

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

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the
Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): April 19, 2024

Morgan Stanley Direct Lending Fund
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

814-01332
(Commission
File Number)

84-2009506
(IRS Employer
Identification Number)

1585 Broadway
New York, NY
(Address of principal executive
offices)

10036
(Zip Code)

1 (212) 761-4000
(Registrant's telephone number, including area code)

Not Applicable
(Former Name or Former Address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

? Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

- ? Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- ? Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- ? Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, par value \$0.001 per share	MSDL	The New York Stock Exchange

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company ?

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ?

Item 1.01. Entry into a Material Definitive Agreement.

On April 19, 2024, Morgan Stanley Direct Lending Fund (the “Company”), a Delaware corporation, entered into an amendment (the “Fourth Amendment”) to that certain Senior Secured Revolving Credit Agreement, dated as of July 16, 2021 (as amended, restated or otherwise modified from time to time, the “Facility”), by and among the Company, as Borrower, the lenders and issuing banks from time to time parties thereto, Truist Bank, as Administrative Agent, Truist Securities, Inc., as Joint Lead Arranger and Sole Book Runner, and ING Capital LLC, MUFG Bank, Ltd., and Sumitomo Mitsui Banking Corporation, as additional Joint Lead Arrangers.

The Fourth Amendment amended certain terms of the Facility, including, but not limited to amendments to (a) increase the size of the facility to \$1,300,000,000, (b) extend the revolving period and maturity date of the Facility with respect to the loans and commitments held by the lenders who consented to the maturity extension until April 19, 2028 and April 19, 2029, respectively, and (c) modify certain covenant restrictions.

The description above is only a summary of the material provisions of the Facility and is qualified in its entirety by reference to the full text of such agreement, which is filed as Exhibit 10.1 to this current report on Form 8-K and incorporated by reference herein.

Item 2.03 Creation of a Direct Financial Obligation or an Obligation under an Off-Balance Sheet Arrangement of a Registrant.

The information set forth in Item 1.01 is incorporated by reference into this Item 2.03.

Item 9.01. Financial Statements and Exhibits.

Exhibits

Exhibit Number	Description
10.1*	<u>Fourth Amendment to Senior Secured Revolving Credit Agreement, dated as of April 19, 2024, among the Company, as Borrower, the Lenders and Issuing Banks party thereto, Truist Bank, as Administrative Agent, and Truist Securities, Inc., as Joint Lead Arranger and Sole Book Runner, and ING Capital LLC, MUFG Bank, Ltd., and Sumitomo Mitsui Banking Corporation, as additional Joint Lead Arrangers.</u>
104	Cover Page Interactive Data File (embedded within the Inline XBRL document).

*Schedules to this Exhibit have been omitted in accordance with Item 601 of Regulation S-K. The registrant agrees to furnish supplementally a copy of all omitted schedules to the SEC upon its request.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Dated: April 23, 2024

MORGAN STANLEY DIRECT LENDING FUND

By: /s/ David Pessah
David Pessah
Chief Financial Officer