

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549**

**FORM 10-K**

(Mark One)

**ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the fiscal year ended September 30, 2018

OR

**TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission file number 814-00237

**GLADSTONE CAPITAL CORPORATION**

(Exact name of registrant as specified in its charter)

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

**1521 Westbranch Drive, Suite 100**  
**McLean, Virginia**  
(Address of principal executive offices)

**54-2040781**  
(I.R.S. Employer  
Identification No.)

**22102**  
(Zip Code)

**(703) 287-5800**

(Registrant's telephone number, including area code)

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

<u>Title of each class</u>	<u>Name of each exchange on which registered</u>
Common Stock, \$0.001 par value per share	Nasdaq Global Select Market
6.00% Series 2024 Term Preferred Stock, \$0.001 par value per share	Nasdaq Global Select Market
6.125% Notes due 2023, \$25.00 par value per share	Nasdaq Global Select Market

Securities registered pursuant to Section 12(g) of the Act: None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes  No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes  No

Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes  No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (§229.405) is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, anon-accelerated filer, smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer	<input type="checkbox"/>	Accelerated filer	<input checked="" type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/>	Smaller reporting company	<input type="checkbox"/>
Emerging growth company	<input type="checkbox"/>		

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.

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act). Yes  No .

The aggregate market value of the voting common stock held by non-affiliates of the Registrant on March 29, 2018, based on the closing price on that date of \$8.60 on the Nasdaq Global Select Market, was \$217,196,999. For the purposes of calculating this amount only, all directors and executive officers of the Registrant have been treated as affiliates. There were 28,504,745 shares of the Registrant's common stock, \$0.001 par value per share, outstanding as of November 13, 2018.

**Documents Incorporated by Reference.** Portions of the Registrant's definitive proxy statement filed with the Securities and Exchange Commission pursuant to Regulation 14A in connection with the Registrant's 2019 Annual Meeting of Stockholders, which will be filed subsequent to the date hereof, are incorporated by reference into Part III of this Form 10-K. Such proxy statement will be filed with the Securities and Exchange Commission not later than 120 days following the end of the Registrant's fiscal year ended September 30, 2018.

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GLADSTONE CAPITAL CORPORATION  
FORM 10-K FOR THE FISCAL YEAR ENDED  
SEPTEMBER 30, 2018

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## FORWARD-LOOKING STATEMENTS

All statements contained herein, other than historical facts, may constitute “forward-looking statements.” These statements may relate to, among other things, our future operating results, our business prospects and the prospects of our portfolio companies, actual and potential conflicts of interest with Gladstone Management Corporation, our adviser, and its affiliates, the use of borrowed money to finance our investments, the adequacy of our financing sources and working capital, and our ability to co-invest, among other factors. In some cases, you can identify forward-looking statements by terminology such as “estimate,” “may,” “might,” “believe,” “will,” “provided,” “anticipate,” “future,” “could,” “growth,” “plan,” “intend,” “expect,” “should,” “would,” “if,” “seek,” “possible,” “potential,” “likely” or the negative of such terms or comparable terminology. These forward-looking statements involve known and unknown risks, uncertainties and other factors that may cause our actual results, levels of activity, performance or achievements to be materially different from any future results, levels of activity, performance or achievements expressed or implied by such forward-looking statements. Such factors include, but are not limited to: (1) the recurrence of adverse events in the economy and the capital markets; (2) risks associated with negotiation and consummation of pending and future transactions; (3) the loss of one or more of our executive officers, in particular David Gladstone, Terry Lee Brubaker or Robert L. Marcotte; (4) changes in our investment objectives and strategy; (5) availability, terms (including the possibility of interest rate volatility) and deployment of capital; (6) changes in our industry, interest rates, exchange rates or the general economy; (7) the degree and nature of our competition; (8) our ability to maintain our qualification as a regulated investment company, or RIC, and as a business development company, or BDC; and (9) those factors described in the “Risk Factors” section of this Annual Report on Form 10-K. We caution readers not to place undue reliance on any such forward-looking statements. Actual results could differ materially from those anticipated in our forward-looking statements and future results could differ materially from historical performance. We have based forward-looking statements on information available to us on the date of this Annual Report on Form 10-K. Except as required by the federal securities laws, we undertake no obligation to publicly update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, after the date of this Annual Report on Form 10-K. Although we undertake no obligation to revise or update any forward-looking statements, whether as a result of new information, future events or otherwise, you are advised to consult any additional disclosures that we may make directly to you or through reports that we have filed or in the future may file with the Securities and Exchange Commission, including quarterly reports on Form 10-Q and current reports on Form 8-K.

*In this Annual Report on Form 10-K, or Annual Report, the “Company,” “we,” “us,” and “our” refer to Gladstone Capital Corporation and its wholly-owned subsidiaries unless the context otherwise indicates. Dollar amounts are in thousands unless otherwise indicated.*

## PART I

*The information contained in this section should be read in conjunction with our accompanying Consolidated Financial Statements and the notes thereto appearing elsewhere in this Annual Report on Form 10-K.*

### ITEM 1. BUSINESS

#### Overview

#### *Organization*

Gladstone Capital Corporation was incorporated under the Maryland General Corporation Law on May 30, 2001 and completed an initial public offering on August 24, 2001. We are an externally managed, closed-end, non-diversified management investment company that has elected to be treated as a business development company (“BDC”) under the Investment Company Act of 1940, as amended (the “1940 Act”), and is applying the guidance of the Financial Accounting Standards Board (the “FASB”) Accounting Standards Codification (“ASC”) Topic 946 Financial Services-Investment Companies (“ASC 946”). In addition, we have elected to be treated for tax purposes as a regulated investment company (“RIC”) under the Internal Revenue Code of 1986, as amended (the “Code”). We were established for the purpose of investing in debt and equity securities of established private businesses operating in the United States (“U.S.”).

Our shares of common stock and mandatorily redeemable preferred stock are traded on the Nasdaq Global Select Market (“Nasdaq”) under the trading symbols “GLAD” and “GLADN,” respectively and our Notes due 2023 trade on Nasdaq under the trading symbol “GLADD.”

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### Investment Adviser and Administrator

We are externally managed by our affiliated investment adviser, Gladstone Management Corporation (the “Adviser”), pursuant to an investment advisory and management agreement (the “Advisory Agreement”). Administrative services are provided by our affiliate, Gladstone Administration, LLC (the “Administrator”), pursuant to an administration agreement (the “Administration Agreement”). Each of the Adviser and Administrator are privately-held companies that are indirectly owned and controlled by David Gladstone, our chairman and chief executive officer. Mr. Gladstone and Terry Lee Brubaker, our vice chairman and chief operating officer, also serve on the board of directors of the Adviser, the board of managers of the Administrator, and serve as executive officers of the Adviser and the Administrator. The Administrator employs, among others, our chief financial officer and treasurer, chief valuation officer, chief compliance officer, general counsel and secretary (who also serves as the president of the Administrator) and their respective staffs. The Adviser and Administrator have extensive experience in our lines of business and also provide investment advisory and administrative services, respectively, to our affiliates, including, but not limited to: Gladstone Commercial Corporation (“Gladstone Commercial”), a publicly-traded real estate investment trust; Gladstone Investment Corporation (“Gladstone Investment”), a publicly-traded BDC and RIC; and Gladstone Land Corporation, a publicly-traded real estate investment trust (“Gladstone Land,” with “Gladstone Commercial,” and “Gladstone Investment,” collectively the “Affiliated Public Funds”). In the future, the Adviser and Administrator may provide investment advisory and administrative services, respectively, to other funds and companies, both public and private.

The Adviser was organized as a corporation under the laws of the State of Delaware on July 2, 2002, and is a U.S. Securities and Exchange Commission (the “SEC”) registered investment adviser under the Investment Advisers Act of 1940, as amended. The Administrator was organized as a limited liability company under the laws of the State of Delaware on March 18, 2005. The Adviser and Administrator are headquartered in McLean, Virginia, a suburb of Washington, D.C.

### Investment Objectives and Strategy

Our investment objectives are to: (1) achieve and grow current income by investing in debt securities of established lower middle market companies (which we generally define as companies with annual earnings before interest, taxes, depreciation and amortization (“EBITDA”) of \$3 million to \$15 million) in the U.S. that we believe will provide stable earnings and cash flow to pay expenses, make principal and interest payments on our outstanding indebtedness and make distributions to stockholders that grow over time; and (2) provide our stockholders with long-term capital appreciation in the value of our assets by investing in equity securities of established businesses that we believe can grow over time to permit us to sell our equity investments for capital gains. To achieve our objectives, our primary investment strategy is to invest in several categories of debt and equity securities, with each investment generally ranging from \$8 million to \$30 million, although investment size may vary, depending upon our total assets or available capital at the time of investment. We lend to borrowers that need funds for growth capital, to finance acquisitions, or to recapitalize or refinance their existing debt facilities. We seek to avoid investing in high-risk, early-stage enterprises. Our targeted portfolio companies are generally considered too small for the larger capital marketplace. We intend for our investment portfolio to consist of approximately 90.0% debt investments and 10.0% equity investments, at cost. As of September 30, 2018, our investment portfolio was made up of approximately 91.4% debt investments and 8.6% equity investments, at cost.

We invest by ourselves or jointly with other funds and/or management of the portfolio company, depending on the opportunity. If we are participating in an investment with one or more co-investors, our investment is likely to be smaller than if we were investing alone.

In July 2012, the SEC granted us an exemptive order (the “Co-Investment Order”) that expands our ability to co-invest with certain of our affiliates under certain circumstances and any future business development company or closed-end management investment company that is advised (or sub-advised if it controls the fund) by the Adviser, or any combination of the foregoing, subject to the conditions in the SEC’s order.

In general, our investments in debt securities have a term of no more than seven years, accrue interest at variable rates (based on the one month London Interbank Offered Rate (“LIBOR”)) and, to a lesser extent, at fixed rates. We seek debt instruments that pay interest monthly or, at a minimum, quarterly, and which may include a yield enhancement, such as a success fee or deferred interest provision and may include interest only with all principal and any accrued but unpaid interest due at maturity. Generally, success fees accrue at a set rate and are contractually due upon a change of control of the business. Some debt securities have deferred interest whereby some portion of the interest payment is added to the principal balance so that the interest is paid, together with the principal, at maturity. This form of deferred interest is often called paid-in-kind (“PIK”) interest. Typically, our equity investments take the form of preferred or common stock, limited liability company interests, or warrants or options to purchase the foregoing. Often, these equity investments occur in connection with our original investment, recapitalizing a business, or refinancing existing debt.

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Since our initial public offering in 2001 and through September 30, 2018, we have invested in over 226 different companies, while making 188 consecutive monthly or quarterly cash distributions to common stockholders. We expect that our investment portfolio will primarily include the following three categories of investments in private companies operating in the U.S.:

- *First Lien Secured Debt Securities:* We seek to invest a portion of our assets in first lien secured debt securities also known as senior loans, senior term loans, lines of credit and senior notes. Using its assets as collateral, the borrower typically uses first lien debt to cover a substantial portion of the funding needs of the business. These debt securities usually take the form of first priority liens on all, or substantially all, of the assets of the business. First lien debt securities may include investments sourced from the syndicated loan market.
- *Second Lien Secured Debt Securities:* We seek to invest a portion of our assets in second lien secured debt securities, also known as subordinated loans, subordinated notes and mezzanine loans. These second lien secured debt securities rank junior to the borrowers' first lien secured debt securities and may be secured by second priority liens on all or a portion of the assets of the business. Additionally, we may receive other yield enhancements in addition to or in lieu of success fees such as warrants to buy common and preferred stock or limited liability interests in connection with these second lien secured debt securities. Second lien debt securities may include investments sourced from the syndicated loan market.
- *Preferred and Common Equity/Equivalents:* In some cases we will purchase equity securities which consist of preferred and common equity or limited liability company interests, or warrants or options to acquire such securities, and are in combination with our debt investment in a business. Additionally, we may receive equity investments derived from restructurings on some of our existing debt investments. In some cases, we will own a significant portion of the equity and in other cases we may have voting control of the businesses in which we invest.

