
Section 1: 8-K (8-K)

**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): December 23, 2019

Prospect Capital Corporation

(Exact name of registrant as specified in its charter)

MARYLAND
(State or other jurisdiction
of incorporation)

814-00659
(Commission File Number)

43-2048643
(IRS Employer
Identification No.)

10 East 40th Street, 42nd Floor, New York, New York 10016
(Address of principal executive offices, including zip code)

(212) 448-0702

(Registrant's telephone number, including area code)

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:

| <u>Title of each class</u> | <u>Trading symbol</u> | <u>Name of each exchange on which registered</u> |
|---------------------------------------|-----------------------|--|
| Common Stock, \$0.001 par value | PSEC | NASDAQ Global Select Market |
| 6.25% Notes due 2024, par value \$25 | PBB | New York Stock Exchange |
| 6.25% Notes due 2028, par value \$25 | PBY | New York Stock Exchange |
| 6.875% Notes due 2029, par value \$25 | PBC | 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 8.01. Other Events.

On December 23, 2019, Prospect Capital Corporation (the “Company”) announced that it has commenced two separate tender offers to purchase for cash (i) up to \$10,000,000 aggregate principal amount of the Company’s outstanding 4.75% senior convertible notes due 2020, of which \$175,037,000 aggregate principal amount is currently outstanding, and (ii) up to \$25,000,000 aggregate principal amount of the Company’s outstanding 4.95% senior convertible notes due 2022, of which \$292,127,000 aggregate principal amount is currently outstanding. The tender offers are being made exclusively pursuant to an offer to purchase dated December 23, 2019, which sets forth the terms and conditions of the tender offers.

Furnished as Exhibit 99.1 and incorporated herein by reference is a copy of the press release announcing the tender offers.

Item 9.01. Financial Statements and Exhibits

(d) Exhibits

99.1 Press Release, dated December 23, 2019

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the Registrant has duly caused this Current Report on Form 8-K to be signed on its behalf by the undersigned hereunto duly authorized.

Prospect Capital Corporation

By: /s/ M. Grier Eliasek
Name: M. Grier Eliasek
Title: Chief Operating Officer

Date: December 23, 2019

Index to Exhibits

| Exhibit Number | Description |
|----------------------|--|
| 99.1 | Press Release, dated December 23, 2019 |

[\(Back To Top\)](#)

Section 2: EX-99.1 (EXHIBIT 99.1)

Exhibit 99.1

Prospect Capital Corporation Announces Launch of Cash Tender Offers For its Outstanding 4.75% Senior Convertible Notes due 2020 and 4.95% Senior Convertible Notes due 2022

NEW YORK, NY - (GLOBE NEWSWIRE) - December 23, 2019 - Prospect Capital Corporation (the “Company”) today announced that it has commenced two separate cash tender offers (each a “Tender Offer” and collectively, the “Tender Offers”) to purchase (i) up to \$10,000,000 aggregate principal amount of outstanding 4.75% Senior Convertible Notes due 2020 (the “2020 Notes”), and (ii) up to \$25,000,000 aggregate principal amount of outstanding 4.95% Senior Convertible Notes due 2022 (the “2022 Notes” and together with the 2020 Notes, the “Notes”). Each Tender Offer will expire at 12:00 midnight, New York City time, on January 21, 2020 (one minute after 11:59 p.m., New York City time, on January 20, 2020), or any other date and time to which the Company extends the applicable Tender Offer (such date and time, as it may be extended, the “Expiration Date”). The Tender Offers are made pursuant to an Offer to Purchase dated today, which set forth the terms and conditions of the Tender Offers.

| Title of Security | CUSIP / ISIN Nos. | Outstanding Principal Amount | Aggregate Principal Amount Sought |
|---|---------------------------|------------------------------|-----------------------------------|
| 4.75% Senior Convertible Notes due 2020 | 74348T AQ5 / US74348TAQ58 | \$175,037,000 | \$10,000,000 |
| 4.95% Senior Convertible Notes due 2022 | 74348T AR3 / US74348TAR32 | \$292,127,000 | \$25,000,000 |

The consideration to be paid for each \$1,000 principal amount of 2020 Notes that are validly tendered and not validly withdrawn on or prior to the Expiration Date is \$1,003.00, plus accrued and unpaid interest on the 2020 Notes, if any, from the applicable last interest payment date up to, but not including, the Settlement Date (as defined herein). The consideration to be paid for each \$1,000 principal amount of 2022 Notes that are validly tendered and not validly withdrawn on or prior to the Expiration Date is \$1,022.50, plus accrued and unpaid interest on the 2022 Notes, if any, from the applicable last interest payment date up to, but not including, the Settlement Date.

