

**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): **August 15, 2019**

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))

Securities registered pursuant to Section 12(b) of the Act:

<u>Title of each class</u>	<u>Trading Symbol</u>	<u>Name of each exchange on which registered</u>
Common Stock, par value \$0.01 per share	MAIN	New York Stock Exchange

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 1.01 Entry into a Material Definitive Agreement.

On August 15, 2019, Main Street Capital Corporation (“Main Street”) entered into an equity distribution agreement (the “Comerica Equity Distribution Agreement”) with Comerica Securities, Inc. (“Comerica”) on the same terms as the equity distribution agreements, each dated May 16, 2019 (together with the Comerica Equity Distribution Agreement, the “Equity Distribution Agreements”), entered into with each of BB&T Capital Markets, a division of BB&T Securities, LLC, RBC Capital Markets, LLC and Raymond James & Associates, Inc. (together with Comerica, the “Sales Agents”) for the purpose of adding Comerica as an additional Sales Agent under Main Street’s existing “at the market” program equity offering. Under the Equity Distribution Agreements, Main Street may, but has no obligation to, issue and sell up to 9,500,000 shares of its common stock, par value \$0.01 per share (the “Shares”), from time to time through the Sales Agents, or to them, as principal for their own account.

Further details regarding the Equity Distribution Agreements and the “at the market” program equity offering are set forth in Main Street’s Current Report on [Form 8-K](#) filed with the Securities and Exchange Commission (the “SEC”) on May 16, 2019, which is incorporated herein by reference.

The foregoing description of the Equity Distribution Agreements is not complete and is qualified in its entirety by reference to the full text of the Equity Distribution Agreements, a form of which was previously filed as [Exhibit 1.1](#) to Main Street’s Current Report on Form 8-K filed with the SEC on May 16, 2019 and is incorporated herein by reference.

The Shares will be issued pursuant to Main Street’s shelf registration statement on Form N-2 (File No. 333-231146), the prospectus dated April 30, 2019 contained therein and the prospectus supplement dated May 16, 2019, as supplemented from time to time, including the supplement thereto filed by Main Street with the SEC on August 15, 2019.

This Current Report on Form 8-K shall not constitute an offer to sell or a solicitation of an offer to buy any securities, nor shall there be any sale of these securities in any state or jurisdiction in which such an offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such state or other jurisdiction.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

- 10.1* [Form of Equity Distribution Agreement \(previously filed as Exhibit 1.1 to Main Street Capital Corporation’s Current Report on Form 8-K filed on May 16, 2019 \(File No. 1-33723\)\).](#)

* Exhibit previously filed with the Securities and Exchange Commission, as indicated, and incorporated herein by reference.

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: August 15, 2019

By: /s/ Jason B. Beauvais

Name: Jason B. Beauvais
Title: General Counsel