
**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 2, 2022**

Main Street Capital Corporation

(Exact name of registrant as specified in its charter)

Maryland
(State or other jurisdiction
of incorporation)

001-33723
(Commission File Number)

41-2230745
(IRS Employer Identification No.)

1300 Post Oak Boulevard, 8th Floor, Houston, Texas
(Address of principal executive offices)

77056
(Zip Code)

Registrant's telephone number, including area code: **713-350-6000**

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	Name of each exchange on which registered
Common Stock, par value \$0.01 per share	MAIN	New York Stock Exchange

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 5.07 Submission of Matters to a Vote of Security Holders.

On May 2, 2022, Main Street Capital Corporation (“Main Street”) held its 2022 annual meeting of stockholders (the “Annual Meeting”). The issued and outstanding shares of stock of Main Street entitled to vote at the Annual Meeting consisted of the 71,692,446 shares of common stock outstanding on the record date, March 1, 2022. The common stockholders of Main Street voted on seven matters at the Annual Meeting. The final voting results from the Annual Meeting are as follows:

- (1) A proposal to elect each of the members of Main Street’s Board of Directors for a term of one year:

	<u>Votes For</u>	<u>Votes Against</u>	<u>Abstentions</u>	<u>Broker Non-Votes</u>
J. Kevin Griffin	20,496,673	907,955	270,662	26,366,837
John E. Jackson	20,492,266	914,758	268,262	26,366,841
Brian E. Lane	20,457,130	952,636	265,526	26,366,835
Kay Matthews	21,097,596	329,889	247,804	26,366,838
Dunia A. Shive	20,504,511	904,880	265,897	26,366,839
Stephen B. Solcher	20,953,495	447,556	274,240	26,366,836
Vincent D. Foster	20,404,033	1,002,386	268,872	26,366,836
Dwayne L. Hyzak	21,109,703	289,859	275,725	26,366,840

As previously disclosed, in connection with Arthur French’s departure from the Board, the size of the Board was reduced from nine to eight directors effective as of the date of the Annual Meeting.

- (2) A proposal to permit Main Street to increase the maximum amount of leverage that it is currently permitted to incur by reducing the asset coverage requirement applicable to Main Street from 200% to 150%, to become effective the first day after the Annual Meeting:

<u>Votes For</u>	<u>Votes Against</u>	<u>Abstentions</u>	<u>Broker Non-Votes</u>
19,632,380	1,567,764	475,129	26,366,854

- (3) A proposal to approve Main Street’s 2022 Equity and Incentive Plan:

<u>Votes For</u>	<u>Votes Against</u>	<u>Abstentions</u>	<u>Broker Non-Votes</u>
19,031,303	1,928,259	715,716	26,366,849

- (4) A proposal to approve Main Street’s 2022 Non-Employee Director Restricted Stock Plan:

<u>Votes For</u>	<u>Votes Against</u>	<u>Abstentions</u>	<u>Broker Non-Votes</u>
19,501,987	1,504,339	668,949	26,366,852

- (5) A proposal to ratify the appointment of Grant Thornton LLP as Main Street's independent registered public accounting firm for the year ending December 31, 2022:

<u>Votes For</u>	<u>Votes Against</u>	<u>Abstentions</u>
47,064,231	555,020	422,876

- (6) A proposal to approve, on an advisory basis, the compensation of Main Street's named executive officers:

<u>Votes For</u>	<u>Votes Against</u>	<u>Abstentions</u>	<u>Broker Non-Votes</u>
18,126,080	2,814,990	734,203	26,366,854

- (7) A proposal to approve an amendment to Main Street's Articles of Amendment and Restatement to allow stockholders to amend Main Street's bylaws by a majority vote of the outstanding shares entitled to be cast on the matter:

<u>Votes For</u>	<u>Votes Against</u>	<u>Abstentions</u>	<u>Broker Non-Votes</u>
20,625,802	654,168	395,318	26,366,839

Item 8.01 Other Events.

On May 3, 2022, the Registrant issued two press releases. Copies of such press releases are attached hereto as Exhibits 99.1 and 99.2 and are incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

99.1 [Press release dated May 3, 2022](#)

99.2 [Press release dated May 3, 2022](#)



NEWS RELEASE

Contacts:
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Main Street Announces Third Quarter 2022 Regular Monthly Dividends and Supplemental Dividend Payable in June 2022

Regular Monthly Dividends of \$0.215 per Share for each of July, August and September 2022

Supplemental Dividend of \$0.075 per Share Payable in June 2022

HOUSTON, May 3, 2022 – Main Street Capital Corporation (NYSE: MAIN) (“Main Street”) is pleased to announce that its Board of Directors declared regular monthly cash dividends of \$0.215 per share for each of July, August and September 2022. These monthly dividends, which will be payable pursuant to the table below, total \$0.645 per share for the third quarter of 2022, represent a 4.9% increase from the regular monthly dividends paid for the third quarter of 2021 and are consistent with the regular monthly dividends declared for the second quarter of 2022. Since its October 2007 initial public offering, Main Street has periodically increased the amount of its regular monthly dividends paid per share and has never reduced its regular monthly dividend amount per share.

