

Solar Capital Ltd.  
Form SC 13G/A  
November 16, 2015

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, DC 20549**

**SCHEDULE 13G/A**

**Amendment No. 1**

**(Rule 13d-102)**

**UNDER THE SECURITIES EXCHANGE ACT OF 1934**

**Solar Capital Ltd.**

**(Name of Issuer)**

**Common Stock, par value \$0.01 per share**

**(Title of Class of Securities)**

**83413U100**

**(CUSIP Number)**

**Not Applicable**

**(Date of Event Which Requires Filing of this Statement)**

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

CUSIP No. 83413U100

13G/A

1 NAME OF REPORTING PERSONS

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Michael S. Gross

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

(a) " (b) "

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States of America

5 SOLE VOTING POWER

NUMBER OF

SHARES 162,695  
6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 2,131,238  
EACH 7 SOLE DISPOSITIVE POWER

REPORTING

PERSON 162,695  
8 SHARED DISPOSITIVE POWER

WITH

9 2,131,238  
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

10 2,293,933  
CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\*

..

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

5.4%\*\*

12 TYPE OF REPORTING PERSON\*

IN

\* SEE INSTRUCTIONS BEFORE FILLING OUT.

\*\* SEE ITEM 4(B).

CUSIP No. 83413U100

13G/A

1 NAME OF REPORTING PERSONS

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Bruce J. Spohler  
2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

(a) " (b) "

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States of America

5 SOLE VOTING POWER

NUMBER OF

SHARES 0  
6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 2,131,238  
EACH 7 SOLE DISPOSITIVE POWER

REPORTING

PERSON 0  
8 SHARED DISPOSITIVE POWER

WITH

2,131,238  
9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,131,238  
10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\*

..

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

5.0%\*\*

12 TYPE OF REPORTING PERSON\*

IN

\* SEE INSTRUCTIONS BEFORE FILLING OUT.

\*\* SEE ITEM 4(B).

CUSIP No. 83413U100

13G/A

1 NAME OF REPORTING PERSONS

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

2 Solar Capital Investors, LLC  
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

(a) " (b) "

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

NUMBER OF

SHARES 1,285,013  
6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 0  
EACH 7 SOLE DISPOSITIVE POWER

REPORTING

PERSON 1,285,013  
8 SHARED DISPOSITIVE POWER

WITH

0

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,285,013

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\*

..

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

3.0%\*\*

12 TYPE OF REPORTING PERSON\*

OO

\* SEE INSTRUCTIONS BEFORE FILLING OUT.

\*\* SEE ITEM 4(B).



CUSIP No. 83413U100

13G/A

1 NAME OF REPORTING PERSONS

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

2 Solar Capital Investors II, LLC  
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

(a) " (b) "

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

NUMBER OF

SHARES 715,000  
6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 0  
EACH 7 SOLE DISPOSITIVE POWER

REPORTING

PERSON 715,000  
8 SHARED DISPOSITIVE POWER

WITH

0

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

715,000

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\*

..

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

1.7%\*\*

12 TYPE OF REPORTING PERSON\*

OO

\* SEE INSTRUCTIONS BEFORE FILLING OUT.

\*\* SEE ITEM 4(B).

CUSIP No. 83413U100

13G/A

1 NAME OF REPORTING PERSONS

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

2013 Grantor Retained Annuity Trust  
 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

(a) " (b) "

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

New York

5 SOLE VOTING POWER

NUMBER OF

SHARES 20,000  
 6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 0  
 EACH 7 SOLE DISPOSITIVE POWER

REPORTING

PERSON 20,000  
 8 SHARED DISPOSITIVE POWER

WITH

0

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

20,000

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\*

..

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

Less Than 0.1%\*\*

12 TYPE OF REPORTING PERSON\*

OO

\* SEE INSTRUCTIONS BEFORE FILLING OUT.

\*\* SEE ITEM 4(B).

