

FIDELITY PRIVATE CREDIT FUND

FORM 8-K (Current report filing)

Filed 06/26/26 for the Period Ending 06/26/26

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Fiscal Year 12/31

**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): June 26, 2026

Fidelity Private Credit Fund

(Exact name of Registrant as Specified in Its Charter)

Delaware
(State or Other Jurisdiction
of Incorporation)

814-01571
(Commission File Number)

88-6585799
(IRS Employer
Identification No.)

245 Summer Street
Boston, Massachusetts
(Address of Principal Executive Offices)

02210
(Zip Code)

Registrant's Telephone Number, Including Area Code: (617) 563-7000

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:

- 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
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Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§ 230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§ 240.12b-2 of this chapter).

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 2.02 Results of Operations and Financial Condition

The information discussed under Item 7.01 of this Current Report on Form 8-K is incorporated by reference into this Item 2.02.

Item 7.01 Regulation FD Disclosure**June 2026 Distributions**

On June 26, 2026, Fidelity Private Credit Fund (the “Fund”) declared distributions for each class of its common shares of beneficial interest (the “Shares”) in the amount per share set forth below:

	<u>Gross Distribution</u>	<u>Stockholder Servicing Fee</u>	<u>Net Distributions</u>
Class I Common Shares	\$ 0.1750	\$ —	\$ 0.1750
Class S Common Shares	\$ 0.1750	\$ 0.0176	\$ 0.1574
Class D Common Shares	\$ 0.1750	\$ 0.0052	\$ 0.1698

The distributions for each class of Shares are payable to shareholders of record as of the open of business on June 30, 2026, and will be paid on or about July 31, 2026.

Additionally, on June 26, 2026, the Fund declared variable supplemental distributions for each class of its Shares in the amount of \$0.0160 per share. The variable supplemental distributions are payable to shareholders of record as of the open of business on June 30, 2026, and will be paid on or about July 31, 2026.

These distributions will be paid in cash or reinvested in shares of the Fund for shareholders participating in the Fund’s distribution reinvestment plan.

Fact Sheet

On June 26, 2026, the Fund issued a fact sheet as of May 2026. A copy of the fact sheet is attached hereto as Exhibit 99.1.

The information in this Current Report on Form 8-K, including Exhibit 99.1 furnished herewith, is being furnished and shall not be deemed “filed” for any purpose of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liabilities of such Section. The information in this Current Report on Form 8-K shall not be deemed to be incorporated by reference into any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in such filing.

The information in this Current Report on Form 8-K is neither an offer to sell nor a solicitation of an offer to buy any securities.

Item 8.01 Other Events**Net Asset Value**

The net asset value (“NAV”) per share of each class of the Fund as of May 31, 2026, as determined in accordance with the Fund’s valuation policy, is set forth below.

	<u>NAV as of May 31, 2026</u>	
Class I Common Shares	\$	24.88
Class S Common Shares	\$	24.86
Class D Common Shares	\$	24.88

As of May 31, 2026, the Fund’s aggregate NAV was \$1.4 billion, the fair value of its investment portfolio was \$2.5 billion and it had principal debt outstanding of \$1.2 billion, resulting in a debt-to-equity ratio of approximately 0.87 times.

Status of Offering

The Fund is currently publicly offering on a continuous basis up to \$4.0 billion in Shares (the "Offering"). The following table lists the Shares and total consideration for the Offering and the Private Offering as of the date of this filing (through the June 1, 2026 subscription date). The Fund intends to continue selling Shares in the Offering and the Private Offering on a monthly basis.

	Common Shares Issued		Total Consideration ⁽¹⁾
Offering:			
Class I Common Shares	55,336,923	\$	1,409.8 million
Class S Common Shares	122,232	\$	3.2 million
Class D Common Shares	504	\$	— million
Private Offering:			
Class I Common Shares	302,039	\$	7.6 million
Class S Common Shares	—	\$	— million
Class D Common Shares	—	\$	— million
Total Offering and Private Offering*	55,761,698	\$	1,420.6 million

* Amounts may not sum due to rounding.

(1) Total consideration for Class D Common Shares as of June 1, 2026 was approximately \$12.9 thousand.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits.

Exhibit Number	Description
99.1	Fact Sheet, May 2026
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 hereunto duly authorized.

