

ARES CAPITAL CORP  
Form POS EX  
January 28, 2015

As filed with the Securities and Exchange Commission on January 28, 2015

Registration No. 333-195748

# U.S. SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

---

## FORM N-2

REGISTRATION STATEMENT

UNDER

THE SECURITIES ACT OF 1933

PRE-EFFECTIVE AMENDMENT NO.

POST-EFFECTIVE AMENDMENT NO. 3

## ARES CAPITAL CORPORATION

(Exact Name of Registrant as Specified in Charter)

245 Park Avenue, 44th Floor

New York, New York 10167

Edgar Filing: ARES CAPITAL CORP - Form POS EX

(Address of Principal Executive Offices)

Registrant's Telephone Number, including Area Code: **(212) 750-7300**

**Joshua M. Bloomstein**

**General Counsel**

**Ares Capital Corporation**

**245 Park Avenue, 44th Floor**

**New York, New York 10167**

**(212) 750-7300**

(Name and Address of Agent for Service)

Copies of information to:

**Monica J. Shilling**

**Proskauer Rose LLP**

**2049 Century Park East, 32nd Floor**

**Los Angeles, CA 90067-3206**

**(310) 557-2900**

Approximate Date of Proposed Public Offering: **From time to time after the effective date of this Registration Statement.**

If any securities being registered on this form will be offered on a delayed or continuous basis in reliance on Rule 415 under the Securities Act of 1933, other than securities offered in connection with a dividend reinvestment plan, check the following box.

**EXPLANATORY NOTE**

This Post-Effective Amendment No. 3 to the Registration Statement on Form N-2 (File No. 333-195748) of Ares Capital Corporation (the Registration Statement ) is being filed pursuant to Rule 462(d) under the Securities Act of 1933, as amended (the Securities Act ), solely for the purpose of filing exhibits to the Registration Statement. Accordingly, this Post-Effective Amendment No. 3 consists only of a facing page, this explanatory note and Part C of the Registration Statement, which sets forth the exhibits to the Registration Statement. This Post-Effective Amendment No. 3 does not modify any other part of the Registration Statement. Pursuant to Rule 462(d) under the Securities Act, this Post-Effective Amendment No. 3 shall become effective immediately upon filing with the Securities and Exchange Commission. The contents of the Registration Statement are hereby incorporated by reference.

**PART C**

**Other information**

**ITEM 25. FINANCIAL STATEMENTS AND EXHIBITS**

(1) Financial Statements

The following statements of Ares Capital Corporation (the Company or the Registrant) are included in Part B of this Registration Statement:

**Audited Annual Financial Statements**

Reports of Independent Registered Public Accounting Firm	F-2
Consolidated Balance Sheet as of December 31, 2013 and 2012	F-3
Consolidated Statement of Operations for the years ended December 31, 2013, 2012 and 2011	F-4
Consolidated Schedules of Investments as of December 31, 2013 and 2012	F-5
Consolidated Statement of Stockholders' Equity for the years ended December 31, 2013, 2012 and 2011	F-53
Consolidated Statement of Cash Flows for the years ended December 31, 2013, 2012 and 2011	F-54
Notes to Consolidated Financial Statements	F-55

**Interim Unaudited Financial Statements**

Consolidated Balance Sheet as of March 31, 2014 (unaudited) and December 31, 2013	F-93
Consolidated Statement of Operations for the three months ended March 31, 2014 (unaudited) and March 31, 2013 (unaudited)	F-94
Consolidated Schedule of Investments as of March 31, 2014 (unaudited) and December 31, 2013	F-95
Consolidated Statement of Stockholders' Equity for the three months ended March 31, 2014 (unaudited)	F-149
Consolidated Statement of Cash Flows for the three months ended March 31, 2014 (unaudited) and March 31, 2013 (unaudited)	F-150
Notes to Consolidated Financial Statements (unaudited)	F-151

(2) Exhibits

- (a) Articles of Amendment and Restatement, as amended(1)
- (b) Second Amended and Restated Bylaws, as amended(2)
- (c) Not Applicable
- (d)(1) Form of Stock Certificate(3)
- (d)(2) Statement of Eligibility of Trustee on Form T-1(4)
- (d)(3) Form of Subscription Certificate(5)
- (d)(4) Indenture, dated June 16, 2006, between Allied Capital Corporation and The Bank of New York, as trustee(6)
- (d)(5) Form of Note under the Indenture, dated June 16, 2006, between Allied Capital Corporation and The Bank of New York, as trustee (contained in Exhibit (d)(4) to this Registration Statement)(6)
- (d)(6) Third Supplemental Indenture, dated as of March 28, 2007, between Allied Capital Corporation and The Bank of New York, as trustee(7)
- (d)(7) Form of 6.875% Notes due 2047(7)
- (d)(8) Fourth Supplemental Indenture, dated as of April 1, 2010, among Ares Capital Corporation, Allied Capital Corporation and The Bank of New York Mellon, as trustee(8)

## Edgar Filing: ARES CAPITAL CORP - Form POS EX

- (d)(9) Indenture, dated as of October 21, 2010, between Ares Capital Corporation and U.S. Bank National Association, as trustee(9)
- (d)(10) First Supplemental Indenture, dated as of October 21, 2010, relating to the 7.75% Senior Notes due 2040, between Ares Capital Corporation and U.S. Bank National Association, as trustee(9)
- (d)(11) Form of 7.75% Senior Notes due 2040(9)
- (d)(12) Second Supplemental Indenture, dated as of February 2, 2012, relating to the 7.00% Senior Notes due 2022, between Ares Capital Corporation and U.S. Bank National Association, as trustee(10)
- (d)(13) Form of 7.00% Senior Notes due 2022(10)
- (d)(14) Third Supplemental Indenture, dated as of September 25, 2012, relating to the 5.875% Senior Notes due 2022, between Ares Capital Corporation and U.S. Bank National Association, as trustee(11)
- (d)(15) Form of 5.875% Senior Notes due 2022(11)
- (d)(16) Fourth Supplemental Indenture, dated as of November 19, 2013, relating to the 4.875% Senior Notes due 2018, between Ares Capital Corporation and U.S. Bank National Association, as trustee(12)

