

NF Investment Corp.  
Form 3  
July 23, 2013

# FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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## INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,  
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section  
30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting  
Person \*  
Â Carlyle GMS Investment  
Management L.L.C.

(Last) (First) (Middle)

C/O THE CARLYLE  
GROUP,Â 520 MADISON  
AVENUE, 38TH FLOOR

(Street)

NEW YORK,Â NYÂ 10022

(City) (State) (Zip)

2. Date of Event Requiring  
Statement  
(Month/Day/Year)  
07/23/2013

3. Issuer Name **and** Ticker or Trading Symbol  
NF Investment Corp. [NONE]

4. Relationship of Reporting  
Person(s) to Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_X\_\_\_\_ 10% Owner  
\_\_\_\_ Officer \_\_\_\_ Other  
(give title below) (specify below)

5. If Amendment, Date Original  
Filed(Month/Day/Year)

6. Individual or Joint/Group  
Filing(Check Applicable Line)  
\_\_\_\_ Form filed by One Reporting  
Person  
\_X\_ Form filed by More than One  
Reporting Person

### Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security<br>(Instr. 4) | 2. Amount of Securities<br>Beneficially Owned<br>(Instr. 4) | 3. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 5) | 4. Nature of Indirect Beneficial<br>Ownership<br>(Instr. 5) |
|------------------------------------|---|---|---|
| Common Stock                       | 100   | I   | See Footnote <sup>(1)</sup>                                 |

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

SEC 1473 (7-02)

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information contained in this form are not  
required to respond unless the form displays a  
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### Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security<br>(Instr. 4) | 2. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 3. Title and Amount of<br>Securities Underlying<br>Derivative Security | 4. Conversion<br>or Exercise | 5. Ownership<br>Form of | 6. Nature of Indirect<br>Beneficial Ownership<br>(Instr. 5) |
|---|--|--|------------------------------|-------------------------|---|
|---|--|--|------------------------------|-------------------------|---|

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| Date<br>Exercisable | Expiration<br>Date | Title<br>(Instr. 4) | Amount or<br>Number of<br>Shares | Price of<br>Derivative<br>Security | Derivative<br>Security:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 5) |
|---------------------|--------------------|---------------------|----------------------------------|------------------------------------|---|
|                     |                    |                     |                                  |                                    |   |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| Carlyle GMS Investment Management L.L.C.<br>C/O THE CARLYLE GROUP<br>520 MADISON AVENUE, 38TH FLOOR<br>NEW YORK, NY 10022   | Â             | Â X       | Â       | Â     |
| Carlyle Group Management L.L.C.<br>C/O THE CARLYLE GROUP<br>1001 PENNSYLVANIA AVE. NW, SUITE 220S<br>WASHINGTON, DC 20004   | Â             | Â X       | Â       | Â     |
| Carlyle Group L.P.<br>C/O THE CARLYLE GROUP<br>1001 PENNSYLVANIA AVE. NW, SUITE 220S<br>WASHINGTON, DC 20004                | Â             | Â X       | Â       | Â     |
| Carlyle Holdings I GP Inc.<br>C/O THE CARLYLE GROUP<br>1001 PENNSYLVANIA AVE. NW, SUITE 220S<br>WASHINGTON, DC 20004        | Â             | Â X       | Â       | Â     |
| Carlyle Holdings I GP Sub L.L.C.<br>C/O THE CARLYLE GROUP<br>1001 PENNSYLVANIA AVE. NW, SUITE 220S<br>WASHINGTON, DC 20004  | Â             | Â X       | Â       | Â     |
| Carlyle Holdings I L.P.<br>C/O THE CARLYLE GROUP<br>1001 PENNSYLVANIA AVE. NW, SUITE 220S<br>WASHINGTON, DC 20004           | Â             | Â X       | Â       | Â     |
| TC Group, LLC<br>C/O THE CARLYLE GROUP<br>1001 PENNSYLVANIA AVE. NW, SUITE 220S<br>WASHINGTON, DC 20004                     | Â             | Â X       | Â       | Â     |
| Carlyle Investment Management LLC<br>C/O THE CARLYLE GROUP<br>1001 PENNSYLVANIA AVE. NW, SUITE 220S<br>WASHINGTON, DC 20004 | Â             | Â X       | Â       | Â     |

## Signatures

|   |            |
|---|------------|
| CARLYLE GROUP MANAGEMENT L.L.C., By: /s/ Orit Mizrachi, attorney-in-fact  | 07/23/2013 |
| __Signature of Reporting Person   | Date       |
| THE CARLYLE GROUP L.P., By: Carlyle Group Management L.L.C., its general partner, By: /s/ Orit Mizrachi, attorney-in-fact   | 07/23/2013 |
| __Signature of Reporting Person   | Date       |
| CARLYLE HOLDINGS I GP INC., By: /s/ Orit Mizrachi, attorney-in-fact   | 07/23/2013 |
| __Signature of Reporting Person   | Date       |
| CARLYLE HOLDINGS I GP SUB L.L.C., By: Carlyle Holdings I GP Inc., its managing member, By: /s/ Orit Mizrachi, attorney-in-fact  | 07/23/2013 |
| __Signature of Reporting Person   | Date       |
| CARLYLE HOLDINGS I L.P., By: Carlyle Holdings I GP Sub L.L.C., its general partner, By: Carlyle Holdings I GP Inc., its managing member, By: /s/ Orit Mizrachi, attorney-in-fact  | 07/23/2013 |
| __Signature of Reporting Person   | Date       |
| TC GROUP, L.L.C., By: Carlyle Holdings I L.P., its managing member, By: /s/ Orit Mizrachi, attorney-in-fact   | 07/23/2013 |
| __Signature of Reporting Person   | Date       |
| CARLYLE INVESTMENT MANAGEMENT L.L.C., By: TC Group, L.L.C., its managing member, By: Carlyle Holdings I L.P., its managing member, By: /s/ Orit Mizrachi, attorney-in-fact  | 07/23/2013 |
| __Signature of Reporting Person   | Date       |
| CARLYLE GMS INVESTMENT MANAGEMENT L.L.C., By: Carlyle Investment Management L.L.C., its managing member, By: TC Group, L.L.C., its managing member, By: Carlyle Holdings I L.P., its managing member, By: /s/ Orit Mizrachi, attorney-in-fact | 07/23/2013 |
| __Signature of Reporting Person   | Date       |

## Explanation of Responses:

\* If the form is filed by more than one reporting person, *see* Instruction 5(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).

(1) Carlyle GMS Investment Management L.L.C. is the record holder of 100 shares of common stock. Carlyle Group Management L.L.C. is the general partner of The Carlyle Group L.P., which is a publicly traded entity listed on NASDAQ. The Carlyle Group L.P. is the sole shareholder of Carlyle Holdings I GP Inc., which is the managing member of Carlyle Holdings I GP Sub L.L.C., which is the general partner of Carlyle Holdings I L.P., which is the managing member of TC Group, L.L.C., which is the managing member of Carlyle Investment Management L.L.C., which is the managing member of Carlyle GMS Investment Management L.L.C.

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### Remarks:

ExhibitÂ List:Â ExhibitÂ 24Â -Â ConfirmingÂ Statement

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

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