

Garrison Capital Inc.  
Form 4  
December 19, 2014

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

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**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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Stuart Steven Scott

(Last) (First) (Middle)

C/O GARRISON INVESTMENT GROUP, 1290 AVENUE OF THE AMERICAS, SUITE 914

(Street)

NEW YORK, NY 10104

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
Garrison Capital Inc. [GARS]

3. Date of Earliest Transaction  
(Month/Day/Year)  
12/18/2014

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_ Director \_\_\_X\_ 10% Owner  
\_\_\_ Officer (give title below) \_\_\_ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)

\_X\_ Form filed by One Reporting Person  
\_\_\_ Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	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)			
			Code	V	Amount	(A) or (D)	Price			
Common Stock, par value \$0.001 per share	12/18/2014		S		13,597	D	\$ 14.69	137,324	I	See footnote (1) (14)
Common Stock, par value \$0.001 per share	12/18/2014		S		7,170	D	\$ 14.69	72,418	I	See footnote (2) (14)
	12/18/2014		S		11,887	D		120,059	I	

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Common Stock, par value \$0.001 per share					\$ 14.69			See footnote <u>(3)</u> <u>(14)</u>
Common Stock, par value \$0.001 per share	12/18/2014	S	7,614	D	\$ 14.69	76,904	I	See footnote <u>(4)</u> <u>(14)</u>
Common Stock, par value \$0.001 per share	12/18/2014	S	4,685	D	\$ 14.69	47,316	I	See footnote <u>(5)</u> <u>(14)</u>
Common Stock, par value \$0.001 per share	12/18/2014	S	55,047	D	\$ 14.69	555,969	I	See footnote <u>(6)</u> <u>(14)</u>
Common Stock, par value \$0.001 per share						11,382	I	See footnote <u>(7)</u>
Common Stock, par value \$0.001 per share						7,750	I	See footnote <u>(8)</u>
Common Stock, par value \$0.001 per share						1,261	I	See footnote <u>(9)</u>
Common Stock, par value \$0.001 per share						4,079	I	See footnote <u>(10)</u>
Common Stock, par value \$0.001 per share						340,801	I	See footnote <u>(11)</u>
						581,907	I	

Common Stock, par value \$0.001 per share							See footnote (12)
Common Stock, par value \$0.001 per share				67,202		I	See footnote (13)

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 Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V (A) (D)		

## Reporting Owners

**Reporting Owner Name / Address**

**Relationships**

Director    10% Owner    Officer    Other

Stuart Steven Scott  
C/O GARRISON INVESTMENT GROUP  
1290 AVENUE OF THE AMERICAS, SUITE 914  
NEW YORK, NY 10104

X

## Signatures

/s/ Steven Stuart                      12/19/2014

\*\*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).

(1) Mr. Stuart is a control person of Garrison Investment Group LP and its affiliates. Garrison Investment Group LP or one of its affiliates indirectly serves as investment adviser to GSOF-SP LLC. Due to his control and ownership interest in GSOF-SP LLC, which directly owns 137,324 shares of Common Stock of the Issuer, Mr. Stuart may be viewed as having investment power over all of the shares owned by such entity although voting rights to the Common Stock have been passed through to the members of GSOF-SP LLC. Mr. Stuart disclaims beneficial ownership of such shares of Common Stock, except to the extent of his pecuniary interest therein.

(2) Mr. Stuart is a control person of Garrison Investment Group LP and its affiliates. Garrison Investment Group LP or one of its affiliates indirectly serves as investment adviser to GSOF-SP II LLC. Due to his control and ownership interest in GSOF-SP II LLC, which directly owns 72,418 shares of Common Stock of the Issuer, Mr. Stuart may be viewed as having investment power over all of the shares owned by such entity although voting rights to the Common Stock have been passed through to the members of GSOF-SP II LLC. Mr. Stuart disclaims beneficial ownership of such shares of Common Stock, except to the extent of his pecuniary interest therein.

(3) Mr. Stuart is a control person of Garrison Investment Group LP and its affiliates. Garrison Investment Group LP or one of its affiliates indirectly serves as investment adviser to GSOF-SP DB LLC. Due to his control and ownership interest in GSOF-SP DB LLC, which directly owns 120,059 shares of Common Stock of the Issuer, Mr. Stuart may be viewed as having investment power over all of the shares owned by such entity although voting rights to the Common Stock have been passed through to the members of GSOF-SP DB LLC. Mr. Stuart disclaims beneficial ownership of such shares of Common Stock, except to the extent of his pecuniary interest therein.

(4) Mr. Stuart is a control person of Garrison Investment Group LP and its affiliates. Garrison Investment Group LP or one of its affiliates indirectly serves as investment adviser to GSOF LLC. Due to his control and ownership interest in GSOF LLC, which directly owns 76,904 shares of Common Stock of the Issuer, Mr. Stuart may be viewed as having investment power over all of the shares owned by such entity although voting rights to the Common Stock have been passed through to the members of GSOF LLC. Mr. Stuart disclaims beneficial ownership of such shares of Common Stock, except to the extent of his pecuniary interest therein.

(5) Mr. Stuart is a control person of Garrison Investment Group LP and its affiliates. Garrison Investment Group LP or one of its affiliates indirectly serves as investment adviser to GSOIF Corporate Loan Pools Ltd. Due to his control and ownership interest in GSOIF Corporate Loan Pools Ltd., which directly owns 47,316 shares of Common Stock of the Issuer, Mr. Stuart may be viewed as having investment power over all of the shares owned by such entity although voting rights to the Common Stock have been passed through to the limited partners of the sole shareholder of GSOIF Corporate Loan Pools Ltd. Mr. Stuart disclaims beneficial ownership of such shares of Common Stock, except to the extent of his pecuniary interest therein.

