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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

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**SCHEDULE 13D**

**Under the Securities Exchange Act of 1934  
(Amendment No. )\***

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**SIXTH STREET LENDING PARTNERS**  
(Name of Issuer)

**Common shares of beneficial interest, par value \$0.001 per share**  
(Title of Class of Securities)

N/A  
(CUSIP Number)

**Joshua Peck**  
**2100 McKinney Avenue, Suite 1500**  
**Dallas, Texas 75201**  
**(469) 621-3001**

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

**November 21, 2023**  
(Date of Event which Requires Filing of this Statement)

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If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box.

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**Note:** Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See §240.13d-7 for other parties to whom copies are to be sent.

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\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934, as amended ("*Act*") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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1.	Names of Reporting Person Sixth Street Lending Partners Note Issuer, LLC	
2.	Check the Appropriate Box if a Member of a Group (See Instructions) (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3.	SEC Use Only	
4.	Source of Funds (See Instructions) WC	
5.	Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) <input type="checkbox"/>	
6.	Citizenship or Place of Organization Delaware	
Number of Shares Beneficially Owned by Each Reporting Person With	7.	Sole Voting Power 0
	8.	Shared Voting Power 3,686,232
	9.	Sole Dispositive Power 0
	10.	Shared Dispositive Power 3,686,232
11.	Aggregate Amount Beneficially Owned by Each Reporting Person 3,686,232	
12.	Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) <input type="checkbox"/>	
13.	Percent of Class Represented by Amount in Row (11) 6.6% (1)	
14.	Type of Reporting Person (See Instructions) OO	

- (1) Based upon 55,752,945 common shares of beneficial interest, par value \$0.001 per share outstanding as of November 21, 2023, as disclosed by the Issuer to the Reporting Person.

1.	Names of Reporting Person TAO Sutton Holdings, LLC	
2.	Check the Appropriate Box if a Member of a Group (See Instructions) (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3.	SEC Use Only	
4.	Source of Funds (See Instructions) OO	
5.	Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) <input type="checkbox"/>	
6.	Citizenship or Place of Organization Cayman Islands	
Number of Shares Beneficially Owned by Each Reporting Person With	7.	Sole Voting Power 0
	8.	Shared Voting Power 3,686,232
	9.	Sole Dispositive Power 0
	10.	Shared Dispositive Power 3,686,232
11.	Aggregate Amount Beneficially Owned by Each Reporting Person 3,686,232	
12.	Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) <input type="checkbox"/>	
13.	Percent of Class Represented by Amount in Row (11) 6.6% (1)	
14.	Type of Reporting Person (See Instructions) OO	

- (1) Based upon 55,752,945 common shares of beneficial interest, par value \$0.001 per share outstanding as of November 21, 2023, as disclosed by the Issuer to the Reporting Person.

1.	Names of Reporting Person TAO Insurance Holdings, LLC	
2.	Check the Appropriate Box if a Member of a Group (See Instructions) (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3.	SEC Use Only	
4.	Source of Funds (See Instructions) OO	
5.	Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) <input type="checkbox"/>	
6.	Citizenship or Place of Organization Delaware	
Number of Shares Beneficially Owned by Each Reporting Person With	7.	Sole Voting Power 0
	8.	Shared Voting Power 3,686,232
	9.	Sole Dispositive Power 0
	10.	Shared Dispositive Power 3,686,232
11.	Aggregate Amount Beneficially Owned by Each Reporting Person 3,686,232	
12.	Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) <input type="checkbox"/>	
13.	Percent of Class Represented by Amount in Row (11) 6.6% (1)	
14.	Type of Reporting Person (See Instructions) OO	

- (1) Based upon 55,752,945 common shares of beneficial interest, par value \$0.001 per share outstanding as of November 21, 2023, as disclosed by the Issuer to the Reporting Person.

1.	Names of Reporting Person A. Michael Muscolino	
2.	Check the Appropriate Box if a Member of a Group (See Instructions) (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3.	SEC Use Only	
4.	Source of Funds (See Instructions) OO	
5.	Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) <input type="checkbox"/>	
6.	Citizenship or Place of Organization United States of America	
Number of Shares Beneficially Owned by Each Reporting Person With	7.	Sole Voting Power 0
	8.	Shared Voting Power 3,686,232
	9.	Sole Dispositive Power 0
	10.	Shared Dispositive Power 3,686,232
11.	Aggregate Amount Beneficially Owned by Each Reporting Person 3,686,232	
12.	Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) <input type="checkbox"/>	
13.	Percent of Class Represented by Amount in Row (11) 6.6% (1)	
14.	Type of Reporting Person (See Instructions) IN	

- (1) Based upon 55,752,945 common shares of beneficial interest, par value \$0.001 per share outstanding as of November 21, 2023, as disclosed by the Issuer to the Reporting Person.