Pursuant to the 1940 Act, we must maintain at least 70.0% of our total assets in qualifying assets, which generally include each of the investment types listed above. Therefore, the 1940 Act permits us to invest up to 30.0% of our assets in other non-qualifying assets. See "*Regulation as a BDC — Qualifying Assets*" for a discussion of the types of qualifying assets in which we are permitted to invest pursuant to Section 55(a) of the 1940 Act.

Because the majority of the loans in our portfolio consist of term debt in private companies that typically cannot or will not expend the resources to have their debt securities rated by a credit rating agency, we expect that most, if not all, of the debt securities we acquire will be unrated. Investors should assume that these loans would be rated below what is today considered "investment grade" quality. Investments rated below investment grade are often referred to as high yield securities or junk bonds and may be considered higher risk, as compared to investment-grade debt instruments. In addition, many of the debt securities we hold typically do not amortize prior to maturity.

### ***Investment Policies***

We seek to achieve a high level of current income and capital gains through investments in debt securities and preferred and common stock that we generally acquire in connection with buyouts and other recapitalizations. The following investment policies, along with these investment objectives, may not be changed without the approval of our board of directors (the "Board of Directors"):

- We will at all times conduct our business so as to retain our status as a BDC. In order to retain that status, we must operate for the purpose of investing in certain categories of qualifying assets. In addition, we may not acquire any assets (other than non-investment assets necessary and appropriate to our operations as a BDC or qualifying assets) if, after giving effect to such acquisition, the value of our "qualifying assets" is less than 70.0% of the value of our total assets. We anticipate that the securities we seek to acquire will generally be qualifying assets.

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- We will at all times endeavor to conduct our business so as to retain our status as a RIC under the Code. To do so, we must meet income source, asset diversification and annual distribution requirements. We may issue senior securities, such as debt or preferred stock, to the extent permitted by the 1940 Act for the purpose of making investments, to fund share repurchases, or for temporary emergency or other purposes.

With the exception of our policy to conduct our business as a BDC, these policies are not fundamental and may be changed without stockholder approval.

### Investment Concentrations

As of September 30, 2018, our investment portfolio consisted of investments in 50 companies located in 24 states across 18 different industries with an aggregate fair value of \$390.0 million. Our five largest investments at fair value as of September 30, 2018, totaled \$122.8 million, or 31.5% of our total investment portfolio.

The following table outlines our investments by security type at September 30, 2018 and 2017:

	September 30, 2018				September 30, 2017			
	Cost		Fair Value		Cost		Fair Value	
Secured first lien debt	\$206,523	48.3%	\$199,625	51.2%	\$198,942	48.4%	\$173,896	49.4%
Secured second lien debt	180,274	42.2	156,373	40.1	168,247	40.9	155,249	44.1
Unsecured debt	3,708	0.9	3,655	0.9	3,324	0.8	3,324	0.9
Total debt investments	390,505	91.4	359,653	92.2	370,513	90.1	332,469	94.4
Preferred equity	12,920	3.0	7,749	2.0	18,794	4.5	6,561	1.9
Common equity/equivalents	24,042	5.6	22,644	5.8	22,128	5.4	13,343	3.7
Total equity investments	36,962	8.6	30,393	7.8	40,922	9.9	19,904	5.6
<b>Total Investments</b>	<b>\$427,467</b>	<b>100.0%</b>	<b>\$390,046</b>	<b>100.0%</b>	<b>\$411,435</b>	<b>100.0%</b>	<b>\$352,373</b>	<b>100.0%</b>

Our investments at fair value consisted of the following industry classifications at September 30, 2018 and 2017:

Industry Classification	September 30, 2018		September 30, 2017	
	Fair Value	Percentage of Total Investments	Fair Value	Percentage of Total Investments
Diversified/Conglomerate Service	\$ 79,066	20.3%	\$ 80,723	22.9%
Healthcare, education and childcare	53,916	13.8	46,288	13.1
Oil and gas	50,172	12.9	34,712	9.9
Telecommunications	47,794	12.3	31,350	8.9
Diversified/Conglomerate Manufacturing	43,421	11.1	40,843	11.6
Diversified natural resources, precious metals and minerals	23,040	5.9	18,949	5.4
Automobile	18,209	4.7	20,082	5.7
Cargo Transportation	15,164	3.9	13,081	3.7
Beverage, food and tobacco	13,727	3.5	14,103	4.0
Machinery	11,058	2.8	5,114	1.4
Home and Office Furnishings, Housewares and Durable Consumer Products	10,125	2.6	10,100	2.9
Textiles and leather	6,556	1.7	4,879	1.4
Hotels, Motels, Inns, and Gaming	6,337	1.6	7,136	2.0
Personal and non-durable consumer products	4,892	1.3	7,035	2.0
Buildings and real estate	2,455	0.6	3,004	0.9
Printing and publishing	1,998	0.5	3,628	1.0
Leisure, Amusement, Motion Pictures, Entertainment	—	—	9,225	2.6
Other, < 2.0%	2,116	0.5	2,121	0.6
<b>Total Investments</b>	<b>\$390,046</b>	<b>100.0%</b>	<b>\$352,373</b>	<b>100.0%</b>

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Our investments at fair value were included in the following U.S. geographic regions and Canada at September 30, 2018 and 2017:

<u>Location</u>	<u>September 30, 2018</u>		<u>September 30, 2017</u>	
	<u>Fair Value</u>	<u>Percentage of Total Investments</u>	<u>Fair Value</u>	<u>Percentage of Total Investments</u>
South	\$ 168,917	43.3%	\$ 150,727	42.8%
West	114,286	29.3	116,302	33.0
Midwest	61,733	15.8	58,915	16.7
Northeast	37,589	9.7	26,429	7.5
Canada	7,521	1.9	—	—
<b>Total Investments</b>	<b>\$ 390,046</b>	<b>100.0%</b>	<b>\$ 352,373</b>	<b>100.0%</b>

The geographic composition is determined by the location of the headquarters for each of our portfolio companies. A portfolio company may have a number of other business locations in other geographic locations.

## Investment Process

### *Overview of Investment and Approval Process*

To originate investments, the Adviser's investment professionals use an extensive referral network comprised primarily of private equity sponsors, leveraged buyout funds, investment bankers, attorneys, accountants, commercial bankers, and business brokers. The Adviser's investment professionals review information received from these and other sources in search of potential financing opportunities. If a potential opportunity matches our investment objectives, the investment professionals will seek an initial screening of the opportunity with our president, Robert L. Marcotte, to authorize the submission of an indication of interest ("IOI") to the prospective portfolio company. If the prospective portfolio company passes this initial screening and the IOI is accepted by the prospective company, the investment professionals will seek approval to issue a letter of intent ("LOI") to the prospective company from the Adviser's investment committee, which is composed of Messrs. Gladstone, Brubaker and Marcotte. If this LOI is issued, then the Adviser and Gladstone Securities, LLC ("Gladstone Securities") (collectively, the "Due Diligence Team") will conduct a due diligence investigation and create a detailed profile summarizing the prospective portfolio company's historical financial statements, industry, competitive position and management team, analyzing its conformity to our general investment criteria. The investment professionals then present this profile to the Adviser's investment committee, which must approve each investment. Further, each investment is available for review by the members of our Board of Directors, a majority of whom are not "interested persons," as defined in Section 2(a)(19) of the 1940 Act.

### *Prospective Portfolio Company Characteristics*

We have identified certain characteristics that we believe are important in identifying and investing in prospective portfolio companies. The criteria listed below provide general guidelines for our investment decisions, although not all of these criteria may be met by each portfolio company.

- *Growth-and-Income Orientation and Positive Cash Flow.* Our investment philosophy places a premium on fundamental analysis from an investor's perspective and has a distinct growth-and-income orientation. In seeking income, we typically invest in companies that generate growing sales and cash flow to provide some assurance that they will be able to service their debt and leverage over time. We do not expect to invest in start-up companies or companies with what we believe to be cyclical industries or speculative business plans.
- *Experienced Management.* We typically require that the businesses in which we invest have experienced management teams. We also require the businesses to have proper incentives in place to induce management teams to succeed and act in concert with our interests as an investor, including having significant equity or other interests in the financial performance of their respective companies.
- *Strong Competitive Position in an Industry.* We seek to invest in businesses that have developed strong market positions within their respective markets and that we believe are well-positioned to capitalize on growth opportunities. We seek businesses that demonstrate significant competitive advantages versus their competitors, which we believe will help to protect their market positions and profitability.



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- *Enterprise Collateral Value.* The projected enterprise valuation of the business, based on market based comparable cash flow multiples, is an important factor in our investment analysis in determining the collateral coverage of our debt securities.

### ***Extensive Due Diligence***

The Due Diligence Team conducts what we believe are extensive due diligence investigations of our prospective portfolio companies and investment opportunities. The due diligence investigation may begin with a review of publicly available information followed by in depth business analysis, including, but not limited to, any of the following:

- a review of the prospective portfolio company's historical and projected financial information, including a quality of earnings analysis;
- detailed review of the track record of the private equity firm or ownership group acquiring or controlling any prospective borrower;
- visits to the prospective portfolio company's business site(s);
- interviews with the prospective portfolio company's management, employees, customers, and vendors;
- review of loan documents and material contracts;
- background checks and a management capabilities assessment on the prospective portfolio company's management team and controlling shareholders; and
- research on the prospective portfolio company's products, services or particular industry and its competitive position therein.

Upon completion of a due diligence investigation and a decision to proceed with an investment, the Adviser's investment professionals who have primary responsibility for the investment present the investment opportunity to the Adviser's investment committee. The investment committee then determines whether to pursue the potential investment. Prior to the closing of an investment, additional due diligence may be conducted on our behalf by attorneys, independent accountants, and other outside advisers, as appropriate.

We also rely on the long-term relationships that the Adviser's investment professionals have with leveraged buyout funds, investment bankers, commercial bankers, private equity sponsors, attorneys, accountants, and business brokers. In addition, the extensive direct experiences of our executive officers and managing directors in the operations of lower middle market companies and providing debt and equity capital to lower middle market companies plays a significant role in our investment evaluation and assessment of risk.

### ***Investment Structure***

Once the Adviser has determined that an investment meets our standards and investment criteria, the Adviser works with the management of that company, the private equity firm or ownership group controlling any prospective borrower, and other capital providers to structure the transaction in a way that we believe will provide us with the greatest opportunity to maximize our return on the investment, while providing appropriate incentives to the shareholders and management of the company. As discussed above, the capital classes through which we typically structure a deal include first lien secured debt, second lien secured debt, and preferred and common equity or equivalents. Through its risk management process, the Adviser seeks to limit the downside risk of our investments by:

- seeking collateral or superior positions in the portfolio company's capital structure where possible;
- negotiating covenants in connection with our investments that afford our portfolio companies as much flexibility as possible in managing their businesses, consistent with preserving our capital;
- securing board observation rights at the portfolio company;
- incorporating call protection into the investment structure where possible; and

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- making investments with an expected total return (including both interest and potential equity appreciation) that it believes compensates us for the credit risk of the investment.

