



SECURITIES AND EXCHANGE COMMISSION

[Investment Company Act Release No. 35583; File No. 812-15735]

T. Rowe Price OHA Select Private Credit Fund, et al.

May 13, 2025.

AGENCY: Securities and Exchange Commission (“Commission” or “SEC”).

ACTION: Notice.

Notice of application for an order under sections 17(d) and 57(i) of the Investment Company Act of 1940 (the “Act”) and rule 17d-1 under the Act to permit certain joint transactions otherwise prohibited by sections 17(d) and 57(a)(4) of the Act and rule 17d-1 under the Act.

Summary of Application: Applicants request an order to permit certain business development companies (“BDCs”) and closed-end management investment companies to co-invest in portfolio companies with each other and with certain affiliated investment entities.

Applicants: T. Rowe Price OHA Select Private Credit Fund, OHA Senior Private Lending Fund (U) LLC, T. Rowe Price OHA Flexible Credit Income Fund, OHA Private Credit Advisors LLC, OHA Private Credit Advisors II, L.P., Oak Hill Advisors, L.P., Oak Hill Advisors (Europe), LLP, OHA (UK) LLP, TRP OHA SPV Funding I, LLC, TRP OHA SPV Funding II, LLC, OCREDIT Investment S.à r.l., OCREDIT UNI Investment S.à r.l., ULEND Investment S.à r.l., OFLEX Investment S.à r.l., TRP OHA FCI SPV Funding I, LLC, TRP OHA FCI CA, LLC, and certain of their affiliated entities as described in Schedule A to the application.

Filing Dates: The application was filed on March 28, 2025, and amended on April 4, 2025 and May 7, 2025.

Hearing or Notification of Hearing: An order granting the requested relief will be issued unless the Commission orders a hearing. Interested persons may request a hearing on any application by e-mailing the SEC’s Secretary at Secretarys-Office@sec.gov and serving the Applicants with a copy of the request by e-mail, if an e-mail address is listed for the relevant Applicant below, or personally

or by mail, if a physical address is listed for the relevant Applicant below. Hearing requests should be received by the Commission by 5:30 p.m. on June 9, 2025, and should be accompanied by proof of service on the Applicants, in the form of an affidavit or, for lawyers, a certificate of service.

Pursuant to rule 0-5 under the Act, hearing requests should state the nature of the writer's interest, any facts bearing upon the desirability of a hearing on the matter, the reason for the request, and the issues contested. Persons who wish to be notified of a hearing may request notification by e-mailing the Commission's Secretary at Secretarys-Office@sec.gov.

ADDRESSES: The Commission: Secretarys-Office@sec.gov. Applicants: Gregory S. Rubin, Vice President, 1 Vanderbilt, 16th Floor, New York, New York 10017-3978; Richard Horowitz, Esq., Nadeea Zakaria, Esq., Dechert LLP, 1095 Avenue of the Americas, New York, NY 10036.

FOR FURTHER INFORMATION CONTACT: Adam Large, Senior Special Counsel, Jill Ehrlich, Senior Counsel, or Daniele Marchesani, Assistant Chief Counsel, at (202) 551-6825 (Division of Investment Management, Chief Counsel's Office).

SUPPLEMENTARY INFORMATION: For Applicants' representations, legal analysis, and conditions, please refer to Applicants' second amended application, dated May 7, 2025, which may be obtained via the Commission's website by searching for the file number at the top of this document, or for an Applicant using the Company name search field, on the SEC's EDGAR system. The SEC's EDGAR system may be searched at <https://www.sec.gov/edgar/searchedgar/companysearch.html>. You may also call the SEC's Office of Investor Education and Advocacy at (202) 551- 8090.

For the Commission, by the Division of Investment Management, under delegated authority.

Sherry R. Haywood,

Assistant Secretary.

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