                       | SEC US                                                       | SE ONLY                                                                  | $\epsilon$                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    |       |  |  |  |  |
| J                       |                                                              |                                                                          |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               |       |  |  |  |  |
| _                       | SOURC                                                        | E OF FU                                                                  | UNDS*                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         |       |  |  |  |  |
| 4                       | Not App                                                      | olicable                                                                 |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               |       |  |  |  |  |
|                         | CHECK                                                        | K BOX II                                                                 | F DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  |       |  |  |  |  |
| 5                       | CILLOI                                                       | 1 2021 1                                                                 | E DISCESSORE OF ELOCIETING CELEDINOS IS IMAGENED FONOSCIANT TO TIEMO A(a) ON A(c)                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             |       |  |  |  |  |
|                         |                                                              |                                                                          |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               |       |  |  |  |  |
| C                       | CITIZE                                                       | CITIZENSHIP OR PLACE OF ORGANIZATION                                     |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               |       |  |  |  |  |
| 6                       | Delawar                                                      | Delaware                                                                 |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               |       |  |  |  |  |
|                         |                                                              |                                                                          | SOLE VOTING POWER                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             |       |  |  |  |  |
|                         |                                                              | 7                                                                        | 2,956,236.6*                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  |       |  |  |  |  |
|                         |                                                              |                                                                          |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               |       |  |  |  |  |
| NUMBER OF S             | SHARES                                                       | 8                                                                        | SHARED VOTING POWER                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           |       |  |  |  |  |
| BENEFICIA               | ALLY                                                         | 0                                                                        |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               |       |  |  |  |  |
| OWNED BY<br>REPORTING I |                                                              |                                                                          | SOLE DISPOSITIVE POWER                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        |       |  |  |  |  |
| WITH                    |                                                              | 9                                                                        | 2,956,236.6*                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  |       |  |  |  |  |
|                         | -                                                            |                                                                          | SHARED DISPOSITIVE POWER                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      |       |  |  |  |  |
|                         |                                                              | 10                                                                       | STANDED DIGITALITY OF THE STANDARD OF THE STANDARD DIGITALITY OF THE STANDARD |       |  |  |  |  |
|                         |                                                              |                                                                          |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               |       |  |  |  |  |
| 11                      | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON |                                                                          |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               |       |  |  |  |  |
| 11                      | 2,956,23                                                     | 2,956,236.6                                                              |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               |       |  |  |  |  |
|                         | CHECK                                                        | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES* □ |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               |       |  |  |  |  |
| 12                      |                                                              |                                                                          |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               |       |  |  |  |  |
|                         | DEDCE                                                        | DED CENTE OF CLASS DEDDESENTED BY AMOUNT IN DOM: (44)                    |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               |       |  |  |  |  |
| 13                      |                                                              | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)                       |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               |       |  |  |  |  |
| 10                      | 52.154%                                                      | 52.154%                                                                  |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               |       |  |  |  |  |
|                         | TYPE (                                                       | TYPE OF REPORTING PERSON*                                                |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               |       |  |  |  |  |
| 14                      | 00                                                           | 00                                                                       |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               |       |  |  |  |  |
|                         |                                                              |                                                                          |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               |       |  |  |  |  |

<sup>\*</sup>Solely in its capacity as the general partner of Oaktree Capital I, L.P.

|                           | NAME OF REPORTING PERSON<br>S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON |                |                                                                              |                |  |  |  |  |
|---------------------------|-------------------------------------------------------------------------------|----------------|------------------------------------------------------------------------------|----------------|--|--|--|--|
| 1                         | Oaktree Holdings, LLC                                                         |                |                                                                              |                |  |  |  |  |
|                           |                                                                               |                |                                                                              |                |  |  |  |  |
| 2                         | СНЕСК                                                                         | THE A          | PPROPRIATE BOX IF A MEMBER OF A GROUP                                        | (a) □<br>(b) □ |  |  |  |  |
|                           |                                                                               |                |                                                                              |                |  |  |  |  |
| 3                         | SEC US                                                                        | SEC USE ONLY   |                                                                              |                |  |  |  |  |
| 4                         | SOURC                                                                         | E OF FU        | UNDS*                                                                        |                |  |  |  |  |
| 4                         | Not App                                                                       | Not Applicable |                                                                              |                |  |  |  |  |
| _                         | CHECK                                                                         | BOX II         | F DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) |                |  |  |  |  |
| 5                         |                                                                               |                |                                                                              |                |  |  |  |  |
|                           | CITIZE                                                                        | NSHIP          | OR PLACE OF ORGANIZATION                                                     |                |  |  |  |  |
| 6                         | Delawar                                                                       | Delaware       |                                                                              |                |  |  |  |  |
|                           |                                                                               |                | SOLE VOTING POWER                                                            |                |  |  |  |  |
|                           |                                                                               | 7              | 2,956,236.6*                                                                 |                |  |  |  |  |
|                           |                                                                               |                | SHARED VOTING POWER                                                          |                |  |  |  |  |
| NUMBER OF S<br>BENEFICIA  |                                                                               | 8              |                                                                              |                |  |  |  |  |
| OWNED BY I<br>REPORTING P |                                                                               | _              | SOLE DISPOSITIVE POWER                                                       |                |  |  |  |  |
| WITH                      |                                                                               | 9              | 2,956,236.6*                                                                 |                |  |  |  |  |
|                           | -                                                                             |                | SHARED DISPOSITIVE POWER                                                     |                |  |  |  |  |
|                           |                                                                               |                | 10                                                                           |                |  |  |  |  |
|                           | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON                  |                |                                                                              |                |  |  |  |  |
| 11                        | 2,956,236.6                                                                   |                |                                                                              |                |  |  |  |  |
|                           | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*        |                |                                                                              |                |  |  |  |  |
| 12                        |                                                                               |                |                                                                              |                |  |  |  |  |
|                           | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)                            |                |                                                                              |                |  |  |  |  |
| 13                        | 52.154%                                                                       |                |                                                                              |                |  |  |  |  |
|                           | TYPE OF REPORTING PERSON*                                                     |                |                                                                              |                |  |  |  |  |
| 14                        | 00                                                                            | 00             |                                                                              |                |  |  |  |  |
| 1                         |                                                                               |                |                                                                              |                |  |  |  |  |