We expect to hold most of our debt investments until maturity or repayment, but may sell our investments (including our equity investments) earlier if a liquidity event takes place, such as the sale or recapitalization of a portfolio company. Occasionally, we may sell some or all of our investment interests in a portfolio company to a third party in a privately negotiated transaction to manage our credit or sector exposures or to enhance our portfolio yield.

### *Competitive Advantages*

A large number of entities compete with us and make the types of investments that we seek to make in lower middle market privately-owned businesses. Such competitors include other BDCs, non-equity based investment funds, and other financing sources, including traditional financial services companies such as commercial banks. Many of our competitors are substantially larger than we are and have considerably greater funding sources or are able to access capital more cost effectively. In addition, certain of our competitors may have higher risk tolerances or different risk assessments, which could allow them to consider a wider variety of investments, serve a broader customer base, and establish a greater market share. Furthermore, many of these competitors are not subject to the regulatory restrictions that the 1940 Act imposes on us as a BDC or the regulatory requirements we must comply with as a publicly traded company. However, we believe that we have the following competitive advantages over other providers of financing to lower middle market companies.

### *Management Expertise*

Our Adviser has a separate investment committee for the Company and each of the Affiliated Public Funds. The Adviser's investment committee for the Company is comprised of Messrs. Gladstone, Brubaker and Marcotte, each of whom have a wealth of experience in our area of operation. Mr. Gladstone and Mr. Brubaker also serve on the Adviser's investment committee for the other Affiliated Public Funds. Mr. Gladstone and Mr. Marcotte both have over 25 years of experience in investing in middle market companies and with operating in the BDC marketplace in general. Mr. Brubaker has over 25 years of experience in acquisitions and operations of companies. Messrs. Gladstone and Brubaker also have principal management responsibility for the Adviser as its executive officers. These three individuals dedicate a significant portion of their time to managing our investment portfolio. Our senior management has extensive experience providing capital to lower middle market companies and Messrs. Gladstone and Brubaker have worked together at the Gladstone Companies for more than 15 years. In addition, we have access to the resources and expertise of the Adviser's investment professionals and support staff who possess a broad range of transactional, financial, managerial, and investment skills. See the additional discussion regarding management of portfolio companies by our Adviser below under "*Ongoing Management of Investments and Portfolio Company Relationships.*"

### *Increased Access to Investment Opportunities Developed Through Extensive Research Capability and Network of Contacts*

The Adviser seeks to identify potential investments through active origination and due diligence and through its dialogue with numerous private equity firms and other members of the financial community with whom the Adviser's investment professionals have long-term relationships. We believe that the Adviser's investment professionals have developed a broad network of contacts within the investment, commercial banking, private equity and investment management communities, and that their reputation, experience and focus on investing in lower middle market companies enables us to source and identify well-positioned prospective portfolio companies that provide attractive investment opportunities. Additionally, the Adviser expects to generate information from its professionals' network of accountants, consultants, lawyers and management teams of portfolio companies and other contacts to support the Adviser's investment activities.

### *Disciplined, Value and Income-Oriented Investment Philosophy with a Focus on Preservation of Capital*

In making its investment decisions, the Adviser focuses on the risk and reward profile of each prospective portfolio company, seeking to minimize the risk of capital loss without foregoing the potential for capital appreciation. We expect the Adviser to use the same investment philosophy that its professionals use in the management of the other Gladstone Companies and to commit resources to manage downside exposure. The Adviser's approach seeks to reduce our risk in investments by using some or all of the following approaches:

- focusing on companies with sustainable market positions and cash flow;
- investing in businesses with experienced and established management teams;

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- engaging in extensive due diligence from the perspective of a long-term investor;
- investing in businesses backed by successful private equity sponsors or owner operators; and
- adopting flexible transaction structures by drawing on the experience of the investment professionals of the Adviser and its affiliates.

### *Longer Investment Horizon*

Unlike private equity funds that are typically organized as finite-life partnerships, we are not subject to standard periodic capital return requirements. The partnership agreements of most private equity funds typically provide that these funds may only invest investors' capital once and must return all capital and realized gains to investors within a finite time period, often seven to ten years. These provisions often force private equity funds to seek returns on their investments by causing their portfolio companies to pursue mergers, public equity offerings, or other liquidity events more quickly than might otherwise be optimal or desirable, potentially resulting in a lower overall return to investors and/or an adverse impact on their portfolio companies. In contrast, we are an exchange-traded corporation of perpetual duration. We believe that our flexibility to make investments with a long-term view and without the capital return requirements of traditional private investment vehicles provides us with the opportunity to achieve greater long-term returns on invested capital.

### *Flexible Transaction Structuring*

We believe our management team's broad expertise and years of combined experience enables the Adviser to identify, assess, and structure investments successfully across all levels of a company's capital structure and manage potential risk and return at all stages of the economic cycle. We are not subject to many of the regulatory limitations that govern traditional lending institutions, such as banks. As a result, we are flexible in selecting and structuring investments, adjusting investment criteria and transaction structures and, in some cases, the types of securities in which we invest. We believe that this approach enables the Adviser to craft a financing structure which best fits the investment and growth profile of the underlying business and yields attractive investment opportunities that will continue to generate current income and capital gain potential throughout the economic cycle, including during turbulent periods in the capital markets.

## **Ongoing Management of Investments and Portfolio Company Relationships**

The Adviser's investment professionals actively oversee each investment by continuously evaluating the portfolio company's performance and typically working collaboratively with the portfolio company's management to identify and incorporate best resources and practices that help us achieve our projected investment performance.

### *Monitoring*

The Adviser's investment professionals monitor the financial performance, trends, and changing risks of each portfolio company on an ongoing basis to determine if each company is performing within expectations and to guide the portfolio company's management in taking the appropriate courses of action. The Adviser employs various methods of evaluating and monitoring the performance of our investments in portfolio companies, which can include the following:

- monthly analysis of financial and operating performance;
- assessment of the portfolio company's performance against its business plan and our investment expectations;
- attendance at and/or participation in the portfolio company's board of directors or management meetings;
- assessment of portfolio company management, sponsor, governance, and strategic direction;
- assessment of the portfolio company's industry and competitive environment; and
- review and assessment of the portfolio company's operating outlook and financial projections.

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### ***Relationship Management***

The Adviser's investment professionals interact with various parties involved with a portfolio company, or investment, by actively engaging with internal and external constituents, including:

- management;
- boards of directors;
- private equity sponsors;
- capital partners; and
- advisers and consultants.

### ***Managerial Assistance and Services***

As a BDC, we make available significant managerial assistance, as defined in the 1940 Act, to our portfolio companies and provide other services (other than such managerial assistance) to such portfolio companies. Neither we, nor the Adviser, currently receive fees in connection with the managerial assistance we make available. At times, the Adviser may also provide other services to our portfolio companies under certain agreements and may receive fees for services other than managerial assistance. Such services may include, but are not limited to: (i) assistance obtaining, sourcing or structuring credit facilities, long term loans or additional equity from unaffiliated third parties; (ii) negotiating important contractual financial relationships; (iii) consulting services regarding restructuring of the portfolio company and financial modeling as it relates to raising additional debt and equity capital from unaffiliated third parties; and (iv) taking a primary role in interviewing, vetting and negotiating employment contracts with candidates in connection with adding and retaining key portfolio company management team members. The Adviser non-contractually, unconditionally, and irrevocably credits 100% of these fees against the base management fee that we would otherwise be required to pay to the Adviser as discussed below in "*—Transactions with Related Parties – Investment Advisory and Management Agreement – Base Management Fee.*" However, pursuant to the terms of the Advisory Agreement, a small percentage of certain of such fees is retained by the Adviser in the form of reimbursement, at cost, for tasks completed by personnel of the Adviser, primarily for the valuation of portfolio companies.

Gladstone Securities also provides other services (such as investment banking and due diligence services) to certain of our portfolio companies; see "*—Transactions with Related Parties – Other Transactions*" below.

### ***Valuation Process***

The following is a general description of the investment valuation policy (the "Policy") (which has been approved by our Board of Directors) that the professionals of the Adviser and Administrator, with oversight and direction from our chief valuation officer, an employee of the Administrator who reports directly to our Board of Directors (collectively, the "Valuation Team"), use each quarter to determine the value of our investment portfolio. In accordance with the 1940 Act, our Board of Directors has the ultimate responsibility for reviewing and approving, in good faith, the fair value of our investments based on the Policy. The Adviser values our investments in accordance with the requirements of the 1940 Act and accounting principles generally accepted in the U.S. ("GAAP"). There is no single standard for determining fair value (especially for privately-held businesses), as fair value depends upon the specific facts and circumstances of each individual investment. Each quarter, our Board of Directors reviews the Policy to determine if changes thereto are advisable and assesses whether the Valuation Team has applied the Policy consistently. With respect to the valuation of our investment portfolio, the Valuation Team performs the following steps each quarter:

- Each investment is initially assessed by the Valuation Team using the Policy, which may include:
  - obtaining fair value quotes or utilizing input from third party valuation firms; and
  - using techniques, such as total enterprise value, yield analysis, market quotes and other factors, including but not limited to: the nature and realizable value of the collateral, including external parties' guaranties; any relevant offers or letters of intent to acquire the portfolio company; and the markets in which the portfolio company operates.

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- Preliminary valuation conclusions are then discussed amongst the Valuation Team and with our management and documented for review by our Board of Directors. Written valuation recommendations and supporting material are sent to the Board of Directors in advance of the quarterly meetings.
- The Valuation Committee of the Board of Directors (comprised entirely of independent directors) meets to review this documentation and discusses the information provided by our Valuation Team, and determines whether the Valuation Team has followed the Policy, determines whether the Valuation Team's recommended fair value is reasonable in light of the Policy and reviews other facts and circumstances. Then, the Valuation Committee and chief valuation officer present the Valuation Committee's findings to the entire Board of Directors, so that the full Board of Directors may review and approve, with a vote, to accept or reject the fair value recommendations in accordance with the Policy.

Fair value measurements of our investments may involve subjective judgment and estimates. Due to the inherent uncertainty of determining these fair values, the fair value of our investments may fluctuate, from period to period. Our valuation policies, procedures and processes are more fully described in Note 2—*Summary of Significant Accounting Policies* in our accompanying *Notes to Consolidated Financial Statements* included elsewhere in this Annual Report on Form 10-K.

## **Transactions with Related Parties**

### ***Investment Advisory and Management Agreement***

In 2006, we entered into the Advisory Agreement, which was subsequently amended in October 2015, as approved unanimously by our Board of Directors, including the unanimous approval of our independent directors, to reduce the base management fee payable to the Adviser effective July 1, 2015, as discussed further below. In accordance with the Advisory Agreement, we pay the Adviser fees as compensation for its services, consisting of a base management fee and an incentive fee. On July 10, 2018, our Board of Directors, including a majority of the directors who are not parties to the agreement or interested person of any such party, unanimously approved the annual renewal of the Advisory Agreement with the Adviser through August 31, 2019. Mr. Gladstone, our chairman and chief executive officer, controls the Adviser. The Board of Directors considered the following factors as the basis for its decision to renew the Advisory Agreement: (1) the nature, extent and quality of services provided by the Adviser to our shareholders; (2) the investment performance of the Company and the Adviser; (3) the costs of the services to be provided and profits to be realized by the Adviser and its affiliates from the relationship with the Company; (4) the extent to which economies of scale will be realized as the Company and the Affiliated Public Funds grow and whether the fee level under the Advisory Agreement reflects the economies of scale for the Company's investors; (5) the fee structure of the advisory and administrative agreements of comparable funds; (6) indirect profits to the Adviser created through the Company; and (7) in light of the foregoing considerations, the overall fairness of the advisory fee paid under the Advisory Agreement.

