

PennantPark Floating Rate Capital Ltd.  
Form 8-K  
February 10, 2012

**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

February 7, 2012

Date of Report (Date of earliest event reported)

**PennantPark Floating Rate Capital Ltd.**

(Exact name of registrant as specified in its charter)

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(State or other jurisdiction  
of incorporation)

(Commission  
File Number)

(IRS Employer  
Identification No.)

**590 Madison Avenue, 15th Floor,**

**New York, NY**  
(Address of principal executive offices)  
**212-905-1000**

**10022**  
(Zip Code)

(Registrant's telephone number, including area code)

**Not Applicable**

(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:

- .. 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 February 7, 2012, PennantPark Floating Rate Capital Ltd. (the Company) held its annual meeting of stockholders (the Annual Meeting) and submitted two matters to the vote of stockholders. The proposals are described in detail in the Company's definitive proxy statement filed with the Securities and Exchange Commission on December 7, 2011. As of December 14, 2011, the record date, 6,850,667 shares of common stock were eligible to vote. A summary of the matters voted upon by the stockholders is set forth below.

**Proposal 1.** Due to the absence of the affirmative vote of a majority of the shares outstanding to elect either nominee, the named Proxies for the Company's stockholders approved an adjournment of the meeting to allow the polls to remain open until 9:30 a.m. on February 28, 2012 for the proposal to elect two directors of the Company, each of whom will serve until the 2015 Annual Meeting, or until his successor is duly elected and qualifies or until his earlier resignation, removal from office, death or incapacity. The meeting will be reconvened at the offices of Dechert LLP, located at 1095 Avenue of the Americas, New York, New York on February 28, 2012, at 9:30 a.m. The voting results as of February 7, 2012 are set forth below:

| Name                    | For       | Withheld | Broker Non Vote |
|-------------------------|-----------|----------|-----------------|
| Marshall Brozost        | 1,236,089 | 277,064  | 4,139,269       |
| % of Shares Voted       | 81.69%    | 18.31%   | N/A             |
| % of Shares Outstanding | 18.04%    | 4.04%    | 60.42%          |
| Samuel L. Katz          | 1,247,799 | 265,354  | 4,139,269       |
| % of Shares Voted       | 82.46%    | 17.54%   | N/A             |
| % of Shares Outstanding | 18.21%    | 3.87%    | 60.42%          |

**Proposal 2.** The Company's stockholders ratified the selection of KPMG LLP to serve as the Company's independent registered public accounting firm for the year ending September 30, 2012. The voting results are set forth below:

|                         | For       | Against | Abstain |
|-------------------------|-----------|---------|---------|
|                         | 5,469,117 | 51,256  | 132,049 |
| % of Shares Voted       | 96.76%    | 0.91%   | 2.33%   |
| % of Shares Outstanding | 79.83%    | 0.75%   | 1.92%   |

On February 7, 2012, the Company held a special meeting of stockholders (the Special Meeting) and submitted one matter to the vote of the stockholders. The proposal is described in detail in the Company's definitive proxy statement filed with the Securities and Exchange Commission on December 7, 2011. As of December 14, 2011, the record date, 6,850,667 shares of common stock were eligible to vote. A summary of the matter voted upon by the stockholders is set forth below.

**Proposal 1.** Due to the absence of a quorum, the named Proxies for the Company's stockholders approved an adjournment of the meeting to allow the polls to remain open until 10:00 a.m. on February 28, 2012 for the 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 12 months, at a price below its then current net asset value per share subject to certain limitations as described in the joint proxy statement. The meeting will be reconvened at the offices of Dechert LLP, located at 1095 Avenue of the Americas, New York, New York on February 28, 2012, at 10:00 a.m. The voting results as of February 7, 2012 are set forth below:

|                         | For       | Against | Abstain |
|-------------------------|-----------|---------|---------|
| With Affiliates         | 1,608,900 | 549,877 | 166,200 |
| % of Shares Voted       | 69.20%    | 23.65%  | 7.15%   |
| % of Shares Outstanding | 23.48%    | 8.03%   | 2.42%   |
| Without Affiliates      | 1,596,228 | 549,877 | 166,200 |
| % of Shares Voted       | 69.03%    | 23.78%  | 7.19%   |
| % of Shares Outstanding | 23.44%    | 8.08%   | 2.44%   |

**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Dated: February 10, 2012

**PennantPark Floating Rate Capital Ltd.**

/s/ AVIV EFRAT  
Aviv Efrat

Chief Financial Officer & Treasurer