

**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): June 20, 2025**

**Logan Ridge Finance Corporation**  
(Exact name of Registrant as specified in its charter)

**Maryland**  
(State or other jurisdiction  
of incorporation)

**814-01022**  
(Commission  
File Number)

**90-0945675**  
(I.R.S. Employer  
Identification No.)

**650 Madison Avenue, 3rd Floor**  
**New York, New York**  
(Address of principal executive offices)

**10022**  
(Zip Code)

**(Registrant's telephone number, including area code): (212) 891-2880**

**None**  
(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 (see General Instruction A.2. below):

- 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 \$0.01 per share	LRFC	The NASDAQ Global Select Market

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 5.07. Submission of Matters to a Vote of Security Holders.**

On June 20, 2025, Logan Ridge Finance Corporation (the “Company”) held its Special Meeting of Stockholders (the “Special Meeting”). At the Special Meeting, the Company’s stockholders approved one proposal as set forth below. The proposal is described in detail in the definitive proxy statement for the Special Meeting as filed by Portman Ridge Finance Corporation (“PTMN”) with the Securities and Exchange Commission on May 13, 2025.

**Proposal:** The Company’s stockholders approved the merger of Portman Ridge Merger Sub Inc., a Maryland corporation and a direct wholly-owned subsidiary of PTMN (“Merger Sub”) with and into the Company (the “Merger”), with the Company continuing as the surviving company and as a wholly-owned subsidiary of PTMN pursuant to the Agreement and Plan of Merger, dated as of January 29, 2025 (the “Merger Agreement”), by and among the Company; Merger Sub; PTMN; solely for the limited purposes therein, Mount Logan Management, LLC, a Delaware limited liability company and the external investment adviser to the Company; and, solely for the limited purposes therein, Sierra Crest Investment Management, LLC, a Delaware limited liability company and the external investment adviser to PTMN. Immediately after the effectiveness of the Merger, the Company will merge with and into PTMN, with PTMN continuing as the surviving company. The Company’s stockholders approved the Merger based on the following votes:

<b>FOR</b>	<b>AGAINST</b>	<b>ABSTAIN</b>	<b>BROKER NON-VOTE</b>
1,628,011	192,390	4,695	0

**Item 7.01. Regulation FD Disclosure.**

On June 20, 2025, the Company issued a press release announcing that the stockholders of the Company have approved the proposal related to the previously announced merger of the Company into PTMN at the Special Meeting. The information in Item 7.01 of this Current Report on Form 8-K, including Exhibit 99.1 furnished herewith, is being furnished and shall not be deemed “filed” for any purpose of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liabilities of such Section. The information in this Current Report on Form 8-K shall not be deemed to be incorporated by reference into any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in such filing.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits.

<b>Exhibit Number</b>	<b>Exhibit</b>
99.1	<a href="#">Press Release, dated June 20, 2025.</a>
104	Cover Page Interactive Data File (embedded within the Inline XBRL document).

**SIGNATURE**

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

LOGAN RIDGE FINANCE CORPORATION

By: /s/ Brandon Satoren  
Name: Brandon Satoren  
Title: Chief Financial Officer

Date: June 20, 2025



**FOR IMMEDIATE RELEASE**

## **Logan Ridge Finance Corporation Announces Shareholder Approval of Merger with Portman Ridge Finance Corporation**

**NEW YORK, June 20, 2025** – Logan Ridge Finance Corporation (NASDAQ: LRFC) (“Logan Ridge” or “LRFC”) announced today that it obtained shareholder approval for the merger of LRFC with and into Portman Ridge Finance Corporation (NASDAQ: PTMN) (“Portman Ridge” or “PTMN”) following the special meeting of shareholders held on June 20, 2025.

LRFC shareholders voted overwhelmingly in favor of the proposed merger, with approximately 89.4% of voting shareholders supporting the proposal. Of note, PTMN’s June 20, 2025, special meeting of shareholders was adjourned and will reconvene on June 27, 2025, to allow additional time for shareholders to consider and vote on the proposed issuance of PTMN common stock in connection with the merger. Subject to PTMN shareholder approval and the satisfaction of customary closing conditions, the merger is expected to close shortly after approval is obtained.

Ted Goldthorpe, President and Chief Executive Officer of LRFC and PTMN and Head of the BC Partners Credit Platform, stated, “We’re grateful to our shareholders for their strong support of this merger with Portman Ridge. Their vote of confidence reflects the strategic and financial merits of the transaction, as we believe the combined company will benefit from greater scale, enhanced diversification, and improved access to capital, positioning it well to generate long-term value for shareholders.”

### **About Logan Ridge Finance Corporation**

LRFC is a business development company (a “BDC”) that invests primarily in first lien loans and, to a lesser extent, second lien loans and equity securities issued by lower middle-market companies. LRFC invests in performing, well-established middle-market businesses that operate across a wide range of industries. It employs fundamental credit analysis, targeting investments in businesses with relatively low levels of cyclical risk and operating risk. For more information, visit [www.loganridgefinance.com](http://www.loganridgefinance.com).

### **About Portman Ridge Finance Corporation**

PTMN is a publicly traded, externally managed investment company that has elected to be regulated as a BDC under the 1940 Act. PTMN’s middle market investment business originates,

structures, finances and manages a portfolio of term loans, mezzanine investments and selected equity securities in middle market companies. PTMN's investment activities are managed by its investment adviser, Sierra Crest Investment Management LLC ("Sierra Crest"). PTMN's filings with the Securities and Exchange Commission (the "SEC"), earnings releases, press releases and other financial, operational and governance information are available on Portman Ridge's website at [www.portmanridge.com](http://www.portmanridge.com).

### **Cautionary Statement Regarding Forward-Looking Statements**

Some of the statements in this communication constitute forward-looking statements because they relate to future events, future performance or financial condition. The forward-looking statements may include statements as to future operating results and distribution projections of the Company; business prospects of the Company, and future share repurchase/purchase activity. In addition, words such as "anticipate," "believe," "expect," "seek," "plan," "should," "estimate," "project" and "intend" indicate forward-looking statements, although not all forward-looking statements include these words. The forward-looking statements contained in this communication involve risks and uncertainties. More information on the risks and other potential factors that could affect these forward-looking statements is included in Registration Statement and Joint Proxy Statement (in each case, as defined below). Although PTMN and LRFC undertake no obligation to revise or update any forward-looking statements, whether as a result of new information, future events or otherwise, you are advised to consult any additional disclosures that they may make directly to you or through reports that PTMN and LRFC in the future may file with the SEC, including the Registration Statement and Joint Proxy Statement, annual reports on Form 10-K, quarterly reports on Form 10-Q and current reports on Form 8-K.

### **Contacts:**

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