

Garrison Capital Inc.
Form 4
July 21, 2014

FORM 4

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

OMB APPROVAL

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STATEMENT OF CHANGES IN 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 *
Stuart Steven Scott

(Last) (First) (Middle)

1290 AVENUE OF THE AMERICAS, SUITE 914

(Street)

NEW YORK, NY 10104

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Garrison Capital Inc. [GARS]

3. Date of Earliest Transaction (Month/Day/Year)
07/17/2014

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___X___ 10% Owner
___ Officer (give title below) ___ Other (specify below)

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

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)			
			Code	V	Amount	(A) or (D)	Price			
Common Stock, par value \$0.001 per share	07/17/2014		S		271,933	D	\$ 14.5	180,860	I	See footnote (1) (2)
Common Stock, par value \$0.001 per share	07/17/2014		S		143,404	D	\$ 14.5	95,376	I	See footnote (2) (3)
Common Stock, par	07/17/2014		S		237,742	D	\$ 14.5	158,120	I	See footnote

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value \$0.001 per share							(2) (4)
Common Stock, par value \$0.001 per share	07/17/2014	S	152,287	D	\$ 14.5	101,284	I See footnote (2) (5)
Common Stock, par value \$0.001 per share	07/17/2014	S	93,696	D	\$ 14.5	62,316	I See footnote (2) (6)
Common Stock, par value \$0.001 per share	07/17/2014	S	1,100,938	D	\$ 14.5	732,224	I See footnote (2) (7)
Common Stock, par value \$0.001 per share						11,382	I See footnote (8)
Common Stock, par value \$0.001 per share						7,750	I See footnote (9)
Common Stock, par value \$0.001 per share						1,261	I See footnote (10)
Common Stock, par value \$0.001 per share						4,079	I See footnote (11)
Common Stock, par value \$0.001 per share						340,801	I See footnote (12)
Common Stock, par value						581,907	I See footnote (13)

\$0.001 per share

Common Stock, par value \$0.001 per share

67,202

I

See footnote (14)

Common Stock, par value \$0.001 per share

7,000

D

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

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SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned (Instr. 5)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Stuart Steven Scott 1290 AVENUE OF THE AMERICAS SUITE 914 NEW YORK, NY 10104		X		

Signatures

/s/ Steven Stuart

07/21/2014

**Signature of
Reporting Person

Date

Explanation of Responses:

* 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).

- (1) Mr. Stuart is a control person of Garrison Investment Group LP and its affiliates. Garrison Investment Group LP or one of its affiliates indirectly serves as investment adviser to GSOFF-SP LLC. Due to his control and ownership interest in GSOFF-SP LLC, which directly owns 180,860 shares of Common Stock of the Issuer, Mr. Stuart may be viewed as having investment power over all of the shares owned by such entity although voting rights to the Common Stock have been passed through to the members of GSOFF-SP LLC. Mr. Stuart disclaims beneficial ownership of such shares of Common Stock, except to the extent of his pecuniary interest therein.
- (2) Mr. Stuart has a pecuniary interest in 30,932 of the shares of Common Stock of the Issuer being sold in these transactions, which involve the sale of an aggregate of 2,000,000 shares of Common Stock of the Issuer in an underwritten public offering.
- (3) Mr. Stuart is a control person of Garrison Investment Group LP and its affiliates. Garrison Investment Group LP or one of its affiliates indirectly serves as investment adviser to GSOFF-SP II LLC. Due to his control and ownership interest in GSOFF-SP II LLC, which directly owns 95,376 shares of Common Stock of the Issuer, Mr. Stuart may be viewed as having investment power over all of the shares owned by such entity although voting rights to the Common Stock have been passed through to the members of GSOFF-SP II LLC. Mr. Stuart disclaims beneficial ownership of such shares of Common Stock, except to the extent of his pecuniary interest therein.
- (4) Mr. Stuart is a control person of Garrison Investment Group LP and its affiliates. Garrison Investment Group LP or one of its affiliates indirectly serves as investment adviser to GSOFF-SP DB LLC. Due to his control and ownership interest in GSOFF-SP DB LLC, which directly owns 158,120 shares of Common Stock of the Issuer, Mr. Stuart may be viewed as having investment power over all of the shares owned by such entity although voting rights to the Common Stock have been passed through to the members of GSOFF-SP DB LLC. Mr. Stuart disclaims beneficial ownership of such shares of Common Stock, except to the extent of his pecuniary interest therein.
- (5) Mr. Stuart is a control person of Garrison Investment Group LP and its affiliates. Garrison Investment Group LP or one of its affiliates indirectly serves as investment adviser to GSOFF LLC. Due to his control and ownership interest in GSOFF LLC, which directly owns 101,284 shares of Common Stock of the Issuer, Mr. Stuart may be viewed as having investment power over all of the shares owned by such entity although voting rights to the Common Stock have been passed through to the members of GSOFF LLC. Mr. Stuart disclaims beneficial ownership of such shares of Common Stock, except to the extent of his pecuniary interest therein.
- (6) Mr. Stuart is a control person of Garrison Investment Group LP and its affiliates. Garrison Investment Group LP or one of its affiliates indirectly serves as investment adviser to GSOIF Corporate Loan Pools Ltd. Due to his control and ownership interest in GSOIF Corporate Loan Pools Ltd., which directly owns 62,316 shares of Common Stock of the Issuer, Mr. Stuart may be viewed as having investment power over all of the shares owned by such entity although voting rights to the Common Stock have been passed through to the limited partners of the sole shareholder of GSOIF Corporate Loan Pools Ltd. Mr. Stuart disclaims beneficial ownership of such shares of Common Stock, except to the extent of his pecuniary interest therein.
- (7) Mr. Stuart is a control person of Garrison Investment Group LP and its affiliates. Garrison Investment Group LP or one of its affiliates indirectly serves as investment adviser to GCOH SubCo 2014-1 LLC. Due to his control and ownership interest in GCOH SubCo 2014-1 LLC, which directly owns 732,224 shares of Common Stock of the Issuer, Mr. Stuart may be viewed as having investment power over all of the shares owned by such entity although voting rights to the Common Stock have been passed through to the limited partners of the sole shareholder of GCOH SubCo 2014-1 LLC. Mr. Stuart disclaims beneficial ownership of such shares of Common Stock, except to the extent of his pecuniary interest therein.
- (8) Mr. Stuart is a control person of Garrison Investment Group LP and its affiliates. Garrison Investment Group LP or one of its affiliates indirectly serves as investment adviser to GCOH SubCo 2014-2 LLC. Due to his control and ownership interest in GCOH SubCo 2014-2 LLC, which directly owns 11,382 shares of Common Stock of the Issuer, Mr. Stuart may be viewed as having investment power over all of the shares owned by such entity although voting rights to the Common Stock have been passed through to the limited partners of the sole shareholder of GCOH SubCo 2014-2 LLC. Mr. Stuart disclaims beneficial ownership of such shares of Common Stock, except to the extent of his pecuniary interest therein.
- (9) Mr. Stuart is a control person of Garrison Investment Group LP and its affiliates. Garrison Investment Group LP or one of its affiliates indirectly serves as investment adviser to GSOFF 2014 LLC. Due to his control and ownership interest in GSOFF 2014 LLC, which directly owns 7,750 shares of Common Stock of the Issuer, Mr. Stuart may be viewed as having investment power over all of the shares owned by such entity although voting rights to the Common Stock have been passed through to the limited partners of the sole shareholder of GSOFF 2014 LLC. Mr. Stuart disclaims beneficial ownership of such shares of Common Stock, except to the extent of his pecuniary interest therein.