1.	Names of Reporting Person	
	Alan Waxman	
2.	Check the Appropriate Box if a Member of a Group (See Instructions) (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3.	SEC Use Only	
4.	Source of Funds (See Instructions)	
	OO	
5.	Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)	
	<input type="checkbox"/>	
6.	Citizenship or Place of Organization	
	United States of America	
Number of Shares Beneficially Owned by Each Reporting Person With	7.	Sole Voting Power
		0
	8.	Shared Voting Power
		3,686,232
	9.	Sole Dispositive Power
		0
	10.	Shared Dispositive Power
		3,686,232
11.	Aggregate Amount Beneficially Owned by Each Reporting Person	
	3,686,232	
12.	Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)	
	<input type="checkbox"/>	
13.	Percent of Class Represented by Amount in Row (11)	
	6.6% (1)	
14.	Type of Reporting Person (See Instructions)	
	IN	

- (1) Based upon 55,752,945 common shares of beneficial interest, par value \$0.001 per share outstanding as of November 21, 2023, as disclosed by the Issuer to the Reporting Person.

## Item 1. Security and the Issuer

This statement on Schedule 13D (this "Schedule 13D") relates to common shares of beneficial interest, par value \$0.001 per share (the "Shares"), of Sixth Street Lending Partners, a Delaware statutory trust (the "Issuer"). The address of the principal executive offices of the Issuer is located at 2100 McKinney Avenue, Suite 1500, Dallas, TX 75201.

## Item 2. Identity and Background

(a)-(b) Each of the following is hereinafter individually referred to as a "Reporting Person" and collectively as the "Reporting Persons". This statement is filed on behalf of:

- Sixth Street Lending Partners Note Issuer, LLC ("Note Issuer"), a Delaware limited liability company with a principal business address of 2100 McKinney Avenue, Suite 1500, Dallas, TX 75201;
- TAO Sutton Holdings, LLC ("TAO Sutton Holdings"), a Cayman Islands limited liability company with a principal business address of P.O. Box 309, Uglund House, Grand Cayman, Cayman Islands;
- TAO Insurance Holdings, LLC ("TAO Insurance Holdings"), a Delaware limited liability company with a registered address of 4001 Kennett Pike, Suite 302, Wilmington, DE 19807;
- A. Michael Muscolino, a United State citizen, with a principal business address of c/o Sixth Street Partners, LLC, 345 California Street, Suite 2600, San Francisco, CA 94104; and
- Alan Waxman, a United State citizen, with a principal business address of c/o Sixth Street Partners, LLC, 345 California Street, Suite 2600, San Francisco, CA 94104.

Note Issuer is the direct holder of the Shares. Note Issuer is controlled by its members, which are indirectly controlled by TAO Sutton Holdings. TAO Insurance Holdings is the managing member of TAO Sutton Holdings. Mr. Muscolino is the managing member of TAO Insurance Holdings. Pursuant to the limited liability company agreement of TAO Insurance Holdings, Mr. Waxman, as designated member of TAO Insurance Holdings, has the authority to appoint the managing member of TAO Insurance Holdings.

The Reporting Persons have entered into a joint filing agreement, a copy of which is attached hereto as Exhibit 99.1.

Neither the filing of this Schedule 13D nor any of its contents shall be deemed to constitute an admission that any of the Reporting Persons (other than to the extent they directly hold the securities reported on this Schedule 13D) is the beneficial owner of the Shares referred to herein for purposes of Section 13(d) of the Securities Exchange Act of 1934, as amended, or for any other purpose.

(c) The principal business of Note Issuer is acting as a holding company for securities. The principal business of TAO Sutton Holdings is acting as a holding company for certain insurance companies. The principal business of TAO Insurance Holdings is acting as the managing member of TAO Sutton Holdings. The present principal occupation of each of Mr. Waxman and Mr. Muscolino is officer, director and/or manager of entities affiliated with Reporting Persons.

