FORM 4

# **UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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|--------------------------|-----------|
| Estimated average burden |           |
| hours per response:      | 0.5       |

#### 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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

| 1. Name and Address of Reporting Person * KIRCHHEIMER DAVID M |         |          | 2. Issuer Name and Ticker or Trading Symbol Nuveen Churchill Direct Lending Corp. [ NONE ] | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) |  |                                       |  |  |
|---|---------|----------|--|---|--|---------------------------------------|--|--|
| (Last) (First)  |         | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year) 12/09/2021                                | X   | Director Officer (give title below)  | 10% Owner<br>Other (specify<br>below) |  |  |
| 430 PARK AVENUE 14TH FLOOR (Street)                           |         |          | 4. If Amendment, Date of Original Filed (Month/Day/Year)                                   | 6. Indiv  | idual or Joint/Group Filing (Che<br>Form filed by One Reporting<br>Form filed by More than One | Person                                |  |  |
| NEW YORK  | NY      | 10022    |  |   |  |                                       |  |  |
| (City)  | (State) | (Zip)    |  |   |  |                                       |  |  |

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

| 1. Title of Security (Instr. 3) | 2. Transaction<br>Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date,<br>if any<br>(Month/Day/Year) | tion Date, Transaction Code (Instr. |   | 4. Securities Ad<br>Disposed Of (D |               |         | Securities<br>Beneficially Owned<br>Following Reported | 6. Ownership<br>Form: Direct (D)<br>or Indirect (I)<br>(Instr. 4) | Beneficial<br>Ownership |
|---------------------------------|--|---|-------------------------------------|---|------------------------------------|---------------|---------|--|---|-------------------------|
|                                 |  |   | Code                                | v | Amount                             | (A) or<br>(D) | Price   | Transaction(s)<br>(Instr. 3 and 4)                     |   | (Instr. 4)              |
| Common Stock                    | 12/09/2021                                 |   | P                                   |   | 2,182                              | A             | \$19.58 | 38,236   | I   | By Trust                |

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

| 1. Title of<br>Derivative<br>Security (Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | <br>3A. Deemed<br>Execution Date,<br>if any<br>(Month/Day/Year) | Transaction<br>Code (Instr.<br>8) |   | 5. Number of<br>Derivative<br>Securities<br>Acquired (A)<br>or Disposed of<br>(D) (Instr. 3, 4<br>and 5) |     | Expiration Date<br>(Month/Day/Year) |                    | 7. Title and Amount of<br>Securities Underlying<br>Derivative Security<br>(Instr. 3 and 4) |                                     | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Number of<br>derivative<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported | Ownership<br>Form:<br>Direct (D) | Beneficial<br>Ownership<br>(Instr. 4) |
|--|---|---|-----------------------------------|---|--|-----|-------------------------------------|--------------------|--|-------------------------------------|---|--|----------------------------------|---------------------------------------|
|  |   |   | Code                              | v | (A)  | (D) | Date<br>Exercisable                 | Expiration<br>Date | Title  | Amount<br>or<br>Number<br>of Shares |   | Transaction(s)<br>(Instr. 4)   |                                  |                                       |

Explanation of Responses:

## Remarks:

kirchheimerpoa.txt

<u>Christopher M. Rohbacher/ Signed</u> <u>Under POA</u>

\*\* Signature of Reporting Person Date

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

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.

<sup>\*</sup> If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

<sup>\*\*</sup> Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Know all by these present that the undersigned hereby constitutes and appoints each of John D.

McCally, Kevin J. McCarthy, Zachary L. Profant and Christopher M. Rohrbacher, or any of them signing

singly, and with full power of substitution, the undersigneds true and lawful attorney-in-fact to:

- (1) prepare, execute in the undersigneds name and on the undersigneds behalf, and submit to the
- U.S. Securities and Exchange Commission (the SEC) a Form ID, including amendments

thereto, and any other documents necessary or appropriate to obtain codes and passwords

enabling the undersigned to make electronic filings with the SEC of reports required by  $% \left( 1\right) =\left( 1\right) \left( 1\right) +\left( 1\right) +\left( 1\right) \left( 1\right) +\left( 1$ 

Section 16(a) of the Securities Exchange Act of 1934 or any rule or regulation of the SEC;

- (2) execute for and on behalf of the undersigned, in the undersigneds capacity as an officer and/or  $\,$
- director of business development companies advised by Churchill Asset Management, LLC
- (each a Company and collectively the Companies), Forms 3, 4, and 5 in accordance with
- Section 16(a) of the Securities Exchange Act of 1934 and the rules thereunder;
- (3) do and perform any and all acts for and on behalf of the undersigned which may be necessary
- or desirable to complete and execute any such Form 3, 4, or 5, complete and execute any
- amendment or amendments thereto, and timely file such form with the SEC and any  $\operatorname{stock}$
- exchange or similar authority; and
- (4) take any other action of any type whatsoever in connection with the foregoing which, in the
- opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required
- by, the undersigned, it being understood that the documents executed by such attorney-in-fact  $% \left( 1\right) =\left( 1\right) +\left( 1$
- on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall
- contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-facts discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform

any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the

rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if

personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such

attorney-in-fact, or such attorney-in-facts substitute or substitutes, shall lawfully do or cause to be done by

virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that

the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming,

nor are the Companies assuming, any of the undersigneds responsibilities to comply with Section 16 of the Securities Exchange Act of 1934.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required

to file Forms 3, 4, and 5 with respect to the undersigneds holdings of and transactions in securities issued by a

Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this  $9 \, \mathrm{th}$  day of June, 2021.

/S/ David M. Kirchheimer Signature

David M. Kirchheimer Print Name \\DC - 57385/2 - #1301253 v1 42274703.1

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