

Main Street Capital CORP  
Form 8-K  
June 15, 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**

Date of Report (Date of Earliest Event Reported): **June 14, 2012**

**Main Street Capital Corporation**

(Exact name of registrant as specified in its charter)

**Maryland**  
(State or other jurisdiction of incorporation)

**001-33723**  
(Commission File Number)

**41-2230745**  
(I.R.S. Employer Identification No.)

**1300 Post Oak Boulevard, Suite 800,**  
**Houston, Texas**  
(Address of principal executive offices)

**77056**  
(Zip Code)

Registrant's telephone number, including area code: **(713) 350-6000**

**Not Applicable**

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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:

- 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.**

Our Annual Meeting of Stockholders was held on June 14, 2012. As of April 2, 2012, the record date, 27,061,484 shares of common stock were eligible to be voted, and 17,798,971 of those shares were voted in person or by proxy at the Annual Meeting. Stockholders were asked to consider and act upon:

- Proposal No. 1 The election of each of the members of our Board of Directors for a term of one year; and
  
- Proposal No. 2 A proposal to authorize us, with the approval of our Board of Directors, to sell shares of our common stock during the next twelve months at a price below our then current net asset value per share, subject to certain limitations described in our 2012 proxy statement (including that the number of shares sold in each offering does not exceed 25% of our outstanding common stock immediately prior to such sale).

Proposal 1 Election of Directors

All nominees for a one-year term as listed in our 2012 proxy statement were elected. The following votes were taken in connection with this proposal:

| Director Nominee     | Votes For  | Votes Withheld |
|----------------------|------------|----------------|
| Michael Appling, Jr. | 17,283,080 | 515,891        |
| Joseph E. Canon      | 17,330,648 | 468,323        |
| Arthur L. French     | 17,322,532 | 476,439        |
| J. Kevin Griffin     | 17,431,838 | 367,133        |
| Vincent D. Foster    | 17,528,486 | 270,485        |
| Todd A. Reppert      | 17,135,101 | 663,870        |

Proposal 2 Issuance of Shares Below Net Asset Value

The proposal to authorize us, with the approval of our Board of Directors, to sell shares of our common stock during the next twelve months at a price below our then current net asset value per share, subject to certain limitations described in our 2012 proxy statement (including that the number of shares sold in each offering does not exceed 25% of our outstanding common stock immediately prior to such sale) was approved. The following votes were taken in connection with this proposal:

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|                      | Votes For  | Votes Against | Abstentions |
|----------------------|------------|---------------|-------------|
| All Stockholders     | 16,589,260 | 1,060,350     | 149,361     |
| Excluding Affiliates | 13,393,738 | 1,060,350     | 149,361     |

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

99.1 Press release dated June 14, 2012

**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.

**Main Street Capital Corporation**

Date: June 14, 2012

By:

Name:  
Title:

*/s/ Dwayne L. Hyzak*  
Dwayne L. Hyzak  
Chief Financial Officer

**Exhibit Index**

| <b>Exhibit No.</b> | <b>Description</b>                |
|--------------------|-----------------------------------|
| 99.1               | Press release dated June 14, 2012 |