Summary of Third Quarter 2022 Regular Monthly Dividends

<u>Declared</u>	<u>Ex-Dividend Date</u>	<u>Record Date</u>	<u>Payment Date</u>	<u>Amount Per Share</u>
5/2/2022	7/1/2022	7/5/2022	7/15/2022	\$0.215
5/2/2022	8/1/2022	8/2/2022	8/15/2022	\$0.215
5/2/2022	9/1/2022	9/2/2022	9/15/2022	\$0.215
Total for Third Quarter 2022:				\$0.645

In addition to the regular monthly dividends for the third quarter of 2022, the Board of Directors declared a supplemental cash dividend of \$0.075 per share payable in June 2022. This supplemental cash dividend, which will be payable as set forth in the table below, will be paid out of Main Street's undistributed taxable income (taxable income in excess of dividends paid) as of March 31, 2022. Including all dividends declared to date, including the third quarter 2022 regular monthly dividend and the second quarter 2022 supplemental dividend, Main Street will have paid \$34.26 per share in cumulative cash dividends since its October 2007 initial public offering at \$15.00 per share.

Supplemental Cash Dividend Payable in June 2022

<u>Declared</u>	<u>Ex-Dividend Date</u>	<u>Record Date</u>	<u>Payment Date</u>	<u>Amount Per Share</u>
5/2/2022	6/21/2022	6/22/2022	6/30/2022	\$0.075

The final determination of the tax attributes for dividends each year are made after the close of the tax year.

The final tax attributes for 2022 dividends are currently expected to include a combination of ordinary taxable income and qualified dividends and may include capital gains and return of capital.

Main Street maintains a dividend reinvestment and direct stock purchase plan (the "Plan"). The dividend reinvestment feature of the Plan (the "DRIP") provides for the reinvestment of dividends on behalf of Main Street's registered stockholders who hold their shares with Main Street's transfer agent and registrar, American Stock Transfer and Trust Company, or certain brokerage firms that have elected to participate in the DRIP. Under the DRIP, if Main Street declares a dividend, registered stockholders who have not "opted out" of the DRIP by the dividend record date will have their dividend automatically reinvested into additional shares of Main Street common stock. The direct stock purchase feature of the Plan (the "DSPP") provides investors with a convenient and economical method to purchase shares of Main Street common stock. More information about the Plan (including the DSPP prospectus) can be found on the Main Street website (<https://ir.mainstcapital.com/dividend-reinvestment-and-direct-stock-purchase-plan>).

ABOUT MAIN STREET CAPITAL CORPORATION

Main Street (www.mainstcapital.com) is a principal investment firm that primarily provides long-term debt and equity capital to lower middle market companies and debt capital to middle market companies. Main Street's portfolio investments are typically made to support management buyouts, recapitalizations, growth financings, refinancings and acquisitions of companies that operate in diverse industry sectors. Main Street seeks to partner with entrepreneurs, business owners and management teams and generally provides "one stop" financing alternatives within its lower middle market investment strategy. Main Street's lower middle market companies generally have annual revenues between \$10 million and \$150 million. Main Street's private loan and middle market debt investments are made in businesses that are generally larger in size than its lower middle market portfolio companies.

Main Street, through its wholly owned portfolio company MSC Adviser I, LLC ("MSC Adviser"), also maintains an asset management business through which it manages investments for external parties. MSC Adviser is registered as an investment adviser under the Investment Advisers Act of 1940.

FORWARD-LOOKING STATEMENTS

This press release may contain certain forward-looking statements, including but not limited to the continued payment and growth of future dividends and the potential tax attributes for 2022 dividends. Any such statements other than statements of historical fact are likely to be affected by other unknowable future events and conditions, including elements of the future that are or are not under Main Street's control, and that Main Street may or may not have considered; accordingly, such statements cannot be guarantees or assurances of any aspect of future performance. Actual performance and results could vary materially from these estimates and projections of the future as a result of a number of factors, including those described from time to time in Main Street's filings with the Securities and Exchange Commission. Such statements speak only as of the time when made and are based on information available to Main Street as of the date hereof and are qualified in their entirety by this cautionary statement. Main Street assumes no obligation to revise or update any such statement now or in the future.

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NEWS RELEASE

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Main Street Receives Stockholder Approval to Reduce Asset Coverage Ratio to 150%

HOUSTON, May 3, 2022 – Main Street Capital Corporation (NYSE: MAIN) (“Main Street”) is pleased to announce that at its 2022 annual meeting of stockholders, it received approval from its stockholders to reduce its minimum asset coverage ratio to 150% from 200%. The change to Main Street’s minimum asset coverage ratio is effective as of today. The reduction to Main Street’s minimum asset coverage ratio is being made pursuant to Section 61(a)(2) of the Investment Company Act of 1940.

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parties. MSC Adviser is registered as an investment adviser under the Investment Advisers Act of 1940.

FORWARD-LOOKING STATEMENTS

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