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**Introductory Note for Schedule 13G**

This Amendment No. 1 to the Schedule 13G (this Amendment No. 1 ) is being filed to update the information set forth in the initial Schedule 13G filed with the Securities and Exchange Commission on February 17, 2015 (the Schedule 13G ). This Amendment No. 1 is filed on behalf of Mr. Michael S. Gross; Mr. Bruce J. Spohler; Solar Capital Investors, LLC, a Delaware limited liability company ( Solar I ); Solar Capital Investors II, LLC, a Delaware limited liability company ( Solar II ); and the 2013 Grantor Retained Annuity Trust setup by and for Mr. Gross and for which he acts as sole trustee (the GRAT ) to report their beneficial ownership of common stock, par value \$0.01 per share (the Common Stock ) of Solar Capital, Ltd., a Maryland corporation (the Issuer ).

This Schedule 13G relates to Common Stock of the Issuer purchased by Mr. Gross directly in his personal accounts and by Mr. Gross indirectly through Solar I, Solar II, the GRAT, a profit sharing plan in which Mr. Gross is the sole participant (the Profit Sharing Plan ) and Solar Capital Partners Employee Stock Plan, LLC (the SCP Plan ), which is controlled by Solar Capital Partners, LLC ( Solar Partners ). This Schedule 13G also relates to the Common Stock of the Issuer purchased by Mr. Spohler indirectly through Solar I, Solar II and the SCP Plan. Mr. Gross and Mr. Spohler are controlling members of Solar I, Solar II and Solar Partners. Solar Partners is the controlling member of the SCP Plan, and thus, Mr. Gross and Mr. Spohler direct the control of the SCP Plan through Solar Partners. Mr. Gross serves as the sole trustee of the GRAT and, as a result, has sole power to direct the vote and disposition of those shares of Common Stock held by the GRAT. Mr. Gross is the sole participant in the Profit Sharing Plan, and thus, has sole power to direct the vote and disposition of those shares of Common Stock held by the Profit Sharing Plan. Mr. Gross, as beneficial owner of the shares held directly in his personal accounts and indirectly by Solar I, Solar II, the GRAT, the Profit Sharing Plan and the SCP Plan may direct the vote and disposition of 2,293,933 shares of Common Stock. Mr. Spohler, as the beneficial owner of shares held indirectly by Solar I, Solar II and the SCP Plan, may direct the vote and disposition of 2,131,238 shares of Common Stock. Of the above shares, Solar I holds 1,285,013 shares of Common Stock and may direct the vote and disposition of those shares. Solar II holds 715,000 shares of Common Stock and may direct the vote and disposition of those shares. The GRAT holds 20,000 shares of Common Stock and may direct the vote and disposition of those shares. The SCP Plan holds 131,225 shares of Common Stock and may direct the vote and disposition of those shares, and Solar Partners, as the sole member of the SCP Plan, also indirectly controls the shares held by the SCP Plan.

**Item 1(a) Name of Issuer.**

Solar Capital Ltd.

**Item 1(b) Address of Issuer's Principal Executive Offices.**

500 Park Avenue

New York, NY 10022

**Item 2(a) Name of Person Filing.**

Mr. Michael S. Gross, Mr. Bruce J. Spohler, Solar Capital Investors, LLC ( Solar I ), Solar Capital Investors II, LLC ( Solar II ) and the 2013 Grantor Retained Annuity Trust ( GRAT ).

**Item 2(b) Address of Principal Business Office for All Reporting Persons.**

500 Park Avenue

New York, NY 10022

**Item 2(c) Citizenship or Place of Organization.**

Mr. Gross and Mr. Spohler are each United States citizens. Solar I and Solar II are each a limited liability company organized under the laws of the State of Delaware. The GRAT is a trust organized under the laws of the State of New York.

**Item 2(d) Title of Class of Securities.**

Common Stock, par value \$0.01 per share (the Common Stock ).

**Item 2(e) CUSIP Number.**

83413U100.

**Item 3 Reporting Person.**

Not Applicable.

