

Edgar Filing: TCP Capital Corp. - Form SC 13G/A

TCP Capital Corp.
Form SC 13G/A
February 17, 2015

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE 13G

UNDER THE SECURITIES EXCHANGE ACT OF 1934
(AMENDMENT NO. 2)*

TCP Capital Corp.
(NAME OF ISSUER)

Common Stock (\$0.001 par value)
(TITLE OF CLASS OF SECURITIES)

87238Q103
(CUSIP NUMBER)

December 31, 2014
(DATE OF EVENT WHICH REQUIRES FILING OF THIS STATEMENT)

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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CUSIP No. 87238Q103
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13G

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PAGE 2 OF 8 PAGES
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1 NAMES OF REPORTING PERSONS:

Massachusetts Mutual Life Insurance Company

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04-1590850

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) [] (b) []

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Commonwealth of Massachusetts

5 SOLE VOTING POWER

0

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

6 SHARED VOTING POWER

1,603,372

7 SOLE DISPOSITIVE POWER

0

8 SHARED DISPOSITIVE POWER

1,603,372

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,603,372

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES [X]

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

3.3%

12 TYPE OF REPORTING PERSON

IC

CUSIP No. 87238Q103

13G

PAGE 3 OF 8 PAGES

1 NAMES OF REPORTING PERSONS:

Babson Capital Management LLC 51-0504477

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) [] (b) []

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3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Commonwealth of Massachusetts

	5	SOLE VOTING POWER	0
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	6	SHARED VOTING POWER	1,603,372
	7	SOLE DISPOSITIVE POWER	0
	8	SHARED DISPOSITIVE POWER	1,603,372

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,603,372

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES [X]

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

3.3%

Babson Capital Management LLC, in its capacity as investment advisor, may be deemed the beneficial owner of 1,603,372 shares of common stock of the Issuer which are owned by an advisory client.

12 TYPE OF REPORTING PERSON

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CUSIP No. 87238Q103
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13G

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PAGE 4 OF 8 PAGES
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Item 1(a) Name of Issuer:

TCP Capital Corp.

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

2951 28th Street, Suite 1000
Santa Monica, CA 90405

Item 2(a) Name of Person Filing:

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- (i) Massachusetts Mutual Life Insurance Company ("MassMutual")
- (ii) Babson Capital Management LLC ("Babson Capital")

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

The address of the principal business office of MassMutual:
1295 State Street
Springfield, MA 01111

The address of the principal business office of Babson Capital:
1500 Main Street
Springfield, MA 01115

2(c) Citizenship:

See Item 4 of each cover page.

2(d) Title of Class of Securities:

Common Stock (\$0.001 par value)

2(e) CUSIP Number:

87238Q103

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CUSIP No. 87238Q103
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13G

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PAGE 5 OF 8 PAGES
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Item 3. If This Statement is Filed Pursuant to Rule 13d-1(b), or 13d-2(b) or (c), check Whether the Person Filing is a:

- (a) Broker or dealer registered under Section 15 of the Exchange Act.
- (b) Bank as defined in Section 3(a)(6) of the Exchange Act.
- (c) Insurance company as defined in section 3(a)(19) of the Exchange Act. (MassMutual)
- (d) Investment company registered under Section 8 of the Investment Company Act.
- (e) An investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E); (Babson Capital)
- (f) An employee benefit plan or endowment fund in accordance with Rule 13d-1(b)(1)(ii)(F);
- (g) A parent holding company or control person in accordance with Rule 13d-1(b)(1)(ii)(G);
- (h) A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act;
- (i) A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act;
- (j) Group, in accordance with Rule 13d-1(b)(1)(ii)(J).