Fidelity Private Credit Fund

Date: June 26, 2026

By: /s/ Heather Bonner

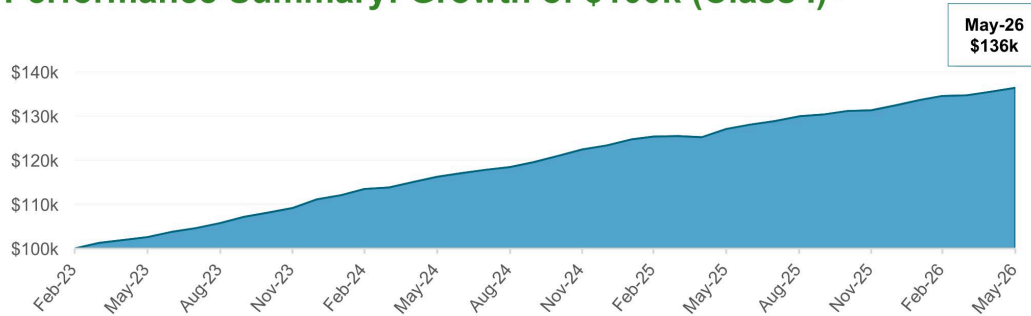
Name: Heather Bonner

Title: President and Treasurer

Fidelity Private Credit Fund

Fidelity Private Credit Fund (“The Fund”) provides individual investors with access to private credit through a business development company (BDC). The Fund seeks attractive, risk-adjusted total returns consisting of current income and capital appreciation.

Performance Summary: Growth of \$100k (Class I)^{1,3}



CLASS I TOTAL NET RETURN (%)						
1-Month	3-month	YTD	1-Yr	3-Yr	5-Yr	Since Inception
0.65%	1.36%	2.98%	7.35%	9.97%	-	10.12%

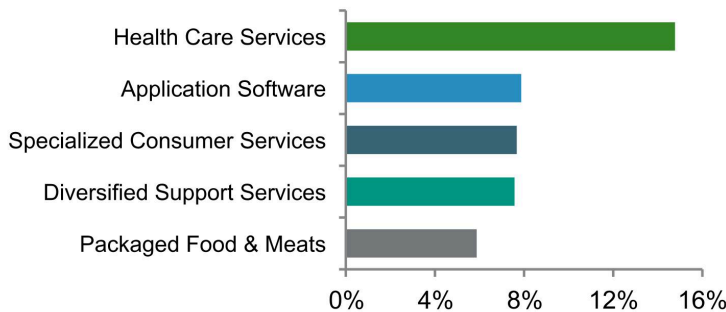
Fund Snapshot (Class I)

- 9.21%** Distribution rate²
- 10.12%** Total return since inception³
- \$2.6B** Total assets
- \$24.88** NAV per share
- 0.9x** Fund leverage⁴

Portfolio Overview as of May 31, 2026⁵

- 99.8%** % Floating Rate⁶
- 98.5%** % First Lien⁶
- 38%** Loan-to-value (LTV)
- \$17M** Median EBITDA

Top 5 Industries⁶



Holdings Concentration⁶

	% of Portfolio
Top 1	1.8%
Top 5	8.4%
Top 10	15.6%
Top 25	35.2%
Top 50	61.4%

Senior Investment Leadership Team



David Gaito
Head of Direct Lending
Co-Lead Portfolio Manager



Therese Icuss
Managing Director
Co-Lead Portfolio Manager



Jeffrey Scott
Managing Director
Co-Lead Portfolio Manager

All portfolio data shown as of 5/31/2026.¹ Current performance may be higher or lower than that quoted. Visit fidcredit.com for most recent month-end performance. Performance data shown represents past performance and is no guarantee of future results. Investment return and principal value will fluctuate, so you may have a gain or loss when shares are sold. Total Net Return is calculated as the change in NAV per share during the period, plus distributions per share (assuming dividends and distributions are reinvested) divided by the beginning NAV per share. Returns greater than one year are annualized. Returns exclude the impact of early repurchase deductions on the repurchase of shares that have been outstanding for less than one year. The returns have been prepared using unaudited data and valuations of the underlying investments in the Fund which are estimates of fair value and form the basis for the Fund's NAV. The Adviser reimbursed or waived a portion of the Fund's expenses. Absent such reimbursement/waiver, returns would have been lower. ²Annualized distribution rate is calculated by annualizing the current declared distribution and dividing by the last reported monthly net asset value. We cannot guarantee that we will make distributions. Distributions have been and may in the future be funded through sources other than cash flow from operations, including the sale of assets, borrowings, return of capital, or offering proceeds, and we have no limits on the amounts we may pay from such sources. Please see the Important Information section for more details. ³Fund Inception 3/13/2023. ⁴Fund leverage is calculated as debt outstanding divided by total net assets. ⁵Loan-to-value and EBITDA metrics are based on closing metrics for directly originated loans; loan-to-value reflects simple average through Fidelity tranche and EBITDA reflects median. ⁶Portfolio metrics pertain to debt investments only and exclude mutual or other collective fund holdings.