**Item 4 Ownership.**

- (a) Mr. Gross is the beneficial owner of 2,293,933 shares of Common Stock. Mr. Spohler is the beneficial owner of 2,131,238 shares of Common Stock. Solar I is the beneficial owner of 1,285,013 shares of Common Stock. Solar II is the beneficial owner of 715,000 shares of Common Stock. The GRAT is the beneficial owner of 20,000 shares of Common Stock.
- (b) Mr. Gross is the beneficial owner of 5.4% of the outstanding Common Stock, and Mr. Spohler is the beneficial owner of 5.0% of the outstanding Common Stock. Solar I is the beneficial owner of 3.0% of the outstanding Common Stock, and Solar II is the beneficial owner of 1.7% of the outstanding Common Stock. The GRAT is the beneficial owner of less than 0.1% of the outstanding Common Stock. Each of these percentages is determined by dividing the number of shares beneficially owned by each respective party by 42,465,162, the number of Common Stock issued and outstanding as of

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November 2, 2015, as reported in the Issuer's most recent Form 10-Q filed on November 3, 2015.

(c) (i) Mr. Gross has sole voting and dispositive power with respect to 162,695 shares of Common Stock through his personal accounts, as the sole trustee of the GRAT and the sole participant in the Profit Sharing Plan. Mr. Gross, as a controlling member of Solar I, Solar II and Solar Partners (and thus controlling the SCP Plan), has shared voting and dispositive power with respect to 2,131,238 shares of Common Stock, which are held by Solar I, Solar II and the SCP Plan.

(ii) As a controlling member of Solar I, Solar II and Solar Partners (and thus controlling the SCP Plan), Mr. Spohler has shared voting and dispositive power with respect to 2,131,238 shares of Common Stock, which are held by Solar I, Solar II and the SCP Plan.

(iii) As holder of the shares, Solar I has sole voting and dispositive power with respect to 1,285,013 shares of Common Stock.

(iv) As holder of the shares, Solar II has sole voting and dispositive power with respect to 715,000 shares of Common Stock.

(v) As holder of the shares, the GRAT has sole voting and dispositive power with respect to 20,000 shares of Common Stock.

**Item 5 Ownership of Five Percent or Less of a Class.**

Not Applicable.

**Item 6 Ownership of More Than Five Percent on Behalf of Another Person.**

Not Applicable.

**Item 7 Identification and Classification of the Subsidiary which Acquired the Security Being Reported On by the Parent Holding Company.**

Not Applicable.

**Item 8 Identification and Classification of Members of the Group.**

Not Applicable.

**Item 9 Notice of Dissolution of Group.**

Not Applicable.

**Item 10 Certification.**

Not Applicable.





**SIGNATURE**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: November 16, 2015

/s/ Michael S. Gross  
Michael S. Gross

/s/ Bruce J. Spohler  
Bruce J. Spohler

SOLAR CAPITAL INVESTORS, LLC

By: /s/ Michael S. Gross  
Michael S. Gross  
Managing Member

SOLAR CAPITAL INVESTORS II, LLC

By: /s/ Michael S. Gross  
Michael S. Gross  
Managing Member

2013 GRANTOR RETAINED ANNUITY  
TRUST

By: /s/ Michael S. Gross  
Michael S. Gross  
Trustee

AMENDED AND RESTATED JOINT FILING AGREEMENT

In accordance with Rule 13d-1(k)(1) under the Securities Exchange Act of 1934, as amended, the persons named below agree to the joint filing on behalf of each of them of a Statement on Schedule 13G dated February 13, 2015 and amended on November 16, 2015 (including amendments thereto) with respect to the Common Stock, par value \$0.01 per share, of Solar Capital Ltd. This Amended and Restated Joint Filing Agreement shall be filed as an Exhibit to such Statement. The undersigned acknowledge that each shall be responsible for the timely filing of any amendments to such joint filing and for the completeness and accuracy of the information concerning him or it contained herein and therein, but shall not be responsible for the completeness and accuracy of the information concerning the others.

/s/ Michael S. Gross  
Michael S. Gross

/s/ Bruce J. Spohler  
Bruce J. Spohler

SOLAR CAPITAL INVESTORS, LLC

By: /s/ Michael S. Gross  
Michael S. Gross  
Managing Member

SOLAR CAPITAL INVESTORS II, LLC

By: /s/ Michael S. Gross  
Michael S. Gross  
Managing Member

2013 GRANTOR RETAINED ANNUITY  
TRUST

By: /s/ Michael S. Gross  
Michael S. Gross  
Trustee