

MONROE CAPITAL Corp  
Form 8-K  
July 14, 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) July 14, 2016 (July 14, 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  
(Registrant's telephone number, including area code)

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(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 14, 2016, Monroe Capital Corporation (the “*Company*”) reconvened its 2016 annual meeting of stockholders (the “*Meeting*”), which was previously adjourned on June 22, 2016, to consider Proposal 2 as 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 matter voted upon by stockholders is set forth below.

**Proposal 2 – 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 following votes were taken in connection with this proposal:

|                    | For       |   | Against   |   | Abstain |   |
|--------------------|-----------|---|-----------|---|---------|---|
| With Affiliates    | 6,156,474 |   | 1,261,004 |   | 296,510 |   |
| % of shares voted  | 79.81     | % | 16.35     | % | 3.84    | % |
| Without Affiliates | 4,159,220 |   | 890,976   |   | 235,794 |   |
| % of shares voted  | 78.68     | % | 16.86     | % | 4.46    | % |

**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 14, 2016

