

---

---

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

**SCHEDULE TO/A**  
(Amendment No. 3)

Tender Offer Statement under Section 14(d)(1) or 13(e)(1)  
of the Securities Exchange Act of 1934

**Mount Logan Capital Inc.**

(Name of Subject Company (Issuer) and Filing Person (Offeror))

**Common Stock, \$0.001 par value**  
(Title of Class of Securities)

**62188E103**  
(CUSIP Number of Class of Securities)

**Nikita Klassen**  
**Chief Financial Officer and Corporate Secretary**  
**650 Madison Avenue, 3rd Floor**  
**New York, New York 10022**  
**(212) 891-2880**

(Name, address and telephone number of person authorized to receive notices and communications on behalf of filing person)

***With copies to:***

**Anna T. Pinedo**  
**Brian D. Hirshberg**  
**Mayer Brown LLP**  
**1221 Avenue of the Americas**  
**New York, NY 10020**  
**Tel. (212) 506-2500**  
**Fax (212) 849-5767**

Check the box if filing relates solely to preliminary communications made before the 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:

If applicable, check the appropriate box(es) below to designate the appropriate rule provision(s) relied upon:

- Rule 13e-4(i) (Cross-Border Issuer Tender Offer)
  - Rule 14d-1(d) (Cross-Border Third Party Tender Offer)
- 
-

### AMENDMENT NO. 3 TO SCHEDULE TO

This Amendment No. 3 (“Amendment No. 3”) amends and supplements the Tender Offer Statement on Schedule TO originally filed by Mount Logan Capital Inc., a Delaware corporation (the “Company”), on December 29, 2025, amended by Amendment No. 1 thereto filed on January 13, 2026, and amended by Amendment No. 2 thereto filed on February 4, 2026 (as amended, the “Schedule TO”) in connection with the Company’s offer to purchase for cash up to \$15 million of its shares of common stock, \$0.001 par value, at a fixed price of \$9.43 per share (the “Tender Offer”) upon the terms and subject to the conditions described in the Offer to Purchase filed on December 29, 2025, as amended by the Amended Offer to Purchase filed on January 13, 2026 (as amended, the “Offer to Purchase”).

Only those items amended and supplemented are reported in this Amendment No. 3. Except as specifically provided herein, the information contained in the Schedule TO remains unchanged, and this Amendment No. 3 does not modify any of the other information previously reported on Schedule TO. You should read this Amendment No. 3 together with the Schedule TO, the Offer to Purchase, and the related Letter of Transmittal.

#### **ITEM 11. Additional Information.**

Item 11 is hereby amended and supplemented as follows:

On February 6, 2026, the Company issued a press release announcing the final results of the Tender Offer, which expired at 5:00 P.M., New York City time, on February 2, 2026. A copy of the press release is filed as Exhibit (a)(5)(E) to this Schedule TO and is incorporated herein by reference.

In addition, Mount Logan has been informed by the Depository that the final proration factor for the Tender Offer is approximately 28.23%.

#### **ITEM 12. Exhibits.**

Item 12 is hereby amended and supplemented by adding the following exhibit:

<u>Exhibit Number</u>	<u>Description</u>
-----------------------	--------------------

(a)(5)(E)*	<a href="#">Press Release issued by the Company on February 6, 2026.</a>
------------	--

---

\* Filed herewith.

#### **ITEM 13. Information Required by 13E-3.**

Not applicable.

