

Audax Credit BDC Inc.
Form SC 13G
August 10, 2015

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

SCHEDULE 13G

Under the Securities Exchange Act of 1934

Audax Credit BDC Inc.
(Name of Issuer – as specified in its charter)

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

05070P 108
(CUSIP Number)

July 31, 2015
(Date of Event which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- ý Rule 13d-1(b)
- .. Rule 13d-1(c)
- .. Rule 13d-1(d)

The information required in 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.

CUSIP No. 05070P 108

SCHEDULE 13G Page 2 of 10 Pages

1 NAME OF REPORTING PERSON

Mercer Investment Management, Inc.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

.. (b) ..

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

1,100,000

6 SHARED VOTING POWER

0

NUMBER OF SHARES
BENEFICIALLY OWNED

BY

EACH REPORTING
PERSON WITH

7 SOLE DISPOSITIVE POWER

1,100,000

8 SHARED DISPOSITIVE POWER

0

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,100,000

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

..

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

99%

12 TYPE OF REPORTING PERSON

IA;CO

CUSIP No. 05070P 108

SCHEDULE 13G Page 3 of 10 Pages

1 NAME OF REPORTING PERSON

Mercer Consulting Group, Inc.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) " (b) "

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

New York

5 SOLE VOTING POWER

0

6 SHARED VOTING POWER

NUMBER OF SHARES
BENEFICIALLY OWNED

1,100,000

BY

EACH REPORTING
PERSON WITH

7 SOLE DISPOSITIVE POWER

0

8 SHARED DISPOSITIVE POWER

1,100,000

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,100,000

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES "

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

99%

12 TYPE OF REPORTING PERSON

HC;CO

CUSIP No. 05070P 108

SCHEDULE 13G

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1 NAME OF REPORTING PERSON

Marsh & McLennan Companies, Inc.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) " (b) "

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

0

6 SHARED VOTING POWER

NUMBER OF SHARES
BENEFICIALLY OWNED

1,100,000

BY

EACH REPORTING
PERSON WITH

7 SOLE DISPOSITIVE POWER

0

8 SHARED DISPOSITIVE POWER

1,100,000

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,100,000

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES "

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

99%

12 TYPE OF REPORTING PERSON

HC;CO

CUSIP No. 05070P 108

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- Item(a)
1. Name of Issuer: Audax Credit BDC Inc.
- (b) Address of Issuer's Principal Executive Offices:

101 Huntington Avenue
Boston, Massachusetts 02199
- Item 2. (a) Name of Persons Filing:
- (i) Mercer Investment Management, Inc. ("Mercer Investments")
 - (ii) Mercer Consulting Group, Inc. ("Mercer Consulting")
 - (iii) Marsh & McLennan Companies, Inc. ("MMC")
- (b) Address of Principal Business Office or, if none, Residence:
- (i) Mercer Investments:
99 High Street
Boston, Massachusetts 02110
 - (ii) Mercer Consulting and MMC:
1166 Avenue of the Americas
New York, New York 10036
- (c) Citizenship or Place of Organization:
- (i) Mercer Investments: Delaware
 - (ii) Mercer Consulting: New York
 - (iii) MMC: Delaware
- (d) Title of Class of Securities: Common Stock, par value \$0.001 per share
- (e) CUSIP Number: 05070P 108
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CUSIP No. 05070P 108

SCHEDULE 13G Page 6 of 10 Pages

Item 3. If this statement is filed pursuant to sections 240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:

- (a) Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o);
- (b) Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c);
- (c) Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c.);
- (d) Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8);
- (e) An investment adviser in accordance with section 240.13d-1(b)(1)(ii)(E);
- (f) An employee benefit plan or endowment fund in accordance with section 240.13d-1(b)(1)(ii)(F);
- (g) A parent holding company or control person in accordance with section 240.13d-1(b)(1)(ii)(G);
- (h) A savings association as defined in section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i) A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j) A non-U.S. institution in accordance with section 240.13d-1(b)(1)(ii)(J);
- (k) Group, in accordance with section 240.13d-1(b)(1)(ii)(K).

If filing as a non-U.S institution in accordance with section 240.13d-1(b)(1)(ii)(J), specify the type of institution: _____

Item 4. Ownership.

Provide the following information regarding the aggregate number and percentage of the class of securities of the Issuer identified in Item 1.

- (a) Amount beneficially owned:
 - (i) Mercer Investments: 1,100,000
 - (ii) Mercer Consulting: 1,100,000
 - (iii) MMC: 1,100,000
- (b) Percent of class:
 - (i) Mercer Investments: 99%
 - (ii) Mercer Consulting: 99%

(iii) MMC: 99%

(c) Number of shares as to which the person has:

(1) Sole power to vote or to direct the vote:

(i)	Mercer Investments:	1,100,000
(ii)	Mercer Consulting:	0
(iii)	MMC:	0

(2) Shared power to vote or to direct the vote:

(i)	Mercer Investments:	0
(ii)	Mercer Consulting:	1,100,000
(iii)	MMC:	1,100,000

(3) Sole power to dispose or to direct the disposition of:

(i)	Mercer Investments:	1,100,000
(ii)	Mercer Consulting:	0
(iii)	MMC:	0

(4) Shared power to dispose or to direct the disposition of:

(i)	Mercer Investments:	0
(ii)	Mercer Consulting:	1,100,000
(iii)	MMC:	1,100,000