

MONROE CAPITAL Corp  
Form 8-K  
June 28, 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) June 28, 2013 (June 26, 2013)**

**Monroe Capital Corporation**

(Exact name of registrant as specified in its charter)

**Maryland**  
(State or other jurisdiction

of incorporation)

**814-00866**  
(Commission

File Number)

**27-4895840**  
(IRS Employer

Identification No.)

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

**60606**  
(Zip Code)

(Registrant's telephone number, including area code) **(312) 258-8300**

(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 26, 2013, Monroe Capital Corporation (the *Company*) held its 2013 annual meeting of stockholders (the *Meeting*), during which three 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 May 22, 2013 (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 2016 annual meeting of stockholders and until their successors have been duly elected and qualified. The following votes were taken in connection with this proposal:

	FOR	WITHHELD
Thomas J. Allison	2,147,103	54,060
Robert S. Rubin	2,144,803	56,360

**Proposal 2 Ratification of Selection of Accounting Firm**

The *Company*'s stockholders ratified the selection of McGladrey LLP to serve as the *Company*'s independent registered public accounting firm for the fiscal year ending December 31, 2013. The following votes were taken in connection with this proposal:

FOR	AGAINST	ABSTAIN
3,337,142	38,211	29,034

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

Due to the absence of the votes required for approval of Proposal 3, the meeting was adjourned to allow for the solicitation of additional votes on Proposal 3. The meeting will be reconvened at the corporate headquarters of the *Company* at 3:00 p.m. eastern time, on July 9, 2013.

**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 28, 2013