(d), (e) During the last five years, none of the Reporting Persons have (i) been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors) or (ii) been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

(f) See Item 2(a)-(b) above for citizenship or place of organization, as applicable, of each of the Reporting Persons.

## Item 3. Source and Amount of Funds or other Consideration

The information set forth under Items 4, 5 and 6 of this Schedule 13D is incorporated herein by reference.

As further described in Item 6 below, on June 12, 2023, Note Issuer entered into a subscription agreement with the Issuer (the “Subscription Agreement”), pursuant to which Note Issuer subscribed for and agreed to purchase Shares with a capital commitment equal to up to \$598,984,187.19 (the “Capital Commitment”). Pursuant to the Subscription Agreement, Note Issuer is required to fund drawdowns to purchase Shares up to the amount of the Capital Commitment periodically each time the Issuer delivers a drawdown notice to Note Issuer. The foregoing description of Note Issuer’s commitment to the Issuer does not purport to be complete and is qualified in its entirety by reference to the Subscription Agreement, a form of which is attached hereto and incorporated herein by reference to [Exhibit 99.2](#).

As of the date hereof, Note Issuer has purchased 3,686,232 Shares of the Issuer and has paid aggregate consideration of \$101,309,704, pursuant to capital drawdown notices from the Issuer. Specifically, (i) on June 28, 2023, Note Issuer purchased 1,098,867 Shares from the Issuer at \$26.80 per Share, for an aggregate purchase price of \$29,449,855, (ii) on September 26, 2023, Note Issuer purchased 435,802 Shares from the Issuer at \$27.79 per Share for an aggregate purchase price of \$12,110,940, and (iii) on November 21, 2023, Note Issuer purchased 2,151,563 Shares from the Issuer at \$27.77 per Share for an aggregate purchase price of \$59,748,909.

The source of the funds for the purchase of Shares is the available investment capital of Note Issuer including capital contributions from one or more investors for investment purposes.

#### **Item 4. Purpose of Transaction**

The information set forth under Items 3, 5 and 6 of this Schedule 13D is incorporated herein by reference.

All Shares of the Issuer currently owned by Note Issuer were acquired for investment purposes. Pursuant to the Subscription Agreement, Note Issuer is obligated to purchase additional Shares from the Issuer from time to time for an aggregate purchase price not to exceed its Capital Commitment.

The Reporting Persons intend to review the investment in the Issuer on a continuing basis and depending on such review may consider from time to time various alternative courses of action. The Reporting Persons reserve the right, in light of their ongoing evaluation of the Issuer’s financial condition, business, operations and prospects, the market price and availability of the Shares or other securities of the Issuer, conditions in the securities markets generally, general economic and industry conditions, regulatory requirements, other investment opportunities available to them, their business and investment objectives and other relevant factors, to change their plans and intentions at any time or to take such actions with respect to Note Issuer’s investment in the Issuer as they deem appropriate, in each case as may be permitted pursuant to applicable law and contractual agreements. The Reporting Persons intend to review their investment in the Issuer on an ongoing basis and, in the course of their review, reserve the right to take actions (including through their affiliates) with respect to their investment or the Issuer, including communicating with the board of trustees of the Issuer (the “Board”), members of management or other security-holders of the Issuer, or other third parties from time to time, taking steps to implement a course of action, including, without limitation, engaging advisors, including legal, financial, regulatory, technical and/or industry advisors, to assist in any review, and evaluating strategic alternatives as they may become available. Such discussions and other actions may relate to, subject to the terms and conditions of the documents described herein to which the Reporting Persons are a party, various alternative courses of action, including, without limitation, those related to an extraordinary corporate transaction (including, but not limited to a merger, reorganization or liquidation) involving the Issuer or any of its subsidiaries; business combinations involving the Issuer or any of its subsidiaries, a sale or transfer of a material amount of assets of the Issuer or any of its subsidiaries; material asset purchases; the formation of joint ventures with the Issuer or any of its subsidiaries or the entry into other material projects; changes in the present business, operations, strategy, future plans or prospects of the Issuer, financial or governance matters; changes to the Board (including board composition) or management of the Issuer; acting as a participant in debt financings of the Issuer or any of its subsidiaries, changes to the capitalization, ownership structure, dividend policy, business or corporate structure or governance documents of the Issuer; listing or de-listing or de-registration of the Issuer’s securities, or any action similar to those enumerated above.

