

**United States  
Securities and Exchange Commission  
Washington, D.C. 20549**

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**Schedule 13G**

(Rule 13d-102)

**INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT  
TO § 240.13D-1(B), (C) AND (D) AND AMENDMENTS THERETO FILED  
PURSUANT TO § 240.13D-2**

**UNDER THE SECURITIES EXCHANGE ACT OF 1934  
(Amendment No. 2)\***

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**Nuveen Churchill Direct Lending Corp.**

(Name of Issuer)

**Common Stock, par value \$0.01 per share**  
(Title of Class of Securities)

**67098R 102; 67090S 108**  
(CUSIP Number)

**December 31, 2023**  
(Date of Event Which Requires Filing of this Statement)

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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 Teachers Insurance and Annuity Association of America	
2	Check the Appropriate Box if a Member of a Group (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC Use Only	
4	Citizenship or Place of Organization New York	
	Number of Shares Beneficially Owned by Each Reporting Person With	5 Sole Voting Power 6,810,466*
		6 Shared Voting Power 0
		7 Sole Dispositive Power 6,810,466*
		8 Shared Dispositive Power 0
9	Aggregate Amount Beneficially Owned by Each Reporting Person 6,810,466*	
10	Check if the Aggregate Amount in Row (9) Excludes Certain Shares Not Applicable	
11	Percent of Class Represented by Amount in Row 9 12.42%	
12	Type of Reporting Person IC	

\* Reflects shares of common stock beneficially owned as of January 29, 2024.

**ITEM 1.**

**(a) Name of Issuer:**

Nuveen Churchill Direct Lending Corp. (the "Company")

**(b) Address of Issuer's Principal Executive Offices:**

375 Park Avenue, 9th Floor, New York, NY 10152

**ITEM 2.**

**(a) Name of Person Filing:**

Teachers Insurance and Annuity Association of America ("TIAA")

**(b) Address or Principal Business Office or, if None, Residence:**

730 Third Avenue, New York, NY 10017

**(c) Citizenship:**

New York

**(d) Title of Class of Securities:**

Common Stock, par value \$0.01 per share

**(e) CUSIP Number:**

67098R 102 with respect to 5,148,416 shares of common stock acquired by TIAA in the Company's private offerings

67090S 108 with respect to 1,662,050 shares of common stock acquired by TIAA in the Company's initial public offering, which closed on January 29, 2024

**ITEM 3.**

**If this statement is filed pursuant to §§ 240.13d-1(b), or 240.13d-2(b) or (c), check whether the person filing is a:**

- (a)  Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o);
  - (b)  Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c);
  - (c)  Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c);
  - (d)  Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8);
  - (e)  An investment adviser in accordance with § 240.13d-1(b)(1)(ii)(E);
  - (f)  An employee benefit plan or endowment fund in accordance with § 240.13d-1(b)(1)(ii)(F);
  - (g)  A parent holding company or control person in accordance with § 240.13d-1(b)(1)(ii)(G);
  - (h)  A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
  - (i)  A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
  - (j)  A non-U.S. institution in accordance with § 240.13d-1(b)(1)(ii)(K);
  - (k)  Group, in accordance with § 240.13d-1(b)(1)(ii)(J).  
If filing as a non-U.S. institution in accordance with § 240.13d-1(b)(1)(ii)(J), please specify the type of institution:  
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**ITEM 4. Ownership.**

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

- (a) Amount beneficially owned: 6,810,466 as of January 29, 2024
- (b) Percent of class: 12.42%
- (c) Number of shares as to which the person has:
  - (i) Sole power to vote or to direct the vote: 6,810,466.
  - (ii) Shared power to vote or to direct the vote: 0.
  - (iii) Sole power to dispose or to direct the disposition of: 6,810,466.
  - (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.

**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.

**ITEM 10. Certification.**

The following certification shall be included if the statement is filed pursuant to §240.13d-1(b):

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect, other than activities solely in connection with a nomination under § 240.14a-11.

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**SIGNATURE**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

February 15, 2024

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Date

/s/ Shaul Vichness

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Signature

Senior Managing Director and Chief Financial Officer, Churchill Asset  
Management LLC (investment adviser to Teachers Insurance and  
Annuity Association of America)

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Name/Title