Based on the information reviewed and the considerations detailed above, our Board of Directors, including all of the directors who are not "interested persons" as that term is defined in the 1940 Act, concluded that the investment advisory fee rates and terms are fair and reasonable in relation to the services provided and approved the Advisory Agreement, as being in the best interests of our stockholders.

### ***Base Management Fee***

The base management fee is payable quarterly to the Adviser pursuant to our Advisory Agreement and is assessed at an annual rate of 1.75%, computed on the basis of the value of our average total assets at the end of the two most recently-completed quarters (inclusive of the current quarter), which are total assets, including investments made with proceeds of borrowings, less any uninvested cash or cash equivalents resulting from borrowings and adjusted appropriately for any share issuances or repurchases during the period. Prior to July 1, 2015, the annual rate was 2.0%. Our Board of Directors may (as it has for the years ended September 30, 2018, 2017 and 2016) accept an unconditional and irrevocable credit from the Adviser to reduce the annual 1.75% (or prior to July 1, 2015, 2.0%) base management fee on syndicated loan participations to 0.5%, to the extent that proceeds resulting from borrowings were used to purchase such syndicated loan participations.

Additionally, pursuant to the requirements of the 1940 Act, the Adviser makes available significant managerial assistance to our portfolio companies. The Adviser may also provide other services to our portfolio companies under certain agreements and may receive fees for services other than managerial assistance. The Adviser non-contractually, unconditionally, and irrevocably credits 100% of these fees against the base management fee that we would otherwise be required to pay to the Adviser; however, pursuant to the terms of the Advisory Agreement, a small percentage of certain of such fees is retained by the Adviser in the form of reimbursement, at cost, for tasks completed by personnel of the Adviser, primarily for the

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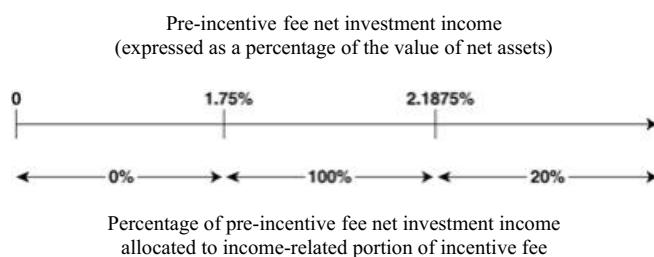
valuation of portfolio companies. Loan servicing fees that are payable to the Adviser pursuant to our Fifth Amended and Restated Credit Agreement, with KeyBank National Association (“KeyBank”), as administrative agent, lead arranger and a lender, as amended (our “Credit Facility”), are also 100% credited against the base management fee as discussed below, “—*Loan Servicing Fee Pursuant to Credit Agreement*”.

### *Incentive Fee*

The incentive fee consists of two parts: an income-based incentive fee and a capital gains-based incentive fee. The income-based incentive fee rewards the Adviser if our quarterly net investment income (before giving effect to any incentive fee) exceeds 1.75% of our net assets, which we define as total assets less indebtedness and before taking into account any incentive fees payable or contractually due but not payable during the period, at the end of the immediately preceding calendar quarter, adjusted appropriately for any share issuances or repurchases during the period (the “hurdle rate”). The income-based incentive fee with respect to our pre-incentive fee net investment income is generally payable quarterly to the Adviser and is computed as follows:

- no incentive fee in any calendar quarter in which our pre-incentive fee net investment income does not exceed the hurdle rate (7.0% annualized);
- 100.0% of our pre-incentive fee net investment income with respect to that portion of such pre-incentive fee net investment income, if any, that exceeds the hurdle rate but is less than 2.1875% of our net assets, adjusted appropriately for any share issuances or repurchases during the period, in any calendar quarter (8.75% annualized); and
- 20.0% of the amount of our pre-incentive fee net investment income, if any, that exceeds 2.1875% of our net assets, adjusted appropriately for any share issuances or repurchases during the period, in any calendar quarter (8.75% annualized).

#### ***Quarterly Incentive Fee Based on Net Investment Income***



The second part of the incentive fee is a capital gains-based incentive fee that will be determined and payable in arrears as of the end of each fiscal year (or upon termination of the Advisory Agreement, as of the termination date) and equals 20.0% of our realized capital gains, less any realized capital losses and unrealized depreciation, as of the end of the fiscal year. In determining the capital gains-based incentive fee payable to the Adviser, we calculate the cumulative aggregate realized capital gains and cumulative aggregate realized capital losses since our inception, and the entire portfolio’s aggregate unrealized capital depreciation, if any and excluding any unrealized capital appreciation, as of the date of the calculation. For this purpose, cumulative aggregate realized capital gains, if any, equals the sum of the differences between the net sales price of each investment, when sold, and the original cost of such investment since inception. Cumulative aggregate realized capital losses equals the sum of the amounts by which the net sales price of each investment, when sold, is less than the original cost of such investment since inception. The entire portfolio’s aggregate unrealized capital depreciation, if any, equals the sum of the difference, between the valuation of each investment as of the applicable calculation date and the original cost of such investment. At the end of the applicable fiscal year, the amount of capital gains that serves as the basis for our calculation of the capital gains-based incentive fee equals the cumulative aggregate realized capital gains less cumulative aggregate realized capital losses, less the entire portfolio’s aggregate unrealized capital depreciation, if any. If this number is positive at the end of such fiscal year, then the capital gains-based incentive fee for such year equals 20.0% of such amount, less the aggregate amount of any capital gains-based incentive fees paid in respect of our portfolio in all prior years. No capital gains-based incentive fee has been recorded or paid from our inception through September 30, 2018, as cumulative unrealized capital depreciation has exceeded cumulative realized capital gains net of cumulative realized capital losses.

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Additionally, in accordance with GAAP, a capital gains-based incentive fee accrual is calculated using the aggregate cumulative realized capital gains and losses and aggregate unrealized capital depreciation included in the calculation of the capital gains-based incentive fee plus the aggregate unrealized capital appreciation. If such amount is positive at the end of a period, then GAAP requires us to record a capital gains-based incentive fee equal to 20.0% of such amount, less the aggregate amount of actual capital gains-based incentive fees paid in all prior years. If such amount is negative, then there is no accrual for such period. GAAP requires that the capital gains-based incentive fee accrual consider the cumulative aggregate unrealized capital appreciation in the calculation, as a capital gains-based incentive fee would be payable if such unrealized capital appreciation were realized. There can be no assurance that such unrealized capital appreciation will be realized in the future. No GAAP accrual for a capital gains-based incentive fee has been recorded or paid from our inception through September 30, 2018.

Our Board of Directors accepted non-contractual, unconditional and irrevocable credits from the Adviser to reduce the income-based incentive fee to the extent net investment income did not cover 100.0% of distributions to common stockholders for the years ended September 30, 2018, 2017, and 2016, which credits totaled \$1.7 million, \$2.3 million, and \$1.4 million, respectively.

### ***Loan Servicing Fee Pursuant to Credit Agreement***

The Adviser also services the loans held by our wholly-owned subsidiary, Gladstone Business Loan, LLC (“Business Loan”) (the borrower under our Credit Facility), in return for which the Adviser receives a 1.5% annual fee payable monthly based on the monthly aggregate outstanding balance of loans pledged under our Credit Facility. Since Business Loan is a consolidated subsidiary of ours, and the total base management fee paid to the Adviser pursuant to the Advisory Agreement cannot exceed 1.75% of total assets (as reduced by cash and cash equivalents pledged to creditors and adjusted appropriately for any share issuances or repurchases during the period) during any given calendar year, we treat payment of the loan servicing fee pursuant to our line of credit as a pre-payment of the base management fee under the Advisory Agreement. Accordingly, these loan servicing fees are 100% non-contractually, unconditionally, and irrevocably credited back to us by the Adviser.

### ***Administration Agreement***

We pay the Administrator pursuant to the Administration Agreement for our allocable portion of the Administrator’s expenses incurred while performing services to us, which are primarily rent and salaries and benefits expenses of the Administrator’s employees, including our chief financial officer and treasurer, chief compliance officer, chief valuation officer and general counsel and secretary (who also serves as the Administrator’s president), and their respective staffs.

Our allocable portion of the Administrator’s expenses are generally derived by multiplying the Administrator’s total expenses by the approximate percentage of time during the current quarter the Administrator’s employees performed services for us in relation to their time spent performing services for all companies serviced by the Administrator. On July 10, 2018, our Board of Directors, including a majority of the directors who are not parties to the Advisory Agreement or interested persons of such party, approved the annual renewal of the Administration Agreement through August 31, 2019.

### ***Other Transactions***

Mr. Gladstone also serves on the board of managers of our affiliate, Gladstone Securities, a privately-held broker-dealer registered with the Financial Industry Regulatory Authority and insured by the Securities Investor Protection Corporation. Gladstone Securities is 100% indirectly owned and controlled by Mr. Gladstone and has provided other services, such as investment banking and due diligence services, to certain of our portfolio companies, for which Gladstone Securities receives a fee. Any such fees paid by portfolio companies to Gladstone Securities do not impact the fees we pay to the Adviser or the non-contractual, unconditional, and irrevocable credits against the base management fee or incentive fee. For additional information refer to Note 4 — *Related Party Transactions* of our accompanying *Notes to Consolidated Financial Statements*.

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### **Material U.S. Federal Income Tax Considerations**

#### ***RIC Status***

To qualify for treatment as a RIC under Subchapter M of the Code, we must generally distribute to our stockholders, for each taxable year, at least 90.0% of our investment company taxable income, which is our ordinary income plus the excess of our net short-term capital gains over net long-term capital losses. We refer to this as the “annual distribution requirement”. We must also meet several additional requirements, including:

- *Business Development Company status.* At all times during the taxable year, we must maintain our status as a BDC.
- *Income source requirements.* At least 90.0% of our gross income for each taxable year must be from dividends, interest, payments with respect to securities, loans, gains from sales or other dispositions of securities or other income derived with respect to our business of investing in securities, and net income derived from an interest in a qualified publicly traded partnership.
- *Asset diversification requirements.* As of the close of each quarter of our taxable year: (1) at least 50.0% of the value of our assets must consist of cash, cash items, U.S. government securities, the securities of other regulated investment companies and other securities to the extent that (a) we do not hold more than 10.0% of the outstanding voting securities of an issuer of such other securities, and (b) such other securities of any one issuer do not represent more than 5.0% of our total assets; and (2) no more than 25.0% of the value of our total assets may be invested in the securities of one issuer (other than U.S. government securities or the securities of other regulated investment companies), or of two or more issuers that are controlled by us and are engaged in the same or similar or related trades or businesses or in the securities of one or more qualified publicly traded partnerships.

#### ***Failure to Qualify as a RIC***

If we are unable to qualify for treatment as a RIC, we will be subject to tax on all of our taxable income at regular corporate rates. We would not be able to deduct distributions to stockholders, nor would we be required to make such distributions. Distributions would be taxable to our stockholders as dividend income to the extent of our current and accumulated earnings and profits. Subject to certain limitations under the Code, corporate distributees would be eligible for the dividends received deduction. Distributions in excess of our current and accumulated earnings and profits would be treated first as a return of capital to the extent of the stockholder’s adjusted tax basis, and then as a gain realized from the sale or exchange of property. If we fail to meet the RIC requirements for more than two consecutive years and then seek to requalify as a RIC, we generally would be subject to corporate-level federal income tax on any unrealized appreciation with respect to our assets to the extent that any such unrealized appreciation is recognized during a specified period up to five years.