C-1

---

## Edgar Filing: ARES CAPITAL CORP - Form POS EX

- (d)(17) Form of 4.875% Senior Notes due 2018(12)
- (d)(18) Fifth Supplemental Indenture, dated as of November 21, 2014, relating to the 3.875% Notes due 2020, between Ares Capital Corporation and U.S. Bank National Association, as trustee(39)
- (d)(19) Form of 3.875% Notes due 2020(39)
- (d)(20) Indenture, dated as of January 25, 2011, between Ares Capital Corporation and U.S. Bank National Association, as trustee(13)
- (d)(21) Form of 5.75% Convertible Senior Notes due 2016(13)
- (d)(22) Indenture, dated as of March 28, 2011, between Ares Capital Corporation and U.S. Bank National Association, as trustee(14)
- (d)(23) Form of 5.125% Convertible Senior Notes due 2016(14)
- (d)(24) Indenture, dated as of March 14, 2012, between Ares Capital Corporation and U.S. Bank National Association, as trustee(15)
- (d)(25) Form of 4.875% Convertible Senior Notes due 2017(15)
- (d)(26) Indenture, dated as of October 10, 2012, between Ares Capital Corporation and U.S. Bank National Association, as trustee(16)
- (d)(27) Form of 4.75% Convertible Senior Notes due 2018(16)
- (d)(28) Indenture, dated as of July 19, 2013, between Ares Capital Corporation and U.S. Bank National Association, as trustee(17)
- (d)(29) Form of 4.375% Convertible Senior Notes due 2019(17)
- (e) Dividend Reinvestment Plan of Ares Capital Corporation(18)
- (f) Not Applicable
- (g) Restated Investment Advisory and Management Agreement, dated as of June 6, 2011, between Registrant and Ares Capital Management LLC(19)
- (h)(1) Form of Underwriting Agreement for Equity Securities(4)
- (h)(2) Form of Underwriting Agreement for Debt Securities(4)
- (h)(3) Purchase Agreement, dated July 15, 2014, among Ares Capital Corporation, Ares Capital Management LLC, Ares Operations LLC and Morgan Stanley & Co. LLC, Wells Fargo Securities, LLC, UBS Securities LLC and J.P. Morgan Securities LLC, as representatives of the several underwriters named on Schedule A thereto(38)
- (h)(4) Purchase Agreement, dated November 18, 2014, among Ares Capital Corporation, Ares Capital Management LLC, Ares Operations LLC and Merrill Lynch, Pierce, Fenner & Smith Incorporated, J.P. Morgan Securities LLC and Wells Fargo Securities, LLC, as representatives of the several underwriters named on Schedule A thereto(40)
- (h)(5) Purchase Agreement, dated January 23, 2015, among Ares Capital Corporation, Ares Capital Management LLC, Ares Operations LLC and Merrill Lynch, Pierce, Fenner & Smith Incorporated, J.P. Morgan Securities LLC and Wells Fargo Securities, LLC, as representatives of the several underwriters named on Schedule A thereto\*
- (i) Not Applicable
- (j) Amended and Restated Custodian Agreement, dated as of May 15, 2009, between Ares Capital Corporation and U.S. Bank National Association(20)
- (k)(1) Amended and Restated Administration Agreement, dated as of June 1, 2007, between Ares Capital Corporation and Ares Operations LLC(21)
- (k)(2) Trademark License Agreement between Ares Capital Corporation and Ares Management LLC(22)
- (k)(3) Form of Indemnification Agreement between Ares Capital Corporation and directors and certain officers(23)
- (k)(4) Form of Indemnification Agreement between Ares Capital Corporation and members of Ares Capital Management LLC investment committee(23)
- (k)(5) Amended and Restated Purchase and Sale Agreement, dated as of January 22, 2010, among Ares Capital Corporation, as seller, and Ares Capital CP Funding Holdings LLC, as purchaser(24)
- (k)(6) Amendment No. 1 to Amended and Restated Purchase and Sale Agreement, dated as of June 7, 2012, among Ares Capital Corporation, as seller, and Ares Capital CP Funding Holdings LLC, as purchaser(25)
- (k)(7) Second Tier Purchase and Sale Agreement, dated as of January 22, 2010, among Ares Capital CP Funding Holdings LLC, as seller, and Ares Capital CP Funding LLC, as purchaser(24)
- (k)(8) Amendment No. 1 to Second Tier Purchase and Sale Agreement, dated as of June 7, 2012, among Ares Capital CP Funding Holdings LLC, as seller, and Ares Capital CP Funding LLC, as purchaser(25)
- (k)(9) Amended and Restated Sale and Servicing Agreement, dated as of January 22, 2010, among Ares Capital CP Funding LLC, as borrower, Ares Capital Corporation, as servicer, Wachovia Bank, National Association, as note purchaser, U.S. Bank National Association, as trustee and collateral custodian, and Wells Fargo Securities, LLC, as agent(24)
- (k)(10) Amendment No. 1 to the Amended and Restated Sale and Servicing Agreement, dated as of May 6, 2010, among Ares Capital CP Funding LLC, as borrower, Ares Capital Corporation, as servicer, Wells Fargo Bank, National Association, as successor by merger to Wachovia Bank, as note purchaser, U.S. Bank National Association, as trustee and collateral custodian, and Wells Fargo Securities, LLC, as agent(26)
- (k)(11) Amendment No. 2 to the Amended and Restated Sale and Servicing Agreement, dated as of January 18, 2011, among Ares Capital CP Funding LLC, as borrower, Ares Capital Corporation, as servicer, Wells Fargo Bank, National Association, as successor by merger to Wachovia Bank, as note purchaser, U.S. Bank National Association, as trustee and collateral custodian, and Wells Fargo Securities, LLC, as agent(27)



