П

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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 APPR | OVAL |
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| hours per response: | | 0.5 |

| I. Nume and Address of Reporting reison | | n* | 2. Issuer Name and Ticker or Trading Symbol <u>TPG Specialty Lending</u> , Inc. [N/A] | | tionship of Reporting Pers all applicable) Director | 10% Owner | |
|---|--|----------------|---|------------------------|--|-------------------------------------|--|
| (Last) C/O TPG GLOB 301 COMMERC | (First) (Middle) AL, LLC E ST., SUITE 3300 | | 3. Date of Earliest Transaction (Month/Day/Year) 06/18/2012 | X | Officer (give title below) Chief Financial | Other (specify below) Officer | |
| (Street) FORT WORTH (City) | TX (State) | 76102 (Zip) | 4. If Amendment, Date of Original Filed (Month/Day/Year) | 6. Indiv Line) X | idual or Joint/Group Filing Form filed by One Repo Form filed by More thar Person | orting 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) | Execution Date, Transaction Disposed Of (D) (Instr. 3, 4 and 5) | | | 5. Amount of Securities Beneficially Owned Following Reported | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership | | |
| | | | Code | v | Amount | (A) or (D) | Price | Transaction(s) (Instr. 3 and 4) | | (Instr. 4) |
| Common Stock | 06/18/2012 | | Р | | 13.2 | A | \$1,005.44 | 130.7 | Ι | See Explanation of Responses ⁽¹⁾ |

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. Transa Code (8) | | of | | Expiration Date (Month/Day/Year) sed 3, 4 | | | 7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4) | | 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 | Title | Amount or Number of Shares | | | | |

Explanation of Responses:

1. TSL Advisers, LLC ("TSL Advisers") directly holds 21,571 shares of Common Stock of the Issuer, including 130.7 shares of Common Stock of the Issuer indirectly beneficially owned by Mr. Viola (through his limited partnership interest in TSL Equity Partners, L.P., which is a member of TSL Advisers).

Remarks:

(2) Ronald Cami is signing on behalf of Mr. Viola pursuant to the authorization and designation letter dated March 10, 2011, which was previously filed with the Securities and Exchange Commission as an exhibit to a Form 3 filed by Mr. Viola on March 15, 2011 (SEC File No. 000-54245).

> /s/ Ronald Cami, on behalf of J<u>ohn Viola (2)</u>

06/20/2012

** 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.