

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): October 1, 2025

**New Mountain Net Lease Trust**  
(Exact name of registrant as specified in its charter)

**Maryland**  
(State or Other Jurisdiction  
of Incorporation)

**000-56701**  
(Commission  
File Number)

**99-6897976**  
(I.R.S. Employer  
Identification No.)

**1633 Broadway, 48th Floor**  
**New York, NY 10019**  
(Address of Principal Executive Offices) (Zip Code)

Registrant's telephone number, including area code: **(212) 720-0300**

**Not Applicable**  
(Former Name or 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: None

| Title of each class | Trading Symbol(s) | Name of each exchange on which registered |
|---------------------|-------------------|-------------------------------------------|
|---------------------|-------------------|-------------------------------------------|

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 3.02    Unregistered Sales of Equity Securities.**

In connection with the continuous private offering of New Mountain Net Lease Trust, a Maryland statutory trust (the “Company”), on October 1, 2025, the Company sold an aggregate of 675,255 of its common shares of beneficial interest, par value \$0.01 per share (the “Shares”), for aggregate consideration of approximately \$13.5 million at the most recently determined net asset value per share. The offer and sale of the Shares was exempt from the registration provisions of the Securities Act of 1933, as amended, by virtue of Section 4(a)(2) and Rule 506 of Regulation D promulgated thereunder.

The following table details the Shares sold:

| Title of Securities   | Number of<br>Shares Sold | Aggregate<br>Consideration |
|-----------------------|--------------------------|----------------------------|
| Class A Common Shares | 0                        | \$ 0                       |
| Class F Common Shares | 113,693                  | \$ 2,275,000               |
| Class I Common Shares | 561,562                  | \$ 11,220,000              |

## SIGNATURES

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.

Date: October 6, 2025

NEW MOUNTAIN NET LEASE TRUST

By: /s/ Kellie Steele

Name: Kellie Steele

Title: Chief Financial Officer