Solar Senior Capital Ltd. Form 4

December 10, 2014

FORM 4

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

Check this box if no longer

subject to Section 16. Form 4 or

Form 4 or Form 5 obligations may continue. See Instruction STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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 30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

(Ctota)

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading **GROSS MICHAEL S** Issuer Symbol Solar Senior Capital Ltd. [SUNS] (Check all applicable) (Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) _X__ Director 10% Owner _ Other (specify _X__ Officer (give title C/O SOLAR SENIOR CAPITAL 12/08/2014 below) LTD., 500 PARK AVENUE See Remarks (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting NEW YORK, NY 10022 Person

| (City) | (State) | ^(Zip) Tabl | e I - Non-D | erivative S | Securi | ties Acqu | iired, Disposed of | , or Beneficial | ly Owned |
|--------------------------------------|---|---|---|-------------|-----------|--|--|---|----------------------|
| 1.Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8) | | | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) | |
| | | | Code V | Amount | or (D) | Price | (Instr. 3 and 4) | | C |
| Common Stock | 12/08/2014 | | P | 10,000 | A | \$ 15.07 (1) | 515,902 | I | See Footnote (2) (3) |
| Common Stock | 12/09/2014 | | P | 10,000 | A | \$ 15 | 525,902 | I | See Footnote (2) (3) |
| Common Stock | 12/10/2014 | | P | 10,000 | A | \$ 14.96 (4) | 535,902 | I | See Footnote (2) (3) |
| Common Stock | | | | | | | 217,008 | D | |

OMB APPROVAL

3235-0287

January 31,

2005

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

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SEC 1474

(9-02)

9. Nu Deriv Secur Bene Own Follo Repo Trans

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 Exerc | cisable and | 7. Title | e and | 8. Price of | |
|-------------|-------------|---------------------|--------------------|------------|------------|---------------|-------------|----------|----------|-------------|--|
| Derivative | Conversion | (Month/Day/Year) | Execution Date, if | Transact | ionNumber | Expiration D | ate | Amou | nt of | Derivative | |
| Security | or Exercise | | any | Code | of | (Month/Day/ | Year) | Under | lying | Security | |
| (Instr. 3) | Price of | | (Month/Day/Year) | (Instr. 8) | Derivative | e | | Securi | ties | (Instr. 5) | |
| | Derivative | | | | Securities | | | (Instr. | 3 and 4) | | |
| | Security | | | | Acquired | | | | | | |
| | · | | | | (A) or | | | | | | |
| | | | | | Disposed | | | | | | |
| | | | | | of (D) | | | | | | |
| | | | | | (Instr. 3, | | | | | | |
| | | | | | 4, and 5) | | | | | | |
| | | | | | | | | | | | |
| | | | | | | | | | Amount | | |
| | | | | | | Date | Expiration | | or | | |
| | | | | | | Exercisable | Date | | Number | | |
| | | | | | | | | | of | | |
| | | | | Code V | (A) (D) | | | | Shares | | |

Reporting Owners

| Reporting Owner Name / Address | Relationships |
|--------------------------------|---------------|
|--------------------------------|---------------|

Director 10% Owner Officer Other

GROSS MICHAEL S C/O SOLAR SENIOR CAPITAL LTD. 500 PARK AVENUE NEW YORK, NY 10022

X See Remarks

Signatures

/s/ Michael S.

Gross 12/10/2014

**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 at prices ranging from \$15.07 to \$15.08, inclusive. The reporting person undertakes to provide to Solar Senior 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 within the ranges set forth in footnotes (1) and (4) to this Form 4.
- (2) Includes 59,250 shares held by a grantor retained annuity trust setup by and for Mr. Gross, 30,000 of which is reported as purchased on this Form 4. In addition, the total includes 455,500 shares held by Solar Senior Capital Investors, LLC ("Solar Senior Investors") and 100 shares held by Solar Capital Management, LLC ("Solar Management"), a portion of both of which may be deemed to be beneficially

Reporting Owners 2

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owned by Mr. Gross and by Bruce Spohler by virtue of their collective ownership interest therein. Also includes 21,052 shares 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 beneficially own a portion of the shares held by the SCP Plan by virtue of their collective ownership interest in Solar Capital Partners.

- (Continued from Footnote (2)) Mr. Gross disclaims beneficial ownership of any of the Issuer's securities directly held by Solar Senior (3) Investors, Solar Management 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.
- (4) The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$14.92 to \$14.98, inclusive.

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.