
**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**

HPS Corporate Lending Fund

(Name of Issuer)

**HPS Corporate Lending Fund
(Name of Person(s) Filing Statement)**

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

**40440V303, 40440V204, 40440V105 and 40440V402
(CUSIP Number of class of securities)**

**Yoohyun K. Choi
HPS Advisors, LLC
40 West 57th Street, 33rd Floor
New York, NY 10019**

**(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:
**Richard Horowitz, Esq.
Dechert LLP**

**Three Bryant Park, 1095 Avenue of the Americas
New York, NY 10036**

**November 1, 2023
(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 November 1, 2023 by HPS Corporate Lending Fund (the "Fund") in connection with an offer by the Fund (the "Offer") to purchase up to 9,120,594 of its outstanding shares of beneficial interest (including Class I common shares of beneficial interest, Class D common shares of beneficial interest, Class S common shares of beneficial interest and Class F 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 December 31, 2023 (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 December 1, 2023.
2. 2,564,740 Shares of the Fund were validly tendered and not withdrawn prior to the expiration of the Offer.
3. The net asset value of Shares tendered pursuant to the Offer was calculated as of the Valuation Date in the amount of \$25.06.
4. The payment of the purchase price of the Shares tendered was made in the form of a non-interest bearing, non-transferable promissory notes respectively issued to the Shareholders whose tenders were accepted for purchase by the Fund in accordance with the terms of the Offer. Pursuant to the promissory notes, the Fund paid on or about January 31, 2024 to the tendering Shareholders a total of \$64,266,294, representing the net asset value as of December 31, 2023 of the total amount of Shares tendered by Shareholders upon the terms and subject to the conditions set forth in the Offer to Purchase. The Shares were repurchased as of 4:00 p.m., Eastern Time, on the Valuation Date.

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.

HPS CORPORATE LENDING FUND

By: /s/ Robert Busch

Name: Robert Busch

Title: Chief Financial Officer and Principal Accounting Officer

Dated: February 1, 2024

EXHIBIT INDEX

Exhibit

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

Calculation of Filing Fee Tables

SC TO-I/A
(Form Type)HPS CORPORATE LENDING FUND
(Exact Name of Registrant as Specified in its Charter)

Table 1 – Transaction Valuation

	Transaction Valuation	Fee rate	Amount of Filing Fee
Fees to Be Paid	\$229,018,115(a)	0.0001476	—
Fees Previously Paid	—	—	\$33,803.07(b)
Total Transaction Valuation	\$229,018,115(a)		
Total Fees Due for Filing			\$33,803.07(b)
Total Fees Previously Paid			\$33,803.07(b)
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 \$33,803.07(b) was paid in connection with the filing of the Schedule TO-I by HPS Corporate Lending Fund (File No. 005-93638) on November 1, 2023 (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 \$147.60 per \$1,000,000 of the transaction value.

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	HPS Corporate Lending Fund	SC TO-I	005-93638	November 1, 2023		\$33,803.07	
Fee Offset Sources					November 1, 2023		\$33,803.07