UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

| OMB APPROVAL | | | | | | | | | | |
|--------------------------|-----------|--|--|--|--|--|--|--|--|--|
| OMB Number: | 3235-0287 | | | | | | | | | |
| Estimated average burden | | | | | | | | | | |

0.5

hours per response:

s box if no longer subject to STATEN

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

FORM 4

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

| 1. Name and Address of Reporting Person* <u>SPOHLER BRUCE J</u> | | | | | | | 2. Issuer Name and Ticker or Trading Symbol <u>SLR Investment Corp.</u> [SLRC] | | | | | | | | | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) X Director 10% Owner | | | | | |
|---|---|--|--|--|--|------------|--|--|----------------------------------|-------------------------|--|-----------------------|--------------|---|---|---|---|--|--|--|--|
| (Last) (First) (Middle) C/O SLR INVESTMENT CORP., 500 PARK AVENUE | | | | | | | | 3. Date of Earliest Transaction (Month/Day/Year) 03/01/2021 | | | | | | | | | X Officer (give title Other (specify below) See Remarks | | | | |
| (Street) NEW YORK NY 10022 (City) (State) (Zip) | | | | | | | 4. If Amendment, Date of Original Filed (Month/Day/Year) | | | | | | | | | 6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person | | | | | |
| | | | т | able I - No | on-De | rivat | ive S | Secu | rities | Acr | wired. Di | snosed | of, o | r Benefi | cially Ow | ned | | | | | |
| 1. Title of Security (Instr. 3) | | | 2. Transaction Date (Month/Dav/Year) | | 2A. Deemed Execution Date if any (Month/Day/Yea | | ate, | 3. Transaction Code (Instr. 8) | | (D) (Instr. 3, 4 and 5) | | | | f 5. Amoun Beneficial Following Transactio | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 | | t Indirec | 7. Nature of Indirect Beneficial Ownership (Instr. 4) | | | |
| | | | | | | | | Code | v | Amount | | (A) or (D) | (A) or Brico | | und 4) | | | | | | |
| Common | Common Stock | | | 03/01/20 | 021 | | | | Р | | 25,1 | 37 | A | \$19.36 ⁽² |) 2,2 | 2,233,398 | | See Footn | See Footnotes ⁽⁴⁾⁽⁵⁾⁽⁶⁾ | | |
| Common | Stock | | | 03/02/20 | 21 | | | | Р | | 16,6 | 20 | A | \$19.3 ⁽³⁾ | 2,2 | 250,018 | I | See Footn | See Footnotes ⁽⁴⁾⁽⁵⁾⁽⁶⁾ | | |
| Common | Stock | | | 03/02/20 | 21 | | | | М | | 61,511.8 | B164 ⁽¹⁾ | D | (7) | 2,188,50 |)6.1836 ⁽⁴⁾⁽⁵⁾⁽ | (6) I | See Footnotes ⁽⁴⁾⁽⁵⁾⁽⁶⁾ | | | |
| Common | Stock | | | 03/02/20 | 21 | | | | Α | | 61,511.8 | 164 ⁽¹⁾⁽⁷⁾ | A | (7) | 2,2 | 2,250,018 ⁽⁸⁾ I | | | See Footnotes ⁽⁴⁾⁽⁵⁾⁽⁶⁾ | | |
| Common | Stock | | | | | | | | | | | | | | 6 | 67,526 | D | | | | |
| | | | | Table II | | | | | | | ired, Dis options, | | | | | ed | | | | | |
| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative | 3. Transaction Date (Month/Day/Year) | Exec if any | Deemed cution Date, y hth/Day/Year) | 4. Trans | <i>·</i> • | Acquired Disposed (Instr. 3, 4 | | e Securities (A) or of (D) | | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | | Title and Am curities Under rivative Secu 1 4) | ount of erlying | ving Derivative y (Instr. 3 Security (Instr. 5) | derivative Securities Beneficially Owned | 10. Ownership Form: Direct (D) or Indirect | 11. Nature of Indirect Beneficial Ownership (Instr. 4) | | |
| | Security | | | Ĩ | Code | v | | | | | Date Exercisable | Expiratio | n Titl | Nun | ount or ber of | 1 | Following Reported Transaction(s) (Instr. 4) | (I) (Instr. 4) | | | |

Explanation of Responses:

1. Pursuant to the SEC staff no-action letters to Carlyle GMS Finance, Inc. (pub. Avail. Oct. 8, 2015) and to Babson Capital Management LLC (pub. Avail. Dec. 14, 2006), an employee benefit plan sponsored by an investment adviser (or an affiliated person of an investment adviser) to a closed-end investment company that has elected to be regulated as a business development company or to a closed-end investment company registered under the Investment Company Act of 1940, as amended, respectively, in either case that offers plan participants equity securities of such investment company is considered an "employee benefit plan sponsored by the issuer" for the purposes of Rule 16b-3 under the Securities Exchange Act of 1934, as amended.

61,511.8164⁽⁹⁾

116,676.4973(10)

м

A⁽¹⁾

2. The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions. The reported price for the share purchases made on March 1, 2021 is based on prices ranging from a low of \$19.26 per share to a high of \$19.51 per share. The reporting person undertakes to provide to SLR Investment Corp. (*f/k/a* Solar 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 set forth above in the transactions reported in this footnote and footnote (3).

(9)

(10)

3. The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions. The reported price for the share purchases made on March 2, 2021 is based on prices ranging from a low of \$19.21 per share to a high of \$19.40 per share.