---

**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.

Date: February 6, 2026

**MOUNT LOGAN CAPITAL INC.**

By: /s/ Edward Goldthorpe

Edward Goldthorpe

Chief Executive Officer

---

## INDEX TO EXHIBITS

<u>Exhibit Number</u>	<u>Description</u>
(a)(1)(A)†	Offer to Purchase, dated December 29, 2025.
(a)(1)(B)†	Letter of Transmittal.
(a)(1)(C)†	Notice of Guaranteed Delivery.
(a)(1)(D)†	Letter to Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees, dated December 29, 2025.
(a)(1)(E)†	Letter to Clients for use by Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees, dated December 29, 2025.
(a)(1)(F)+	Amended Offer to Purchase, dated January 12, 2026.
(a)(1)(G)+	Amended Letter of Transmittal.
(a)(1)(H)+	Amended Notice of Guaranteed Delivery.
(a)(1)(I)+	Amended Letter to Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees, dated January 12, 2026.
(a)(1)(J)+	Amended Letter to Clients for use by Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees, dated January 12, 2026.
(a)(5)(A)	Press release announcing initiation of shareholder record search relating to expected \$15 million Tender Offer, dated December 11, 2025 (incorporated herein by reference to Exhibit 99.1 to the Company's Current Report on Form 8-K, filed on December 11, 2025).
(a)(5)(B)	Press release announcing commencement of the Tender Offer, dated December 29, 2025 (incorporated herein by reference to Exhibit 99.1 to the Company's Current Report on Form 8-K, filed on December 29, 2025).
(a)(5)(C)	Company's Quarterly Report on Form 10-Q for the quarter ended September 30, 2025, filed on November 13, 2025.
(a)(5)(D) ++	Press Release issued by the Company on February 4, 2026.
(a)(5)(E)*	<a href="#">Press Release issued by the Company on February 6, 2026.</a>
(d)(1)†	Dealer Manager Agreement, dated December 29, 2025, by and between the Company and Ladenburg Thalmann.
(d)(2)	Third Amended and Restated Servicing Agreement between Mount Logan Capital Inc. and BC Partners Advisors L.P. (incorporated herein by reference to Exhibit 10.4 to the Company's Registration Statement filed on Form S-4/A, filed on June 12, 2025 (File No. 333-286043)).
(d)(3)	Investment Advisory Agreement between Opportunistic Credit Interval Fund and Mount Logan Management LLC (incorporated herein by reference to Exhibit 10.6 to the Company's Registration Statement filed on Form S-4/A, filed on June 12, 2025 (File No. 333-286043)).
(d)(4)	Investment Advisory Agreement between Logan Ridge Finance Corporation and Mount Logan Management LLC (incorporated herein by reference to Exhibit 10.7 to the Company's Registration Statement filed on Form S-4/A, filed on June 12, 2025 (File No. 333-286043)).
(d)(5)	Amended and Restated Master Services Agreement between MLC US Holdings LLC and Sierra Crest Investment Management LLC (incorporated herein by reference to Exhibit 10.11 to the Company's Registration Statement filed on Form S-4/A, filed on June 12, 2025 (File No. 333-286043)).
(d)(6)	Staffing Agreement by and among Mount Logan Management LLC and BC Partners Advisors L.P. (incorporated herein by reference to Exhibit 10.12 to the Company's Registration Statement filed on Form S-4/A, filed on June 12, 2025 (File No. 333-286043)).
(d)(7)	2025 Omnibus Equity Incentive Plan (incorporated herein by reference to Exhibit 99.1 to the Company's Registration Statement on Form S-8, filed on December 4, 2025 (File No. 333-291939)).

---

(d)(8)

Staffing and Resource Agreement, dated November 18, 2025, by and between Mount Logan Capital Inc. and BC Partners Advisors L.P. (incorporated herein by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K, filed on November 19, 2025 (File No. 001-42813)).

107†

[Calculation of Filing Fee Table.](#)

---

† Previously filed on December 29, 2025 with the Tender Offer Statement on Schedule TO.

+ Previously filed on January 13, 2026 with Amendment No. 1 to the Tender Offer Statement on Schedule TO.

++ Previously filed on February 4, 2026 with Amendment No. 2 to the Tender Offer Statement on Schedule TO.

\* Filed herewith.

**FOR IMMEDIATE RELEASE**



**MOUNT LOGAN**  
CAPITAL

## **Mount Logan Capital Inc. Announces Final Results of Tender Offer**

NEW YORK, February 6, 2026 (GLOBE NEWSWIRE) — Mount Logan Capital Inc. (Nasdaq: MLCI) (“Mount Logan” or the “Company”) announced today the final results of its offer to purchase for cash up to \$15 million of its shares of common stock, \$0.001 par value, at a fixed price of \$9.43 per share (the “Tender Offer”). The Tender Offer expired at 5:00 p.m., New York City time, on February 2, 2026 (the “Expiration Time”).