Sixth Street Lending Partners Advisers, LLC (the “Adviser”) is the Issuer’s investment adviser and administrator, and is a registered investment adviser with the U.S. Securities and Exchange Commission under the Investment Advisers Act of 1940, as amended. Mr. Waxman is a Vice President of the Issuer and Co-Chief Investment Officer of the Adviser. Mr. Waxman is a Co-Founding Partner and Chief Executive Officer of Sixth Street. The Adviser is responsible for, among other things, managing the Issuer’s day-to-day investment operations, all subject to oversight by the Issuer’s Board. All of the Issuer’s officers and directors, other than the Issuer’s independent trustees, are employees of affiliates of Sixth Street Partners, LLC. In such capacities, these individuals may have influence over the corporate activities of the Issuer, including activities which may relate to items described in subparagraphs (a) through (j) of Item 4 of Schedule 13D.

Except as described in this Schedule 13D, the Reporting Persons do not have any present plans or proposals that relate to or would result in any of the actions described in subparagraphs (a) through (j) of Item 4 of Schedule 13D, although, subject to the agreements described herein, the Reporting Persons, at any time and from time to time, may review, reconsider and change their position and/or change their purpose and/or develop such plans and may seek to influence management or the Board of the Issuer with respect to the business and affairs of the Issuer, and may from time to time consider pursuing or proposing such matters with advisors, the Issuer or other persons.

#### **Item 5. Interest in Securities of the Issuer**

(a) and (b) Calculation of the percentage of the Shares beneficially owned is based on 55,752,945 Shares outstanding as of November 21, 2023, as disclosed by the Issuer to the Reporting Persons.

Note Issuer directly holds 3,686,232 Shares. The aggregate number and percentage of the Shares beneficially owned by each Reporting Person and, for each Reporting Person, the number of shares as to which there is sole power to vote or to direct the vote, shared power to vote or to direct the vote, sole power to dispose or to direct the disposition, or shared power to dispose or to direct the disposition are set forth on rows 7 through 11 and row 13 of the cover pages of this Schedule 13D and are incorporated herein by reference.

Note Issuer is the direct holder of the Shares. Note Issuer is controlled by its members, which are indirectly controlled by TAO Sutton Holdings. TAO Insurance Holdings is the managing member of TAO Sutton Holdings. Mr. Muscolino is the managing member of TAO Insurance Holdings. Pursuant to the limited liability company agreement of TAO Insurance Holdings, Mr. Waxman, as designated member of TAO Insurance Holdings, has the authority to appoint the managing member of TAO Insurance Holdings. Neither the filing of this Schedule 13D nor any of its contents shall be deemed to constitute an admission that any Reporting Person is the beneficial owner of the Shares referred to herein for purposes of Section 13(d) of the Securities Exchange Act of 1934, as amended, or for any other purpose.

(c) Information set forth under Item 3 of this Schedule 13D is incorporated by reference herein. Except as set forth in this Schedule 13D, none of the Reporting Persons has effected any transaction in the Shares in the past 60 days.

(d) To the best knowledge of the Reporting Persons, no one other than the Reporting Persons, or the partners, members, affiliates or shareholders of the Reporting Persons, has the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, the Shares reported herein as beneficially owned by the Reporting Persons.

(e) Not applicable.

#### **Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer**

The information set forth in Items 3 and 4 of this Schedule 13D is hereby incorporated herein by reference.

As described in Item 3 above, Note Issuer has entered into the Subscription Agreement with the Issuer, pursuant to which Note Issuer has subscribed for and agreed to purchase Shares of the Issuer with a Capital Commitment of up to \$598,984,187.19. Pursuant to the Subscription Agreement, Note Issuer is required to purchase Shares of the Issuer up to the aggregate amount of the Capital Commitment within ten days of receipt of a capital drawdown notice from the Issuer. Each purchase is made at a price per Share equal to the most recent quarterly net

asset value per Share as determined by the Board, provided that the purchase price is subject to adjustment to the extent required by Section 23 of the Investment Company Act of 1940 Act, as amended (which generally prohibits the Issuer from selling Shares at a price below the then-current net asset value per Share as determined within 48 hours, excluding Sundays and holidays, of such sale, subject to certain exceptions). The Subscription Agreement contains customary representations, warranties and covenants of the Issuer and Note Issuer, and customary indemnification provisions in favor of the Issuer. The assignability and transferability of the Shares are governed by the Subscription Agreement, which imposes substantial restrictions on transfers.

