

Stuart Steven Scott
Form SC 13D
April 08, 2013

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934

GARRISON CAPITAL INC.
(Name of Issuer)

Common Stock, Par Value \$0.001 Per Share
(Title of Class of Securities)

366554 10 3
(CUSIP Number)

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Steven Stuart

c/o Garrison Investment Group LP

1350 Avenue of the Americas

New York, NY 10019

(212) 372-9500

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

March 26, 2013

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box. "

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See §240.13d-7 for other parties to whom copies are to be sent.

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 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, as amended ("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).

CUSIP No. 366554-10-3
Name of Reporting Person

1
Steven Stuart

**Check the Appropriate Box
if a Member of a Group**

2
(a) (b)

3 SEC Use Only
Source of Funds

4
OO

**Check if Disclosure of Legal
Proceedings Is Required
Pursuant to Items 2(d) or
2(e)**

5
..

**Citizenship or Place of
Organization**

6
United States

**7 Sole Voting Power
of**

Shares 5,242

**Shared Voting Power
Beneficially**

8
66,667

**Owned
by
Sole Dispositive Power**

Each
0

Reporting Dispositive Power

Person 5,401,188
with

**Aggregate Amount
Beneficially Owned by Each
Reporting Person**

11
5,401,188

**Check if the Aggregate
Amount in Row (11)
Excludes Certain Shares**

12
..

**13 Percentage of Class
Represented by Amount in
Row (11)**

32.2%

Type of Reporting Person

14
IN

Item 1. Security and Issuer.

This statement on Schedule 13D relates to the Common Stock, par value \$0.001 per share (“Common Stock”), of Garrison Capital Inc., a Delaware corporation (the “Issuer”). The address of the principal executive offices of the Issuer is 1350 Avenue of the Americas, New York, NY 10019.

Item 2. Identity and Background.

(a) This statement on Schedule 13D is being filed pursuant to Rule 13d-1 under the Securities and Exchange Act of 1934, as amended, by Steven Stuart (“Mr. Stuart”).

(b) The business address of Mr. Stuart is c/o Garrison Investment Group LP, 1350 Avenue of the Americas, New York, NY 10019.

(c) Mr. Stuart serves as a member of the investment committee of the Issuer. In addition, Mr. Stuart also serves as Vice President of Garrison Investment Group LP (“Garrison Investment Group”). The address of the principal executive offices of Garrison Investment Group and the Issuer is 1350 Avenue of the Americas, New York, NY 10019.

(d) During the last five years, Mr. Stuart has not been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors).

(e) During the last five years, Mr. Stuart has not been party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

(e) Mr. Stuart is a United States citizen.

Item 3. Source and Amount of Funds or Other Consideration.

On April 2, 2013, Garrison Capital Advisers Holdings MM LLC (“Garrison Capital Advisers Holdings MM”), an entity controlled by Mr. Stuart together with Joseph Tansey, purchased 66,667 shares of Common Stock for an aggregate amount of \$1,000,005 using corporate funds of Garrison Capital Advisers Holdings MM.

Although he does not currently intend to do so, Mr. Stuart may seek to borrow funds to finance subsequent purchases of shares of Common Stock.

Item 4. Purpose of Transaction.

Garrison Capital Advisers Holdings MM acquired 66,667 shares of Common Stock solely for investment purposes.

Item 5. Interest in Securities of the Issuer.

As of the date hereof, Mr. Stuart may be deemed to be the beneficial owner of 5,401,188 shares of Common Stock, representing 32.2% of the total issued and outstanding shares of Common Stock. All percentages set forth in this statement on Schedule 13D are based upon the 16,758,779 shares of Common Stock issued and outstanding as of April 2, 2013. As set forth below, Mr. Stuart’s beneficial ownership of 5,401,188 shares of Common Stock is comprised of his indirect beneficial ownership of the 5,401,188 shares of Common Stock owned directly by Garrison Capital Advisers Holdings MM, GSOF-SP LLC, GSOF-SP II LLC, GSOF-SP DB LLC, GSOF LLC, GSOIF Corporate Loan Pools Ltd., Garrison Capital Offshore Ltd., Garrison Capital Fairchild I Ltd. and Garrison Capital Fairchild II Ltd.

Mr. Stuart indirectly beneficially owns 66,667 shares of Common Stock through investments in Garrison Capital Advisers Holdings MM, which directly owns 66,667 shares of Common Stock. Due to his control and ownership interest in Garrison Capital Advisers Holdings MM, Mr. Stuart may be viewed as having shared voting power and shared dispositive power over all of the 66,667 shares of Common Stock owned directly by Garrison Capital Advisers Holdings MM.

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Mr. Stuart also indirectly beneficially owns 75,242 shares of Common Stock through investments (both individually and through certain retirement accounts) in GSOFF-SP LLC, GSOFF-SP II LLC, GSOFF LLC and Garrison Capital Offshore Ltd., which directly own 601,605, 316,374, 342,330 and 2,430,539 shares of Common Stock, respectively. Mr. Stuart has sole voting power over these 75,242 shares of Common Stock, as the voting rights to the Common Stock owned by each entity have been passed through to the members or limited partners of each entity.

Mr. Stuart is a control person of Garrison Investment Group and its affiliates. Garrison Investment Group or one of its affiliates serves as investment adviser to GSOF-SP LLC, GSOF-SP II LLC, GSOF-SP DB LLC, GSOF LLC, GSOF Corporate Loan Pools Ltd., Garrison Capital Offshore Ltd., Garrison Capital Fairchild I, Ltd. and Garrison Capital Fairchild II Ltd., which directly own 601,605, 316,374, 522,424, 342,330, 205,892, 2,430,539, 338,086 and 577,271 shares of Common Stock, respectively. Each entity received shares of Common Stock in exchange for the limited liability company interests each entity owned in Garrison Capital LLC, the Issuer's predecessor entity, upon the conversion of the Issuer from a Delaware limited liability company to a Delaware corporation on October 9, 2012. Due to his control of Garrison Investment Group, Mr. Stuart may be viewed as having shared dispositive power over all of the 5,334,521 shares of Common Stock owned directly by such entities, although voting rights to the Common Stock have been passed through to the members or limited partners of each entity. Mr. Stuart disclaims beneficial ownership of such shares of Common Stock, except to the extent of his pecuniary interest therein.

Mr. Stuart may make purchases of the Issuer's securities in the open market, in private transactions or otherwise, depending on the Issuer's business, prospects and financial condition, the market for the Issuer's securities, general economic conditions, money and stock market conditions and other future developments. Mr. Stuart reserves the right to dispose of some or all of his shares of Common Stock in the open market, in private transactions or otherwise.

Item 6. Contracts, Arrangement, Understanding or Relationships with Respect to Securities of the Issuer.

Each of the 5,401,188 shares of Common Stock over which Mr. Stuart has beneficial ownership is subject to a lock-up agreement that provides, among other things, that such shares shall not be offered, pledged, sold or otherwise disposed of for a restricted period of 180 days after March 26, 2013, unless certain waivers are obtained.

Item 7. Material to Be Filed as Exhibits.

None.

SIGNATURES

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.

April 5, 2013
Date

/s/ Steven Stuart
Signature

Steven Stuart
Name