#### ***Qualification as a RIC***

If we qualify as a RIC and distribute to stockholders each year in a timely manner at least 90.0% of our investment company taxable income, we will not be subject to federal income tax on the portion of our taxable income and gains we distribute to stockholders. We would, however, be subject to a 4.0% nondeductible federal excise tax if we do not distribute, actually or on a deemed basis, an amount at least equal to the sum of (1) 98.0% of our ordinary income for the calendar year, (2) 98.2% of our capital gains in excess of capital losses for the one-year period ending on October 31 of the calendar year and (3) any ordinary income and capital gains in excess of capital losses for preceding years that were not distributed during such years. For the years ended December 31, 2017, 2016 and 2015, we did not incur any excise taxes.

The federal excise tax would apply only to the amount by which the required distributions exceed the amount of income we distribute, actually or on a deemed basis, to stockholders. We will be subject to regular corporate income tax, currently a flat rate of 21.0%, on any undistributed income, including both ordinary income and capital gains.

If we acquire debt obligations that (i) were originally issued at a discount, (ii) bear interest at rates that are not either fixed rates or certain qualified variable rates, or (iii) are not unconditionally payable at least annually over the life of the obligation, we will be required to include in taxable income each year a portion of the original issue discount (“OID”) that accrues over the life of the obligation. Additionally, PIK interest, which is computed at the contractual rate specified in a loan agreement and is added to the principal balance of a loan, is also a non cash source of income that we are required to include in taxable income each year. Both OID and PIK income will be included in our investment company taxable income even though we



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receive no cash corresponding to such amounts. As a result, we may be required to make additional distributions corresponding to such OID and PIK amounts in order to satisfy the annual distribution requirement and to continue to qualify as a RIC or to avoid the imposition of federal income and excise taxes. In this event, we may be required to sell investments or other assets to meet the RIC distribution requirements. For the year ended September 30, 2018, we recorded \$0.2 million of OID income and the unamortized balance of OID investments (which are primarily all syndicated loans) as of September 30, 2018 totaled \$0.4 million. As of September 30, 2018, we had five investments which had a PIK interest component and we recorded PIK interest income of \$3.8 million during the year ended September 30, 2018.

### Regulation as a BDC

We are a closed-end, non-diversified management investment company that has elected to be regulated as a BDC under Section 54 of the 1940 Act. As such, we are subject to regulation under the 1940 Act. The 1940 Act contains prohibitions and restrictions relating to transactions between BDCs and their affiliates, principal underwriters and affiliates of those affiliates or underwriters and requires that a majority of the directors be persons other than “interested persons,” as defined in the 1940 Act. In addition, the 1940 Act provides that we may not change the nature of our business so as to cease to be, or to withdraw our election as, a BDC unless approved by a majority of our outstanding “voting securities,” as defined in the 1940 Act.

We intend to conduct our business so as to retain our status as a BDC. A BDC may use capital provided by public stockholders and from other sources to invest in long-term private investments in businesses. A BDC provides stockholders the ability to retain the liquidity of a publicly traded stock while sharing in the possible benefits, if any, of investing in primarily privately owned companies. In general, a BDC must have been organized and have its principal place of business in the U.S. and must be operated for the purpose of making investments in qualifying assets, as described in Sections 55(a)(1) through (a)(3) of the 1940 Act.

### Qualifying Assets

Under the 1940 Act, a BDC may not acquire any asset other than assets of the type listed in Section 55(a) of the 1940 Act, which are referred to as qualifying assets, unless, at the time the acquisition is made, qualifying assets, other than certain interests in furniture, equipment, real estate, or leasehold improvements (“operating assets”) represent at least 70.0% of total assets, exclusive of operating assets. The types of qualifying assets in which we may invest under the 1940 Act include, but are not limited to, the following:

- (1) Securities purchased in transactions not involving any public offering from the issuer of such securities, which issuer is an eligible portfolio company. An eligible portfolio company is generally defined in the 1940 Act as any issuer which:
  - (a) is organized under the laws of, and has its principal place of business in, any State or States in the U.S.;
  - (b) is not an investment company (other than a small business investment company wholly owned by the BDC or otherwise excluded from the definition of investment company); and
  - (c) satisfies one of the following:
    - (i) it does not have any class of securities with respect to which a broker or dealer may extend margin credit;
    - (ii) it is controlled by the BDC and for which an affiliate of the BDC serves as a director;
    - (iii) it has total assets of not more than \$4.0 million and capital and surplus of not less than \$2 million;
    - (iv) it does not have any class of securities listed on a national securities exchange; or
    - (v) it has a class of securities listed on a national securities exchange, with an aggregate market value of outstanding voting and non-voting equity of less than \$250.0 million.
- (2) Securities received in exchange for or distributed on or with respect to securities described in (1) above, or pursuant to the exercise of options, warrants or rights relating to such securities.
- (3) Cash, cash items, government securities or high quality debt securities maturing in one year or less from the time of investment.

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### ***Asset Coverage***

Pursuant to Section 61(a)(2) of the 1940 Act, we are permitted, under specified conditions, to issue multiple classes of “senior securities representing indebtedness.” However, pursuant to Section 18(c) of the 1940 Act, we are permitted to issue only one class of “senior securities that is stock.” In either case, we may only issue such senior securities if such class of senior securities, after such issuance, has an asset coverage, as defined in Section 18(h) of the 1940 Act, of at least 200% (as the law applies to the Company currently) or 150% (as the law will apply to the Company effective April 10, 2019; refer to “*Management’s Discussion and Analysis of Financial Condition and Results of Operations — Overview — Regulatory Compliance*” for a discussion of changes to the asset coverage requirements pursuant to the Small Business Credit Availability Act (“SBCAA”).

In addition, our ability to pay dividends or distributions (other than dividends payable in our stock) to holders of any class of our capital stock would be restricted if our “senior securities representing indebtedness” fail to have an asset coverage of at least 200% (measured at the time of declaration of such distribution and accounting for such distribution). The 1940 Act does not apply this limitation to privately arranged debt that is not intended to be publicly distributed, unless this limitation is specifically negotiated by the lender. In addition, our ability to pay dividends or distributions (other than dividends payable in our common stock) to our common stockholders would also be restricted if our “senior securities that are stock” fail to have an asset coverage of at least 200% (measured at the time of declaration of such distribution and accounting for such distribution). If the value of our assets declines, we might be unable to satisfy these asset coverage requirements. To satisfy the 200% asset coverage requirement in the event that we are seeking to pay a distribution, we might either have to (i) liquidate a portion of our loan portfolio to repay a portion of our indebtedness or (ii) issue common stock. This may occur at a time when a sale of a portfolio asset may be disadvantageous, or when we have limited access to capital markets on agreeable terms. In addition, any amounts that we use to service our indebtedness or for offering expenses will not be available for distributions to our stockholders. If we are unable to regain the requisite asset coverage through these methods, we may be forced to suspend the payment of such dividends or distributions.

### ***Significant Managerial Assistance***

Generally, a BDC must make available significant managerial assistance to issuers of certain of its portfolio securities that the BDC counts as qualifying assets for the 70.0% test described above. Making available significant managerial assistance means, among other things, any arrangement whereby the BDC, through its directors, officers or employees, offers to provide, and, if accepted, does so provide, significant guidance and counsel concerning the management, operations or business objectives and policies of a portfolio company. Significant managerial assistance also includes the exercise of a controlling influence over the management and policies of the portfolio company. However, with respect to certain, but not all such securities, where the BDC purchases such securities in conjunction with one or more other persons acting together, one of the other persons in the group may make available such managerial assistance, or the BDC may exercise such control jointly.

### **Code of Ethics**

We, and all of the Gladstone companies, have adopted a code of ethics and business conduct applicable to all of the officers, directors and employees of such companies that complies with the guidelines set forth in Item 406 of Regulation S-K of the Securities Act of 1933 (the “Securities Act”) and Rule 17j-1 of the 1940 Act. As required by the 1940 Act, this code establishes procedures for personal investments, restricts certain transactions by such personnel and requires the reporting of certain transactions and holdings by such personnel. This code of ethics and business conduct is publicly available on our website under “Corporate Governance” at [www.GladstoneCapital.com](http://www.GladstoneCapital.com). We intend to provide any required disclosure of any amendments to or waivers of the provisions of this code by posting information regarding any such amendment or waiver to our website or in a Current Report on Form 8-K.

### **Compliance Policies and Procedures**

We and the Adviser have adopted and implemented written policies and procedures reasonably designed to prevent violation of the federal securities laws, and our Board of Directors is required to review these compliance policies and procedures annually to assess their adequacy and the effectiveness of their implementation. We have designated a chief compliance officer, John Dellafiora, Jr., who also serves as chief compliance officer for all of the Gladstone companies.

### **Staffing**

We do not currently have any employees and do not expect to have any employees in the foreseeable future. Currently, services necessary for our business are provided by individuals who are employees of the Adviser and the Administrator pursuant to the terms of the Advisory Agreement and the Administration Agreement, respectively. No employee of the Adviser or the Administrator will dedicate all of his or her time to us. However, we expect that 25 to 30 full time employees of the Adviser and the Administrator will spend substantial time on our matters during the remainder of calendar year 2018 and all of calendar year 2019. As of November 14, 2018, the Adviser and the Administrator collectively had 67 full-time employees. A breakdown of these employees is summarized by functional area in the table below:

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<u>Number of Individuals</u>	<u>Functional Area</u>
12	Executive management
20	Accounting, administration, compliance, human resources, legal and treasury
35	Investment management, portfolio management and due diligence

## Available Information

Copies of our annual report on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K, and amendments, if any, to those reports filed or furnished pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended (the "Exchange Act") are available free of charge through our website at [www.GladstoneCapital.com](http://www.GladstoneCapital.com) as soon as reasonably practicable after such materials are electronically filed with or furnished to the SEC. Information on our website should not be considered part of this Annual Report on Form 10-K. A request for any of these reports may also be submitted to us by sending a written request addressed to Investor Relations, Gladstone Capital Corporation, 1521 Westbranch Drive, Suite 100, McLean, VA 22102, or by calling our toll-free investor relations line at 1-866-366-5745. The SEC also maintains a website that contains reports, proxy and information statements, and other information regarding issuers that file electronically with the SEC at [www.sec.gov](http://www.sec.gov).

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### **ITEM 1A. RISK FACTORS**

*You should carefully consider these risk factors, together with all of the other information included in this Annual Report on Form 10-K and the other reports and documents filed or furnished by us with the SEC. The risks set out below are not the only risks we face. Additional risks and uncertainties not presently known to us, or not presently deemed material by us, may also impair our operations and performance. If any of the following events occur, our business, financial condition, results of operations and cash flows could be materially and adversely affected. In such case, our net asset value and the trading price of our securities could decline, and you may lose all or part of your investment. The risk factors described below are the principal risk factors associated with an investment in our securities as well as those factors generally associated with an investment company with investment objectives, investment policies, capital structure or trading markets similar to ours.*

#### ***Risks Related to the Economy***

*Market conditions could negatively impact our business, results of operations, cash flows and financial condition.*

The market in which we operate is affected by a number of factors that are largely beyond our control but can nonetheless have a potentially significant, negative impact on us. These factors include, among other things:

- changes in interest rates and credit spreads;
- the availability of credit, including the price, terms and conditions under which it can be obtained;
- the quality, pricing and availability of suitable investments and credit losses with respect to our investments;
- the ability to obtain accurate market-based valuations;
- loan values relative to the value of the underlying assets;
- default rates on the loans underlying our investments and the amount of related losses;
- prepayment rates, delinquency rates and legislative / regulatory changes with respect to our investments and loans, and the timing and amount of servicer advances;
- competition;
- the actual and perceived state of the economy and public capital markets generally;
- the impact of potential changes to the tax code; and
- the attractiveness of other types of investments relative to investments in lower middle market companies generally.