The Tender Offer was oversubscribed. In accordance with the terms and conditions of the Tender Offer and based on the final count by Odyssey Transfer and Trust Company, the Depository for the Offer, the Company accepted for payment an aggregate 1,590,601 shares of the Company’s common stock, adjusted to avoid the purchase of fractional shares and in accordance with the conditional tender procedures, properly tendered and not properly withdrawn before the Expiration Time, at a purchase price of \$9.43 per share, for an aggregate cost of approximately \$15 million, excluding fees and expenses relating to the Tender Offer. The Company accepted the shares on a pro rata basis. The shares purchased represent approximately 12% of the Company’s common stock issued and outstanding as of February 2, 2026. Payment for the shares accepted for purchase pursuant to the Tender Offer, and the return of all other shares tendered and not purchased, will occur promptly (less applicable withholding taxes and without interest).

Ladenburg Thalmann & Co. Inc. served as the Dealer Manager for the Tender Offer. Alliance Advisors, LLC served as Information Agent for the Tender Offer. Odyssey Transfer and Trust Company served as the Depository for the Tender Offer.

The Tender Offer was conducted pursuant to the Tender Offer materials previously distributed to shareholders and filed with the SEC.

Shareholders who have questions or would like additional information about the Tender Offer may contact the information agent for the Tender Offer, Alliance Advisors, LLC, at (855) 206-1845, Email: [MLCI@allianceadvisors.com](mailto:MLCI@allianceadvisors.com).

**About Mount Logan Capital Inc.**

---

Mount Logan Capital Inc. is an integrated alternative asset management and insurance solutions firm focused on generating durable, fee-based revenue and long-term value creation. The Company leverages differentiated investment strategies alongside permanent insurance capital to deliver attractive, risk-adjusted returns across market cycles.

Through its subsidiaries, Mount Logan Management and Ability, Mount Logan manages and invests across private and public credit markets in North America and the reinsurance of annuity products. This integrated platform is designed to provide stable earnings, downside protection, and a low risk of principal impairment through the credit cycle.

As of September 30, 2025, Mount Logan Capital had over \$2.1 billion in assets under management.

To learn more, visit <https://ir.mountlogan.com>.

#### **Cautionary Statement Regarding Forward-Looking Statements**

This press release, and oral statements made from time to time by representatives of Mount Logan, may contain statements of a forward-looking nature relating to future events within the meaning of applicable U.S. and Canadian securities laws. Forward-looking statements may be identified by words such as “anticipates,” “believes,” “could,” “continue,” “estimate,” “expects,” “intends,” “will,” “should,” “may,” “plan,” “predict,” “project,” “would,” “forecasts,” “seeks,” “future,” “proposes,” “target,” “goal,” “objective,” “outlook” and variations of these words or similar expressions (or the negative versions of such words or expressions). Forward-looking statements are not statements of historical fact and reflect Mount Logan’s current views about future events. Such forward-looking statements include, without limitation, statements about the timing and promptness of payment for the shares accepted for purchase pursuant to the Tender Offer, and other statements that are not historical facts. No assurances can be given that the forward-looking statements contained in this press release will occur as projected, and actual results may differ materially from those projected. Forward-looking statements are based on current expectations, estimates and assumptions that involve a number of risks and uncertainties that could cause actual results to differ materially from those projected. Forward-looking statements are based on the estimates and opinions of management at the time the statements are made. Readers should carefully review the statements set forth in the reports, which Mount Logan has filed or will file from time to time on with the SEC or on SEDAR+ and any risk factors contained in such reports, which may cause results to differ.

Mount Logan does not undertake any obligation, and expressly disclaims any obligation, to publicly update any forward-looking statement, whether as a result of new information, future events or otherwise, except as required by law. Any discussion of past performance is not an indication of future results. Investing in financial markets involves a substantial degree of risk. Investors must be able to withstand a total loss of their investment. The information herein is believed to be reliable and has been obtained from sources believed to be reliable, but no representation or warranty is made, expressed or implied, with respect to the fairness, correctness, accuracy, reasonableness or completeness of the information and opinions. The information contained on the website of Mount Logan is not incorporated

---

by reference into this press release. Mount Logan is not responsible for the contents of third-party websites.

**Contacts:**

**Mount Logan Capital Inc.**

650 Madison Avenue, 3<sup>rd</sup> Floor

New York, New York 10022

[mlc.ir@mountlogan.com](mailto:mlc.ir@mountlogan.com)

**Andrew Berger**

**SM Berger & Company**

Investor Relations

[andrew@smberger.com](mailto:andrew@smberger.com)

