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

**SCHEDULE TO
(Rule 13e-4)**

**TENDER OFFER STATEMENT PURSUANT TO SECTION 14(D)(1) OR 13(E)(1)
OF THE SECURITIES EXCHANGE ACT OF 1934
(Amendment No. 1)**

**Fidelity Private Credit Fund
(Name of Issuer)**

**Fidelity Private Credit Fund
(Name of Person(s) Filing Statement)**

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

**31634E306, 31634E207, and 31634E108
(CUSIP Number of class of securities)**

**Nicole Macarchuk, Secretary
245 Summer Street
Boston, Massachusetts 02210
617-563-7000**

(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 J. Bielefeld, Esq.

**Paul Stevens, Esq.
Dechert LLP
1900 K Street, NW
Washington, DC 20006**

January 29, 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 January 29, 2026 by Fidelity Private Credit Fund (the “Fund”) in connection with an offer by the Fund (the “Offer”) to purchase up to 2,541,707 of its outstanding shares of beneficial interest (including Class I common shares of beneficial interest, Class S common shares of beneficial interest and Class D common shares of beneficial interest, collectively, the “Shares”) at a price equal to the net asset value per Share as of March 31, 2026, 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 to the Statement is being filed pursuant to Rule 13e-4(c)(1) of the Securities Exchange Act of 1934, as amended, to file a written communication relating to the Offer. Item 12 of the Statement is hereby amended and supplemented by adding the following exhibit:

(a)(1)(vi) Q1 2026 Tender Offer Update

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

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: March 9, 2026

By: /s/ Heather Bonner

Name: Heather Bonner

Title: President and Treasurer

EXHIBIT INDEX

EXHIBIT

(a)(1)(vi)

[Q1 2026 Tender Offer Update](#)

EX-FILING FEES

[Calculation of Filing Fee Tables](#)

FIDELITY PRIVATE CREDIT FUND
c/o Fidelity Diversifying Solutions LLC

To the Shareholders of Fidelity Private Credit Fund:

We are pleased to announce that the Fund is fulfilling all repurchase requests this quarter, which are estimated to be approximately 2.8% of shares outstanding as of December 31, 2025¹. The Fund has received capital subscriptions of approximately \$84.3 million for the first quarter of 2026². The final details of the repurchases will be provided in the Fund's standard filings in April, following the calculation of the March 31, 2026 net asset value ("NAV").

The Fund continues to perform in line with expectations: 10.56% annualized total return since inception³ and 9.12% annualized distribution rate⁴ based on the January 31, 2026 NAV for Class I common shares.

1. Based on information received from the Fund's transfer agent as of February 27, 2026. Repurchase amounts are not yet final and are subject to finalization with the Fund's transfer agent.
2. Includes subscriptions closed quarter to date as of March 2, 2026. Q1 2026 inflows are not yet final and are subject to finalization with the Fund's transfer agent. Capital inflows for Q1 2026 exclude estimated DRIP proceeds.
3. 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. All returns are derived from unaudited financial information and are net of all 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 reimbursed a portion of the fund's expenses. Absent such reimbursement, returns would have been lower. Past performance is historical and not a guarantee of future results. Class I does not have upfront placement fees. 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.
4. Annualized Net Distribution Rate as of January 31, 2026. Past performance is not necessarily indicative of future results. Annualized net distribution rate is calculated by annualizing the current declared distribution and dividing by prior month NAV. Special distributions, if made, are excluded from the calculation. 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. Distributions have been and may be in the future funded through sources other than cash flow. 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.