<sup>\*</sup>Solely in its capacity as the managing member of OCM Holdings I, LLC.

|                         | NAME OF REPORTING PERSON                                     |                                                                                         |                                                                              |       |                          |  |  |  |
|-------------------------|--------------------------------------------------------------|-----------------------------------------------------------------------------------------|------------------------------------------------------------------------------|-------|--------------------------|--|--|--|
| 1                       | S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON            |                                                                                         |                                                                              |       |                          |  |  |  |
|                         | Oaktree Capital Group, LLC                                   |                                                                                         |                                                                              |       |                          |  |  |  |
|                         | CHECK                                                        | THE A                                                                                   | PPROPRIATE BOX IF A MEMBER OF A GROUP                                        | (a) 🗆 |                          |  |  |  |
| 2                       |                                                              |                                                                                         |                                                                              | (b) □ |                          |  |  |  |
|                         |                                                              | -                                                                                       |                                                                              |       |                          |  |  |  |
| 3                       | SEC US                                                       | SEC USE ONLY                                                                            |                                                                              |       |                          |  |  |  |
| J                       |                                                              |                                                                                         |                                                                              |       |                          |  |  |  |
|                         | SOURC                                                        | E OF FU                                                                                 | UNDS*                                                                        |       |                          |  |  |  |
| 4                       | Not App                                                      | olicable                                                                                |                                                                              |       |                          |  |  |  |
|                         | CHECK                                                        | K BOX II                                                                                | F DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) |       |                          |  |  |  |
| 5                       |                                                              | CHECK DOA II DISCLOSURE OF LEGAL FROCEEDINGS IS REQUIRED FURSUANT TO TIEMS 2(0) OR 2(e) |                                                                              |       |                          |  |  |  |
|                         |                                                              |                                                                                         |                                                                              |       |                          |  |  |  |
| 6                       | CITIZE                                                       | CITIZENSHIP OR PLACE OF ORGANIZATION                                                    |                                                                              |       |                          |  |  |  |
|                         | Delawar                                                      | Delaware                                                                                |                                                                              |       |                          |  |  |  |
|                         |                                                              | _                                                                                       | SOLE VOTING POWER                                                            |       |                          |  |  |  |
|                         |                                                              | 7                                                                                       | 2,956,236.6*                                                                 |       |                          |  |  |  |
|                         |                                                              |                                                                                         | SHARED VOTING POWER                                                          |       |                          |  |  |  |
| NUMBER OF S             |                                                              | 8                                                                                       |                                                                              |       |                          |  |  |  |
| BENEFICIA<br>OWNED BY 1 |                                                              |                                                                                         |                                                                              |       |                          |  |  |  |
| REPORTING P<br>WITH     | ERSON                                                        | 9                                                                                       | SOLE DISPOSITIVE POWER                                                       |       |                          |  |  |  |
| W1111                   |                                                              | •                                                                                       | 2,956,236.6*                                                                 |       |                          |  |  |  |
|                         |                                                              |                                                                                         |                                                                              |       | SHARED DISPOSITIVE POWER |  |  |  |
|                         |                                                              | 10                                                                                      |                                                                              |       |                          |  |  |  |
|                         | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON |                                                                                         |                                                                              |       |                          |  |  |  |
| 11                      | 2,956,236.6                                                  |                                                                                         |                                                                              |       |                          |  |  |  |
|                         |                                                              |                                                                                         |                                                                              |       |                          |  |  |  |
| 12                      | CHECK                                                        | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*                  |                                                                              |       |                          |  |  |  |
|                         |                                                              |                                                                                         |                                                                              |       |                          |  |  |  |
| 40                      | PERCE                                                        | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)                                      |                                                                              |       |                          |  |  |  |
| 13                      | 52.154%                                                      |                                                                                         |                                                                              |       |                          |  |  |  |
|                         | ТҮРЕ С                                                       | TYPE OF REPORTING PERSON*                                                               |                                                                              |       |                          |  |  |  |
| 14                      | 00                                                           | 100                                                                                     |                                                                              |       |                          |  |  |  |
|                         |                                                              |                                                                                         |                                                                              |       |                          |  |  |  |

