
**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): **March 1, 2018**

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, 8th Floor 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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 8.01 Other Events.

On March 1, 2018, in accordance with the Indenture dated as of April 2, 2013, as amended and supplemented by the First Supplemental Indenture dated as of April 2, 2013 (as amended, the "Indenture"), between Main Street Capital Corporation ("Main Street") and The Bank of New York Mellon Trust Company, N.A., as trustee (the "Trustee"), Main Street provided notice to the Trustee of Main Street's election to exercise its option to redeem (the "Redemption") all of the issued and outstanding 6.125% Notes due 2023 (CUSIP No. 56035L302; NYSE: MSCA) (the "Notes") and instructed the Trustee to deliver, on Main Street's behalf, notice to the holders of the Notes regarding the Redemption. Main Street will redeem all \$90,655,275 in aggregate principal amount of the Notes on April 1, 2018 (the "Redemption Date"). The Notes will be redeemed at 100% of their principal amount (\$25 per Note), plus the accrued and unpaid interest thereon from January 1, 2018, through, but excluding, the Redemption Date (the "Redemption Price"). As the Redemption Date falls on a day that is not a business day, pursuant to the Indenture, the Redemption Price will be paid on April 2, 2018, the next succeeding business day, and no additional interest will accrue from the Redemption Date through April 2, 2018. A copy of the notice sent to the Trustee is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

On March 1, 2018, Main Street issued a press release announcing the Redemption. A copy of such press release is attached hereto as Exhibit 99.2 and is incorporated herein by reference.

The information disclosed herein, including Exhibit 99.1 and Exhibit 99.2 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 [Notice of Redemption of 6.125% Notes due 2023](#)

99.2 [Press release dated March 1, 2018](#)

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: March 1, 2018

By: _____
/s/ Jason B. Beauvais
Name: Jason B. Beauvais
Title: General Counsel

March 1, 2018

The Bank of New York Mellon Trust Company, N.A.
 601 Travis Street
 Houston, Texas 77002
 Attention: Corporate Trust Administration

Reference: Main Street Capital Corporation — 6.125% Notes Due 2023

Ladies and Gentlemen:

Main Street Capital Corporation, a Maryland corporation (the “**Company**”), hereby provides notice, pursuant to Section 1104 of the Indenture, dated as of April 2, 2013 (the “**Indenture**”), between the Company and you, as trustee, relating to the Company’s 6.125% Notes due 2023 (CUSIP No. 56035L302) (the “**Notes**”), that the Company is electing to exercise its option to redeem, in full, the Notes. The Company will redeem all \$90,655,275 of the issued and outstanding Notes on April 1, 2018.

The Company hereby instructs The Bank of New York Mellon Trust Company, N.A., as trustee, to deliver (or cause to be delivered) on the Company’s behalf the notice attached hereto as Exhibit A to each Holder at such Holder’s address appearing on the Security Register and in the case of Global Notes the Notice of Redemption shall be delivered to DTC. We hereby instruct The Bank of New York Mellon Trust Company, N.A. to deliver the Notice of Redemption to DTC on March 1, 2018.

Capitalized terms used but not defined herein shall have the meaning ascribed to them in the Indenture.

[Signature page follows]

MAIN STREET CAPITAL CORPORATION

By: /s/ Brent D. Smith
 Name: Brent D. Smith
 Title: Chief Financial Officer

EXHIBIT A

**NOTICE OF REDEMPTION
 to the Holders of
 Main Street Capital Corporation
 6.125% Notes due 2023
 *CUSIP 56035L302**

On behalf of Main Street Capital Corporation (the “**Company**”), notice is hereby given pursuant to Section 1104 of the Indenture dated as of April 2, 2013 (the “**Base Indenture**”), between the Company and The Bank of New York Mellon Trust Company, N.A., as trustee (the “**Trustee**”), Section 1.01(h) of the First Supplemental Indenture, dated as of April 2, 2013, between the Company and the Trustee (together with the Base Indenture, the “**Indenture**”), and the optional redemption section of the Global Note representing the Company’s 6.125% Notes due 2023 (the “**Notes**”), that the Company has elected to redeem on April 1, 2018 (the “**Redemption Date**”) all of its outstanding Notes at a redemption price equal to 100% of the principal amount of the Notes (\$90,655,275.00 in aggregate, or \$25.00 per Note) to be redeemed plus accrued and unpaid interest from January 1, 2018, up to but not including the Redemption Date (\$1,388,158.90 in aggregate, or approximately \$0.383 per Note) (the “**Redemption Price**”). As the Redemption Date falls on a day that is not a Business Day, pursuant to the Indenture, the Redemption Price will be paid on April 2, 2018, the next succeeding Business Day, and no additional interest will accrue from the Redemption Date through April 2, 2018. Terms used in this Notice of Redemption and not otherwise defined shall have the meanings assigned to them in the Notes or the Indenture.

