
**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): **April 16, 2013**

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

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))
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Item 8.01 Other Events.

On April 16, 2013, the Registrant issued a press release. A copy of such press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

The information disclosed under Item 8.01, including Exhibit 99.1 hereto, shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934 and shall not be deemed incorporated by reference into any filing made under the Securities Act of 1933, except as expressly set forth by specific reference in such filing.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

99.1 Press release dated April 16, 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.

Main Street Capital Corporation

Date: April 16, 2013

By: /s/ Dwayne L. Hyzak
Name: Dwayne L. Hyzak
Title: Chief Financial Officer

Exhibit Index

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press release dated April 16, 2013



Contacts:

Main Street Capital Corporation

Dwayne L. Hyzak, CFO and Senior Managing Director
dhyzak@mainstcapital.com
713-350-6000

Dennard • Lascar Associates, LLC

Ken Dennard | ken@dennardlascar.com
Ben Burnham | ben@dennardlascar.com
773-599-3745

**Main Street Closes Public Offering of an Additional
\$12.0 Million of 6.125% Senior Notes Due 2023 Pursuant to the
Full Exercise of the Underwriters' Over-Allotment Option**

HOUSTON, April 16, 2013 — Main Street Capital Corporation (NYSE: MAIN) (“Main Street”) announced today that, in connection with the public offering of \$80.0 million in aggregate principal amount of 6.125% senior notes due 2023 (the “Notes”) which closed on April 2, 2013, the underwriters fully exercised their option to purchase an additional \$12.0 million in aggregate principal amount of Notes to cover over-allotments, bringing the total size of the offering to \$92.0 million. Net proceeds from the offering, including exercise of the over-allotment option and after deducting underwriting discounts and estimated offering expenses payable by Main Street, were approximately \$89.0 million. The Notes will mature on April 1, 2023, and may be redeemed in whole or in part at any time or from time to time at Main Street’s option on or after April 1, 2018. The Notes bear interest from April 2, 2013 at a rate of 6.125% per year payable quarterly on January 1, April 1, July 1 and October 1 of each year, beginning July 1, 2013. The Notes are listed on the New York Stock Exchange and trade under the symbol “MSCA.”

Main Street intends to use the net proceeds from this offering, including the net proceeds from the underwriters’ over-allotment option, to initially repay outstanding debt borrowed under its credit facility, and then through re-borrowing under the credit facility, to make investments in accordance with its investment objective and strategies, to make investments in marketable securities and idle funds investments, to pay operating expenses and other cash obligations, and for general corporate purposes.

The joint book-running managers of this offering are Keefe, Bruyette & Woods, Inc., Raymond James and RBC Capital Markets, LLC. The lead co-managers of this offering are BB&T Capital Markets, a division of BB&T Securities, LLC, Sanders Morris Harris Inc. and Janney Montgomery Scott LLC. The co-managers of this offering are Ladenburg Thalmann & Co. Inc., MLV & Co. LLC and Wunderlich Securities, Inc. The Notes were sold pursuant to an effective shelf registration statement on Form N-2 that has been filed with, and has been declared effective by, the U.S. Securities and Exchange Commission.

This press release does not constitute an offer to sell or the solicitation of an offer to buy the Notes referred to in this press release.

ABOUT MAIN STREET CAPITAL CORPORATION

Main Street (www.mainstcapital.com) is a principal investment firm that provides long-term debt and equity capital to lower middle market companies and debt capital to middle market companies. Main Street’s portfolio investments are typically made to support management buyouts, recapitalizations, growth financings, refinancings and acquisitions of companies that operate in diverse industry sectors. Main Street seeks to partner with entrepreneurs, business owners and management teams and generally provides “one stop” financing alternatives within its lower middle market portfolio. Main Street’s lower middle market companies generally have annual revenues between \$10 million and \$150 million. Main Street’s middle market debt investments are made in businesses that are generally larger in size than its lower middle market portfolio companies.

FORWARD-LOOKING STATEMENTS

This press release may contain certain forward-looking statements which are based upon Main Street management’s current expectations and are inherently uncertain. Any such statements other than statements of historical fact are likely to be affected by other unknowable future events and conditions, including elements of the future that are or are not under Main Street’s control, and that Main Street may or may not

have considered; accordingly, such statements cannot be guarantees or assurances of any aspect of future performance. Actual performance and results could vary materially from these estimates and projections of the future. Such statements speak only as of the time when made and are based on information available to Main Street as of the date hereof and are qualified in their entirety by this cautionary statement. Main Street assumes no obligation to revise or update any such statement now or in the future.

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