

SECURITIES AND EXCHANGE COMMISSION

Investment Company Act Release No. 35766; 812-15878

Audax PDB Management Company, LLC and Audax Private Credit Fund, LLC

September 26, 2025.

AGENCY: Securities and Exchange Commission (“Commission” or “SEC”).

ACTION: Notice.

Notice of an application under section 6(c) of the Investment Company Act of 1940 (the “Act”) for an exemption from sections 18(a)(2), 18(c), 18(i) and 61(a) of the Act.

Summary of Application: Applicants request an order to permit certain closed-end investment companies that have elected to be regulated as business development companies to issue multiple classes of shares with varying sales loads and asset-based distribution and/or service fees.

Applicants: Audax PDB Management Company, LLC and Audax Private Credit Fund, LLC

Filing Date: The application was filed on August 18, 2025 and amended on August 27, 2025.

Hearing or Notification of Hearing: An order granting the requested relief will be issued unless the Commission orders a hearing. Interested persons may request a hearing on any application by e-mailing the SEC’s Secretary at [Secretarys-Office@sec.gov](mailto:Secretarys-Office@sec.gov) and serving the Applicants with a copy of the request by e-mail, if an e-mail address is listed for the relevant Applicant below, or personally or by mail, if a physical address is listed for the relevant Applicant below. Hearing requests should be received by the Commission by 5:30 p.m. on October 21, 2025, and should be accompanied by proof of service on the Applicants, in the form of an affidavit, or, for lawyers, a certificate of service. Pursuant to rule 0-5 under the Act, hearing requests should state the nature of the writer’s interest, any facts bearing upon the desirability of a hearing on the matter, the

reason for the request, and the issues contested. Persons who wish to be notified of a hearing may request notification by emailing the Commission's Secretary.

ADDRESSES: The Commission: [Secretarys-Office@sec.gov](mailto:Secretarys-Office@sec.gov). Applicants: Jason Scoffield, Audax PDB Management Company, LLC, [jscoffield@audaxgroup.com](mailto:jscoffield@audaxgroup.com), 320 Park Avenue, New York City, New York 10022, with copies to Rajib Chanda, Esq., Simpson Thacher & Barlett LLP, [rajib.chanda@stblaw.com](mailto:rajib.chanda@stblaw.com), 900 G Street, Northwest, Washington DC 20001 and Steven Grigoriou, Esq., Simpson Thacher & Bartlett LLP, [steven.grigoriou@stblaw.com](mailto:steven.grigoriou@stblaw.com), 900 G Street, Northwest, Washington DC 20001.

FOR FURTHER INFORMATION CONTACT: Trace W. Rakestraw, Senior Special Counsel, at (202) 551-6825 (Division of Investment Management, Chief Counsel's Office).

SUPPLEMENTARY INFORMATION: For Applicants' representations, legal analysis, and conditions, please refer to Applicants' application, dated August 27, 2025, which may be obtained via the Commission's website by searching for the file number at the top of this document, or for an Applicant using the Company name search field on the SEC's EDGAR system. The SEC's EDGAR system may be searched at <https://www.sec.gov/edgar/searchedgar/companysearch>. You may also call the SEC's Office of Investor Education and Advocacy at (202) 551-8090.

For the Commission, by the Division of Investment Management, under delegated authority.

**Sherry R. Haywood,**

*Assistant Secretary.*