

Solar Capital Ltd.
Form 4
March 05, 2014

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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 *
GROSS MICHAEL S

2. Issuer Name and Ticker or Trading Symbol
Solar Capital Ltd. [SLRC]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
C/O SOLAR CAPITAL LTD., 500 PARK AVENUE

3. Date of Earliest Transaction (Month/Day/Year)
03/03/2014

Director 10% Owner
 Officer (give title below) Other (specify below)
See Remarks

(Street)
NEW YORK, NY 10022

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 | (D) | Price |
| Common Stock | 03/03/2014 | | P | | 19,074 | A | \$ 22.2535 (1) |
| Common Stock | 03/04/2014 | | P | | 43,775 | A | \$ 22.361 (1) |
| Common Stock | 03/05/2014 | | P | | 16,140 | A | \$ 22.0641 (1) |
| Common Stock | | | | | | | 66,195 |

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

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(9-02)

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. Number of Derivative Securities Beneficially Owned (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------|-------|
| | 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 03/05/2014

**Signature of Reporting Person

Date

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) The price reported is the average weighted price. The shares were purchased in multiple transactions. The price for the share purchase on March 3, 2014 is based on a price range with a high of \$22.32 per share and a low of \$22.12 per share. The price for the share purchase on March 4, 2014 is based on a price range with a high of \$22.44 per share and a low of \$22.02 per share. The price for the share purchase on March 5, 2014 is based on a price range with a high of \$22.12 per share and a low of \$21.95 per share. The reporting person undertakes to provide to the SEC, the issuer and any security holder, upon request, full information regarding the number of shares and the prices at which the shares were purchased.

(2)

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Includes 1,340,649 shares held by Solar Capital Investors, LLC and 715,000 shares held by Solar Capital Investors II, LLC, both of which may be deemed to be beneficially owned by Mr. Gross and by Bruce J. Spohler by virtue of their collective ownership interest therein. Also includes 78,989 shares held by Solar Capital Partners Employee Stock Plan LLC, which is controlled by Solar Capital Partners, LLC. Mr. Gross and Mr. Spohler may be deemed to beneficially own the shares held by Solar Capital Partners Employee Stock Plan LLC by virtue of their collective ownership interest in Solar Capital Partners, LLC.

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.

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