

GROSS MICHAEL S  
Form SC 13D/A  
March 14, 2013

**SECURITIES AND EXCHANGE COMMISSION**

**WASHINGTON, D.C. 20549**

**SCHEDULE 13D/A**

**(Rule 13d-101)**

**Under the Securities Exchange Act of 1934**

**(Amendment No. 1)**

**Solar Capital Ltd.**

**(Name of Issuer)**

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

**(Title of Class of Securities)**

**83413U100**

**(CUSIP NUMBER)**

**Michael S. Gross**

**Chief Executive Officer**

**Solar Capital Ltd.**

**500 Park Avenue**

**New York, NY 10022**

**(212) 993-1670**

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(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

**Not Applicable**

(Date of event which requires filing of this statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g) check the following box " ".

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, as amended (the Act ), or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act.

CUSIP No. 83413U100

13D/A

1 NAME OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. 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 SOURCE OF FUNDS\*

PF, AF

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

United States of America

7 SOLE VOTING POWER

NUMBER OF

SHARES 66,195

BENEFICIALLY 8 SHARED VOTING POWER

OWNED BY

EACH 2,055,649  
9 SOLE DISPOSITIVE POWER

REPORTING

PERSON 66,195

WITH 10 SHARED DISPOSITIVE POWER

2,055,649

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

12 2,121,844 (See Item 5)  
CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES\* ..

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

14 4.7% (See Item 5)  
TYPE OF REPORTING PERSON\*

IN

\* SEE INSTRUCTIONS BEFORE FILLING OUT

CUSIP No. 83413U100

13D/A

1 NAME OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. 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 SOURCE OF FUNDS\*

AF

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

United States of America

7 SOLE VOTING POWER

NUMBER OF

SHARES 0

BENEFICIALLY 8 SHARED VOTING POWER

OWNED BY

EACH 2,055,649  
9 SOLE DISPOSITIVE POWER

REPORTING

PERSON 0

WITH 10 SHARED DISPOSITIVE POWER

2,055,649

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

12 2,055,649 (See Item 5)  
CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES\* ..

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

14 4.6% (See Item 5)  
TYPE OF REPORTING PERSON\*

IN

\* SEE INSTRUCTIONS BEFORE FILLING OUT

CUSIP No. 83413U100

13D/A

1 NAME OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Solar Capital Investors, LLC

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

(a)  (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS\*

WC

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

7 SOLE VOTING POWER

NUMBER OF

SHARES 0

BENEFICIALLY 8 SHARED VOTING POWER

OWNED BY

EACH 1,340,649  
9 SOLE DISPOSITIVE POWER

REPORTING

PERSON 0

WITH 10 SHARED DISPOSITIVE POWER

1,340,649

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

12 1,340,649 (See Item 5)  
CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES\* ..

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

14 3.0% (See Item 5)  
TYPE OF REPORTING PERSON\*

OO

\* SEE INSTRUCTIONS BEFORE FILLING OUT



CUSIP No. 83413U100

13D/A

1 NAME OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Solar Capital Investors II, LLC

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

(a)  (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS\*

WC

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

7 SOLE VOTING POWER

NUMBER OF

SHARES 0

BENEFICIALLY 8 SHARED VOTING POWER

OWNED BY

EACH 715,000

9 SOLE DISPOSITIVE POWER

REPORTING

PERSON 0

WITH 10 SHARED DISPOSITIVE POWER

715,000

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

12 715,000 (See Item 5)  
CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES\* ..

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

14 1.6% (See Item 5)  
TYPE OF REPORTING PERSON\*

OO

\* SEE INSTRUCTIONS BEFORE FILLING OUT

**AMENDMENT NO. 1 TO SCHEDULE 13D**

This Amendment No. 1 to the Schedule 13D filed by Michael S. Gross, Bruce J. Spohler, Solar Capital Investors, LLC ( Solar I ) and Solar Capital Investors II, LLC ( Solar II ) and together with Mr. Gross, Mr. Spohler, and Solar I, the Reporting Persons ) with the Securities and Exchange Commission on December 10, 2010 (the Original 13D ) is being filed to report that the Reporting Persons no longer beneficially own more than 5 percent of the common stock, par value \$0.01 per share (the Common Stock ) of Solar Capital Ltd., a Maryland corporation (the Issuer ).

