

MONROE CAPITAL Corp  
Form 8-K  
June 23, 2016

UNITED STATES

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, DC 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) June 23, 2016 (June 22, 2016)

Monroe Capital Corporation

(Exact name of registrant as specified in its charter)

Maryland

(State or other jurisdiction of incorporation)

814-00866                      27-4895840  
(Commission File Number) (IRS Employer Identification No.)

311 South Wacker Drive, Suite 6400, Chicago, IL 60606  
(Address of principal executive offices)                      (Zip Code)

(312) 258-8300

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(Registrant's telephone number, including area code)

(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 (*see* General Instruction A.2. below):

- 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))

**Item 5.07. Submission of Matters to a Vote of Security Holders**

On June 22, 2016, Monroe Capital Corporation (the “*Company*”) held its 2016 annual meeting of stockholders (the “*Meeting*”), during which two matters were submitted to the vote of the stockholders. The proposals are described in detail in the Company’s definitive proxy statement filed with the Securities and Exchange Commission on April 20, 2016 (the “*Proxy Statement*”). A summary of the matters voted upon by shareholders is set forth below.

**Proposal 1 – Election of Class I Directors**

The following individuals, constituting all of the nominees named in the Company’s Proxy Statement, were elected as Class I directors to serve until the 2019 annual meeting of stockholders and until their successors have been duly elected and qualified. The following votes were taken in connection with this proposal:

|                   | <b>FOR</b> | <b>WITHHELD</b> |
|-------------------|------------|-----------------|
| Thomas J. Allison | 6,572,591  | 233,464         |
| Robert S. Rubin   | 6,542,532  | 263,523         |

**Proposal 2 – Approval to Sell Shares of Common Stock Below Net Asset Value**

The meeting was adjourned to allow for the solicitation of additional votes on Proposal 2. The meeting will be reconvened at the corporate headquarters of the Company at 3:00 p.m. eastern time, on July 14, 2016.

**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.

**MONROE CAPITAL  
CORPORATION**

By: /s/ Aaron D. Peck  
Name: Aaron D. Peck  
Title: Chief Financial Officer

Dated: June 23, 2016