Past performance is no guarantee of future results. An investment may be risky and may not be suitable for an investor's goals, objectives and risk tolerance. Investors should be aware that an investment's value may be volatile and any investment involves the risk that you may lose money.

For use with eligible investors only.

Not FDIC Insured • May Lose Value • No Bank Guarantee

Performance Summary

TOTAL NET RETURN (%)								
Share Class		1-Month	3-month	YTD	1-Yr	3-Yr	5-Yr	Since Inception
Class I		0.65%	1.36%	2.98%	7.35%	9.97%	-	10.12% ²
Class S	No Upfront Placement Fee	0.58%	1.15%	2.62%	6.44%	-	-	8.44% ³
	With Upfront Placement Fee ¹	-2.94%	-2.40%	-0.97%	2.71%	-	-	6.95% ³
Class D	No Upfront Placement Fee	0.63%	1.30%	2.87%	7.08%	-	-	9.12% ³
	With Upfront Placement Fee ¹	-0.88%	-0.22%	1.33%	5.47%	-	-	8.48% ³

MONTHLY TOTAL NET RETURN (%)													
		JAN	FEB	MAR	APR	MAY	JUN	JUL	AUG	SEP	OCT	NOV	DEC
Class I	2026	0.92%	0.67%	0.11%	0.60%	0.65%							
	2025	1.11%	0.52%	0.08%	-0.20%	1.49%	0.77%	0.62%	0.85%	0.31%	0.62%	0.12%	0.86%
	2024	0.86%	1.24%	0.30%	1.07%	1.05%	0.69%	0.66%	0.53%	0.95%	1.19%	1.19%	0.74%
	2023	-	-	1.26%	0.63%	0.66%	1.14%	0.83%	1.11%	1.32%	0.92%	0.93%	1.81%
Class S (No Upfront Placement Fee)	2026	0.85%	0.60%	0.04%	0.52%	0.58%							
	2025	1.03%	0.45%	-0.07%	-0.27%	1.42%	0.70%	0.55%	0.78%	0.24%	0.55%	0.05%	0.79%
	2024	0.79%	1.17%	0.22%	1.00%	0.98%	0.62%	0.58%	0.46%	0.88%	1.12%	1.12%	0.67%
	2023	-	-	-	-	-	-	-	-	-	-	0.85%	1.74%
Class D (No Upfront Placement Fee)	2026	0.90%	0.65%	0.09%	0.57%	0.63%							
	2025	1.08%	0.50%	0.06%	-0.22%	1.47%	0.75%	0.60%	0.83%	0.29%	0.60%	0.10%	0.84%
	2024	0.84%	1.22%	0.27%	1.05%	1.03%	0.67%	0.64%	0.51%	0.93%	1.17%	1.17%	0.72%
	2023	-	-	-	-	-	-	-	-	-	-	0.90%	1.79%

FEES	
Management Fee	• 1.25% on net (vs. gross) assets
Incentive Fee	• 12.5% of net investment income subject to a 5.0% annualized hurdle with a catch-up, and paid quarterly in arrears • 12.5% of cumulative realized gains net of realized and unrealized losses paid
Additional Fees Class S & D ONLY	• Certain financial intermediaries may directly charge you transaction or other fees up to a 3.50% cap on NAV for Class S shares and a 1.50% cap on NAV for Class D shares, as it states in the Prospectus, and a shareholder servicing and/or distribution fee equal to 0.85% per annum of the aggregate NAV as of the beginning of the first calendar day of the month for the Class S shares, and for Class D shares, a shareholder servicing fee equal to 0.25% per annum of the aggregate NAV. • The total underwriting compensation and total organization and offering expenses will not exceed 10% and 15%, respectively, of the gross proceeds from this offering