<sup>\*</sup>Solely in its capacity as the managing member of Oaktree Holdings, LLC.

|                          | NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON |                                        |                                                                              |                |  |  |  |  |
|--------------------------|----------------------------------------------------------------------------|----------------------------------------|------------------------------------------------------------------------------|----------------|--|--|--|--|
| 1                        |                                                                            |                                        |                                                                              |                |  |  |  |  |
|                          |                                                                            | Oaktree Capital Group Holdings GP, LLC |                                                                              |                |  |  |  |  |
| 2                        | CHECK                                                                      | THE A                                  | PPROPRIATE BOX IF A MEMBER OF A GROUP                                        | (a) □<br>(b) □ |  |  |  |  |
|                          | CEC HC                                                                     | E ONLY                                 | ,                                                                            |                |  |  |  |  |
| 3                        | SEC USE ONLY                                                               |                                        |                                                                              |                |  |  |  |  |
| 4                        | SOURC                                                                      | E OF FU                                | UNDS*                                                                        |                |  |  |  |  |
| 4                        | Not App                                                                    | Not Applicable                         |                                                                              |                |  |  |  |  |
| _                        | CHECK                                                                      | BOX II                                 | F DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) |                |  |  |  |  |
| 5                        |                                                                            |                                        |                                                                              |                |  |  |  |  |
|                          | CITIZE                                                                     | CITIZENSHIP OR PLACE OF ORGANIZATION   |                                                                              |                |  |  |  |  |
| 6                        | Delawar                                                                    | Delaware                               |                                                                              |                |  |  |  |  |
|                          |                                                                            | _                                      | SOLE VOTING POWER                                                            |                |  |  |  |  |
|                          |                                                                            | 7                                      | 2,956,236.6*                                                                 |                |  |  |  |  |
|                          |                                                                            | •                                      | SHARED VOTING POWER                                                          |                |  |  |  |  |
| NUMBER OF S<br>BENEFICIA |                                                                            | 8                                      |                                                                              |                |  |  |  |  |
| OWNED BY E               |                                                                            |                                        | SOLE DISPOSITIVE POWER                                                       |                |  |  |  |  |
| WITH                     |                                                                            | 9                                      | 2,956,236.6*                                                                 |                |  |  |  |  |
|                          |                                                                            | 4.0                                    | SHARED DISPOSITIVE POWER                                                     |                |  |  |  |  |
|                          |                                                                            | 10                                     |                                                                              |                |  |  |  |  |
| 44                       | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON               |                                        |                                                                              |                |  |  |  |  |
| 11                       | 2,956,236.6                                                                |                                        |                                                                              |                |  |  |  |  |
| 4.0                      | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*     |                                        |                                                                              |                |  |  |  |  |
| 12                       |                                                                            |                                        |                                                                              |                |  |  |  |  |
| 4.0                      | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)                         |                                        |                                                                              |                |  |  |  |  |
| 13                       | 52.154%                                                                    |                                        |                                                                              |                |  |  |  |  |
|                          | TYPE OF REPORTING PERSON*                                                  |                                        |                                                                              |                |  |  |  |  |
| 14                       | 00                                                                         |                                        |                                                                              |                |  |  |  |  |

<sup>\*</sup>Solely in its capacity as the managing member of Oaktree Capital Group, LLC.

This Amendment No. 3 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"), Amendment No. 1 to Schedule 13 D ("Amendment No. 1") filed with the Securities and Exchange Commission on April 21, 2017 and Amendment No. 2 to Schedule 13D ("Amendment No. 2") filed with the Securities and Exchange Commission on June 15, 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, Amendment No. 2 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 August 28, 2017, OCM Growth subscribed for 1,294,013.867 shares of common stock of the Issuer for total consideration of \$19,410,208.005 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.

#### Item 7. Material to be filed as Exhibits

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

- Exhibit 99.1<sup>(1)</sup>- Subscription Agreement dated December 15, 2016 between OCM Growth Holdings, LLC and GSV Growth Credit Fund Inc.
- Exhibit 99.2<sup>(2)</sup>- Additional Member Agreement dated December 15, 2016 between OCM Growth Holdings, LLC and GSV Growth Credit LLC.
- Exhibit 99.3<sup>(3)</sup>- 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<sup>(5)</sup>- Stockholder Agreement dated December 15, 2015 between OCM Growth Holdings, LLC and GSV Growth Credit Fund Inc.
- Exhibit 99.6<sup>(6)</sup>- 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<sup>(7)</sup>- 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.

CUSIP No.

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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 September 7, 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 CUSIP No. Page 12 of 12 Pages

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

Title: Transcribed Signatory

OAKTREE CAPITAL GROUP HOLDINGS GP, LLC

By: /s/ Jordan Mikes

Name: Jordan Mikes

Title: Authorized Signatory