

MONROE CAPITAL Corp  
Form 8-K  
July 10, 2013

**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) July 10, 2013 (July 9, 2013)**

**Monroe Capital Corporation**

(Exact name of registrant as specified in its charter)

**Maryland**  
(State or other jurisdiction)

**814-00866**  
(Commission)

**27-4895840**  
(IRS Employer)

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of incorporation)

File Number)

Identification No.)

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

**(312) 258-8300**

**60606**  
(Zip Code)

(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 July 9, 2013, Monroe Capital Corporation (the **Company**) reconvened its 2013 annual meeting of stockholders (the **Meeting**), which was previously adjourned on June 26, 2013, to consider Proposal 3 as described in detail in the Company's definitive proxy statement filed with the Securities and Exchange Commission on May 22, 2013. A summary of the matter voted upon by stockholders is set forth below.

**Proposal 3 Approval to Sell Shares of Common Stock Below Net Asset Value**

The Company's stockholders approved a proposal to authorize flexibility for the Company, with the approval of its Board of Directors, to sell shares of its common stock during the next twelve months at a price below its then-current net asset value per share, subject to certain limitations as set forth in the proxy statement. The voting results are set forth below:

	<b>For</b>	<b>Against</b>	<b>Abstain</b>	<b>Broker Non-vote</b>
<b>With Affiliates</b>	2,189,975	211,784	73,568	719,769
% of shares voted	88.47%	8.56%	2.97%	
<b>Without Affiliates</b>	2,085,014	211,784	73,568	719,769
% of shares voted	87.96%	8.94%	3.10%	

**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: July 10, 2013