The foregoing description of Note Issuer's commitment to the Issuer does not purport to be complete and is qualified in its entirety by reference to the Subscription Agreement, a form of which is attached hereto and incorporated herein by reference to Exhibit 99.2.

Except as described in this Schedule 13D, there are no contracts, arrangements, understandings or between the Reporting Person and any other person, with respect to the Shares of the Issuer.

#### **Item 7. Material to be Filed as Exhibits**

The following exhibits are filed as exhibits hereto:

<u>Exhibit</u>	<u>Description of Exhibit</u>
99.1	Joint Filing Agreement (filed herewith).
99.2	Form of Subscription Agreement between Sixth Street Lending Partners and Sixth Street Lending Partners Note Issuer, LLC (incorporated by reference from Exhibit 4.1 to the Issuer's Form 10-12G filed with the Securities and Exchange Commission June 28, 2022).
99.3	Authorization and Designation Letter, dated June 15, 2023, by Alan Waxman (filed herewith).

**SIGNATURE**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: December 1, 2023

**SIXTH STREET LENDING PARTNERS NOTE  
ISSUER, LLC**

By: /s/ Joshua Peck

Name: Joshua Peck

Title: Vice President

**TAO SUTTON HOLDINGS, LLC,**

By: TAO Insurance Holdings, LLC, its managing member

By: /s/ A. Michael Muscolino

Name: A. Michael Muscolino

Title: Managing Member

**TAO INSURANCE HOLDINGS, LLC**

By: /s/ A. Michael Muscolino

Name: A. Michael Muscolino

Title: Managing Member

/s/ A. Michael Muscolino

A. Michael Muscolino

/s/ Joshua Peck

Name: Joshua Peck

Title: Joshua Peck, on behalf of Alan Waxman

## JOINT FILING AGREEMENT

Pursuant to and in accordance with the Securities Exchange Act of 1934, as amended, and the rules and regulations thereunder (the "Exchange Act") the undersigned hereby agree to the joint filing on behalf of each of them of any filing required by such party under Section 13 of the Exchange Act or any rule or regulation thereunder (including any amendment, restatement, supplement, and/or exhibit thereto) with respect to securities of Sixth Street Lending Partners, a Delaware statutory trust, and further agree to the filing, furnishing, and/or incorporation by reference of this Agreement as an exhibit thereto. Each of them is responsible for the timely filing of such filings and any amendments thereto, and for the completeness and accuracy of the information concerning such person contained therein; but none of them is responsible for the completeness or accuracy of the information concerning the other persons making the filing, unless such person knows or has reason to believe that such information is inaccurate. This Agreement shall remain in full force and effect until revoked by any party hereto in a signed writing provided to each other party hereto, and then only with respect to such revoking party. This Agreement may be executed in any number of counterparts all of which taken together shall constitute one and the same instrument.

Dated: December 1, 2023

**SIXTH STREET LENDING PARTNERS NOTE  
ISSUER, LLC**

By: /s/ Joshua Peck

Name: Joshua Peck

Title: Vice President

**TAO SUTTON HOLDINGS, LLC,**

By: TAO Insurance Holdings, LLC, its managing member

/s/ A. Michael Muscolino

Name: A. Michael Muscolino

Title: Managing Member

**TAO INSURANCE HOLDINGS, LLC**

By: /s/ A. Michael Muscolino

Name: A. Michael Muscolino

Title: Managing Member

/s/ A. Michael Muscolino

A. Michael Muscolino

/s/ Joshua Peck

Name: Joshua Peck

Title: Joshua Peck, on behalf of Alan Waxman

June 15, 2023

Securities and Exchange Commission  
100 F Street, NE  
Washington, DC 20549

This letter confirms that Joshua Peck is authorized and designated to sign all securities-related filings under Sections 13 and 16 of the Securities Exchange Act of 1934, as amended, with the Securities and Exchange Commission, including Form ID, on my behalf. This authorization and designation shall be valid until December 31, 2024.

Very truly yours,

/s/ Alan Waxman

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Alan Waxman