

**FORM 5**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

OMB APPROVAL	
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Form 3 Holdings Reported.

Form 4 Transactions Reported.

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>AMERICAN INTERNATIONAL GROUP, INC.</u>  (Last) (First) (Middle) <u>1271 AVENUE OF THE AMERICAS</u>  (Street) <u>NEW YORK NY 10020</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Cliffwater Corporate Lending Fund [ CCLFX ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) <u>03/31/2023</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				Amount	(A) or (D)	Price			
4.10% Series A Senior Secured Notes due March 28, 2027			3 <sup>(1)</sup>				\$25,000,000	I	Held through subsidiaries <sup>(1)</sup>
7.10% Series I Senior Secured Notes due December 6, 2027	12/06/2022		A4	60,000,000	A	\$60,000,000	\$60,000,000	I	Held through subsidiaries <sup>(2)</sup>
7.10% Series J Senior Secured Notes due December 6, 2029	12/06/2022		A4	40,000,000	A	\$40,000,000	\$40,000,000	I	Held through subsidiaries <sup>(3)</sup>

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
					(A)	(D)	Date Exercisable	Expiration Date					

**Explanation of Responses:**

- On March 29, 2022, American General Life Insurance Company ("AGLIC"), an indirectly controlled subsidiary of American International Group, Inc. ("AIG"), acquired \$25,000,000 principal amount of the reported securities, which were not previously reported on the Form 3 filed by the reporting person on December 16, 2022 due to administrative error. Such securities were indirectly beneficially owned by the reporting person on July 19, 2022, the date on which it became a 10% beneficial owner of the issuer's referenced securities.
- AGLIC and Lexington Insurance Company, an indirect wholly owned subsidiary of AIG, acquired \$52,644,000 principal amount and \$7,356,000 principal amount of the reported securities, respectively, on December 6, 2022. Such securities were previously reported on the Form 3 filed by the reporting person on December 16, 2022.
- AGLIC acquired \$40,000,000 principal amount of the reported securities on December 6, 2022. Such securities were previously reported on the Form 3 filed by the reporting person on December 16, 2022.

**Remarks:**

Filed pursuant to Section 30(h) of the Investment Company Act of 1940. The reporting person indirectly beneficially owns in excess of 10% of the referenced securities.

/s/ Elaine Rocha, Authorized Signatory of American International Group, Inc. 05/12/2023

\*\* Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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