## Edgar Filing: ARES CAPITAL CORP - Form POS EX

- (k)(12) Amendment No. 3 to the Amended and Restated Sale and Servicing Agreement, dated as of October 13, 2011, among Ares Capital CP Funding LLC, as borrower, Ares Capital Corporation, as servicer and as transferor, Wells Fargo Bank, National Association (as successor by merger to Wachovia Bank, National Association), as note purchaser, U.S. Bank National Association, as trustee, collateral custodian and bank, and Wells Fargo Securities, LLC, as agent(28)
- (k)(13) Amendment No. 4 to the Amended and Restated Sale and Servicing Agreement, dated as of January 18, 2012, among Ares Capital CP Funding LLC, as borrower, Ares Capital Corporation, as servicer and transferor, Wells Fargo Bank, National Association (as successor by merger to Wachovia Bank, National Association), as note purchaser, Wells Fargo Securities, LLC, as agent, and U.S. Bank National Association, as collateral custodian, trustee and bank(29)
- (k)(14) Amendment No. 5 to the Amended and Restated Sale and Servicing Agreement, dated as of June 7, 2012, among Ares Capital CP Funding LLC, as borrower, Ares Capital Corporation, as servicer and transferor, Wells Fargo Bank, National Association (as successor by merger to Wachovia Bank, National Association), as note purchaser, Wells Fargo Securities, LLC, as agent, and U.S. Bank National Association, as collateral custodian, trustee and bank(25)
- (k)(15) Amendment No. 6 to the Loan and Servicing Agreement, dated as of January 25, 2013, among Ares Capital CP Funding LLC, as borrower, Ares Capital Corporation, as servicer and transferor, Wells Fargo Securities, LLC, as agent, and Wells Fargo Bank, National Association, as swingline lender, and the other lenders party thereto(30)
- (k)(16) Omnibus Amendment, dated as of May 14, 2014, among Ares Capital CP Funding LLC, Ares Capital CP Funding Holdings LLC, Ares Capital Corporation, Wells Fargo Bank, National Association, as swingline lender and as a lender, Wells Fargo Securities, LLC, as agent, and U.S. Bank National Association, as trustee, bank and collateral custodian (amending the Loan and Servicing Agreement, dated as of January 22, 2010, the Amended and Restated Purchase and Sale Agreement, dated as of January 22, 2010, and the Second Tier Purchase and Sale Agreement, dated as of January 22, 2010)(31)
- (k)(17) Fourth Amended and Restated Senior Secured Revolving Credit Agreement, dated as of March 31, 2014, among Ares Capital Corporation, the lenders party thereto, and JPMorgan Chase Bank, N.A., as administrative agent(32)
- (k)(18) Loan and Servicing Agreement, dated as of January 20, 2012, among Ares Capital JB Funding LLC, as borrower, Ares Capital Corporation, as servicer and transferor, Sumitomo Mitsui Banking Corporation, as administrative agent, collateral agent and lender, and U.S. Bank National Association, as collateral custodian and bank(33)
- (k)(19) Purchase and Sale Agreement, dated as of January 20, 2012, between Ares Capital JB Funding LLC, as purchaser, and Ares Capital Corporation, as seller(33)
- (k)(20) Omnibus Amendment No. 1, dated as of September 14, 2012, among Ares Capital JB Funding LLC, as borrower, Ares Capital Corporation, as servicer and transferor, Sumitomo Mitsui Banking Corporation, as administrative agent, lender and collateral agent, and U.S. Bank National Association, as collateral custodian and bank (amending the Loan and Servicing Agreement, dated as of January 20, 2012, and the Purchase and Sale Agreement, dated as of January 20, 2012)(34)
- (k)(21) Omnibus Amendment No. 2, dated as of December 20, 2013, among Ares Capital JB Funding LLC, as borrower, Ares Capital Corporation, as servicer and transferor, Sumitomo Mitsui Banking Corporation, as administrative agent, lender and collateral agent, and U.S. Bank National Association, as collateral custodian and bank (amending the Loan and Servicing Agreement, dated as of January 20, 2012, and the Purchase and Sale Agreement, dated as of January 20, 2012)(35)
- (l)(1) Opinion and Consent of Venable LLP, Maryland counsel for Ares Capital Corporation(4)
- (l)(2) Opinion and Consent of Proskauer Rose LLP, counsel for Ares Capital Corporation(4)
- (m) Not Applicable
- (n)(1) Consent of independent registered public accounting firm for Ares Capital Corporation(37)
- (n)(2) Report of independent registered public accounting firm for Ares Capital Corporation, regarding senior securities table contained herein(4)
- (o) Not Applicable
- (p) Not Applicable
- (q) Not Applicable
- (r) Code of Ethics(23)
- 99.1 Statement of Computation of Ratio of Earnings to Fixed Charges(4)
- 99.2 Form of Preliminary Prospectus Supplement For Common Stock Offerings(36)
- 99.3 Form of Preliminary Prospectus Supplement For Preferred Stock Offerings(36)
- 99.4 Form of Preliminary Prospectus Supplement For Debt Offerings(36)
- 99.5 Form of Preliminary Prospectus Supplement For Rights Offerings(36)
- 99.6 Form of Preliminary Prospectus Supplement For Warrant Offerings(36)
- 99.7 Form of Preliminary Prospectus Supplement For Unit Offerings(36)
- 99.8 Form of Preliminary Prospectus Supplement For Retail Notes Offerings(37)
- 99.9 Form of Preliminary Prospectus Supplement For Institutional Notes Offerings(37)

---

\* Filed herewith.





