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

SCHEDULE TO

(Rule 13e-4)
(Final Amendment)

**TENDER OFFER STATEMENT PURSUANT TO SECTION 14(D)(1) OR 13(E)(1)
OF THE SECURITIES EXCHANGE ACT OF 1934**

Antares Private Credit Fund

(Name of Issuer)

Antares Private Credit Fund
(Name of Person(s) Filing Statement)

Class S, Class D and Class I Shares of Beneficial Interest
(Title of Class of Securities)

0366431049, 0366432039, 0366433029
(CUSIP Number of class of securities)

Malvika Gupta
Antares Capital Credit Advisers LLC
320 South Canal Street, Ste 4200
Chicago, IL 60606

(Name, Address and Telephone No. of Person Authorized to Receive
Notices and Communications on Behalf of the Person(s) Filing Statement)

With a copy to:
William Bielefeld, Esq.
Nadeea Zakaria, Esq.
Dechert LLP
1900 K Street, NW
Washington, DC 20006

February 14, 2025
(Date Tender Offer First Published, Sent or Given to Security Holders)

☐ Check the box if the filing relates solely to preliminary communications made before commencement of a tender offer.

Check the appropriate boxes below to designate any transactions to which the statement relates:

- ☐ third-party tender offer subject to Rule 14d-1.
- ☒ issuer tender offer subject to Rule 13e-4.
- ☐ going-private transaction subject to Rule 13e-3.
- ☐ amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer: ☒

This Final Amendment relates to the Issuer Tender Offer Statement on Schedule TO (the “Statement”) originally filed on February 14, 2025 by Antares Private Credit Fund (the “Fund”) in connection with an offer by the Fund (the “Offer”) to purchase up to 1,270,284 of its outstanding shares of beneficial interest (including Class I common shares of beneficial interest, Class D common shares of beneficial interest and Class S common shares of beneficial interest, collectively, the “Shares”) at a price equal to the net asset value per Share of the applicable Class as of March 31, 2025 (the “Valuation Date”), upon the terms and subject to the conditions set forth in the Offer to Purchase filed as Exhibit (a)(1)(ii) to the Statement (the “Offer to Purchase”).

This is the Final Amendment to the Statement and is being filed to report the results of the Offer. Capitalized terms not otherwise defined herein shall have the meanings ascribed to them in the Offer to Purchase.

The following information is furnished pursuant to Rule 13e-4(c)(4):

1. The Offer expired at 11:59 p.m., Eastern Time, on March 14, 2025.
2. No Shares of the Fund were validly tendered and not withdrawn prior to the expiration of the Offer. As a result, and in accordance with the terms of the Offer, no payments were made to shareholders of the Fund.

Except as specifically provided herein, the information contained in the Statement, as amended, remains unchanged and this Amendment does not modify any of the information previously reported on the Statement, as amended.

SIGNATURE

After due 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.

ANTARES PRIVATE CREDIT FUND

By: /s/ Monica Kelsey

Name: Monica Kelsey

Title: Chief Financial Officer and Principal Accounting Officer

Dated: April 9, 2025

EXHIBIT INDEX

Exhibit

[EX-FILING FEES Calculation of Filing Fee Tables](#)

Calculation of Filing Fee Tables

SC TO-I/A
(Form Type)

Antares Private Credit Fund
(Name of Issuer)

Antares Private Credit Fund
(Name of Person(s) Filing Statement)

Table 1 – Transaction Valuation

	Transaction Valuation	Fee rate	Amount of Filing Fee
Fees to Be Paid	\$ 31,871,426 ^(a)	0.0001531	—
Fees Previously Paid	—	—	\$ 4,879.52 ^(b)
Total Transaction Valuation	\$ 31,871,426		
Total Fees Due for Filing			\$ 4,879.52
Total Fees Previously Paid			\$ 4,879.52
Total Fee Offsets			—
Net Fee Due			\$ 0.00

- (a) The transaction value is calculated as the estimated aggregate maximum purchase price for Shares. The fee of \$4,879.52 was paid in connection with the filing of the Schedule TO-I by Antares Private Credit Fund (File No. 005-94860) on February 14, 2025 (the “Schedule TO”). This is the final amendment to the Schedule TO and is being filed to report the results of the offer.
- (b) Calculated at \$153.10 per \$1,000,000.00 of the Transaction Valuation in accordance with Rule 0-11 under the Securities Exchange Act of 1934, as amended, as modified by Fee Rate Advisory No. 1 for fiscal year 2025.

Table 2 – Fee Offset Claims and Sources

	Registrant or Filer Name	Form or Filing Type	File Number	Initial Filing Date	Filing Date	Fee Offset Claimed	Fee Paid with Fee Offset Source
Fee Offset Claims	Antares Private Credit Fund	SC TO-I	005-94860	February 14, 2025		\$ 4,879.52	
Fee Offset Sources					February 14, 2025	\$	4,879.52