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

FORM 8-K

**CURRENT REPORT
Pursuant to Section 13 or 15(d)
of the Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): December 18, 2019

Portman Ridge Finance Corporation

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

814-00735
(Commission
File Number)

20-5951150
(I.R.S. Employer
Identification No.)

**650 Madison Avenue, 23rd Floor
New York, New York**
(Address of principal executive offices)

10022
(Zip Code)

Registrant's telephone number, including area code: (212) 891-2880

Not Applicable
(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2.):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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

| Title of each class | Trading Symbol(s) | Name of each exchange on which registered |
|--|-------------------|---|
| Common Stock, par value \$0.01 per share | PTMN | The NASDAQ Global Select Market |
| 6.125% Notes due 2022 | KCAPL | The NASDAQ Global Select Market |

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 2.01. Completion of Acquisition or Disposition of Assets.

On December 18, 2019, Portman Ridge Finance Corporation, a Delaware corporation (the “Company”), completed its previously announced acquisition of OHA Investment Corporation, a Maryland corporation (“OHAI”), pursuant to that certain Agreement and Plan of Merger (the “Merger Agreement”), dated as of July 31, 2019, by and among the Company, Storm Acquisition Sub Inc., a Maryland corporation and a direct wholly owned subsidiary of the Company (“Acquisition Sub”), OHAI and Sierra Crest Investment Management LLC, a Delaware limited liability company and the external investment adviser to the Company (“Sierra Crest”). Pursuant to the Merger Agreement, Acquisition Sub was merged with and into OHAI, with OHAI continuing as the surviving corporation and a direct wholly owned subsidiary of the Company (the “First Merger”). Immediately following the First Merger, OHAI was merged with and into the Company, with the Company continuing as the surviving corporation (the “Second Merger”). As a result of, and as of the effective time of, the Second Merger, OHAI’s separate corporate existence ceased.

In accordance with the terms of the Merger Agreement, at the effective time of the First Merger (the “Effective Time”), each share of common stock, par value \$0.001 per share, of OHAI (the “OHAI Common Stock”) issued and outstanding immediately prior to the Effective Time (other than shares held by subsidiaries of OHAI or held, directly or indirectly, by the Company or Acquisition Sub (the “Canceled Shares”)) was converted into the right to receive (i) an amount in cash, without interest, equal to approximately \$0.42, and (ii) 0.3688 shares of common stock, par value \$0.01 per share, of the Company (the “Company Common Stock”) (plus any applicable cash in lieu of fractional shares). As of immediately prior to the Effective Time, there were 37,390,117 shares of Company Common Stock issued and outstanding. The Merger Agreement also provides that each share of OHAI Common Stock issued and outstanding immediately prior to the Effective Time, excluding Canceled Shares, will be entitled to receive, as additional consideration funded by Sierra Crest, an amount in cash, without interest, equal to approximately \$0.15.

The Company has agreed that if shares of Company Common Stock are trading at a price below 75% of its net asset value per share at any time during the twelve-month period from and after the Effective Time, the Company’s Board of Directors (the “Board”) will promptly announce the Company’s commitment to purchase, during the twelve-month period from and after such announcement, up to \$10,000,000 worth of shares of Company Common Stock in open market transactions, at the then current market price. Such purchases will be in accordance with Rule 10b-18 under the Exchange Act. In the event that the conditions precedent to this repurchase commitment are met, the Board intends to consider and approve an open-market stock repurchase program at its next regularly scheduled board meeting.

The foregoing description of the Merger Agreement is a summary only and is qualified in its entirety by reference to the full text of the Merger Agreement, a copy of which was filed by the Company as Exhibit 2.1 to its Current Report on Form 8-K filed on August 1, 2019, and is incorporated herein by reference.

Item 7.01. Regulation FD Disclosure.

On December 18, 2019, the Company and OHAI issued a joint press release announcing the completion of the transactions contemplated by the Merger Agreement. A copy of the press release is attached as Exhibit 99.1 hereto.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

Filed with this report:

2.1* [Agreement and Plan of Merger, dated as of July 31, 2019 by and among Portman Ridge Finance Corporation, Storm Acquisition Sub Inc., OHA Investment Corporation, and Sierra Crest Investment Management LLC \(Incorporated by reference to Exhibit 2.1 to the Company's Current Report on Form 8-K filed on August 1, 2019\).](#)

* Exhibits and schedules to this Exhibit have been omitted in accordance with Item 601(b)(2) of Regulation S-K. The registrant agrees to furnish supplementally a copy of all omitted exhibits and schedules to the SEC upon its request.