## Edgar Filing: ARES CAPITAL CORP - Form POS EX

- (1) Incorporated by reference to Exhibit 3.1 to the Registrant's Form 10-Q (File No. 814-00663) for the quarter ended September 30, 2012, filed on November 5, 2012.
- (2) Incorporated by reference to Exhibit 3.2 to the Registrant's Form 10-Q (File No. 814-00663) for the quarter ended June 30, 2010, filed on August 5, 2010.
- (3) Incorporated by reference to Exhibit (d) to the Registrant's pre-effective Amendment No. 2 to the Registration Statement under the Securities Act of 1933, as amended, on Form N-2 (File No. 333-114656), filed on September 28, 2004.
- (4) Incorporated by reference to Exhibits (d)(2), (h)(1), (h)(2), (l)(1), (l)(2), (n)(2) and 99.1 to the Registrant's Registration Statement under the Securities Act of 1933, as amended, on Form N-2 (File No. 333-195748), filed on May 7, 2014.
- (5) Incorporated by reference to Exhibit (d)(4) to the Registrant's pre-effective Amendment No. 2 to the Registration Statement under the Securities Act of 1933, as amended, on Form N-2 (File No. 333-149139), filed on April 9, 2008.
- (6) Incorporated by reference to Exhibit d.2 to Allied Capital's Registration Statement under the Securities Act of 1933, as amended, on Form N-2/A (File No. 333-133755), filed on June 21, 2006.
- (7) Incorporated by reference to Exhibits d.8 and d.9, as applicable, to Allied Capital's post-effective Amendment No. 3 to the Registration Statement under the Securities Act of 1933, as amended, on Form N-2/A (File No. 333-133755), filed on March 28, 2007.
- (8) Incorporated by reference to Exhibit 10.1 to the Registrant's Form 8-K (File No. 814-00663), filed on April 7, 2010.
- (9) Incorporated by reference to Exhibits 4.1, 4.2 and 4.3, as applicable, to the Registrant's Form 8-K (File No. 814-00663), filed on October 22, 2010.
- (10) Incorporated by reference to Exhibits 4.1 and 4.2, as applicable, to the Registrant's Form 8-K (File No. 814-00663), filed on February 2, 2012.
- (11) Incorporated by reference to Exhibits 4.1 and 4.2, as applicable, to the Registrant's Form 8-K (File No. 814-00663), filed on September 25, 2012.
- (12) Incorporated by reference to Exhibits 4.1 and 4.2, as applicable, to the Registrant's Form 8-K (File No. 814-00663), filed on November 19, 2013.
- (13) Incorporated by reference to Exhibits 4.1 and 4.2, as applicable, to the Registrant's Form 8-K (File No. 814-00663), filed on January 28, 2011.
- (14) Incorporated by reference to Exhibits 4.1 and 4.2, as applicable, to the Registrant's Form 8-K (File No. 814-00663), filed on March 28, 2011.
- (15) Incorporated by reference to Exhibits 4.1 and 4.2, as applicable, to the Registrant's Form 8-K (File No. 814-00663), filed on March 14, 2012.
- (16) Incorporated by reference to Exhibits 4.1 and 4.2, as applicable, to the Registrant's Form 8-K (File No. 814-00663), filed on October 10, 2012.
- (17) Incorporated by reference to Exhibits 4.1 and 4.2, as applicable, to the Registrant's Form 8-K (File No. 814-00663), filed on July 19, 2013.
- (18) Incorporated by reference to Exhibit 10.1 to the Registrant's Form 8-K (File No. 814-00663), filed on February 27, 2012.
- (19) Incorporated by reference to Exhibit 10.1 to the Registrant's Form 8-K (File No. 814-00663), filed on June 8, 2011.
- (20) Incorporated by reference to Exhibit (j) to the Registrant's pre-effective Amendment No. 1 to the Registration Statement under the Securities Act of 1933, as amended, on Form N-2 (File No. 333-158211), filed on May 28, 2009.



## Edgar Filing: ARES CAPITAL CORP - Form POS EX

- (21) Incorporated by reference to Exhibit 10.1 to the Registrant's Form 10-Q (File No. 814-00663) for the quarter ended June 30, 2007, filed on August 9, 2007.
- (22) Incorporated by reference to Exhibit (k)(3) to the Registrant's pre-effective Amendment No. 1 to the Registration Statement under the Securities Act of 1933, as amended, on Form N-2 (File No. 333-114656), filed on September 17, 2004.
- (23) Incorporated by reference to Exhibits (k)(3), (k)(4) and (r), as applicable, to the Registrant's Registration Statement under the Securities Act of 1933, as amended, on Form N-2 (File No. 333-188175), filed on April 26, 2013.
- (24) Incorporated by reference to Exhibits 10.2 through 10.4, as applicable, to the Registrant's Form 8-K (File No. 814-00663), filed on January 25, 2010.
- (25) Incorporated by reference to Exhibits 10.1 through 10.3, as applicable, to the Registrant's Form 8-K (File No. 814-00663), filed on June 8, 2012.
- (26) Incorporated by reference to Exhibit 10.5 to the Registrant's Form 10-Q (File No. 814-00663) for the quarter ended March 31, 2010, filed on May 10, 2010.
- (27) Incorporated by reference to Exhibit 10.1 to the Registrant's Form 8-K (File No. 814-00663), filed on January 19, 2011.
- (28) Incorporated by reference to Exhibit 10.1 to the Registrant's Form 8-K (File No. 814-00663), filed on October 14, 2011.  
We obtained the information regarding the historical performance of the Reference Stocks set forth below from Bloomberg Financial Markets.

