

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

FORM 8-A

FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES
PURSUANT TO SECTION 12(b) OR 12(g) OF THE
SECURITIES EXCHANGE ACT OF 1934

Runway Growth Finance Corp.

(Exact Name of Registrant as Specified in Its Charter)

Maryland

(State or other jurisdiction of incorporation or organization)

47-5049745

(I.R.S. Employer Identification No.)

205 N. Michigan Ave.

Suite 4200

Chicago, Illinois

(Address of Principal Executive Offices)

60601

(Zip Code)

Securities to be registered pursuant to Section 12(b) of the Act:

Title of Each Class to be so Registered:

7.75% Notes due 2031

Name of the Exchange on Which Each Class is to be so Registered

The Nasdaq Stock Market LLC

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c) or (e), check the following box. ☒

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d) or (e), check the following box. ☐

If this form relates to the registration of a class of securities concurrently with a Regulation A offering, check the following box. ☐

Securities Act registration statement file number to which this form relates: **333-284781**

Securities to be registered pursuant to Section 12(g) of the Act: **None**

Item 1. Description of Registrant's Securities to be Registered.

The securities to be registered hereby are the 7.75% Notes due 2031 (the "Notes") of Runway Growth Finance Corp., a Maryland corporation (the "Registrant"). The Notes are expected to be listed on The Nasdaq Global Select Market and to trade thereon within 30 days of the original issue date under the trading symbol "RWAYM." As of October 1, 2026, the registrant has sold and issued \$46,329,125 in aggregate principal amount of the Notes.

The description of the Notes is incorporated herein by reference to (i) the information set forth under the heading "Description of Our Debt Securities" in the Registrant's Prospectus included in its Registration Statement on [Form N-2 \(Registration No. 333-284781\)](#) as initially filed with the Securities and Exchange Commission (the "SEC") on February 7, 2025 under the Securities Act of 1933, as amended (the "Securities Act"), and (ii) the information under the headings "The Offering" and "Description of the Notes" in the Registrant's Prospectus Supplement dated September 24, 2026, as filed with the SEC on September 28, 2026, pursuant to Rule 424(b)(2) under the Securities Act. The foregoing descriptions are incorporated herein by reference.

Item 2. Exhibits

Pursuant to the Instructions as to exhibits for registration statements on Form 8-A, the documents listed below are filed as exhibits to this Registration Statement:

Number	Exhibit
3.1	Articles of Amendment and Restatement (Incorporated by reference to Exhibit 3.1 of the Company's Current Report on Form 8-K, filed with the SEC on December 19, 2016).
3.2	Articles of Amendment (Incorporated by reference to Exhibit 3.1 of the Company's Current Report on Form 8-K, filed with the SEC on August 19, 2021).
3.3	Third Amended and Restated Bylaws (Incorporated by reference to Exhibit 3.3 of the Company's Quarterly Report on Form 10-Q, filed with the SEC on August 6, 2026).
4.1	Base Indenture, dated as of July 28, 2022, between the Registrant and U.S. Bank Trust Company, National Association (Incorporated by reference to Exhibit 4.1 of the Company's Current Report on Form 8-K, filed on July 28, 2022).
4.2	Fifth Supplemental Indenture, dated as of October 1, 2026, between the Registrant and U.S. Bank Trust Company, National Association (Incorporated by reference to Exhibit 4.2 of the Company's Current Report on Form 8-K filed on October 1, 2026).
4.3	Form of Global Note (included in Exhibit 4.2).

SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

RUNWAY GROWTH FINANCE CORP.

Date: October 1, 2026

By: /s/ R. David Spreng

R. David Spreng

President and Co-Chief Executive Officer