On the Redemption Date, the Redemption Price shall become due and payable upon each of the outstanding Notes. Payment of the Redemption Price shall be made, on or after April 2, 2018, at any office of the Trustee. FROM AND AFTER THE REDEMPTION DATE, ALL INTEREST ON THE NOTES SHALL CEASE TO ACCRUE. Unless the Company defaults in paying the Redemption Price, the only remaining right that the holder of a Note will have is to receive payment of the Redemption Price upon surrender to the Paying Agent of the Note.

The Trustee will act as paying agent (the “**Paying Agent**”) with respect to the redemption of the Notes. As required by the

Indenture, the Notes must be presented and surrendered to the Trustee in order to receive payment of the Redemption Price. Payment of the Redemption Price including the accrued and unpaid interest up to but not including the Redemption Date will be made on or after April 2, 2018, upon presentation and surrender of the Notes to the Trustee at one of the addresses set forth below:

If by First Class, Registered or Certified Mail:

The Bank of New York Mellon Trust Company, N.A.
PO Box 396
East Syracuse, NY 13057

If by Hand or Express Delivery:

The Bank of New York Mellon Trust Company, N.A.
111 Sanders Creek Parkway
East Syracuse, NY 13057

Notes held in book-entry form will be redeemed and the Redemption Price with respect to such Notes will be paid in accordance with the applicable procedures of the Depository Trust Company.

IMPORTANT TAX INFORMATION

Under U.S. federal income tax law, the Paying Agent may be obligated to withhold 24% from payments of the Redemption Price to holders who have failed to furnish the Paying Agent with a correct Taxpayer Identification Number. To avoid the application of these provisions, a holder should submit its certified Taxpayer Identification Number on a properly completed IRS Form W-9 (available at <http://www.irs.gov/>) when presenting its certificates (or should submit a properly completed IRS Form W-8 or other certification establishing an exemption from withholding, if applicable). Holders should consult their tax advisors regarding the withholding and other tax consequences of the redemption.

Dated: March 1, 2018

Main Street Capital Corporation
By: The Bank of New York Mellon Trust
Company, N.A., as Trustee

*This CUSIP Number has been assigned to this issue by organizations not affiliated with the Company, the Trustee or the Paying Agent and is included solely for the convenience of holders of the Notes. None of the Company, the Trustee or the Paying Agent shall be responsible for the selection or use of this CUSIP Number and no representation is made as to the correctness or accuracy of the CUSIP number listed in any redemption notice or printed on the Notes.



NEWS RELEASE

Contacts:

Main Street Capital Corporation

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Dennard Lascar Investor Relations

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713-529-6600

Main Street Announces Intention to Fully Redeem its 6.125% Notes due 2023

Annual Estimated Interest Expense Savings of \$2.7 Million

HOUSTON, March 1, 2018 — Main Street Capital Corporation (NYSE: MAIN) (“Main Street”) is pleased to announce its intent to redeem 100% of the approximately \$90.7 million (face value) of remaining issued and outstanding aggregate principal amount of Main Street’s 6.125% Notes due 2023 (CUSIP No. 56035L302; NYSE: MSCA) (the “Notes”), which were issued pursuant to the indenture dated as of April 2, 2013, between Main Street and The Bank of New York Mellon Trust Company, N.A., as trustee, as supplemented by the First Supplemental Indenture dated as of April 2, 2013 (the “Indenture”). The Notes will be redeemed on April 1, 2018 (the “Redemption Date”), and the redemption price will be par (\$25.00 per Note) plus accrued and unpaid interest from January 1, 2018, through, but excluding, the Redemption Date.

The Notes should be presented and surrendered to the Paying Agent, The Bank of New York Mellon Trust Company, N.A., at one of the addresses set forth below:

If by First Class, Registered or Certified Mail:

The Bank of New York Mellon Trust Company, N.A.

PO Box 396

East Syracuse, NY 13057

If by Hand or Express Delivery:

The Bank of New York Mellon Trust Company, N.A.

111 Sanders Creek Parkway

East Syracuse, NY 13057

The settlement of the redemption is expected to occur on April 2, 2018.

Main Street estimates that the full retirement of the Notes will save Main Street approximately \$2.7 million in annual interest expense. (1)

ABOUT MAIN STREET CAPITAL CORPORATION

Main Street (www.mainstcapital.com) is a principal investment firm that primarily 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.

Main Street’s common stock trades on the New York Stock Exchange (“NYSE”) under the symbol “MAIN.” In addition, Main Street has outstanding 6.125% Notes due 2023, which trade on the NYSE under the symbol “MSCA.”

FORWARD-LOOKING STATEMENTS

This press release may contain certain forward-looking statements, including but not limited to completion of the redemption and retirement of the Notes. 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.

(1) Estimated annual interest expense savings calculated based on the difference between the effective interest rate of the Notes,

including amortization of deferred financing costs, of approximately 6.5% and the current incremental borrowing rate of Main Street's revolving credit facility utilized to redeem the Notes of approximately 3.5%. In addition to the estimated annual interest expense savings, Main Street expects to record a realized loss at the time of the redemption of the Notes of approximately \$1.5 million, which represents the write-off of the remaining unamortized deferred financing costs relating to the Notes.

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