Solar Capital Ltd. Form 4 December 11, 2015

### UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

**OMB** 

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

3235-0287 Number: January 31, Expires:

2005

**OMB APPROVAL** 

Section 16. Form 4 or Form 5 obligations

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section

**SECURITIES** 

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Estimated average

may continue. See Instruction

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person ** GROSS MICHAEL S			2. Issuer Name <b>and</b> Ticker or Trading Symbol			5. Relationship of Reporting Person(s) to Issuer			
			Solar C	apital Ltd	I. [SLRC]	(Che	eck all applicab	ole)	
(Last)	(First)	(Middle)	3. Date of	f Earliest T	ransaction	`	11		
	O SOLAR CAPITAL LTD., 500 RK AVENUE			(Month/Day/Year) 12/11/2015			X Director 10% Owner Selow) Other (specify below)  See Remarks		
(Street)			4. If Amendment, Date Original			6. Individual or Joint/Group Filing(Check			
NEW YOR	RK, NY 10022		Filed(Mo	nth/Day/Yea	r)	Applicable Line) _X_ Form filed by Form filed by Person			
(City)	(State)	(Zip)	Tab	le I - Non-I	Derivative Securities Acq	uired, Disposed	of, or Benefici	ally Owned	
1.Title of	2. Transaction	Date 2A. Dee	med	3.	4. Securities Acquired	5. Amount of	6.	7. Nature	
Security	(Month/Day/Y	ear) Execution	n Date, if	Transaction	on(A) or Disposed of (D)	Securities	Ownership	Indirect	

(City)	(State) (	(Zip) Table	e I - Non-D	erivative S	Securi	ties Acq	uired, Disposed o	of, or Beneficia	lly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactio Code (Instr. 8)	4. Securiti n(A) or Dis (Instr. 3, 4)	sposed	of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	12/11/2015		P	18,200	A	16.8 (1)	165,894	D	
Common Stock							2,190,738	I	See Footnotes

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exer	cisable and	7. Title	e and	8. Price of	9. Nu
Derivative	e Conversion	(Month/Day/Year)	Execution Date, if	Transacti	onNumber	Expiration D	ate	Amour	nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underl	lying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivativ	e		Securit	ties	(Instr. 5)	Bene
	Derivative				Securities	3		(Instr.	3 and 4)		Own
	Security				Acquired						Follo
	·				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									Amount		
						Date	Expiration		or		
						Exercisable	Date		Number		
				C = V	(A) (D)				of		
				Code V	(A) $(D)$				Shares		

# **Reporting Owners**

Reporting Owner Name / Address	Relationships							
1	Director	10% Owner	Officer	Other				
GROSS MICHAEL S C/O SOLAR CAPITAL LTD. 500 PARK AVENUE NEW YORK, NY 10022	X		See Remarks					

### **Signatures**

/s/ Michael S.

Gross 12/11/2015

\*\*Signature of Date
Reporting Person

## **Explanation of Responses:**

- \* If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions. The reported price for the share purchases made on December 11, 2015 is based on prices ranging from a low of \$16.66 per share to a high of \$16.90 per share.

- (1) The reporting person undertakes to provide to Solar Capital Ltd. (the "Issuer"), any security holder of the Issuer or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares purchased at each separate price set forth above.
  - Includes 39,500 shares of the Issuer directly held by Michael S. Gross' profit sharing plan (the "Profit Sharing Plan"). Mr. Gross may be deemed to directly beneficially own these shares as the sole participant in the Profit Sharing Plan. In addition, the total includes 20,000 shares of the Issuer held by a grantor retained annuity trust setup by and for Mr. Gross (the "GRAT"), which Mr. Gross may be deemed to
- (2) directly beneficially own as the sole trustee of the GRAT. Also includes 1,285,013 shares of the Issuer held by Solar Capital Investors, LLC ("Solar Capital I") and 715,000 shares of the Issuer held by Solar Capital Investors II, LLC ("Solar Capital II"), a portion of both of which may be deemed to be indirectly beneficially owned by Mr. Gross, Bruce J. Spohler and the GRAT by virtue of their collective ownership interest therein.
- (3) (Continued from Footnote (2)) Furthermore, the total includes 131,225 shares of the Issuer held by Solar Capital Partners Employee Stock Plan, LLC (the "SCP Plan"), which is controlled by Solar Capital Partners, LLC ("Solar Capital Partners"). Mr. Gross and Mr. Spohler may be deemed to indirectly beneficially own a portion of the shares held by the SCP Plan by virtue of their collective ownership interest

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in Solar Capital Partners. Mr. Gross disclaims beneficial ownership of any of the Issuer's securities directly held by Solar Capital I, Solar Capital II or the SCP Plan, except to the extent of his pecuniary interest therein, and this report shall not be deemed an admission that Mr. Gross is the beneficial owner of such securities for purposes of Section 16 or any other purpose.

#### **Remarks:**

Chief Executive Officer, President, Chairman of the Board

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.