(6) Mr. Stuart is a control person of Garrison Investment Group LP and its affiliates. Garrison Investment Group LP or one of its affiliates indirectly serves as investment adviser to GCOH SubCo 2014-1 LLC. Due to his control and ownership interest in GCOH SubCo 2014-1 LLC, which directly owns 555,969 shares of Common Stock of the Issuer, Mr. Stuart may be viewed as having investment power over all of the shares owned by such entity although voting rights to the Common Stock have been passed through to the limited partners of the sole shareholder of GCOH SubCo 2014-1 LLC. Mr. Stuart disclaims beneficial ownership of such shares of Common Stock, except to the extent of his pecuniary interest therein.

(7) Mr. Stuart is a control person of Garrison Investment Group LP and its affiliates. Garrison Investment Group LP or one of its affiliates indirectly serves as investment adviser to GCOH SubCo 2014-2 LLC. Due to his control and ownership interest in GCOH SubCo 2014-2 LLC, which directly owns 11,382 shares of Common Stock of the Issuer, Mr. Stuart may be viewed as having investment power over all of the shares owned by such entity although voting rights to the Common Stock have been passed through to the limited partners of the sole shareholder of GCOH SubCo 2014-2 LLC. Mr. Stuart disclaims beneficial ownership of such shares of Common Stock, except to the extent of his pecuniary interest therein.

(8) Mr. Stuart is a control person of Garrison Investment Group LP and its affiliates. Garrison Investment Group LP or one of its affiliates indirectly serves as investment adviser to GSOF 2014 LLC. Due to his control and ownership interest in GSOF 2014 LLC, which directly owns 7,750 shares of Common Stock of the Issuer, Mr. Stuart may be viewed as having investment power over all of the shares owned by such entity although voting rights to the Common Stock have been passed through to the limited partners of the sole shareholder of GSOF 2014 LLC. Mr. Stuart disclaims beneficial ownership of such shares of Common Stock, except to the extent of his pecuniary interest therein.

(9) Mr. Stuart is a control person of Garrison Investment Group LP and its affiliates. Garrison Investment Group LP or one of its affiliates indirectly serves as investment adviser to GSOF-SP II 2014 LLC. Due to his control and ownership interest in GSOF-SP II 2014 LLC, which directly owns 1,261 shares of Common Stock of the Issuer, Mr. Stuart may be viewed as having investment power over all of the shares owned by such entity although voting rights to the Common Stock have been passed through to the limited partners of the sole shareholder of GSOF-SP II 2014 LLC. Mr. Stuart disclaims beneficial ownership of such shares of Common Stock, except to the extent of his pecuniary interest therein.

(10)

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Mr. Stuart is a control person of Garrison Investment Group LP and its affiliates. Garrison Investment Group LP or one of its affiliates indirectly serves as investment adviser to GSOF-SP 2014 LLC. Due to his control and ownership interest in GSOF-SP 2014 LLC, which directly owns 4,079 shares of Common Stock of the Issuer, Mr. Stuart may be viewed as having investment power over all of the shares owned by such entity although voting rights to the Common Stock have been passed through to the limited partners of GSOF-SP 2014 LLC. Mr. Stuart disclaims beneficial ownership of such shares of Common Stock, except to the extent of his pecuniary interest therein.

- (11) Mr. Stuart is a control person of Garrison Investment Group LP and its affiliates. Garrison Investment Group LP or one of its affiliates serves as investment adviser to Garrison Capital Fairchild I, Ltd. Due to his control and ownership interest in Garrison Capital Fairchild I, Ltd., which directly owns 340,801 shares of Common Stock of the Issuer, Mr. Stuart may be viewed as having investment power over all of the shares owned by such entity although voting rights to the Common Stock have been passed through to the limited partners of Garrison Capital Fairchild I, Ltd. Mr. Stuart disclaims beneficial ownership of such shares of Common Stock, except to the extent of his pecuniary interest therein.

- (12) Mr. Stuart is a control person of Garrison Investment Group LP and its affiliates. Garrison Investment Group LP or one of its affiliates serves as investment adviser to Garrison Capital Fairchild II Ltd. Due to his control and ownership interest in Garrison Capital Fairchild II Ltd., which directly owns 581,907 shares of Common Stock of the Issuer, Mr. Stuart may be viewed as having investment power over all of the shares owned by such entity although voting rights to the Common Stock have been passed through to the limited partners of the sole shareholder of Garrison Capital Fairchild II Ltd. Mr. Stuart disclaims beneficial ownership of such shares of Common Stock, except to the extent of his pecuniary interest therein.

- (13) Due to his control and ownership interest in Garrison Capital Advisers Holdings MM LLC, Mr. Stuart may be viewed as having investment power over all of the shares owned by such entity. Mr. Stuart disclaims beneficial ownership of such shares of Common Stock held by Garrison Capital Advisers Holdings MM LLC, except to the extent of his pecuniary interest therein.

- (14) Mr. Stuart has a pecuniary interest in 1,551 of the shares of Common Stock of the Issuer being sold in these transactions, which involve the sale of an aggregate of 100,000 shares of Common Stock of the Issuer in a block trade to a large institutional investor.

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.