Changes in these factors are difficult to predict, and a change in one factor can affect other factors resulting in adverse effects to our financial condition.

*The illiquidity of our investments may make it difficult for us to sell such investments if required. As a result, we may realize significantly less than the value at which we have recorded our investments.*

Given the volatility and dislocation that the capital markets have historically experienced, many BDCs have faced, and may in the future face, a challenging environment in which to raise capital. We may in the future have difficulty accessing debt and equity capital, and a severe disruption in the global financial markets or deterioration in credit and financing conditions could have a material adverse effect on our business, financial condition and results of operations. In addition, significant changes in the capital markets have had, and may in the future have, a negative effect on the valuations of our investments and on the potential for liquidity events involving our investments. An inability to raise capital, and any required sale of our investments for liquidity purposes, could have a material adverse impact on our business, financial condition or results of operations.

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*Market interest rates may have an effect on the value of our common stock.*

One of the factors that will influence the price of our common stock will be the distribution yield on our common stock (as a percentage of the price of our common stock) relative to market interest rates. An increase in market interest rates, which are currently at low levels relative to historical rates, may lead prospective purchasers of our common stock to expect a higher distribution yield. In addition, higher interest rates would likely increase our borrowing costs and potentially decrease funds available for distribution. As a result, higher market interest rates could cause the market price of our common stock to decrease.

*Rising interest rates may negatively impact our investments and have an adverse effect on our business, financial condition, results of operations, and cash flows.*

In recent years, the Fed has incrementally raised the target range for the federal funds rate, with additional increases expected to come over the next year. As interest rates increase, generally, the cost of borrowing increases, affecting our ability to make new investments on favorable terms or at all. More generally, interest rate fluctuations and changes in credit spreads on floating rate loans may have a negative impact on our investments and investment opportunities and, accordingly, may have a material adverse effect on our rate of return on invested capital, our net investment income, our net asset value and the market price of our securities. A substantial portion of our debt investments have variable interest rates that reset periodically and are generally based on LIBOR, so an increase in interest rates from the current interest rate may make it more difficult for our portfolio companies to service their obligations under the debt investments that we hold. To the extent that interest rates increase, this may negatively impact the operating performance of our portfolio companies due to increasing debt service obligations and, therefore, may affect our results of operations. In addition, to the extent that an increase in interest rates makes it difficult or impossible to make payments on outstanding indebtedness to us or other financial sponsors or refinance debt that is maturing in the near term, some of our portfolio companies may be unable to repay such debt at maturity and may be forced to sell assets, undergo a recapitalization or seek bankruptcy protection. There can be no guaranty the Fed will raise rates at the gradual pace they originally proposed, nor can there be any assurance that the Fed will make sound decisions as to when to raise rates. The increase in interest rates could have a negative effect on our investments, which could negatively impact our operating results, financial condition, and cash flows.

*We may experience fluctuations in our quarterly and annual results based on the impact of inflation in the U.S.*

The majority of our portfolio companies are in industries that are directly impacted by inflation, such as consumer goods and services and manufacturing. Our portfolio companies may not be able to pass on to customers increases in their costs of operations which could greatly affect their operating results, impacting their ability to repay our loans. In addition, any projected future decreases in our portfolio companies' operating results due to inflation could adversely impact the fair value of those investments. Any decreases in the fair value of our investments could result in future unrealized losses and therefore reduce our net assets resulting from operations.

*Volatility of oil and natural gas prices could impair certain of our portfolio companies' operations and ability to satisfy obligations to their respective lenders and investors, including us, which could negatively impact our financial condition.*

Our portfolio includes a concentration of companies related to the oil and gas industry with the fair value of these investments representing approximately \$50.2 million, or 12.9% of our total portfolio at fair value as of September 30, 2018. These businesses provide services to oil and gas companies and are indirectly impacted by the prices of, and demand for, oil and natural gas, which have recently experienced volatility, including significant decline in prices, and such volatility could continue or increase in the future. A substantial or extended decline in oil and natural gas demand or prices may adversely affect the business, financial condition, cash flows, liquidity or results of operations of these portfolio companies and might impair their ability to meet capital expenditure obligations and financial commitments. A prolonged or continued decline in oil prices could therefore have a material adverse effect on our business, financial condition and results of operations.

### ***Risks Related to Our Investments***

*We operate in a highly competitive market for investment opportunities.*

There has been increased competitive pressure in the BDC and investment company marketplace for first and second lien secured debt, resulting in lower yields for increasingly riskier investments. A large number of entities compete with us and make the types of investments that we seek to make in lower middle market companies. We compete with public and private buyout funds, commercial and investment banks, commercial financing companies, and, to the extent that they provide an

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alternative form of financing, hedge funds. Many of our competitors are substantially larger and have considerably greater financial, technical and marketing resources than we do. For example, some competitors may have a lower cost of funds and access to funding sources that are not available to us. In addition, some of our competitors may have higher risk tolerances or different risk assessments, which would allow them to consider a wider variety of investments and establish more relationships than us. Furthermore, many of our competitors are not subject to the regulatory restrictions that the 1940 Act imposes on us as a BDC. The competitive pressures we face could have a material adverse effect on our business, financial condition and results of operations. Also, as a result of this competition, we may not be able to take advantage of attractive investment opportunities from time to time and we can offer no assurance that we will be able to identify and make investments that are consistent with our investment objective. We do not seek to compete based on the interest rates we offer, and we believe that some of our competitors may make loans with interest rates that will be comparable to or lower than the rates we offer. We may lose investment opportunities if we do not match our competitors' pricing, terms, and structure. However, if we match our competitors' pricing, terms, and structure, we may experience decreased net interest income and increased risk of credit loss.

*Our investments in lower middle market companies are extremely risky and could cause you to lose all or a part of your investment.*

Investments in lower middle market companies are subject to a number of significant risks including the following:

- *Lower middle market companies are likely to have greater exposure to economic downturns than larger businesses.* Our portfolio companies may have fewer resources than larger businesses, and thus any economic downturns or recessions are more likely to have a material adverse effect on them. If one of our portfolio companies is adversely impacted by a recession, its ability to repay our loan or engage in a liquidity event, such as a sale, recapitalization or initial public offering would be diminished.
- *Lower middle market companies may have limited financial resources and may not be able to repay the loans we make to them.* Our strategy includes providing financing to portfolio companies that typically do not have readily available access to financing. While we believe that this provides an attractive opportunity for us to generate profits, this may make it difficult for the portfolio companies to repay their loans to us upon maturity. A borrower's ability to repay its loan may be adversely affected by numerous factors, including the failure to meet its business plan, a downturn in its industry, or negative economic conditions. Deterioration in a borrower's financial condition and prospects usually will be accompanied by deterioration in the value of any collateral and a reduction in the likelihood of us realizing on any guaranties we may have obtained from the borrower's management. As of September 30, 2018, loans to one portfolio company were on non-accrual status with an aggregate debt cost basis of approximately \$26.9 million, or 6.9% of the cost basis of all debt investments in our portfolio. While we are working with the portfolio company to improve their profitability and cash flows, there can be no assurance that our efforts will prove successful. Although we will sometimes seek to be the senior, secured lender to a borrower, in some of our loans we expect to be subordinated to a senior lender, and our interest in any collateral would, accordingly, likely be subordinate to another lender's security interest.
- *Lower middle market companies typically have narrower product lines and smaller market shares than large businesses.* Because our target portfolio companies are lower middle market businesses, they will tend to be more vulnerable to competitors' actions and market conditions, as well as general economic downturns. In addition, our portfolio companies may face intense competition, including competition from companies with greater financial resources, more extensive development, manufacturing, marketing, and other capabilities and a larger number of qualified managerial, and technical personnel.
- *There is generally little or no publicly available information about these businesses.* Because we seek to invest in privately owned businesses, there is generally little or no publicly available operating and financial information about our potential portfolio companies. As a result, we rely on our officers, the Adviser and its employees, Gladstone Securities and certain consultants to perform due diligence investigations of these portfolio companies, their operations, and their prospects. We may not learn all of the material information we need to know regarding these businesses through our investigations to make a well-informed investment decision.

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- *Lower middle market companies generally have less predictable operating results.* We expect that our portfolio companies may have significant variations in their operating results, may from time to time be exposed to litigation, may be engaged in rapidly changing businesses with products subject to a substantial risk of obsolescence, may require substantial additional capital to support their operations, to finance expansion or to maintain their competitive position, may otherwise have a weak financial position, or may be adversely affected by changes in the business cycle. Our portfolio companies may not meet net income, cash flow, and other coverage tests typically imposed by their senior lenders. A borrower's failure to satisfy financial or operating covenants imposed by senior lenders could lead to defaults and, potentially, foreclosure on its senior credit facility, which could additionally trigger cross-defaults in other agreements. If this were to occur, it is possible that the borrower's ability to repay any of our loans would be jeopardized.
- *Lower middle market companies are more likely to be dependent on one or two persons.* Typically, the success of a lower middle market business also depends on the management talents and efforts of one or two persons or a small group of persons. The death, disability, or resignation of one or more of these persons could have a material adverse impact on our borrower and, in turn, on us.
- *Lower middle market companies may have limited operating histories.* While we intend to target stable companies with proven track records, we may make loans to new companies that meet our other investment criteria. Portfolio companies with limited operating histories will be exposed to all of the operating risks that new businesses face and may be particularly susceptible to, among other risks, market downturns, competitive pressures and the departure of key executive officers.
- *Debt securities of lower middle market companies typically are not rated by a credit rating agency.* Typically a lower middle market private business cannot or will not expend the resources to have their debt securities rated by a credit rating agency. We expect that most, if not all, of the debt securities we acquire will be unrated. Investors should assume that these loans would be at rates below what is today considered "investment grade" quality. Investments rated below investment grade are often referred to as high yield securities or junk bonds and may be considered high risk as compared to investment-grade debt instruments.

*Because the loans we make and equity securities we receive when we make loans are not publicly traded, there is uncertainty regarding the value of our privately held securities that could adversely affect our determination of our net asset value ("NAV").*

Our portfolio investments are, and we expect will continue to be, in the form of securities that are not publicly traded. The fair value of securities and other investments that are not publicly traded may not be readily determinable. Our Board of Directors has ultimate responsibility for reviewing and approving, in good faith, the fair value of our investments, based on the Policy. Our Board of Directors reviews valuation recommendations that are provided by the Valuation Team. In valuing our investment portfolio, several techniques are used, including, a total enterprise value approach, a yield analysis, market quotes, and independent third party assessments. Currently, ICE Data Pricing and Reference Data, LLC (formerly Standard & Poor's Securities Evaluation, Inc.) provides estimates of fair value on our proprietary debt investments and we use another independent valuation firm to provide valuation inputs for our significant equity investments, including earnings multiple ranges, as well as other information. In addition to these techniques, other factors are considered when determining fair value of our investments, including but limited to: the nature and realizable value of the collateral, including external parties' guaranties; any relevant offers or letters of intent to acquire the portfolio company; and the markets in which the portfolio company operates. If applicable, new and follow-on proprietary debt and equity investments made during the current three month reporting period ended September 30, 2018 are generally valued at original cost basis. For additional information on our valuation policies, procedures and processes, refer to Note 2—*Summary of Significant Accounting Policies* in our accompanying *Notes to Consolidated Financial Statements* included elsewhere in this Annual Report on Form 10-K.