SHARE CLASS SPECIFIC FEES	CLASS I	CLASS S	CLASS D
Minimum Investment	\$25,000 ⁴	Only available through certain non-Fidelity financial intermediaries	
		\$2,500	\$2,500
Upfront Placement Fee	None	Up to 3.5%	Up to 1.5%
Maximum Early Repurchase Deduction⁵	2.00%	2.00%	2.00%
Total Annual Expenses	6.85%	7.70%	7.10%
Total Annual Expenses (after expense support)⁶	6.67%	7.52%	6.92%

All portfolio data shown as of 5/31/2026. Fees and Expenses shown are intended to assist you in understanding the costs and expenses that an investor in Common Shares will bear, directly or indirectly. Other expenses are estimated and may vary. Actual expenses may be greater or less than shown. ¹Assumes the maximum amount of upfront placement fees that selling agents may charge (1.5% Class D and 3.5% for Class S). ²Fund Inception 3/13/2023. ³Class Inception 11/1/2023. ⁴The Managing Dealer has waived or reduced from \$1,000,000 for certain categories of investors. ⁵Under our share repurchase program, to the extent we offer to repurchase shares in any particular quarter, we expect to repurchase shares pursuant to tender offers using a purchase price equal to the NAV per share as of the last calendar day of the applicable quarter, except that shares that have not been outstanding for at least one year may be subject to a fee of 2.0% of such NAV. The one-year holding period is measured as of the subscription closing date immediately following the prospective repurchase date. The Early Repurchase Deduction may be waived in the case of repurchase requests arising from the death, divorce or qualified disability of the holder. The Early Repurchase Deduction will be retained by the Fund for the benefit of remaining shareholders. ⁶We have entered into the Expense Limitation Agreement with the Adviser pursuant to which the Adviser is obligated to advance all of our "Other Operating Expense" (each, a "Required Expense Payment") effective as of May 1, 2025, to the effect that such expenses do not exceed 0.70% (on an annualized basis) of the Fund's NAV. In consideration of the Adviser's agreement to make Expense Payments at any time during a fiscal year and to the extent that expenses fall below the Expense Limitation, the Adviser reserves the right to recoup through the end of the fiscal year any expenses that were reimbursed during the fiscal year up to, but not in excess of, the Expense Limitation.

For use with eligible investors only.

Important Information

This sales and advertising literature is neither an offer to sell nor a solicitation of an offer to buy securities. An offering is made only by the prospectus. **This literature must be read in conjunction with the [prospectus](#) in order to fully understand all of the implications and risks of the offering of securities to which the prospectus relates. A copy of the prospectus must be made available to you in connection with any offering.** No offering is made except by a prospectus filed with the Department of Law of the State of New York. Neither the Securities and Exchange Commission, the Attorney-General of the State of New York nor any other state securities regulator has approved or disapproved of our securities or determined if the prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

Please read this information carefully. Speak with your relationship manager if you have any questions.

Unless otherwise expressly disclosed to you in writing, the information provided in this material is for educational purposes only. Any viewpoints expressed by Fidelity are not intended to be used as a primary basis for your investment decisions and are based on facts and circumstances at the point in time they are made and are not particular to you. Accordingly, nothing in this material constitutes impartial investment advice or advice in a fiduciary capacity, as defined or under the Employee Retirement Income Security Act of 1974 or the Internal Revenue Code of 1986, both as amended. Fidelity and its representatives may have a conflict of interest in the products or services mentioned in this material because they have a financial interest in the products or services and may receive compensation, directly or indirectly, in connection with the management, distribution, and/or servicing of these products or services, including Fidelity funds, certain third-party funds and products, and certain investment services. Before making any investment decisions, you should take into account all of the particular facts and circumstances of your or your client's individual situation and reach out to an investment professional, if applicable.

Performance

Performance shown is net of Fidelity Private Credit Fund (the Fund) expenses, including general and administrative expenses, transaction related expenses, management fees, incentive fees, and share class specific fees, but exclude the impact of early repurchase deductions on the repurchase of shares that have been outstanding for less than one year. The Adviser waived a portion of the Fund's expenses. Absent such waiver, returns would have been lower. Class I does not have upfront placement fees. Please see the Fund's Prospectus for additional fee and expense details. The returns have been prepared using unaudited data and valuations of the underlying investments in the Fund which are estimates of fair value and form the basis for the Fund's NAV. Valuations based on unaudited reports from the underlying investments may be subject to later adjustments, may not correspond to realized value and may not accurately reflect the price at which assets could be liquidated.

