

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 8-K**

CURRENT REPORT PURSUANT TO  
SECTION 13 OR 15(d) OF THE  
SECURITIES EXCHANGE ACT OF 1934

Date of Report (Date of earliest event reported): January 5, 2024

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**Nuveen Churchill Direct Lending Corp.**

(Exact name of registrant as specified in its charter)

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<b>Maryland</b> <small>(State or Other Jurisdiction of Incorporation)</small>	<b>000-56133</b> <small>(Commission File Number)</small>	<b>84-3613224</b> <small>(IRS Employer Identification No.)</small>
<b>375 Park Avenue, 9<sup>th</sup> Floor, New York, NY</b> <small>(Address of Principal Executive Offices)</small>		<b>10152</b> <small>(Zip Code)</small>

Registrant's telephone number, including area code: (212) 478-9200

**430 Park Avenue, 14<sup>th</sup> Floor, New York, NY 10022**  
(Registrant's former address)

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Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
None	N/A	N/A

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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**Item 3.02 Unregistered Sales of Equity Securities**

On January 5, 2024, pursuant to the final drawdown notice dated December 21, 2023, the Company issued 7,888,094 shares of the Company's common stock (the "Shares"), par value \$0.01 per Share, for an aggregate offering price of approximately \$142.4 million. The sale of Shares was made pursuant to subscription agreements entered into by the Company, on the one hand, and each investor in the Company, on the other hand. Under the terms of the subscription agreements, investors are required to fund drawdowns to purchase Shares up to the amount of their respective capital commitments on an as-needed basis. Following the final drawdown notice, the Company has no undrawn capital commitments remaining.

The issuance and sale of the Shares are exempt from the registration requirements of the Securities Act, pursuant to Section 4(a)(2) thereof and Regulation D or Regulation S thereunder, as applicable.

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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**NUVEEN CHURCHILL DIRECT LENDING CORP.**

Date: January 11, 2024

By: /s/ Kenneth J. Kencel  
Kenneth J. Kencel  
Chief Executive Officer and President