

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

**SCHEDULE 13D/A**

Under the Securities Exchange Act of 1934  
(Amendment No. 6)\*

**BAIN CAPITAL SPECIALTY FINANCE, INC.**

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(Name of Issuer)

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

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**05684B107**

(CUSIP Number)

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**Michael Treisman**  
**Bain Capital Specialty Finance, Inc.**  
**200 Clarendon Street, 37<sup>th</sup> Floor**  
**Boston, Massachusetts 02116**  
**(617) 516-2000**

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

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**May 14, 2019**

(Date of Event Which Requires Filing of this Statement)

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.

**Note:** Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

\* 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 ("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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SCHEDULE 13D

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<b>1</b>	<b>NAMES OF REPORTING PERSONS</b> Bain Capital Credit Member, LLC	
<b>2</b>	<b>CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP</b> (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
<b>3</b>	<b>SEC USE ONLY</b>	
<b>4</b>	<b>SOURCE OF FUNDS (SEE INSTRUCTIONS)</b> OO (See Item 3)	
<b>5</b>	<b>CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(D) OR 2(E)</b> <input type="checkbox"/>	
<b>6</b>	<b>CITIZENSHIP OR PLACE OF ORGANIZATION</b> Delaware	
<b>NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH</b>	<b>7</b>	<b>SOLE VOTING POWER</b> None
	<b>8</b>	<b>SHARED VOTING POWER</b> 10,610,305.90
	<b>9</b>	<b>SOLE DISPOSITIVE POWER</b> None
	<b>10</b>	<b>SHARED DISPOSITIVE POWER</b> 10,610,305.90
<b>11</b>	<b>AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON</b> 10,610,305.90	
<b>12</b>	<b>CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)</b> <input type="checkbox"/>	
<b>13</b>	<b>PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)</b> 20.5% (1)	
<b>14</b>	<b>TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)</b> IA, PN	

- (1) Based on 51,649,812.27 shares of common stock, par value \$0.001 ("Common Stock"), outstanding as of May 8, 2019, as disclosed in the Form 10-Q filed by the Issuer with the U.S. Securities and Exchange Commission ("SEC") on May 8, 2019.

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<b>1</b>	<b>NAMES OF REPORTING PERSONS</b> BCSF Holdings, LP	
<b>2</b>	<b>CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP</b> (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
<b>3</b>	<b>SEC USE ONLY</b>	
<b>4</b>	<b>SOURCE OF FUNDS (SEE INSTRUCTIONS)</b> OO (See Item 3)	
<b>5</b>	<b>CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(D) OR 2(E)</b> <input type="checkbox"/>	
<b>6</b>	<b>CITIZENSHIP OR PLACE OF ORGANIZATION</b> Delaware	
<b>NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH</b>	<b>7</b>	<b>SOLE VOTING POWER</b> None
	<b>8</b>	<b>SHARED VOTING POWER</b> 1,914,053.23
	<b>9</b>	<b>SOLE DISPOSITIVE POWER</b> None
	<b>10</b>	<b>SHARED DISPOSITIVE POWER</b> 1,914,053.23
<b>11</b>	<b>AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON</b> 1,914,053.23	
<b>12</b>	<b>CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)</b> <input type="checkbox"/>	
<b>13</b>	<b>PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)</b> 3.7% (1)	
<b>14</b>	<b>TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)</b> PN	

(1) Based on 51,649,812.27 shares of Common Stock outstanding as of May 8, 2019, as disclosed in the Form 10-Q filed by the Issuer with the SEC on May 8, 2019.

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SCHEDULE 13D

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<b>1</b>	<b>NAMES OF REPORTING PERSONS</b> Bain Capital Distressed and Special Situations 2016 (F), L.P.	
<b>2</b>	<b>CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP</b> (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
<b>3</b>	<b>SEC USE ONLY</b>	
<b>4</b>	<b>SOURCE OF FUNDS (SEE INSTRUCTIONS)</b> OO (See Item 3)	
<b>5</b>	<b>CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(D) OR 2(E)</b> <input type="checkbox"/>	
<b>6</b>	<b>CITIZENSHIP OR PLACE OF ORGANIZATION</b> Delaware	
<b>NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH</b>	<b>7</b>	<b>SOLE VOTING POWER</b> None
	<b>8</b>	<b>SHARED VOTING POWER</b> 7,293,065.48
	<b>9</b>	<b>SOLE DISPOSITIVE POWER</b> None
	<b>10</b>	<b>SHARED DISPOSITIVE POWER</b> 7,293,065.48
<b>11</b>	<b>AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON</b> 7,293,065.48	
<b>12</b>	<b>CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)</b> <input type="checkbox"/>	
<b>13</b>	<b>PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)</b> 14.1% (1)	
<b>14</b>	<b>TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)</b> PN	

(1) Based on 51,649,812.27 shares of Common Stock outstanding as of May 8, 2019, as disclosed in the Form 10-Q filed by the Issuer with the SEC on May 8, 2019.