We have not independently verified the accuracy or completeness of the information obtained from Bloomberg Financial Markets. The historical performance of the Reference Stocks should not be taken as an indication of their future performance, and no assurance can be given as to the market prices of any Reference Stock at any time during the term of the Notes. We cannot give you assurance that the performance of any Reference Stock will not result in the loss of all or part of your investment.

Amazon.com, Inc. ("AMZN")

Amazon.com, Inc. is an online retailer that offers a wide range of products, including: books, music, videotapes, computers, electronics, home and garden, and numerous other products. The company offers personalized shopping services, web-based credit card payment, and direct shipping to customers.

The company's common stock is listed on the Nasdaq Global Select Market under the ticker symbol "AMZN."

Facebook, Inc. ("FB")

Facebook, Inc. operates a social networking website. The company's website allows people to communicate with their family, friends, and co-workers. The company develops technologies that facilitate the sharing of information, photographs, website links, and videos.

The company's Class A common stock is listed on the Nasdaq Global Select Market under the ticker symbol "FB."

Alphabet Inc. ("GOOGL")

Alphabet, Inc. operates as a holding company and is the parent company of Google Inc. ("Google"), The company, through its subsidiaries, provides web-based search, advertisements, maps, software applications, mobile operating systems, consumer content, enterprise solutions, commerce, and hardware products.

The company's Class A common stock is listed on the Nasdaq Global Select Market under the ticker symbol "GOOGL."

Netflix Inc. ("NFLX")

Netflix Inc. is an online movie rental service. The company ships DVDs with no due dates or late fees, directly to the subscriber's address. Netflix also provides background information on DVD releases, including critic reviews, member reviews and ratings, and personalized movie recommendations.

The company's common stock is listed on the Nasdaq Global Select Market under the ticker symbol "NFLX."

P-10 RBC Capital Markets, LLC

---

Auto-Callable Contingent Coupon Barrier Notes  
Linked to the Lesser Performing of Four  
Equity Securities, Due March 5, 2021  
Royal Bank of Canada

#### HISTORICAL INFORMATION

The graphs below set forth the information relating to the historical performance of the Reference Stocks. In addition, below the graphs are tables setting forth the intra-day high, intra-day low and period-end closing prices of the Reference Stocks. The information provided in these tables is for the four calendar quarters of 2013, 2014, 2015, 2016 and 2017 and for the period from January 1, 2018 through March 2, 2018.

We obtained the information regarding the historical performance of the Reference Stocks in the graphs and tables below from Bloomberg Financial Markets.

We have not independently verified the accuracy or completeness of the information obtained from Bloomberg Financial Markets. The historical performance of any Reference Stock should not be taken as an indication of its future performance, and no assurance can be given as to the prices of the Reference Stocks at any time. We cannot give you assurance that the performance of the Reference Stocks will not result in the loss of all or part of your investment.

P-11 RBC Capital Markets, LLC

---

Auto-Callable Contingent Coupon Barrier Notes  
 Linked to the Lesser Performing of Four  
 Equity Securities, Due March 5, 2021  
 Royal Bank of Canada

#### Historical Information for Amazon.com, Inc. ("AMZN")

Below is a table setting forth the intra-day high, intra-day low and period-end closing prices of this Reference Stock. The information provided in the table is for the period from January 1, 2013 through March 2, 2018.

Period-Start Date	Period-End Date	High Intra-Day Price of this Reference Stock (\$)	Low Intra-Day Price of this Reference Stock (\$)	Period-End Closing Price of this Reference Stock (\$)
1/1/2013	3/31/2013	284.68	252.07	266.49
4/1/2013	6/30/2013	283.31	245.78	277.69
7/1/2013	9/30/2013	320.50	277.18	312.64
10/1/2013	12/31/2013	405.50	296.56	398.79
1/1/2014	3/31/2014	408.06	330.89	336.52
4/1/2014	6/30/2014	348.17	284.38	324.78
7/1/2014	9/30/2014	364.84	304.60	322.44
10/1/2014	12/31/2014	341.15	284.00	310.35
1/1/2015	3/31/2015	389.37	285.26	372.10
4/1/2015	6/30/2015	452.64	368.34	434.09
7/1/2015	9/30/2015	580.57	425.68	511.89
10/1/2015	12/31/2015	696.38	506.14	675.89
1/1/2016	3/31/2016	657.09	474.02	593.64
4/1/2016	6/30/2016	731.41	585.25	715.62
7/1/2016	9/30/2016	839.95	716.59	837.31
10/1/2016	12/31/2016	847.06	710.25	749.87
1/1/2017	3/31/2017	890.22	747.76	886.54
4/1/2017	6/30/2017	1,016.50	884.59	968.00
7/1/2017	9/30/2017	1,083.15	931.75	961.35
10/1/2017	12/31/2017	1,213.38	950.50	1,169.47
1/1/2018	3/2/2018	1,528.68	1,171.00	1,500.25

PAST PERFORMANCE IS NOT INDICATIVE OF FUTURE RESULTS.

The graph below illustrates the performance of this Reference Stock from January 1, 2013 to March 2, 2018, reflecting its Initial Stock Price of \$1,500.25. The red line represents the Coupon Barrier and Trigger Price of \$750.13, which is equal to 50.00% of its Initial Stock Price (rounded to two decimal places).