Furnished with this report:

99.1 [Joint Press Release, dated December 18, 2019.](#)

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the Company has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

PORTMAN RIDGE FINANCE CORPORATION

By: /s/ Edward U. Gilpin
Edward U. Gilpin
Chief Financial Officer

Date: December 19, 2019

**PORTMAN RIDGE FINANCE CORPORATION ANNOUNCES CLOSING OF MERGER WITH
OHA INVESTMENT CORPORATION, STOCKHOLDER PAYMENT RECORD DATE AND PAYMENT DATE**

NEW YORK, NEW YORK, December 18, 2019 – Portman Ridge Finance Corporation (“PTMN”, or the “Company”) (NASDAQ: PTMN) and OHA Investment Corporation (NASDAQ: OHAI) (“OHAI”) today announced the closing (the “Closing”) of the previously announced transaction under which OHAI will be merged into PTMN.

As a result of the Closing, December 18, 2019 has been set as the record date (the “Record Date”) for the OHAI stockholders’ right to receive the \$3.0 million cash payment from an affiliate of BC Partners Advisors L.P. (“BC Partners”) and LibreMax Capital, LLC through its affiliate LibreMax SC, LLC, as well as the merger consideration composed of (i) approximately \$8.5 million in cash from PTMN and (ii) approximately 7.4 million shares of PTMN common stock. As a result, each share of OHAI common stock will receive approximately \$0.57 in cash and 0.3688 shares of PTMN common stock.

The merger received robust support from the OHAI stockholder base, with strong voter turnout of over 72% and over 97% of the voting stockholders approving the transaction.

The combined company will be externally managed by Sierra Crest Investment Management and after closing is expected to have total assets of approximately \$316 million, and net asset value of approximately \$156 million. Following the transaction, current OHAI stockholders are expected to own approximately 16.6% of the combined company.

Ted Goldthorpe, CEO of PTMN, noted “We continue to be excited about the transaction and the expected benefits both OHAI and PTMN shareholders will derive from the merger. We expect that the combined company will benefit from lower financing costs, a lower blended fee structure, a reduction in per share public company costs and increased trading liquidity in the equity, all of which we expect to accrue to the benefit of stockholders.”

About Portman Ridge Finance Corporation

Portman Ridge Finance Corporation (NASDAQ: PTMN) is a publicly traded, externally managed investment company that has elected to be regulated as a business development company under the Investment Company Act of 1940. Portman Ridge Finance Corporation’s middle market investment business originates, structures, finances and manages a portfolio of term loans, mezzanine investments and selected equity securities in middle market companies. PTMN’s investment activities are managed by its investment adviser, Sierra Crest Investment Management LLC, an affiliate of BC Partners Advisors L.P. and LibreMax Capital LLC. For more information, visit www.portmanridge.com.

About BC Partners Advisors L.P. and BC Partners Credit

BC Partners is a leading international investment firm with over \$25 billion of assets under management in private equity, private credit and real estate strategies. Established in 1986, BC Partners has played an active role in developing the European buyout market for three decades. Today, BC Partners executives operate across markets as an integrated team through the firm's offices in North America and Europe. Since inception, BC Partners has completed 113 private equity investments in companies with a total enterprise value of €145 billion and is currently investing its tenth private equity fund. For more information, please visit www.bcpartners.com.

BC Partners Credit was launched in February 2017 and has pursued a strategy focused on identifying attractive credit opportunities in any market environment and across sectors, leveraging the deal sourcing and infrastructure made available from BC Partners.

Transaction Advisors

UBS Investment Bank served as financial advisor and Simpson Thacher & Bartlett LLP served as counsel to PTMN. Keefe, Bruyette & Woods served as exclusive financial advisor to the Special Committee of OHAI's Board of Directors. Dechert LLP served as counsel to OHAI and the Special Committee of OHAI's Board of Directors.

Cautionary Statement Regarding Forward-Looking Statements

Cautionary Statement Regarding Forward-Looking Statements: This communication contains "forward-looking" statements. Forward-looking statements concern future circumstances and results and are not historical facts and are sometimes identified by the words "may," "will," "should," "potential," "intend," "expect," "endeavor," "seek," "anticipate," "estimate," "overestimate," "underestimate," "believe," "could," "project," "predict," "continue," "target" or other similar words or expressions. Forward-looking statements are based upon current plans, estimates and expectations that are subject to risks, uncertainties and assumptions. Should one or more of these risks or uncertainties materialize, or should underlying assumptions prove to be incorrect, actual results may vary materially from those indicated or anticipated by such forward-looking statements. The inclusion of such statements should not be regarded as a representation that such plans, estimates or expectations will be achieved. Important factors that could cause actual results to differ materially from such plans, estimates or expectations include those risk factors detailed in the Company's definitive proxy statement on Schedule 14A filed with the Securities and Exchange Commission (the "SEC") on June 1, 2018 and in the Company's reports filed with the SEC, including the Company's annual report on Form 10-K, periodic quarterly reports on Form 10-Q, current reports on Form 8-K and other documents filed with the SEC.

Any forward-looking statements speak only as of the date of this communication. The Company does not undertake any obligation to update any forward-looking statements, whether as a result of new information or developments, future events or otherwise, except as required by law. Readers are cautioned not to place undue reliance on any of these forward-looking statements.

Contact

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