

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* <u>THL CREDIT PARTNERS BDC HOLDINGS, L.P.</u> (Last) (First) (Middle) <u>100 FEDERAL STREET, 31ST FLOOR</u> (Street) <u>BOSTON MA 02110</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>THL Credit, Inc. [TCRD]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>05/12/2011</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	
6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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	05/12/2011		J ⁽¹⁾		900,000	D	\$0 ⁽¹⁾	9,976,219.812 ⁽²⁾⁽³⁾	D	
Common stock	05/12/2011		J ⁽¹⁾		2,889	A	\$0 ⁽¹⁾	2,889	I	See footnote ⁽⁴⁾
Common stock								6,974.479	I	See footnote ⁽⁵⁾

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)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)					

1. Name and Address of Reporting Person* <u>THL CREDIT PARTNERS BDC HOLDINGS, L.P.</u> (Last) (First) (Middle) <u>100 FEDERAL STREET, 31ST FLOOR</u> (Street) <u>BOSTON MA 02110</u> (City) (State) (Zip)
1. Name and Address of Reporting Person* <u>THL Credit Partners BDC Holdings GP, LLC</u> (Last) (First) (Middle) <u>100 FEDERAL STREET, 31ST FLOOR</u> (Street) <u>BOSTON MA 02110</u> (City) (State) (Zip)
1. Name and Address of Reporting Person*

THL Credit Partners GP, L.P.

(Last) (First) (Middle)

100 FEDERAL STREET, 31ST FLOOR

(Street)

BOSTON MA 02110

(City) (State) (Zip)

1. Name and Address of Reporting Person*

THL Credit Group GP LLC

(Last) (First) (Middle)

100 FEDERAL STREET, 31ST FLOOR

(Street)

BOSTON MA 02110

(City) (State) (Zip)

1. Name and Address of Reporting Person*

THL CREDIT OPPORTUNITIES, L.P.

(Last) (First) (Middle)

100 FEDERAL STREET, 31ST FLOOR

(Street)

BOSTON MA 02110

(City) (State) (Zip)

Explanation of Responses:

1. Pro-rata distribution for no consideration in a transaction exempt under Rule 16a-9(a) from THL Credit Partners BDC Holdings, L.P. to its limited partners.
2. These shares are owned by THL Credit Partners BDC Holdings, L.P. THL Credit Partners BDC Holdings GP, LLC is the general partner of THL Credit Partners BDC Holdings, L.P. THL Credit Partners GP, L.P. is the sole member of THL Credit Partners BDC Holdings GP, LLC. THL Credit Group GP, LLC is the general partner of THL Credit Partners GP, L.P. Each of THL Credit Partners BDC Holdings GP, LLC, THL Credit Partners GP, L.P. and THL Credit Group GP, LLC disclaims beneficial ownership of these securities except to the extent of their pecuniary interest therein, and the inclusion of these shares in this report should not be deemed an admission of beneficial ownership of all of the reported shares for purposes of Section 16 or for any other purpose.
3. The reported number includes shares of Common Stock acquired pursuant to THL Credit, Inc.'s dividend reinvestment plan, including (i) 44,347.148 shares acquired on September 30, 2010, (ii) 79,791.141 shares acquired on December 28, 2010, (iii) 123,797.731 shares acquired on January 28, 2011 and (iv) 180,095.792 shares acquired on March 31, 2011.
4. Represents shares of Common Stock distributed to THL Credit Partners GP, L.P. for no consideration in a transaction exempt under Rule 16a-9(a) from THL Credit Partners BDC Holdings, L.P.
5. These shares are owned by THL Credit Opportunities, L.P. THL Credit Partners GP, L.P. is the general partner of THL Credit Opportunities, L.P. THL Credit Group GP, LLC is the general partner of THL Credit Partners GP, L.P. Each of THL Credit Opportunities, L.P., THL Credit Partners GP, L.P. and THL Credit Group GP, LLC disclaims beneficial ownership of these securities except to the extent of their pecuniary interest therein, and the inclusion of these shares in this report should not be deemed an admission of beneficial ownership of all of the reported shares for purposes of Section 16 or for any other purpose.

Terrence W. Olson, as
Attorney-in-Fact

05/16/2011

** Signature of Reporting Person Date

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.