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(10) Mr. Stuart is a control person of Garrison Investment Group LP and its affiliates. Garrison Investment Group LP or one of its affiliates indirectly serves as investment adviser to GSOF-SP II 2014 LLC. Due to his control and ownership interest in GSOF-SP II 2014 LLC, which directly owns 1,261 shares of Common Stock of the Issuer, Mr. Stuart may be viewed as having investment power over all of the shares owned by such entity although voting rights to the Common Stock have been passed through to the limited partners of the sole shareholder of GSOF-SP II 2014 LLC. Mr. Stuart disclaims beneficial ownership of such shares of Common Stock, except to the extent of his pecuniary interest therein.

(11) Mr. Stuart is a control person of Garrison Investment Group LP and its affiliates. Garrison Investment Group LP or one of its affiliates indirectly serves as investment adviser to GSOF-SP 2014 LLC. Due to his control and ownership interest in GSOF-SP 2014 LLC, which directly owns 4,079 shares of Common Stock of the Issuer, Mr. Stuart may be viewed as having investment power over all of the shares owned by such entity although voting rights to the Common Stock have been passed through to the limited partners of GSOF-SP 2014 LLC. Mr. Stuart disclaims beneficial ownership of such shares of Common Stock, except to the extent of his pecuniary interest therein.

(12) Mr. Stuart is a control person of Garrison Investment Group LP and its affiliates. Garrison Investment Group LP or one of its affiliates serves as investment adviser to Garrison Capital Fairchild I, Ltd. Due to his control and ownership interest in Garrison Capital Fairchild I, Ltd., which directly owns 340,801 shares of Common Stock of the Issuer, Mr. Stuart may be viewed as having investment power over all of the shares owned by such entity although voting rights to the Common Stock have been passed through to the limited partners of Garrison Capital Fairchild I, Ltd. Mr. Stuart disclaims beneficial ownership of such shares of Common Stock, except to the extent of his pecuniary interest therein.

(13) Mr. Stuart is a control person of Garrison Investment Group LP and its affiliates. Garrison Investment Group LP or one of its affiliates serves as investment adviser to Garrison Capital Fairchild II Ltd. Due to his control and ownership interest in Garrison Capital Fairchild II Ltd., which directly owns 581,907 shares of Common Stock of the Issuer, Mr. Stuart may be viewed as having investment power over all of the shares owned by such entity although voting rights to the Common Stock have been passed through to the limited partners of the sole shareholder of Garrison Capital Fairchild II Ltd. Mr. Stuart disclaims beneficial ownership of such shares of Common Stock, except to the extent of his pecuniary interest therein.

(14) Due to his control and ownership interest in Garrison Capital Advisers Holdings MM LLC, Mr. Stuart may be viewed as having investment power over all of the shares owned by such entity. Mr. Stuart disclaims beneficial ownership of such shares of Common Stock held by Garrison Capital Advisers Holdings MM LLC, except to the extent of his pecuniary interest therein.

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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