

BARINGS PARTICIPATION INVESTORS

Form SC 13G/A

February 15, 2017

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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

SCHEDULE 13G

UNDER THE SECURITIES EXCHANGE ACT OF 1934  
(AMENDMENT NO. 8) \*

Barings Participation Investors  
(NAME OF ISSUER)

Common Shares  
(TITLE OF CLASS OF SECURITIES)

06761A103  
(CUSIP NUMBER)

December 31, 2016  
(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.

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).

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1 NAMES OF REPORTING PERSONS:

Massachusetts Mutual Life Insurance Company

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2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) [ ]  
(b) [x]

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Commonwealth of Massachusetts

	5	SOLE VOTING POWER	
		1,132,377	
NUMBER OF			
SHARES	6	SHARED VOTING POWER	
BENEFICIALLY		0	
OWNED BY			
EACH	7	SOLE DISPOSITIVE POWER	
REPORTING		1,132,377	
PERSON			
WITH	8	SHARED DISPOSITIVE POWER	
		0	

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,132,377

Massachusetts Mutual Life Insurance Company holds a \$15,000,000 Senior Fixed Rate Convertible Note that is convertible into an equivalent dollar amount of common shares.

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES [X]

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

9.9%

The conversion rate of the Senior Fixed Rate Convertible Note is based on the market price of Barings Participation Investor's common shares, so Massachusetts Mutual Life Insurance Company's beneficial ownership will fluctuate and may be slightly greater than or less than 10% at the end of any given month.

12 TYPE OF REPORTING PERSON

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Item 1(a) Name of Issuer:



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LLC, a wholly-owned subsidiary of MassMutual, is beneficial owner of 143,404 common shares of MPV.

The filing of this statement shall not be construed as an admission that MassMutual is for the purpose of Sections 13(d) and 13(g) of the Securities Exchange Act of 1934, the beneficial owner of any of the common shares stock of MPV, including the common shares held by Barings LLC.

4(b) Percent of Class:

The 1,132,377 common shares mentioned above represent 9.9% of MPV's common shares calculated as follows:

1,132,377 (common shares from conversion based on a conversion price of \$14.09 + outstanding common shares owned of 67,414) /1,064,963 number of new common shares that would be issued by MPV upon conversion) + 10,369,161(common shares outstanding as reported in the Issuer's most recent quarterly report filed December 05,2016) = 9.9%

Since the conversion rate is based on the market price of MPV's common shares, MassMutual's beneficial ownership may be slightly greater than or less than 10% at the end of any given month.

4(c) Number of shares as to which such person has:

(i) sole power to vote or to direct the vote: 1,132,377 (subject to change with market)

(ii) shared power to vote or to direct the vote: 0

(iii) sole power to dispose or to direct the disposition of: 1,132,377 (subject to change with market)

(iv) shared power to dispose or to direct the disposition of: 0

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

Not applicable

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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:

Not applicable

Item 8 Identification and Classification of Members of the Group:

Not applicable

Item 9 Notice of Dissolution of Group:

Not applicable

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Item 10 Certifications:

By signing below MASSACHUSETTS MUTUAL LIFE INSURANCE COMPANY certifies that, to the best of its knowledge and belief, the security referred to above was acquired and is held in the ordinary course of business and was not acquired and is not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and was not acquired and is not held in connection with or as a participant in any transaction having that purpose or effect.

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SIGNATURE

After reasonable inquiry and to the best of its knowledge and belief, MASSACHUSETTS MUTUAL LIFE INSURANCE COMPANY certifies that the information set forth in this statement is true, complete, and correct.

February 14, 2017

MASSACHUSETTS MUTUAL LIFE INSURANCE COMPANY

By:

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Name: Donald Griffith  
Title: Vice President