

Solar Senior Capital Ltd.
Form SC 13G
March 28, 2018

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

SCHEDULE 13G

**INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT
TO RULES 13d-1(b), (c), AND (d) AND AMENDMENTS THERETO FILED
PURSUANT TO RULE 13d-2
UNDER THE SECURITIES EXCHANGE ACT OF 1934**

Under the Securities Exchange Act of 1934

Solar Senior Capital Ltd.

(Name of Issuer)

Common Stock, \$0.01 par value

(Title of Class of Securities)

83416M105

(CUSIP Number)

December 31, 2017

(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)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

Edgar Filing: Solar Senior Capital Ltd. - Form SC 13G

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

Edgar Filing: Solar Senior Capital Ltd. - Form SC 13G

CUSIP No. 83416M105

| | | | |
|---|---|-------------------------------------|--|
| 1 | Names of Reporting Persons The John W. Jordan II Revocable Trust | | |
| 2 | Check the Appropriate Box if a Member of a Group (See Instructions) | | |
| | (a) | x | |
| | (b) | o | |
| 3 | SEC Use Only | | |
| 4 | Citizenship or Place of Organization Illinois | | |
| Number of Shares Beneficially Owned by Each Reporting Person With | 5 | Sole Voting Power 0 | |
| | 6 | Shared Voting Power 856,726 | |
| | 7 | Sole Dispositive Power 0 | |
| | 8 | Shared Dispositive Power 856,726 | |
| 9 | Aggregate Amount Beneficially Owned by Each Reporting Person 856,726 | | |
| 10 | Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) | o | |
| 11 | Percent of Class Represented by Amount in Row (9) 5.34%(1) | | |
| 12 | Type of Reporting Person (See Instructions) OO | | |

(1) Based on 16,039,206 shares of common stock of the Issuer outstanding as of February 21, 2018, as set forth in the Issuer's annual report on Form 109-K filed with the Securities and Exchange Commission on February 22, 2018.

Edgar Filing: Solar Senior Capital Ltd. - Form SC 13G

CUSIP No. 83416M105

| | | | |
|----|---|---|---------|
| 1 | Names of Reporting Persons The GSJ 2003 Trust | | |
| 2 | Check the Appropriate Box if a Member of a Group (See Instructions) | | |
| | (a) | x | |
| | (b) | o | |
| 3 | SEC Use Only | | |
| 4 | Citizenship or Place of Organization Illinois | | |
| 5 | Sole Voting Power | | 0 |
| 6 | Shared Voting Power | | 124,701 |
| 7 | Sole Dispositive Power | | 0 |
| 8 | Shared Dispositive Power | | 124,701 |
| 9 | Aggregate Amount Beneficially Owned by Each Reporting Person 124,701 | | |
| 10 | Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) | o | |
| 11 | Percent of Class Represented by Amount in Row (9) 0.78%(1) | | |
| 12 | Type of Reporting Person (See Instructions) OO | | |

(1) Based on 16,039,206 shares of common stock of the Issuer outstanding as of February 21, 2018, as set forth in the Issuer's annual report on Form 109-K filed with the Securities and Exchange Commission on February 22, 2018.

Edgar Filing: Solar Senior Capital Ltd. - Form SC 13G

CUSIP No. 83416M105

| | | | |
|---|---|-------------------------------------|--|
| 1 | Names of Reporting Persons John W. Jordan II | | |
| 2 | Check the Appropriate Box if a Member of a Group (See Instructions) | | |
| | (a) | x | |
| | (b) | o | |
| 3 | SEC Use Only | | |
| 4 | Citizenship or Place of Organization Illinois | | |
| Number of Shares Beneficially Owned by Each Reporting Person With | 5 | Sole Voting Power 0 | |
| | 6 | Shared Voting Power 981,427 | |
| | 7 | Sole Dispositive Power 0 | |
| | 8 | Shared Dispositive Power 981,427 | |
| 9 | Aggregate Amount Beneficially Owned by Each Reporting Person 981,427 | | |
| 10 | Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) | o | |
| 11 | Percent of Class Represented by Amount in Row (9) 6.12%(1) | | |
| 12 | Type of Reporting Person (See Instructions) IN | | |

(1) Based on 16,039,206 shares of common stock of the Issuer outstanding as of February 21, 2018, as set forth in the Issuer's annual report on Form 109-K filed with the Securities and Exchange Commission on February 22, 2018.

Edgar Filing: Solar Senior Capital Ltd. - Form SC 13G

CUSIP No. 83416M105

Item 1.

- (a) Name of Issuer:
Solar Senior Capital Ltd. (the Issuer)
- (b) Address of Issuer's Principal Executive Offices:
500 Park Avenue, #3
New York, New York 10022

Item 2.

- (a) Name of Person Filing:
The names of the persons filing this statement on Schedule 13G are (collectively, the Reporting Persons):

- The John W. Jordan II Revocable Trust, a trust formed under the laws of Illinois (the JWJ Trust);
- The GSJ 2003 Trust; and
- John W. Jordan II (Mr. Jordan).

Mr. Jordan is the trustee of the JWJ Trust and the GSJ 2003 Trust (together, the Trusts) and may be deemed to have voting and dispositive power with respect to the shares of Common Stock (as defined below) of the Trusts.