P-12 RBC Capital Markets, LLC

---

Auto-Callable Contingent Coupon Barrier Notes  
 Linked to the Lesser Performing of Four  
 Equity Securities, Due March 5, 2021  
 Royal Bank of Canada

#### Historical Information for Facebook, Inc. ("FB")

Below is a table setting forth the intra-day high, intra-day low and period-end closing prices of this Reference Stock. The information provided in the table is for the period from January 1, 2013 through March 2, 2018.

Period-Start Date	Period-End Date	High Intra-Day Price of this Reference Stock (\$)	Low Intra-Day Price of this Reference Stock (\$)	Period-End Closing Price of this Reference Stock (\$)
1/1/2013	3/31/2013	32.50	24.73	25.58
4/1/2013	6/30/2013	29.07	22.67	24.86
7/1/2013	9/30/2013	51.59	24.15	50.24
10/1/2013	12/31/2013	58.57	43.56	54.66
1/1/2014	3/31/2014	72.58	51.85	60.24
4/1/2014	6/30/2014	67.99	54.67	67.29
7/1/2014	9/30/2014	79.69	62.22	79.04
10/1/2014	12/31/2014	82.16	70.32	78.02
1/1/2015	3/31/2015	86.06	73.45	82.22
4/1/2015	6/30/2015	89.40	76.79	85.77
7/1/2015	9/30/2015	99.24	72.00	89.90
10/1/2015	12/31/2015	110.64	88.36	104.66
1/1/2016	3/31/2016	117.59	89.38	114.10
4/1/2016	6/30/2016	121.07	106.32	114.28
7/1/2016	9/30/2016	131.97	112.97	128.27
10/1/2016	12/31/2016	133.50	113.56	115.05
1/1/2017	3/31/2017	142.94	115.51	142.05
4/1/2017	6/30/2017	156.50	138.82	150.98
7/1/2017	9/30/2017	175.45	147.80	170.87
10/1/2017	12/31/2017	184.23	168.30	176.46
1/1/2018	3/2/2018	195.31	167.18	176.62

PAST PERFORMANCE IS NOT INDICATIVE OF FUTURE RESULTS.

The graph below illustrates the performance of this Reference Stock from January 1, 2013 to March 2, 2018, reflecting its Initial Stock Price of \$176.62. The red line represents the Coupon Barrier and Trigger Price of \$88.31, which is equal to 50.00% of its Initial Stock Price.

P-13 RBC Capital Markets, LLC

---

Auto-Callable Contingent Coupon Barrier Notes  
 Linked to the Lesser Performing of Four  
 Equity Securities, Due March 5, 2021  
 Royal Bank of Canada

#### Historical Information for Alphabet Inc. (“GOOGL”)

Below is a table setting forth the intra-day high, intra-day low and period-end closing prices of this Reference Stock. The information provided in the table is for the period from January 1, 2013 through March 2, 2018. Prior to the completion of the issuer’s formation and subsequent stock split in April 2014, information below represents Google’s Class A common stock which traded under on the Nasdaq Global Market under the symbol “GOOGL.”

Period-Start Date	Period-End Date	High Intra-Day Price of this Reference Stock (\$)	Low Intra-Day Price of this Reference Stock (\$)	Period-End Closing Price of this Reference Stock (\$)
1/1/2013	3/31/2013	422.41	348.10	397.40
4/1/2013	6/30/2013	460.70	381.04	440.61
7/1/2013	9/30/2013	464.45	423.19	438.38
10/1/2013	12/31/2013	561.04	421.90	560.90
1/1/2014	3/31/2014	615.04	542.03	557.80
4/1/2014	6/30/2014	589.60	511.04	584.67
7/1/2014	9/30/2014	608.85	567.60	588.41
10/1/2014	12/31/2014	592.40	497.22	530.66
1/1/2015	3/31/2015	583.12	491.00	554.70
4/1/2015	6/30/2015	584.60	529.01	540.04
7/1/2015	9/30/2015	713.30	539.80	638.37
10/1/2015	12/31/2015	798.69	631.24	778.01
1/1/2016	3/31/2016	810.21	682.20	762.90
4/1/2016	6/30/2016	790.95	672.71	703.53
7/1/2016	9/30/2016	818.97	699.00	804.06
10/1/2016	12/31/2016	839.00	744.03	792.45
1/1/2017	3/31/2017	874.35	796.89	847.80
4/1/2017	6/30/2017	1,008.46	834.78	929.68
7/1/2017	9/30/2017	1,006.05	915.52	973.72
10/1/2017	12/31/2017	1,086.32	962.11	1,053.40
1/1/2018	3/2/2018	1,197.99	998.00	1,084.14

PAST PERFORMANCE IS NOT INDICATIVE OF FUTURE RESULTS.

The graph below illustrates the performance of this Reference Stock from January 1, 2013 to March 2, 2018, reflecting its Initial Stock Price of \$1,084.14. The red line represents the Coupon Barrier and Trigger Price of \$542.07, which is equal to 50.00% of its Initial Stock Price (rounded to two decimal places).

P-14 RBC Capital Markets, LLC

---



Auto-Callable Contingent Coupon Barrier Notes  
 Linked to the Lesser Performing of Four  
 Equity Securities, Due March 5, 2021  
 Royal Bank of Canada

#### Historical Information for Netflix Inc. (“NFLX”)

Below is a table setting forth the intra-day high, intra-day low and period-end closing prices of this Reference Stock. The information provided in the table is for the period from January 1, 2013 through March 2, 2018.

