

WhiteHorse Finance, Inc.
Form 4
November 27, 2015

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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 *
MNAYMNEH SAMI

2. Issuer Name and Ticker or Trading Symbol
WhiteHorse Finance, Inc. [WHF]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
1450 BRICKELL AVENUE, 31ST FLOOR

3. Date of Earliest Transaction (Month/Day/Year)
11/24/2015

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

(Street)

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

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

MIAMI, FL 33131

(City) (State) (Zip)

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 | 11/25/2015 | | P | | 17,720 | A | \$ 13.55 | 195,343 | I | See footnote (1) |
| Common Stock, par value \$0.001 per share | 11/24/2015 | | P | | 167,340 | A | \$ 13.55 | 8,418,233 | I | See footnote (2) |
| Common Stock, par | 11/25/2015 | | P | | 3,084,386 | A | \$ 13.55 | 11,502,619 | I | See footnote |

value (2)
 \$0.001 per
 share

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

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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 Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|-----------|-----|--|------------------|---|
| | | | | | Code | V | (A) | (D) | Date Exercisable | |
| Subscription Rights ⁽³⁾ | \$ 13.55 | 11/20/2015 | | O | | 79,944 | | 10/23/2015 | 11/20/2015 | Common Stock, par value \$0.001 per share |
| Subscription Rights ⁽³⁾ | \$ 13.55 | 11/20/2015 | | O | | 9,743,071 | | 10/23/2015 | 11/20/2015 | Common Stock, par value \$0.001 per share |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| MNAYMNEH SAMI 1450 BRICKELL AVENUE, 31ST FLOOR MIAMI, FL 33131 | | X | | |

Signatures

/s/ Marco Collazos, Attorney-in-Fact for Sami Mnaymneh 11/27/2015

**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).

Mr. Mnaymneh is the General Partner and Manager of Mnaymneh H.I.G. Management, L.P., which owns the reported securities. Mr.

(1) Mnaymneh disclaims beneficial ownership of shares of common stock held by Mnaymneh H.I.G. Management, L.P., except to the extent of his direct pecuniary interest therein.

Due to his ownership interest in the General Partner of H.I.G. Bayside Debt & LBO Fund II, L.P. and H.I.G. Bayside Loan Opportunity Fund II, L.P., Mr. Mnaymneh may be viewed as having investment power over all of the shares owned by each entity. Mr. Mnaymneh

(2) disclaims beneficial ownership of shares of common stock held by H.I.G. Bayside Debt & LBO Fund II, L.P. and H.I.G. Bayside Loan Opportunity Fund II, L.P., except to the extent of his direct pecuniary interest therein.

Subscription rights received pursuant to a pro rata distribution thereof to stockholders of record of WhiteHorse Finance, Inc. as of

(3) October 23, 2015 in connection with a rights offering. The subscription rights entitled stockholders of record to purchase one new share of common stock for every 4.511505 rights held. Stockholders of record who fully exercised their rights were entitled to subscribe for additional shares of common stock that remained unsubscribed as a result of any unexercised rights.

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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