
**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): May 28, 2025

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 3.02 Unregistered Sale of Equity Securities

As of May 1, 2025, Fidelity Private Credit Fund (the “Fund”) sold unregistered Class I common shares of beneficial interest (with the final number of shares being determined on May 28, 2025) to feeder vehicles primarily created to hold the Fund’s Class I shares. The offer and sale of these Class I shares was exempt from the registration provisions of the Securities Act of 1933, as amended, pursuant to Section 4(a)(2) and/or Regulation S thereunder (the “Private Offering”). The following table details the shares sold:

Date of Unregistered Sale	Amount of Class I Common Shares	Consideration
As of May 1, 2025 (number of shares finalized on May 28, 2025)	44,927	\$ 1,135,430

Item 7.01 Regulation FD Disclosure

May 2025 Distributions

On May 29, 2025, the Fund declared distributions for each class of its common shares of beneficial interest (the “Shares”) in the amount per share set forth below:

	Gross Distribution	Stockholder Servicing Fee	Net Distributions
Class I Common Shares	\$ 0.1750	\$ —	\$ 0.1750
Class S Common Shares	\$ 0.1750	\$ 0.0179	\$ 0.1571
Class D Common Shares	\$ 0.1750	\$ 0.0053	\$ 0.1697

The distributions for each class of Shares are payable to shareholders of record as of the open of business on May 30, 2025, and will be paid on or about June 30, 2025.

Additionally, on May 29, 2025, the Fund declared variable supplemental distributions for each class of its Shares in the amount of \$0.0425 per share. The variable supplemental distributions are payable to shareholders of record as of the open of business on May 30, 2025, and will be paid on or about June 30, 2025.

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

Item 8.01 Other Events

Net Asset Value

The net asset value (“NAV”) per share of each class of the Fund as of April 30, 2025, as determined in accordance with the Fund’s valuation policy, is set forth below.

	NAV as of April 30, 2025
Class I Common Shares	\$ 25.27
Class S Common Shares	\$ 25.25
Class D Common Shares	\$ 25.27

As of April 30, 2025, the Fund’s aggregate NAV was \$961.8 million, the fair value of its investment portfolio was \$1.9 billion and it had principal debt outstanding of \$931.4 million, resulting in a debt-to-equity ratio of approximately 0.97 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 May 1, 2025 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	39,445,814	\$ 1,008.6 million
Class S Common Shares	78,657	\$ 2.0 million
Class D Common Shares	456	\$ — million
Private Offering:		
Class I Common Shares	122,799	\$ 3.1 million
Class S Common Shares	—	\$ — million
Class D Common Shares	—	\$ — million
Total Offering and Private Offering*	39,647,726	\$ 1,013.7 million

** Amounts may not sum due to rounding.*

(1) Total consideration for Class D Common Shares as of May 1, 2025 was approximately \$11.7 thousand.

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: May 29, 2025

By: /s/ Heather Bonner

Name: Heather Bonner

Title: President and Treasurer