4. The total includes 250,005 shares of the Issuer held by Solar Capital Partners Employee Stock Plan, LLC (the "SCP Plan"), 41,757 shares of which are reported as purchased on this Form 4, and 61,511.8164 shares of which may be deemed to be repurchased due to cash settlement of previously granted restricted stock units ("RSUs"). The SCP Plan is controlled by SLR Capital Partners LLC (*tfk*/a Solar Capital Partners, LLC) ("SLR Capital Partners"). Bruce J. Spohler and Michael S. Gross may be deemed to indirectly beneficially own a portion of the shares held by the SCP Plan by virtue of their collective ownership interest in SLR Capital Partners.

5. (Continued from Footnote (4)) In addition, the total includes 1,285,013 shares of the Issuer held by Solar Capital Investors, LLC ("Solar Capital I") and 715,000 shares of the Issuer held by Solar Capital Investors, LLC ("Solar Capital I") and 715,000 shares of the Issuer held by Solar Capital Investors, LLC ("Solar Capital I") and 715,000 shares of the Issuer held by Solar Capital Investors, LLC ("Solar Capital I") and 715,000 shares of the Issuer held by Solar Capital Investors, LLC ("Solar Capital I") and 715,000 shares of the Issuer held by Solar Capital Investors, LLC ("Solar Capital I") and 715,000 shares of the Issuer held by Solar Capital Investors, LLC ("Solar Capital I") and 715,000 shares of the Issuer held by Solar Capital Investors, LLC ("Solar Capital I") and 715,000 shares of the Issuer held by Solar Capital Investors, LLC ("Solar Capital I") and 715,000 shares of the Issuer held by Solar Capital Investors, LLC ("Solar Capital I") and 715,000 shares of the Issuer held by Solar Capital Investors, LLC ("Solar Capital I") and 715,000 shares of the Issuer held by Solar Capital Investors, LLC ("Solar Capital I") and 715,000 shares of the Issuer held by Solar Capital Investors, LLC ("Solar Capital I") and 715,000 shares of the Issuer held by Solar Capital Investors, LLC ("Solar Capital I") and 715,000 shares of the Issuer held by Solar Capital I") and 715,000 shares of the Issuer held by Solar Capital Investors, LLC ("Solar Capital I") and 715,000 shares of the Issuer held by Solar Capital Investors, ILC ("Solar Capital I") and 715,000 shares of the Issuer held by Solar Capital Investors, ILC ("Solar Capital I") and 715,000 shares of the Issuer held by Solar Capital I") and 715,000 shares of the Issuer held by Solar Capital I" and 715,000 shares of the Issuer held by Solar Capital I") and 715,000 shares of the Issuer held by Solar Capital I" and 715,000 shares of the Issuer held by Solar Capital I" and 715,000 shares of the Issuer held by Solar Capital I" and 715,000 shares of the Issuer held by Sol

6. (Continued from Footnote (5)) Mr. Spohler disclaims beneficial ownership of any of the Issuer's securities directly held by the SCP Plan, Solar Capital I or Solar Capital II, except to the extent of his pecuniary interest therein, and this report shall not be deemed an admission that Mr. Spohler is the beneficial owner of such securities for purposes of Section 16 or any other purpose.

7. Messrs. Spohler and Gross, as administrators of the SCP Plan, elected to settle 61,511.8164 RSUs previously granted to employees by paying their cash value as contemplated by the RSUs, which cash settlement may be deemed to be a purchase of the shares underlying the previously granted RSUs. The shares that may be deemed to have been acquired were previously reported as beneficially owned due to Mr. Spohler's partial pecuniary interest as described in footnotes 4, 5 and 6. The settlement was approved in advance in accordance with Rule 16b-3.

8. These 2,250,018 shares of the Issuer are the same number of shares held prior to the settlement of RSUs in cash because this transaction may only be a deemed acquisition for purposes of Section 16. No new shares of the Issuer were actually acquired as a result of the settlement of the 61,511.8164 RSUs.

9. RSUs with respect to 61,511.8164 shares held by the SCP Plan granted to certain of SLR Capital Partners's employees on August 14, 2018 and March 5, 2019 settled on March 2, 2021. RSUs may be settled in shares of the Issuer's common stock or the cash value thereof on a one-for-one basis at the election of the SCP Plan administrators, Messrs. Spohler and Gross. The administrators elected to settle the vested portion in cash. Messrs. Spohler and Gross may be deemed to beneficially own the shares held by the SCP Plan by virtue of their collective ownership interest in SLR Capital Partners. The total also reflects the unexpired RSUs previously granted on March 2, 2020 which did not vest or settle in 2021.

10. Grants of new RSUs with respect to 116,676.4973 shares held by the SCP Plan to certain of SLR Capital Partners's employees pursuant to Restricted Stock Unit Agreements, dated March 2, 2021. Shares of the common stock of the Issuer underlying the RSUs are scheduled to vest in installments of 50% on March 1, 2023 and 50% on March 1, 2024. Upon settlement, the RSUs will become payable on a one-for-one basis in shares of the Issuer's common stock or the cash value thereof at the election of the SCP Plan administrators, Messrs. Spohler and Gross.

Remarks:

Restricted

Restricted

Stock

Units

(9)

(10)

03/02/2021

03/02/2021

Stock

Unit

Co-Chief Executive Officer and Director

/s/ Bruce J. Spohler

Stock,

(9)

116,676.4973

par valu

\$0.01 pe share

par valu

\$0.01 pe

(9)

\$0.00

146.734.9927

116,676.4973

Т

Т

Footnot

Footnote⁽¹⁰⁾

(1)(9)

(10)

<u>03/03/2021</u>

** 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.