**Item 5. Interest in Securities of the Issuer**

Item 5 of the Original 13D is hereby amended and restated to read as follows:

(a) The percentages set forth below and on pages 2 through 5 hereof are based on 44,973,532 shares of Common Stock outstanding, as disclosed in the Issuer's Annual Report on Form 10-K filed with the Securities and Exchange Commission on February 25, 2013.

(b) (i) Mr. Gross has sole voting and dispositive power with respect to 66,195 shares of the Issuer's Common Stock and shared voting and dispositive power with respect to 2,055,649 shares of the Issuer's Common Stock, which includes 1,340,649 shares of the Issuer's Common Stock held by Solar I and 715,000 shares of the Issuer's Common Stock held by Solar II, both of which may be deemed to be beneficially owned by Mr. Gross by virtue of his ownership interests therein. Accordingly, Mr. Gross may be deemed to beneficially own 4.7% of the Issuer's issued and outstanding Common Stock.

(ii) Mr. Spohler has shared voting and dispositive power with respect to 2,055,649 shares of the Issuer's Common Stock, which includes 1,340,649 shares of the Issuer's Common Stock held by Solar I and 715,000 shares of the Issuer's Common Stock held by Solar II, both of which may be deemed to be beneficially owned by Mr. Spohler by virtue of his ownership interests therein. Accordingly, Mr. Spohler may be deemed to beneficially own 4.6% of the Issuer's issued and outstanding Common Stock. Mr. Spohler may also be deemed to beneficially own an additional 66,195 shares of the Issuer's Common Stock held directly by Mr. Gross if he were deemed to be part of a group with him. Mr. Spohler disclaims beneficial ownership over such shares held directly by Mr. Gross.

(iii) Solar I has shared voting and dispositive power with respect to 1,340,649 shares of the Issuer's Common Stock. Accordingly, Solar I may be deemed to beneficially own 3.0% of the Issuer's issued and outstanding Common Stock. Solar I may also be deemed to beneficially own an additional 781,195 shares of the Issuer's Common Stock, including 715,000 shares of the Issuer's Common Stock held by Solar II and 66,195 shares of the Issuer's Common Stock held directly by Mr. Gross if Solar I were deemed to be part of a group with the other Reporting Persons. Solar I disclaims beneficial ownership over such shares held directly by Mr. Gross and Solar II.

(iv) Solar II has shared voting and dispositive power with respect to 715,000 shares of the Issuer's Common Stock. Accordingly, Solar II may be deemed to beneficially own 1.6% of the Issuer's issued and outstanding Common Stock. Solar II may also be deemed to beneficially own an additional 1,406,844 shares of the Issuer's Common Stock, including 1,340,649 shares of the Issuer's Common Stock held by Solar I and 66,195 shares of the Issuer's Common Stock held directly by Mr. Gross if Solar II were deemed to be part of a group with the other Reporting Persons. Solar II disclaims beneficial ownership over such shares held directly by Mr. Gross and Solar I.

(c) The Reporting Persons have not had any transactions in the Common Stock in the past 60 days.

(d) No person (other than the Reporting persons) is known to have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, the shares of the Issuer's Common Stock held by the Reporting Persons.

(e) The Reporting Persons ceased to be the beneficial owner of more than 5 percent of the Common Stock due to the closing of an offering of Common Stock by the Issuer on January 11, 2013.

[Signature Page Follows]

Signatures

After reasonable inquiry and to the best of their knowledge and belief, each of the undersigned certifies that the information set forth in this statement is true, complete and correct.

Dated: March 14, 2013

**MICHAEL S. GROSS**

By: /s/ Michael S. Gross

**BRUCE J. SPOHLER**

By: /s/ Bruce J. Spohler

**SOLAR CAPITAL INVESTORS, LLC**

By: /s/ Michael S. Gross

Name: Michael S. Gross

Title: Managing Member

**SOLAR CAPITAL INVESTORS II, LLC**

By: /s/ Michael S. Gross

Name: Michael S. Gross

Title: Managing Member