Fair value measurements of our investments may involve subjective judgments and estimates and due to the inherent uncertainty of determining these fair values, the fair value of our investments may fluctuate from period to period. Additionally, changes in the market environment and other events that may occur over the life of the investment may cause the gains or losses ultimately realized on these investments to be different than the valuations currently assigned. Further, such investments are generally subject to legal and other restrictions on resale or otherwise are less liquid than publicly traded securities. If we were required to liquidate a portfolio investment in a forced or liquidation sale, we could realize significantly less than the value at which it is recorded.

Our NAV would be adversely affected if the fair value of our investments that are approved by our Board of Directors are higher than the values that we ultimately realize upon the disposal of such securities.

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*Our most recent NAV was calculated on September 30, 2018 and our NAV when calculated effective December 31, 2018 and thereafter may be higher or lower.*

As of September 30, 2018, our NAV per share was \$8.32, which was based on the fair value of our investments that were reviewed and approved by the Valuation Committee and Board of Directors in connection with financial statements that were audited by our independent registered public accounting firm. NAV per share as of December 31, 2018 may be higher or lower than \$8.32 based on potential changes in valuations, our issuance of shares of common stock under our at-the-market program subsequent to September 30, 2018, or dividends paid and earnings for the quarter then ended. Our Board of Directors determines the fair value of our portfolio investments on a quarterly basis and if our December 31, 2018 fair value is less than the September 30, 2018 fair value, we will record an unrealized loss on our investment portfolio. If the fair value is greater, we will record an unrealized gain on our investment portfolio. Upon publication of our next quarterly NAV per share determination (generally in our next Quarterly Report on Form 10-Q), the market price of our common stock may fluctuate materially.

*The valuation process for certain of our portfolio holdings creates a conflict of interest.*

A substantial portion of our portfolio investments are made in the form of securities that are not publicly traded. As a result, our Board of Directors determines the fair value of these securities in good faith pursuant to the Policy. In connection with that determination, the Valuation Team prepares portfolio company valuations based upon the most recent portfolio company financial statements available and projected financial results of each portfolio company. The participation of the Adviser's investment professionals in our valuation process, and the pecuniary interest in the Adviser by Mr. Gladstone, may result in a conflict of interest as the management fees that we pay the Adviser are based on our gross assets less uninvested cash or cash equivalents from borrowings, and adjusted appropriately for any share issuances or repurchases during the period.

*The lack of liquidity of our privately held investments may adversely affect our business.*

We will generally make investments in private companies whose securities are not traded in any public market. Substantially all of the investments we presently hold and the investments we expect to acquire in the future are, and will be, subject to legal and other restrictions on resale and will otherwise be less liquid than publicly traded securities. The illiquidity of our investments may make it difficult for us to quickly obtain cash equal to the value at which we record our investments if the need arises. This could cause us to miss important investment opportunities. In addition, if we are required to liquidate all or a portion of our portfolio quickly, we may record substantial realized losses upon liquidation. We may also face other restrictions on our ability to liquidate an investment in a portfolio company to the extent that we, the Adviser, or our respective officers, employees or affiliates have material non-public information regarding such portfolio company.

Due to the uncertainty inherent in valuing these securities, the Valuation Team's determinations of fair value may differ materially from the values that could be obtained if a ready market for these securities existed. Our NAV could be materially affected if the Valuation Team's determinations regarding the fair value of our investments that are ultimately approved by our Board of Directors are materially different from the values that we ultimately realize upon our disposal of such securities. Additional discussion regarding risks associated with determinations made by the Adviser is found in the risk factor "*The valuation process for certain of our portfolio holdings creates a conflict of interest.*"

*When we are a debt or minority equity investor in a portfolio company, which we expect will generally be the case, we may not be in a position to control the entity, and its management may make decisions that could decrease the value of our investment.*

We anticipate that most of our investments will continue to be either debt or minority equity investments in our portfolio companies. Therefore, we are and will remain subject to the risk that a portfolio company may make business decisions with which we disagree, and the shareholders and management of such company may take risks or otherwise act in ways that do not serve our best interests. As a result, a portfolio company may make decisions that could decrease the value of our portfolio holdings.

In addition, we will generally not be in a position to control any portfolio company by investing in its debt securities. This is particularly true when we invest in syndicated loans, which are loans made by a larger group of investors whose investment objectives may not be completely aligned with ours. As of September 30, 2018, syndicated loans made up approximately 9.6% of our portfolio at cost, or \$41.0 million. We therefore are subject to the risk that other lenders in these investments may make decisions that could decrease the value of our portfolio holdings.



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*The interest rates of some of our term loans to our portfolio companies are priced using a spread over LIBOR, which may be phased out in the future.*

LIBOR is the basic rate of interest used in lending between banks on the London interbank market and is widely used as a reference for setting the interest rate on loans globally. In general, our investments in debt securities have a term of five to seven years, accrue interest at variable rates based on LIBOR and, to a lesser extent, at fixed rates. As of September 30, 2018, based on the total principal balance of debt outstanding, our portfolio consisted of approximately 90.6% of loans at variable rates with floors and approximately 9.4% at fixed rates.

On July 27, 2017, the United Kingdom's Financial Conduct Authority, which regulates LIBOR, announced that it intends to phase out LIBOR by the end of 2021. It is unclear if at that time whether or not LIBOR will cease to exist or if new methods of calculating LIBOR will be established such that it continues to exist after 2021. The Fed, in conjunction with the Alternative Reference Rates Committee, a steering committee comprised of large U.S. financial institutions, announced replacement of U.S. dollar LIBOR with a new index calculated by short-term repurchase agreements, backed by U.S. Treasury securities called the Secured Overnight Financing Rate ("SOFR"). The first publication of SOFR was released in April 2018. Whether or not SOFR attains market traction as a LIBOR replacement tool remains in question and the future of LIBOR at this time is uncertain. If LIBOR ceases to exist, we may need to renegotiate the loan documents with our portfolio companies that utilize LIBOR as a factor in determining the interest rate to replace LIBOR with the new standard that is established.

*We generally will not be involved in the day-to-day operations and decision making of our portfolio companies.*

We generally are not, and do not expect to be, involved in the day-to-day operations and decision making of our portfolio companies, even though we may have board observation rights and our debt agreements may contain certain restrictive covenants. As a result, we are subject to the risk that a portfolio company in which we invest may make business decisions with which we disagree and the management of such company, as representatives of the holders of their common stock, may take risks or otherwise act in ways that do not serve our interests of maximizing our investment value.

*We typically invest in transactions involving acquisitions, buyouts and recapitalizations of companies, which will subject us to the risks associated with change in control transactions.*

Our strategy, in part, includes making debt and minority equity investments in companies in connection with acquisitions, buyouts and recapitalizations, which subjects us to the risks associated with change in control transactions. Change in control transactions often present a number of uncertainties. Companies undergoing change in control transactions often face challenges retaining key employees and maintaining relationships with customers and suppliers. While we hope to avoid many of these difficulties by participating in transactions where the management team is retained and by conducting thorough due diligence in advance of our decision to invest, if our portfolio companies experience one or more of these problems, we may not realize the value that we expect in connection with our investments, which would likely harm our operating results and financial condition.

*Our portfolio companies may incur debt that ranks equally with, or senior to, our investments in such companies and/or we could be subject to lender liability claims.*

We invest primarily in debt securities issued by our portfolio companies. In some cases portfolio companies will be permitted to have other debt that ranks equally with, or senior to, the debt securities in which we invest. By their terms, such debt instruments may provide that the holders thereof are entitled to receive payment of interest and principal on or before the dates on which we are entitled to receive payments in respect of the debt securities in which we invest. Also, in the event of insolvency, liquidation, dissolution, reorganization, or bankruptcy of a portfolio company, holders of debt instruments ranking senior to our investment in that portfolio company would typically be entitled to receive payment in full before we receive any distribution in respect of our investment. In addition, even though we have structured some of our investments as senior loans, if one of our portfolio companies were to go bankrupt, depending on the facts and circumstances, including the extent to which we actually provided managerial assistance to that portfolio company, a bankruptcy court might re-characterize our debt investments and subordinate all, or a portion, of our claims to that of other creditors. After repaying such senior creditors, such portfolio company may not have any remaining assets to use to repay its obligation to us. We may also be subject to lender liability claims for actions taken by us with respect to a borrower's business or in instances in which

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we exercised control over the borrower. It is possible that we could become subject to a lender's liability claim, including as a result of actions taken in rendering significant managerial assistance. In the case of debt ranking equally with debt securities in which we invest, we would have to share on an equal basis any distributions with other creditors holding such debt in the event of an insolvency, liquidation, dissolution, reorganization, or bankruptcy of a portfolio company.

*Prepayments of our investments by our portfolio companies could adversely impact our results of operations and reduce our return on equity.*

In addition to risks associated with delays in investing our capital, we are also subject to the risk that investments we make in our portfolio companies may be repaid prior to maturity. For the year ended September 30, 2018, we received prepayments of investments totaling \$58.9 million. We will generally first use any proceeds from prepayments to repay any borrowings outstanding on our Credit Facility. In the event that funds remain after repayment of our outstanding borrowings, then we will generally reinvest these proceeds in government securities, pending their future investment in new debt and/or equity securities. These government securities will typically have substantially lower yields than the debt securities being prepaid and we could experience significant delays in reinvesting these amounts. As a result, our results of operations could be materially adversely affected if one or more of our portfolio companies elect to prepay amounts owed to us. Additionally, prepayments could negatively impact our return on equity, which could result in a decline in the market price of our common stock.

*Our portfolio is concentrated in a limited number of companies and industries, which subjects us to an increased risk of significant loss if any one of these companies does not repay us or if the industries experience downturns.*

As of September 30, 2018, we had investments in 50 portfolio companies, of which there were five investments that comprised approximately \$122.8 million, or 31.5% of our total investment portfolio, at fair value. A consequence of a concentration in a limited number of investments is that the aggregate returns we realize may be substantially adversely affected by the unfavorable performance of a small number of such investments or a substantial write-down of any one investment. Beyond our regulatory and income tax diversification requirements, we do not have fixed guidelines for industry concentration and our investments could potentially be concentrated in relatively few industries. In addition, while we do not intend to invest 25.0% or more of our total assets in a particular industry or group of industries at the time of investment, it is possible that as the values of our portfolio companies change, one industry or a group of industries may comprise in excess of 25.0% of the value of our total assets. As a result, a downturn in an industry in which we have invested a significant portion of our total assets could have a materially adverse effect on us. As of September 30, 2018, our largest industry concentrations of our total investments at fair value were in diversified/conglomerate service companies, representing 20.3%; healthcare, education and childcare companies, representing 13.8%; and oil and gas companies, representing 12.9%. Therefore, we are susceptible to the economic circumstances in these industries, and a downturn in one or more of these industries could have a material adverse effect on our results of operations and financial condition.

*Our investments are typically long term and will require several years to realize liquidation events.*

Since we generally make five to seven year term loans and hold our loans and related warrants or other equity positions until the loans mature, you should not expect realization events, if any, to occur over the near term. In addition, we expect that any warrants or other equity positions that we receive when we make loans may require several years to appreciate in value and we cannot give any assurance that such appreciation will occur.

*The disposition of our investments may result in contingent liabilities.*

Currently, all of our investments involve private securities. In connection with the disposition of an investment in private securities, we may be required to make representations about the business and financial affairs of the underlying portfolio company typical of those made in connection with the sale of a business. We may also be required to indemnify the purchasers of such investment to the extent that any such representations turn out to be inaccurate or with respect to certain potential liabilities. These arrangements may result in contingent liabilities that ultimately yield funding obligations that must be satisfied through our return of certain distributions previously made to us.