Period-Start Date	Period-End Date	High Intra-Day Price of this Reference Stock (\$)	Low Intra-Day Price of this Reference Stock (\$)	Period-End Closing Price of this Reference Stock (\$)
1/1/2013	3/31/2013	28.23	12.96	27.06
4/1/2013	6/30/2013	35.55	22.72	30.16
7/1/2013	9/30/2013	45.71	30.30	44.17
10/1/2013	12/31/2013	55.59	40.42	52.60
1/1/2014	3/31/2014	65.43	45.58	50.29
4/1/2014	6/30/2014	64.40	42.79	62.94
7/1/2014	9/30/2014	69.89	58.94	64.45
10/1/2014	12/31/2014	66.83	45.10	48.80
1/1/2015	3/31/2015	69.50	45.27	59.53
4/1/2015	6/30/2015	100.88	58.47	93.85
7/1/2015	9/30/2015	129.28	85.50	103.26
10/1/2015	12/31/2015	133.26	96.26	114.38
1/1/2016	3/31/2016	122.17	80.07	102.23
4/1/2016	6/30/2016	111.84	84.81	91.48
7/1/2016	9/30/2016	101.27	84.50	98.55
10/1/2016	12/31/2016	129.29	97.63	123.80
1/1/2017	3/31/2017	148.27	124.37	147.81
4/1/2017	6/30/2017	166.80	138.67	149.41
7/1/2017	9/30/2017	190.25	144.25	181.35
10/1/2017	12/31/2017	204.38	176.58	191.96
1/1/2018	3/2/2018	301.18	195.44	301.05

PAST PERFORMANCE IS NOT INDICATIVE OF FUTURE RESULTS.

The graph below illustrates the performance of this Reference Stock from January 1, 2013 to March 2, 2018, reflecting its Initial Stock Price of \$301.05. The red line represents the Coupon Barrier and Trigger Price of \$150.53, which is equal to 50.00% of its Initial Stock Price (rounded to two decimal places).

P-15 RBC Capital Markets, LLC

---

Auto-Callable Contingent Coupon Barrier Notes  
Linked to the Lesser Performing of Four  
Equity Securities, Due March 5, 2021  
Royal Bank of Canada

#### SUPPLEMENTAL DISCUSSION OF U.S. FEDERAL INCOME TAX CONSEQUENCES

The following disclosure supplements, and to the extent inconsistent supersedes, the discussion in the product prospectus supplement dated January 8, 2016 under “Supplemental Discussion of U.S. Federal Income Tax Consequences.”

Under Section 871(m) of the Code, a “dividend equivalent” payment is treated as a dividend from sources within the United States. Such payments generally would be subject to a 30% U.S. withholding tax if paid to a non-U.S. holder. Under U.S. Treasury Department regulations, payments (including deemed payments) with respect to equity-linked instruments (“ELIs”) that are “specified ELIs” may be treated as dividend equivalents if such specified ELIs reference an interest in an “underlying security,” which is generally any interest in an entity taxable as a corporation for U.S. federal income tax purposes if a payment with respect to such interest could give rise to a U.S. source dividend. However, the IRS has issued guidance that states that the U.S. Treasury Department and the IRS intend to amend the effective dates of the U.S. Treasury Department regulations to provide that withholding on dividend equivalent payments will not apply to specified ELIs that are not delta-one instruments and that are issued before January 1, 2019. Based on our determination that the Notes are not delta-one instruments, non-U.S. holders should not be subject to withholding on dividend equivalent payments, if any, under the Notes. However, it is possible that the Notes could be treated as deemed reissued for U.S. federal income tax purposes upon the occurrence of certain events affecting the Reference Stocks or the Notes, and following such occurrence the Notes could be treated as subject to withholding on dividend equivalent payments. Non-U.S. holders that enter, or have entered, into other transactions in respect of the Reference Stocks or the Notes should consult their tax advisors as to the application of the dividend equivalent withholding tax in the context of the Notes and their other transactions. If any payments are treated as dividend equivalents subject to withholding, we (or the applicable withholding agent) would be entitled to withhold taxes without being required to pay any additional amounts with respect to amounts so withheld.

#### SUPPLEMENTAL PLAN OF DISTRIBUTION (CONFLICTS OF INTEREST)

Delivery of the Notes will be made against payment for the Notes on March 7, 2018, which is the third (3rd) business day following the Trade Date (this settlement cycle being referred to as “T+3”). See “Plan of Distribution” in the prospectus dated January 8, 2016. For additional information as to the relationship between us and RBCCM, please see the section “Plan of Distribution—Conflicts of Interest” in the prospectus dated January 8, 2016.

We will deliver the Notes on a date that is greater than two business days following the Trade Date. Under Rule 15c6-1 of the Exchange Act, trades in the secondary market generally are required to settle in two business days, unless the parties to any such trade expressly agree otherwise. Accordingly, purchasers who wish to trade the Notes more than two business days prior to the original issue date will be required to specify alternative settlement arrangements to prevent a failed settlement.

In the initial offering of the Notes, they were offered to investors at a purchase price equal to par, except with respect to certain accounts as indicated on the cover page of this document.

The value of the Notes shown on your account statement may be based on RBCCM’s estimate of the value of the Notes if RBCCM or another of our affiliates were to make a market in the Notes (which it is not obligated to do). That estimate will be based upon the price that RBCCM may pay for the Notes in light of then prevailing market conditions, our creditworthiness and transaction costs. For a period of approximately three months after the issue date of the Notes, the value of the Notes that may be shown on your account statement may be higher than RBCCM’s estimated value of the Notes at that time. This is because the estimated value of the Notes will not include the underwriting discount and our hedging costs and profits; however, the value of the Notes shown on your account

statement during that period may initially be a higher amount, reflecting the addition of RBCCM's underwriting discount and our estimated costs and profits from hedging the Notes. This excess is expected to decrease over time until the end of this period. After this period, if RBCCM repurchases your Notes, it expects to do so at prices that reflect their estimated value.

