

**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

OMB APPROVAL	
OMB Number:	3235-0287
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1. Name and Address of Reporting Person* <u>MSSB TPG Specialty Lending Onshore Feeder Fund</u>  (Last) (First) (Middle) <u>C/O MORGAN STANLEY GWM FEEDER STRATEGIES</u> <u>522 FIFTH AVENUE, 13TH FLOOR</u>  (Street) <u>NEW YORK NY 10036</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>TPG Specialty Lending, Inc. [ N/A ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director <input checked="" type="checkbox"/> 10% Owner  Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>12/16/2011</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line)  <input checked="" type="checkbox"/> Form filed by One Reporting Person  Form filed by More than One Reporting Person

**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	12/16/2011		P		2,425 <sup>(1)</sup>	A	\$981.12 <sup>(2)</sup>	33,481 <sup>(3)</sup>	D	

**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)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		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)	Date Exercisable	Expiration Date					

**Explanation of Responses:**

- Morgan Stanley GWM Feeder Strategies LLC is the managing owner of the reporting person, and is a wholly-owned subsidiary of Morgan Stanley Smith Barney Holdings LLC. Morgan Stanley Smith Barney Holdings LLC is indirectly majority-owned by Morgan Stanley.
- The Issuer delivered a drawdown notice on December 16, 2011, and upon receiving the drawdown notice, the reporting person became obligated to make a capital contribution of \$2,379,214 to purchase 2,425 shares of Common Stock at a price of \$981.12 per share.
- Although MSSB TPG Specialty Lending Onshore Feeder Fund (the "Trust") beneficially owns 33,481 shares of the common stock of the Issuer and would otherwise be entitled to vote such shares, the Trust has contractually agreed to pass such voting rights through to the Trust's underlying investors (each a "Unitholder" and collectively, the "Unitholders") pro rata in accordance with each Unitholder's relative ownership of units of the Trust. Each Unitholder will make its own determination as to how to vote with respect to its portion of the Trust's shares of the Issuer, as well as whether or not to vote with respect to such shares. If Unitholders representing a certain percentage vote their interests, the Trust will vote all shares in accordance with the votes received. If, however, less than the agreed upon representative vote is received, the Trust will not vote any of the shares.

/s/ John Sweeney, On behalf of Morgan Stanley GWM Feeder Strategies LLC, the managing owner of the reporting person 12/20/2011

\*\* 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.