

<b>OMB APPROVAL</b>	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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* <u>Rateman Thomas B.</u>  (Last) (First) (Middle) <u>C/O RUNWAY GROWTH CREDIT FUND INC.</u> <u>205 N. MICHIGAN AVE, SUITE 4200</u>  (Street) <u>CHICAGO IL 60601</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Runway Growth Credit Fund Inc. [ NONE ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>CFO, Treasurer and Secretary</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>05/10/2019</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock, par value \$0.01 per share	05/10/2019		P		587.14	A	\$15.16	3,479.66 <sup>(1)</sup>	D	
Common Stock, par value \$0.01 per share	05/10/2019		P		619.17	A	\$15.16	3,573.42 <sup>(1)</sup>	I	By Runway Growth Capital LLC <sup>(2)</sup>
Common Stock, par value \$0.01 per share	05/10/2019		P		293.57	A	\$15.16	1,739.84 <sup>(1)</sup>	I	By Runway Growth Holdings LLC <sup>(3)</sup>

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)					

**Explanation of Responses:**

- The number of shares includes shares acquired pursuant to the Runway Growth Credit Fund Inc. automatic dividend reinvestment plan ("DRIP"), exempt under Rule 16a-11.
- These securities are held by Runway Growth Capital LLC, and may be deemed to be beneficially owned by Mr. Rateman by virtue of his ownership interest therein and his position of Chief Financial Officer thereof. Mr. Rateman disclaims any beneficial ownership of these securities.
- These securities are held by Runway Growth Holdings LLC, which is owned by Runway Growth Capital LLC. Runway Growth Holdings LLC may be deemed to be beneficially owned by Mr. Rateman by virtue of his ownership interest in Runway Growth Capital LLC and his position of Chief Financial Officer thereof. Mr. Rateman disclaims any beneficial ownership of these securities.

/s/ Thomas B. Rateman      05/14/2019

\*\* Signature of Reporting Person      Date

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

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

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

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.