Distributions

We cannot guarantee that we will make distributions, and if we do, we may fund such distributions from sources other than cash flow from operations, including the sale of assets, borrowings, return of capital, or offering proceeds, and we have no limits on the amounts we may pay from such sources. See the Fund's prospectus. Distributions may also be funded in significant part, directly or indirectly, from temporary waivers or expense reimbursements borne by the Adviser or its affiliates, that may be subject to reimbursement to the Adviser or its affiliates. The repayment of any amounts owed to our affiliates will reduce future distributions to which you would otherwise be entitled. The Fund will post notices regarding distributions subject to Section 19(a) of the investment Company Act of 1940, if applicable.

Risk Factors

Investors should review the offering documents, including the description of risk factors contained in the Fund's [Prospectus](#) (the "Prospectus"), prior to making a decision to invest in the securities described herein. The Prospectus will include more complete descriptions of the risks described below as well as additional risks relating to, among other things, conflicts of interest and regulatory and tax matters. Any decision to invest in the securities described herein should be made after reviewing such Prospectus, conducting such investigations as the investor deems necessary and consulting the investor's own legal, accounting and tax advisors in order to make an independent determination of the suitability and consequences of an investment in the Fund.

- **There is no assurance that we will achieve our investment objective.**
- **An investment in our Common Shares may not be appropriate for all investors and is not designed to be a complete investment program.**
- **This is a "blind pool" offering and thus you will not have the opportunity to evaluate our investments before we make them.**
- **You should not expect to be able to sell your shares regardless of how we perform.**
- **You should consider that you may not have access to the money you invest for an extended period of time.**
- **We do not intend to list our shares on any securities exchange, and we do not expect a secondary market in our shares to develop.**
- **Because you may be unable to sell your shares, you will be unable to reduce your exposure in any market downturn.**
- **We intend to implement a share repurchase program, but only a limited number of shares will be eligible for repurchase and repurchases will be subject to available liquidity and other significant restrictions.**
- **An investment in our Common Shares is not suitable for you if you need access to the money you invest.**
- **We cannot guarantee that we will make distributions, and if we do we may fund such distributions from sources other than cash flow from operations, including, without limitation, the sale of assets, borrowings, or return of capital, and we have no limits on the amounts we may pay from such sources.**
- **Distributions may also be funded in significant part, directly or indirectly, from temporary waivers or expense reimbursements borne by the Adviser or its affiliates, that may be subject to reimbursement to the Adviser or its affiliates. The repayment of any amounts owed to the Adviser or its affiliates will reduce future distributions to which you would otherwise be entitled.**
- **We use leverage, which will magnify the potential for loss on amounts invested in us.**
- **We qualify as an "emerging growth company" as defined in the Jumpstart Our Business Startups Act and we cannot be certain if the reduced disclosure requirements applicable to emerging growth companies will make our Common Shares less attractive to investors.**
- **We intend to invest primarily in securities that are rated below investment grade by rating agencies or that would be rated below investment grade if they were rated. Below investment grade securities, which are often referred to as "junk," have predominantly speculative characteristics with respect to the issuer's capacity to pay interest and repay principal. They may also be illiquid and difficult to value.**



Fidelity Private Credit Fund

FACT SHEET MAY 2026

Information provided herein is for discussion and illustrative purposes only and is not a recommendation or an offer or solicitation to buy or sell any security or for any investment advisory service. This sales and advertising literature is neither an offer to sell nor a solicitation of an offer to buy securities. An offering is made only by the prospectus. This literature must be read in conjunction with the prospectus in order to fully understand all of the implications and risks of the offering of securities to which the prospectus relates. A copy of the prospectus must be made available to you in connection with any offering. No offering is made except by a prospectus filed with the Department of Law of the State of New York. Neither the Securities and Exchange Commission, the Attorney-General of the State of New York nor any other state securities regulator has approved or disapproved of our securities or determined if the prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

Fidelity Private Credit Fund is managed by Fidelity Diversifying Solutions LLC, a registered investment adviser, and is offered by Fidelity Distributors Company LLC (FDC LLC), a registered broker-dealer.

Not FDIC Insured • May Lose Value • No Bank Guarantee



