
**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): September 3, 2025

BLUE OWL TECHNOLOGY FINANCE CORP.

(Exact name of Registrant as Specified in Its Charter)

Maryland
(State or Other Jurisdiction
of Incorporation)

000-55977
(Commission
File Number)

83-1273258
(IRS Employer
Identification No.)

399 Park Avenue
New York, NY
(Address of Principal Executive Offices)

10022
(Zip Code)

Registrant's Telephone Number, Including Area Code: (212) 419-3000

Not Applicable
(Former Name or Former 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 (see General Instructions A.2. below):

- ☐ 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:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, par value \$0.01 per share	OTF	The New York Stock Exchange

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 or Rule 12b-2 of the Securities Exchange Act of 1934. 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 8.01 Other Events*Waiver of Transfer Restrictions*

On September 3, 2025, Blue Owl Technology Finance Corp. (NYSE: OTF) (the “Company”) issued a press release announcing that the Company’s board of directors (the “Board”) has waived the transfer restrictions (the “Transfer Restrictions”) contained in the Company’s second amended and restated articles of incorporation (the “Charter”) with respect to 46,513,271 shares of the Company’s common stock, effective as of September 9, 2025.

The Charter provides for three separate restricted periods as set forth below and initially applied to all of the Company’s shares that were acquired by shareholders prior to June 12, 2025 (the “Listing Date”), the date on which the Company’s shares were listed on the New York Stock Exchange (the “Listing”). Previously, in connection with the Listing, the Board waived the transfer restrictions with respect to 23,256,814 shares of the Company’s common stock and a pro rata portion of each shareholder’s shares of the Company’s common stock were released from each of the three separate restricted periods.

The three separate restricted periods are as follows:

- One period is 180 days after the Listing Date and applies to all shares of the Company’s common stock issued prior to the Listing Date (the “First Lock-Up Period”);
- One period is 270 days after the Listing and applies to two-thirds of the shares of the Company’s common stock issued prior to the Listing Date (the “Second Lock-Up Period”); and
- One period is 365 days after the Listing and applies to one-third of the shares of the Company’s common stock issued prior to the Listing Date (the “Third Lock-Up Period”).

As a result of the current waiver, approximately half of each shareholder’s shares of the Company’s common stock that would otherwise become freely tradeable upon expiration of the First Lock-Up Period will become freely tradeable on September 9, 2025. The current waiver will have no effect on the shares of the Company’s common stock subject to the Second Lock-Up Period or the Third Lock-Up Period. The Company’s management believes that the current waiver will enhance the liquidity of the Company’s common stock and provide investors with additional liquidity in a simple and streamlined way.

Forward-Looking Statements

This Current Report on Form 8-K may contain “forward-looking statements” that involve substantial risks and uncertainties. Such statements involve known and unknown risks, uncertainties and other factors and undue reliance should not be placed thereon. These forward-looking statements are not historical facts, but rather are based on current expectations, estimates and projections about the Company, its current and prospective portfolio investments, its industry, its beliefs and opinions, and its assumptions. Words such as “anticipates,” “expects,” “intends,” “plans,” “will,” “may,” “continue,” “believes,” “seeks,” “estimates,” “would,” “could,” “should,” “targets,” “projects,” “outlook,” “potential,” “predicts” and variations of these words and similar expressions are intended to identify forward-looking statements. These statements are not guarantees of future performance and are subject to risks, uncertainties and other factors, some of which are beyond the Company’s control and difficult to predict and could cause actual results to differ materially from those expressed or forecasted in the forward-looking statements including, without limitation, the risks, uncertainties and other factors identified in the Company’s filings with the Securities and Exchange Commission. Investors should not place undue reliance on these forward-looking statements, which apply only as of the date on which the Company makes them. The Company does not undertake any obligation to update or revise any forward-looking statements or any other information contained herein, except as required by applicable law.

Item 9.01. Financial Statements and Exhibits

(d) Exhibits

<u>Exhibit Number</u>	<u>Description</u>
99.1	Press Release dated September 3, 2025
104	Cover Page Interactive Data File (embedded within the Inline XBRL document).

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 thereunto duly authorized.

BLUE OWL TECHNOLOGY FINANCE CORP.

Dated: September 3, 2025

By: /s/ Jonathan Lamm

Name: Jonathan Lamm

Title: Chief Financial Officer and Chief Operating Officer

Blue Owl Technology Finance Corp. Announces Partial Early Lock-Up Release

NEW YORK — September 3, 2025 — Blue Owl Technology Finance Corp. (NYSE: OTF) (“OTF” or the “Company”) today announced a partial early lock-up release on approximately 10% of each shareholder’s shares of the Company’s common stock, effective as of September 9, 2025, whereupon they will become freely tradeable.

This early release applies to 46,513,271 shares ahead of the first scheduled lock-up period expiring 180 days post-listing and does not affect shares of the Company’s common stock subject to the second or third lock-up periods, which expire at 270 and 365 days post-listing, respectively.

“OTF’s listing earlier this year brought the largest technology-focused BDC to the public market,” commented Craig W. Packer, Chief Executive Officer. “We believe the early lock-up release will enhance liquidity, broaden investor participation and attract interest in our innovative technology strategy. Looking ahead, OTF’s strong performance, previously announced five special dividends and existing repurchase program should support our long-term performance.”

As a result of the partial early lock-up release, shares still subject to transfer restrictions will now be released according to the following schedule:

Release Date	Approximate Percentage of Shares Subject to Transfer Restrictions Released
September 9, 2025	10%
December 9, 2025	22%
March 9, 2026	32%
June 12, 2026	32%

ABOUT BLUE OWL TECHNOLOGY FINANCE CORP.

Blue Owl Technology Finance Corp. (NYSE: OTF) is a specialty finance company focused on making debt and equity investments to U.S. technology-related companies, with a strategic focus on software. As of June 30, 2025, OTF had investments in 184 portfolio companies with an aggregate fair value of \$12.7 billion. OTF has elected to be regulated as a business development company under the Investment Company Act of 1940, as amended. OTF is externally managed by Blue Owl Technology Credit Advisors LLC, an SEC-registered investment adviser that is an indirect affiliate of Blue Owl Capital Inc. (“Blue Owl”) (NYSE: OWL) and part of Blue Owl’s Credit platform.

Certain information contained herein may constitute “forward-looking statements” that involve substantial risks and uncertainties. Such statements involve known and unknown risks, uncertainties and other factors and undue reliance should not be placed thereon. These forward-looking statements are not historical facts, but rather are based on current expectations, estimates and projections about OTF, its current and prospective portfolio investments, its industry, its beliefs and opinions, and its assumptions. Words such as “anticipates,” “expects,” “intends,” “plans,” “will,” “may,” “continue,” “believes,” “seeks,” “estimates,” “would,” “could,” “should,” “targets,” “projects,” “outlook,” “potential,” “predicts” and variations of these words and similar expressions are intended to identify forward-looking statements. These statements are not guarantees of future performance and are subject to risks, uncertainties and other factors, some of which are beyond OTF’s control and difficult to predict and could cause actual results to differ materially from those expressed or forecasted in the forward-looking statements including, without limitation, the risks, uncertainties and other factors identified in OTF’s filings with the SEC. Investors should not place undue reliance on these forward-looking statements, which apply only as of the date on which OTF makes them. OTF does not undertake any obligation to update or revise any forward-looking statements or any other information contained herein, except as required by applicable law.

INVESTOR CONTACTS

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