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SCHEDULE 13D

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<b>1</b>	<b>NAMES OF REPORTING PERSONS</b> Bain Capital Credit Holdings (MRF), L.P.	
<b>2</b>	<b>CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP</b> (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
<b>3</b>	<b>SEC USE ONLY</b>	
<b>4</b>	<b>SOURCE OF FUNDS (SEE INSTRUCTIONS)</b> OO (See Item 3)	
<b>5</b>	<b>CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(D) OR 2(E)</b> <input type="checkbox"/>	
<b>6</b>	<b>CITIZENSHIP OR PLACE OF ORGANIZATION</b> Delaware	
<b>NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH</b>	<b>7</b>	<b>SOLE VOTING POWER</b> None
	<b>8</b>	<b>SHARED VOTING POWER</b> 1,403,187.19
	<b>9</b>	<b>SOLE DISPOSITIVE POWER</b> None
	<b>10</b>	<b>SHARED DISPOSITIVE POWER</b> 1,403,187.19
<b>11</b>	<b>AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON</b> 1,403,187.19	
<b>12</b>	<b>CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)</b> <input type="checkbox"/>	
<b>13</b>	<b>PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)</b> 2.7% (1)	
<b>14</b>	<b>TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)</b> PN	

(1) Based on 51,649,812.27 shares of Common Stock outstanding as of May 8, 2019, as disclosed in the Form 10-Q filed by the Issuer with the SEC on May 8, 2019.

**EXPLANATORY NOTE**

This Amendment No. 6 to the statement on Schedule 13D (this “Amendment No. 6”) amends the Schedule 13D originally filed by the Reporting Persons with the United States Securities and Exchange Commission (the “SEC”) on October 18, 2016, as further amended by the Amendment No. 1 to Schedule 13D filed on January 24, 2017, the Amendment No. 2 to Schedule 13D filed on February 17, 2017, the Amendment No. 3 to Schedule 13D filed on June 27, 2017, the Amendment No. 4 to Schedule 13D filed on January 18, 2018 and the Amendment No. 5 to Schedule 13D filed on November 19, 2018 (as so amended, the “Schedule 13D”), relating to the Common Stock, \$0.001 par value per share (“Common Stock”), of Bain Capital Specialty Finance, Inc., a Delaware corporation (the “Issuer”). Unless otherwise indicated, all capitalized terms used herein in this Amendment No. 6 shall have the meanings ascribed to them in the Schedule 13D, and unless amended or supplemented hereby, all information previously filed remains in effect.

**ITEM 4. PURPOSE OF TRANSACTION**

Item 4 of the Schedule 13D is hereby amended and supplemented with the following:

On May 14 and 15, 2019, BCSF Holdings LP distributed 6,544,098.85 shares of Common Stock and 2,176,110.71 shares of Common Stock, respectively, in both instances for no consideration, to certain of its limited partners (the “May 14–15, 2019 Distributions”). The reduction in the Reporting Persons’ beneficial ownership as reported in this Amendment No. 6 to the Schedule 13D resulted solely from the May 14–15, 2019 Distributions. Within the next few weeks, BCSF Holdings LP expects to distribute (the “Subsequent Distributions”) an additional 1,914,053.23 shares of Common Stock, for no consideration, to certain of its limited partners. Following the Subsequent Distributions, BCSF Holdings LP will cease to beneficially own any shares of the Issuer’s Common Stock.

**ITEM 5. INTEREST IN SECURITIES OF THE ISSUER**

Item 5 of the Schedule 13D is hereby amended and supplemented by adding the following:

- (a) and (b) The information set forth in Rows 7 through 13 of the cover pages to this Amendment No. 6 to the Schedule 13D is hereby incorporated herein by reference for each Reporting Person.
- (c) Except for the May 14–15, 2019 Distributions described in this Amendment No. 6 to the Schedule 13D, there have been no other transactions in the securities of the Issuer effected by the Reporting Persons during the past 60 days.

## SIGNATURES

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.

Dated: May 15, 2019

**BAIN CAPITAL CREDIT MEMBER, LLC**

By: /s/ Andrew Viens

Name: Andrew Viens

Title: Executive Vice President

**BCSF HOLDINGS, LP**

By: BCSF Holdings Investors, L.P., its General Partner

By: Bain Capital Credit Member, LLC, its General Partner

By: /s/ Andrew Viens

Name: Andrew Viens

Title: Executive Vice President

**BAIN CAPITAL DISTRESSED AND SPECIAL SITUATIONS 2016 (F), L.P.**

By: Bain Capital Distressed and Special Situations 2016 Investors (F), L.P., its General Partner

By: Bain Capital Credit Member, LLC, its General Partner

By: /s/ Andrew Viens

Name: Andrew Viens

Title: Executive Vice President

**BAIN CAPITAL CREDIT HOLDINGS (MRF), L.P.**

By: Bain Capital Credit Holdings Investors (MRF), LP, its General Partner

By: Bain Capital Credit Member, LLC, its General Partner

By: /s/ Andrew Viens

Name: Andrew Viens

Title: Executive Vice President