- (b) Address of Principal Office or, if none, Residence:
The business address of JWJ Trust and Mr. Jordan is 875 North Michigan Avenue, Suite 4020, Chicago, Illinois 60611.

- (c) The business address of the GSJ 2003 Trust is 3 West Burton Place, Chicago, Illinois 606010.
Citizenship:
Mr. Jordan is a citizen of the United States.

- (d) The Trusts are trusts formed under the laws of the State of Illinois.
Title of Class of Securities:
Common Stock, \$0.01 par value (the Common Stock)
- (e) CUSIP Number:
83416M105

Item 3. If this statement is filed pursuant to Sections 240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:

- (a) Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o);
- (b) Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c);
- (c) Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c);
- (d) Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8);
- (e) Investment adviser in accordance with Section 240.13d-1(b)(1)(ii)(E);
- (f) Employee benefit plan or endowment fund in accordance with Section 240.13d-1(b)(1)(ii)(F);
- (g) Parent holding company or control person in accordance with Section 240.13d-1(b)(1)(ii)(G);

Edgar Filing: Solar Senior Capital Ltd. - Form SC 13G

- (h) o Savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i) o Church plan that is excluded from the definition of an investment company under section 3(c) (14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3)
- (j) o A non-U.S. institution in accordance with Section 240.13d-1(b)(1)(ii)(J); Group, in accordance with Section 240.13d-1(b)(1)(ii)(K). If filing as a
- (k) o non-U.S. institution in accordance with Section 240.13d-1(b)(1)(ii)(J), please specify the type of institution:_____.

CUSIP No. 83416M105

Item 4. Ownership:

- (a) Amount beneficially owned:
- (i) The JWJ Trust individually beneficially owns 856,726 shares of Common Stock.
 - (ii) The GSJ 2003 Trust individually beneficially owns 124,701 shares of Common Stock.
 - (iii) Mr. Jordan may be deemed to be the beneficial owner of the shares of Common Stock held by the Trusts.
 - (iv) Collectively, the Reporting Persons beneficially own 981,427 shares of Common stock.
- (b) Percent of class(1):
- (i) The JWJ Trust's individual beneficial ownership of 856,726 shares of Common Stock represents 5.34% of all of the outstanding shares of Common Stock.
 - (ii) The GSJ 2003 Trust's individual beneficial ownership of 124,701 shares of Common Stock represents 0.78% of all of the outstanding shares of Common Stock.
 - (iii) Mr. Jordan's beneficial ownership of 981,427 shares of Common Stock represents 6.12% of all of the outstanding shares of Common Stock.
 - (iv) Collectively, the Reporting Persons' beneficial ownership of 981,427 shares of Common Stock represents 6.12% of all of the outstanding shares of Common Stock.

(1) Based on 16,039,206 shares of Common Stock outstanding as of February 21, 2018, as set forth in the Issuer's annual report on Form 109-K filed with the Securities and Exchange Commission on February 22, 2018.

- (c) Number of shares as to which the person has:
- (i) Sole power to vote or to direct the vote:
Not applicable
 - (ii) Shared power to vote or to direct the vote:
The JWJ Trust and Mr. Jordan have shared power to vote or direct the vote of the 856,726 shares of Common Stock individually beneficially owned by the JWJ Trust.
The GSJ 2003 Trust and Mr. Jordan have shared power to vote or direct the vote of the 124,701 shares of Common Stock individually beneficially owned by the GSJ 2003 Trust.
 - (iii) Sole power to dispose or to direct the disposition of:

(iv) Not applicable
Shared power to dispose or to direct the disposition of:

The JWJ Trust and Mr. Jordan have shared power to dispose or direct the disposition of the 856,726 shares of Common Stock individually beneficially owned by the JWJ Trust.

The GSJ 2003 Trust and Mr. Jordan have shared power to dispose or direct the 124,701 shares of Common Stock individually beneficially owned by the GSJ 2003 Trust.

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

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following o.

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 or Control Person:

Not applicable.

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

See Exhibit B.

Item 9. Notice of Dissolution of Group.

Not applicable.

Item 10.

Certification.

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect, other than activities solely in connection with a nomination under Section 240.14a-11.

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: March 28, 2018

THE JOHN W. JORDAN II REVOCABLE TRUST

By: /s/ John W. Jordan II
Name: John W. Jordan II
Title: Trustee

THE GSJ 2003 TRUST

By: /s/ John W. Jordan II
Name: John W. Jordan II
Title: Trustee

By: /s/ John W. Jordan II
Name: John W. Jordan II

**EXHIBIT A
JOINT FILING AGREEMENT**

The undersigned hereby agree that the statement on Schedule 13G with respect to the Common Stock of Solar Senior Capital Ltd., dated as of March 28, 2018, and any amendments thereto signed by each of the undersigned, shall be filed on behalf of each of the undersigned pursuant to and in accordance with Rule 13d-1(k) under the Securities Exchange Act of 1934, as amended.

Dated: March 28, 2018

THE JOHN W. JORDAN II REVOCABLE TRUST

By: /s/ John W. Jordan II
Name: John W. Jordan II
Title: Trustee

THE GSJ 2003 TRUST

By: /s/ John W. Jordan II
Name: John W. Jordan II
Title: Trustee

By: /s/ John W. Jordan II
Name: John W. Jordan II

EXHIBIT B

The John W. Jordan II Revocable Trust

The GSJ 2003 Trust

John W. Jordan II