The Company will purchase any Notes that have been validly tendered at or prior to the Expiration Date and accepted for purchase, subject to all conditions to the Tender Offers having been either satisfied or waived by the Company, promptly following the Expiration Date (the date of such acceptance and purchase, the "Settlement Date"). If 2020 Notes with an aggregate principal amount in excess of \$10,000,000 are validly tendered and not validly withdrawn at or prior to the Expiration Date, proration for each holder tendering 2020 Notes will be calculated with a proration factor of such amount so that the Company only accepts for purchase an aggregate principal amount of 2020 Notes of \$10,000,000. If 2022 Notes with an aggregate principal amount in excess of \$25,000,000 are validly tendered and not validly withdrawn at or prior to the Expiration Date, proration for each holder tendering 2022 Notes will be calculated with a proration factor of such amount so that the Company only accepts for purchase an aggregate principal amount of 2022 Notes of \$25,000,000. The Settlement Date is expected to occur within three business days following the Expiration Date, assuming the conditions to the Tender Offers have been either satisfied or waived by the Company at or prior to the Expiration Date.

As described in the Offer to Purchase, tendered Notes may be validly withdrawn from the Tender Offers at or prior to the Expiration Date. The Tender Offers are not conditioned on any minimum amount of Notes being tendered. The Company may amend, extend or, subject to certain conditions and applicable law, terminate the Tender Offers at any time in its sole discretion.

If certain requirements set forth in the Offer to Purchase are met, the Company has agreed to pay a retail processing fee of \$0.50 for each \$1,000 principal amount of the 2020 Notes that are validly tendered and accepted for purchase pursuant to the applicable Tender Offer to retail brokers that are appropriately designated by their tendering holder clients to receive this fee, provided that such fee will only be paid with respect to tenders by Holders whose aggregate principal amount of 2020 Notes validly tendered and accepted for purchase is \$250,000 or less. If certain requirements set forth in the Offer to Purchase are met, the Company has agreed to pay a retail processing fee of \$1.00 for each \$1,000 principal amount of the 2022 Notes that

are validly tendered and accepted for purchase pursuant to the applicable Tender Offer to retail brokers that are appropriately designated by their tendering holder clients to receive this fee, provided that such fee will only be paid with respect to tenders by Holders whose aggregate principal amount of 2022 Notes validly tendered and accepted for purchase is \$250,000 or less.

The Company has retained D.F. King & Co., Inc. to serve as the Information Agent and Tender Agent for the Notes in the Tender Offers.

The Tender Offers are being made pursuant to the terms and conditions contained in the Offer to Purchase, a copy of which may be obtained from D.F. King & Co., Inc. at (212) 269-5550 (Banks and Brokers) or (877) 297-1744 (toll free), or via psec@dfking.com.

Copies of the Offer to Purchase and the Retail Processing Fee Form are also available at the following web address: <http://www.dfking.com/psec>

This announcement is for informational purposes only and is not an offer to purchase or sell or a solicitation of an offer to purchase or sell, with respect to any securities. The solicitation of offers to buy the Notes is only being made pursuant to the terms of the Offer to Purchase, as it may be amended or supplemented. Holders should read the Company's commencement Tender Offer statement on Schedule TO filed with the SEC in connection with the Tender Offers, which will include as an exhibit the Offer to Purchase and related materials, as well as any amendments or supplements to the Schedule TO when they become available, because they will contain important information. Each of these documents will be filed with the SEC, and, when available, holders may obtain them for free from the SEC at its website (www.sec.gov) or from the Company's information and tender agent in connection with the Tender Offers. The Tender Offers are not being made in any state or jurisdiction in which such offer would be unlawful prior to registration or qualification under the securities laws of any such state or jurisdiction. None of the Company or the Information and Tender Agent are making any recommendation as to whether or not holders should tender their Notes in connection with the Tender Offers.

About Prospect Capital Corporation

Prospect Capital Corporation is a business development company that focuses on lending to and investing in private businesses. Prospect's investment objective is to generate both current income and long-term capital appreciation through debt and equity investments.

Prospect has elected to be treated as a business development company under the Investment Company Act of 1940 ("1940 Act"). Prospect is required to comply with a series of regulatory requirements under the 1940 Act as well as applicable NASDAQ, federal and state rules and regulations. We have elected to be treated as a regulated investment company under the Internal Revenue Code of 1986. Failure to comply with any of the laws and regulations that apply to Prospect could have an adverse effect on Prospect and our shareholders.

Caution Concerning Forward-Looking Statements

This press release contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, Section 21E of the Securities Exchange Act of 1934, as amended, and the Private Securities Litigation Reform Act of 1995, whose safe harbor for forward-looking statements does not apply to business development companies. These forward-looking statements include statements regarding expectations as to the completion of the transactions contemplated by the Tender Offers. Any such statements, other than statements of historical fact, are highly likely to be affected by other unknowable future events and conditions, including elements of the future that are or are not under our control, and that we may or may not have considered; accordingly, such statements cannot be guarantees or assurances of any aspect of future performance. Actual developments and results are highly likely to vary materially from any forward-looking statements. Such statements speak only as of the time when made, and we undertake no obligation to update any such statement now or in the future.

For further information, contact:

Grier Eliasek, President and Chief Operating Officer
grier@prospectcap.com
Telephone (212) 448-0702

[\(Back To Top\)](#)