

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
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* <u>OLLWERTHER ROBERT D</u> (Last) (First) (Middle) C/O TPG GLOBAL, LLC 301 COMMERCE ST., SUITE 3300 (Street) FORT WORTH TX 76102 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>TPG Specialty Lending, Inc. [TSLX]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chief Operating Officer</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>11/07/2014</u>	
		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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 ⁽²⁾⁽³⁾	11/07/2014		P		8,000	A	\$17.678 ⁽¹⁾	8,000	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)		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)					

Explanation of Responses:

- The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$17.58 to \$17.97, inclusive. The reporting person undertakes to provide to TPG Specialty Lending, Inc. (the "Issuer"), any security holder of the Issuer, or the staff of the Securities and Exchange Commission (the "Commission"), upon request, full information regarding the number of shares sold at each separate price within the range set forth herein.
- Mr. Ollwerther is the Chief Operating Officer of the Issuer and a Managing Director of TPG Special Situations Partners, which is affiliated with TPG Group Holdings (SBS) Advisors, Inc., a Delaware corporation ("Group Advisors"), and Tarrant Capital Advisors, Inc., a Delaware corporation ("Tarrant Capital"). As of the date hereof, Group Advisors may be deemed to beneficially own 2,799,817 shares of Common Stock (the "TSL Stock") of the Issuer. As of the date hereof, Tarrant Capital may be deemed to beneficially own (i) 2,375,225 shares of the TSL Stock, (ii) 435,346 shares of Common Stock held by TSL FOF, L.P., a Delaware limited partnership, and (iii) 66 shares of Common Stock held by Tarrant Advisors, Inc., a Texas corporation.
- Mr. Ollwerther disclaims beneficial ownership of the shares of Common Stock that are or may be beneficially owned by Group Advisors or Tarrant Capital or any of their respective affiliates. Pursuant to Rule 16a-1(a)(4) under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), this filing shall not be deemed an admission that Mr. Ollwerther is, for purposes of Section 16 of the Exchange Act or otherwise, the beneficial owner of any securities of the Issuer directly held by Group Advisors, Tarrant Capital or any of their affiliates.

Remarks:

(4) Ronald Cami is signing on behalf of Mr. Ollwerther pursuant to the authorization and designation letter dated May 6, 2014, which was previously filed with the Commission as an exhibit to a Form 3 filed by Mr. Ollwerther on May 16, 2014 (SEC File No. 001-36364).

/s/ Ronald Cami, on behalf of
Robert Ollwerther (4) 11/12/2014

** 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.