We may use this pricing supplement in the initial sale of the Notes. In addition, RBCCM or another of our affiliates may use this pricing supplement in a market-making transaction in the Notes after their initial sale. Unless we or our agent informs the purchaser otherwise in the confirmation of sale, this pricing supplement is being used in a market-making transaction.

No Prospectus (as defined in Directive 2003/71/EC (as amended, the "Prospectus Directive")) will be prepared in connection with the Notes. Accordingly, the Notes may not be offered to the public in any member state of the European Economic Area (the "EEA"), and any purchaser of the Notes who subsequently sells any of the Notes in any EEA member state must do so only in accordance with the requirements of the Prospectus Directive, as implemented in that member state.

P-16 RBC Capital Markets, LLC

---

Auto-Callable Contingent Coupon Barrier Notes  
Linked to the Lesser Performing of Four  
Equity Securities, Due March 5, 2021  
Royal Bank of Canada

The Notes are not intended to be offered, sold or otherwise made available to, and should not be offered, sold or otherwise made available to, any retail investor in the EEA. For these purposes, the expression “offer” includes the communication in any form and by any means of sufficient information on the terms of the offer and the Notes to be offered so as to enable an investor to decide to purchase or subscribe the Notes, and a “retail investor” means a person who is one (or more) of: (a) a retail client, as defined in point (11) of Article 4(1) of Directive 2014/65/EU (as amended, “MiFID II”); or (b) a customer, within the meaning of Insurance Distribution Directive 2016/97/EU, as amended, where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II; or (c) not a qualified investor as defined in the Prospectus Directive. Consequently, no key information document required by Regulation (EU) No 1286/2014 (as amended, the “PRIIPs Regulation”) for offering or selling the Notes or otherwise making them available to retail investors in the EEA has been prepared, and therefore, offering or selling the Notes or otherwise making them available to any retail investor in the EEA may be unlawful under the PRIIPs Regulation.

#### STRUCTURING THE NOTES

The Notes are our debt securities, the return on which is linked to the performance of the Reference Stocks. As is the case for all of our debt securities, including our structured notes, the economic terms of the Notes reflect our actual or perceived creditworthiness at the time of pricing. In addition, because structured notes result in increased operational, funding and liability management costs to us, we typically borrow the funds under these Notes at a rate that is more favorable to us than the rate that we might pay for a conventional fixed or floating rate debt security of comparable maturity. Using this relatively lower implied borrowing rate rather than the secondary market rate, is a factor that reduced the initial estimated value of the Notes at the time their terms were set. Unlike the estimated value included in this pricing supplement, any value of the Notes determined for purposes of a secondary market transaction may be based on a different funding rate, which may result in a lower value for the Notes than if our initial internal funding rate were used.

In order to satisfy our payment obligations under the Notes, we may choose to enter into certain hedging arrangements (which may include call options, put options or other derivatives) on the issue date with RBCCM or one of our other subsidiaries. The terms of these hedging arrangements take into account a number of factors, including our creditworthiness, interest rate movements, the volatility of the Reference Stocks, and the tenor of the Notes. The economic terms of the Notes and their initial estimated value depend in part on the terms of these hedging arrangements.

The lower implied borrowing rate is a factor that reduced the economic terms of the Notes to you. The initial offering price of the Notes also reflects the underwriting commission and our estimated hedging costs. These factors resulted in the initial estimated value for the Notes on the Trade Date being less than their public offering price. See “Selected Risk Considerations—The Initial Estimated Value of the Notes Is Less than the Price to the Public” above.

#### VALIDITY OF THE NOTES

In the opinion of Norton Rose Fulbright Canada LLP, the issue and sale of the Notes has been duly authorized by all necessary corporate action of the Bank in conformity with the Indenture, and when the Notes have been duly executed, authenticated and issued in accordance with the Indenture and delivered against payment therefor, the Notes will be validly issued and, to the extent validity of the Notes is a matter governed by the laws of the Province of Ontario or Québec, or the laws of Canada applicable therein, and will be valid obligations of the Bank, subject to equitable remedies which may only be granted at the discretion of a court of competent authority, subject to applicable bankruptcy, to rights to indemnity and contribution under the Notes or the Indenture which may be limited by applicable law; to insolvency and other laws of general application affecting creditors’ rights, to limitations under

## Edgar Filing: ARES CAPITAL CORP - Form POS EX

applicable limitations statutes, and to limitations as to the currency in which judgments in Canada may be rendered, as prescribed by the Currency Act (Canada). This opinion is given as of the date hereof and is limited to the laws of the Provinces of Ontario and Québec and the federal laws of Canada applicable thereto. In addition, this opinion is subject to customary assumptions about the Trustee's authorization, execution and delivery of the Indenture and the genuineness of signatures and certain factual matters, all as stated in the letter of such counsel dated January 8, 2016, which has been filed as Exhibit 5.1 to Royal Bank's Form 6-K filed with the SEC dated January 8, 2016.

In the opinion of Morrison & Foerster LLP, when the Notes have been duly completed in accordance with the Indenture and issued and sold as contemplated by the prospectus supplement and the prospectus, the Notes will be valid, binding and enforceable obligations of Royal Bank, entitled to the benefits of the Indenture, subject to applicable bankruptcy, insolvency and similar laws affecting creditors' rights generally, concepts of reasonableness and equitable principles of general applicability (including, without limitation, concepts of good faith, fair dealing and the lack of bad faith). This opinion is given as of the date hereof and is limited to the laws of the State of New York. This opinion is subject to customary assumptions about the Trustee's authorization, execution and delivery of the Indenture and the genuineness of signatures and to such counsel's reliance on the Bank and other sources as to certain factual matters, all as stated in the legal opinion dated January 8, 2016, which has been filed as Exhibit 5.2 to the Bank's Form 6-K dated January 8, 2016.

P-17 RBC Capital Markets, LLC

---