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

SCHEDULE TO

(Rule 13e-4)
(Amendment No. 1)

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 I Shares of Beneficial Interest
(Title of Class of Securities)

0366433029
(CUSIP Number of class of securities)

Malvika Gupta
Antares Capital Credit Advisers LLC
320 South Canal Street, Ste 4200
Chicago, IL 60606
(312) 638-4117

(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

May 14, 2026
(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 Amendment No. 1 amends and supplements the Issuer Tender Offer Statement on Schedule TO (the “Statement”) originally filed on May 14, 2026 by Antares Private Credit Fund (the “Fund”) in connection with an offer by the Fund (the “Offer”) to purchase up to 5% of its outstanding Class I common shares of beneficial interest, par value \$0.01 per share (the “Shares”) as of March 31, 2026 at a price equal to the net asset value per Share as of June 30, 2026 (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 Amendment No. 1 to the Statement is being filed pursuant to Rule 13e-4 of the Securities Exchange Act of 1934, as amended, to report preliminary 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 provided pursuant to Rule 13e-4:

The Fund has received preliminary results of the Offer, which expired at 11:59 p.m., Eastern Time, on June 11, 2026. The Fund estimates that 52,496.974 Shares, or 0.16% of Shares outstanding as of March 31, 2026, were duly tendered to the Fund before the expiration of the Offer and not withdrawn. The Fund intends to repurchase 100% of the requested amounts. The purchase price per Share for each Share tendered and accepted for purchase by the Fund pursuant to the Offer will be determined by the Fund and disclosed in August 2026 after the Fund determines its net asset value per Share as of June 30, 2026.

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

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/ Thomas Sweeney

Name: Thomas Sweeney

Title: Chief Financial Officer and Principal Accounting Officer

Dated: June 25, 2026

EXHIBIT INDEX

Exhibit

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