*Portfolio company litigation or other litigation or claims against us or our personnel could result in additional costs and the diversion of management time and resources.*

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In the course of investing in and often providing significant managerial assistance to certain of our portfolio companies, certain persons employed by the Adviser may serve as directors on the boards of such companies. To the extent that litigation arises out of our investments in these companies, even if without merit, we or such employees may be named as defendants in such litigation, which could result in additional costs, including defense costs, and the diversion of management time and resources. Additionally, other litigations or claims against us or our personnel could result in additional costs, including defense costs, and the diversion of management time and resources. We may be unable to accurately estimate our exposure to litigation risk if we record balance sheet reserves for probable loss contingencies. As a result, any reserves we establish to cover any settlements or judgments may not be sufficient to cover our actual financial exposure, which may have a material impact on our results of operations, financial condition, or cash flows.

While the Company believes it would have valid defenses to potential claims brought due to our investment in any portfolio company, and will defend any such claims vigorously, it may nevertheless expend significant amounts of money in defense costs and expenses. Further, if the Company enters into settlements or suffers an adverse outcome in any litigation, the Company could be required to pay significant amounts. In addition, if any of the Company's portfolio companies become subject to direct or indirect claims or other obligations, such as defense costs or damages in litigation or settlement, the Company's investment in such companies could diminish in value and the Company could suffer indirect losses. Further, these matters could cause the Company to expend significant management time and effort in connection with assessment and defense of any claims.

*We may not realize gains from our equity investments and other yield enhancements.*

When we make an investment, we may receive warrants to purchase stock issued by the borrower or other yield enhancements, such as success fees. Our goal is to ultimately dispose of these equity interests and realize gains upon our disposition of such interests. We expect that, over time, the gains we realize on these warrants and other yield enhancements will offset any losses we experience on loan defaults. However, any equity interests we receive may not appreciate in value and, in fact, may decline in value and any other yield enhancements, such as success fees, may not be realized. Accordingly, we may not be able to realize gains from our equity interests or other yield enhancements and any gains we do recognize may not be sufficient to offset losses we experience on our loan portfolio.

*Any unrealized depreciation we experience on our investment portfolio may be an indication of future realized losses, which could reduce our income available for distribution.*

As a BDC we are required to carry our investments at market value or, if no market value is ascertainable, at fair value as determined in good faith by or under the direction of our Board of Directors. We will record decreases in the market values or fair values of our investments as unrealized depreciation. Since our inception, we have, at times, incurred a cumulative net unrealized depreciation of our portfolio. Any unrealized depreciation in our investment portfolio could result in realized losses in the future and ultimately in reductions of our income available for distribution to stockholders in future periods.

### ***Risks Related to Our External Financing***

*In addition to regulatory limitations on our ability to raise capital, our Credit Facility contains various covenants which, if not complied with, could accelerate our repayment obligations under the facility, thereby materially and adversely affecting our liquidity, financial condition, results of operations and ability to pay distributions.*

We will have a continuing need for capital to finance our investments. As of September 30, 2018, we had \$110.0 million in borrowings, at cost, outstanding under our Credit Facility, which provides for maximum borrowings of \$190.0 million, with a revolving period end date of January 15, 2021. Our Credit Facility permits us to fund additional loans and investments as long as we are within the conditions set forth in the credit agreement. Our Credit Facility contains covenants that require our wholly-owned subsidiary Business Loan to maintain its status as a separate legal entity, prohibit certain significant corporate transactions (such as mergers, consolidations, liquidations or dissolutions) and restrict material changes to our credit and collection policies without lenders' consent. The Credit Facility also limits distributions to our stockholders on a fiscal year basis to the sum of our net investment income, net capital gains and amounts deemed to have been paid during the prior year in accordance with Section 855(a) of the Code. We are also subject to certain limitations on the type of loan investments we can make, including restrictions on geographic concentrations, sector concentrations, loan size, interest rate type, payment frequency and status, average life and lien property. Our Credit Facility further requires us to comply with other financial and operational covenants, which obligate us to, among other things, maintain certain financial ratios, including asset and interest coverage, and a minimum number of 25 obligors in the borrowing base. Additionally, we are subject to a performance guaranty that requires us to maintain (i) a minimum net worth (defined in our Credit Facility to include our mandatorily redeemable preferred stock) of \$205.0 million plus 50.0% of all equity and subordinated debt raised after May 1, 2015 less 50% of any equity and subordinated debt retired or redeemed after May 1, 2015, which equates to \$232.8 million as of September 30, 2018, (ii) asset coverage with respect to "senior securities representing indebtedness" of at least 200%, in accordance with Section 18 of the 1940 Act and (iii) our status as a BDC under the 1940 Act and as a RIC under the Code. As of September 30, 2018, and as defined in the performance guaranty of our Credit Facility, we were in compliance with all of our Credit Facility covenants; however, our continued compliance depends on many factors, some of which are beyond our control.

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Given the continued uncertainty in the capital markets, the cumulative unrealized depreciation in our portfolio may increase in future periods and threaten our ability to comply with the minimum net worth covenant and other covenants under our Credit Facility. Our failure to satisfy these covenants could result in foreclosure by our lenders, which would accelerate our repayment obligations under the facility and thereby have a material adverse effect on our business, liquidity, financial condition, results of operations and ability to pay distributions to our stockholders.

*Any inability to renew, extend or replace our Credit Facility on terms favorable to us, or at all, could adversely impact our liquidity and ability to fund new investments or maintain distributions to our stockholders.*

The revolving period end date of our Credit Facility is January 15, 2021 (the “Revolving Period End Date”) and if our Credit Facility is not renewed or extended by the Revolving Period End Date, all principal and interest will be due and payable on or before April 15, 2022. Subject to certain terms and conditions, our Credit Facility may be expanded to a total of \$265.0 million through the addition of other lenders to the facility. However, if additional lenders are unwilling to join the facility on its terms, we will be unable to expand the facility and thus will continue to have limited availability to finance new investments under our Credit Facility. There can be no guarantee that we will be able to renew, extend or replace our Credit Facility upon its Revolving Period End Date on terms that are favorable to us, if at all. Our ability to expand our Credit Facility, and to obtain replacement financing at or before the Revolving Period End Date, will be constrained by then-current economic conditions affecting the credit markets. In the event that we are not able to expand our Credit Facility, or to renew, extend or refinance our Credit Facility by the Revolving Period End Date, this could have a material adverse effect on our liquidity and ability to fund new investments, our ability to make distributions to our stockholders and our ability to qualify as a RIC under the Code.

If we are unable to secure replacement financing, we may be forced to sell certain assets on disadvantageous terms, which may result in realized losses, and such realized losses could materially exceed the amount of any unrealized depreciation on these assets as of our most recent balance sheet date, which would have a material adverse effect on our results of operations. Such circumstances would also increase the likelihood that we would be required to redeem some or all of our outstanding mandatorily redeemable preferred stock, which could potentially require us to sell more assets. In addition to selling assets, or as an alternative, we may issue equity in order to repay amounts outstanding under our Credit Facility. Based on the recent trading prices of our stock, such an equity offering may have a substantial dilutive impact on our existing stockholders’ interest in our earnings, assets and voting interest in us. If we are not able to renew, extend or refinance our Credit Facility prior to its maturity, it could result in significantly higher interest rates and related charges and may impose significant restrictions on the use of borrowed funds to fund investments or maintain distributions to stockholders.

*Our business plan is dependent upon external financing, which is constrained by the limitations of the 1940 Act.*

We completed an equity offering of our Series 2024 Term Preferred Stock in September 2017 and sold 2,341,296 common shares under our at-the-market program during the year ended September 30, 2018. In addition, in November 2018, we completed a public debt offering of \$57.5 million aggregate principal amount of 6.125% Notes due 2023 (the “2023 Notes”), inclusive of the overallotment. However, there can be no assurance that we will be able to raise capital through issuing equity in the near future. Our business requires a substantial amount of cash to operate and grow. We may acquire such additional capital from the following sources:

- *Senior Securities.* We may issue “senior securities representing indebtedness” (including borrowings under our Credit Facility and our 2023 Notes) and “senior securities that are stock,” such as our Series 2024 Term Preferred Stock, up to the maximum amount permitted by the 1940 Act. The 1940 Act currently permits us, as a BDC, to issue such senior securities in amounts such that our asset coverage, as defined in Section 18(h) of the 1940 Act, is at least 200% (as the law applies to the Company currently) or 150% (as the law will apply to the Company effective April 10, 2019; refer to “*Management’s Discussion and Analysis of Financial Condition and Results of Operations — Overview — Regulatory Compliance*” for a discussion of changes to the asset coverage requirements pursuant to the SBCAA) on such senior security immediately after each issuance of such senior security. As a result of incurring indebtedness (in whatever form), we will be exposed to the risks associated with leverage. Although borrowing money for investments increases the potential for gain, it also increases the risk of a loss. A decrease in the value of our investments will have a greater impact on the value of our common stock to the extent that we have borrowed money to

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make investments. There is a possibility that the costs of borrowing could exceed the income we receive on the investments we make with such borrowed funds. In addition, our ability to pay distributions, issue senior securities or repurchase shares of our common stock would be restricted if the asset coverage on each of our senior securities is not at least 200% or 150%, as applicable. If the aggregate value of our assets declines, we might be unable to satisfy that 200% or 150% requirement, as applicable. To satisfy the 200% or 150%, as applicable, asset coverage requirement in the event that we are seeking to pay a distribution, we might either have to (i) liquidate a portion of our loan portfolio to repay a portion of our indebtedness or (ii) issue common stock. This may occur at a time when a sale of a portfolio asset may be disadvantageous, or when we have limited access to capital markets on agreeable terms. In addition, any amounts that we use to service our indebtedness or for offering expenses will not be available for distributions to stockholders. Furthermore, if we have to issue common stock at below NAV per common share, any non-participating stockholders will be subject to dilution, as described below. Pursuant to Section 61(a)(2) of the 1940 Act, we are permitted, under specified conditions, to issue multiple classes of “senior securities representing indebtedness.” However, pursuant to Section 18(c) of the 1940 Act, we are permitted to issue only one class of “senior securities that are stock.”

- *Common and Convertible Preferred Stock.* Because we are constrained in our ability to issue debt or senior securities for the reasons given above, we are dependent on the issuance of equity as a financing source. If we raise additional funds by issuing more common stock, the percentage ownership of our stockholders at the time of the issuance would decrease and our existing common stockholder may experience dilution. In addition, under the 1940 Act, we will generally not be able to issue additional shares of our common stock at a price below NAV per common share to purchasers, other than to our existing stockholders through a rights offering, without first obtaining the approval of our stockholders and our independent directors. If we were to sell shares of our common stock below our then-current NAV per common share, such sales would result in an immediate dilution to the NAV per common share. This dilution would occur as a result of the sale of shares at a price below the then-current NAV per share of our common stock and a proportionately greater decrease in a stockholder’s interest in our earnings and assets and voting percentage than the increase in our assets resulting from such issuance. For example, if we issue and sell an additional 10.0% of our common stock at a 5.0% discount from NAV, a stockholder who does not participate in that offering for its proportionate interest will suffer NAV dilution of up to 0.5% or \$5 per \$1,000 of NAV. This imposes constraints on our ability to raise capital when our common stock is trading below NAV per common share, as it generally has in previous years. As noted above, the 1940 Act prohibits the issuance of multiple classes of “senior securities that are stock.” As a result, we would be prohibited from issuing convertible preferred stock to the extent that such a security was deemed to be a separate class of stock from our outstanding Series 2024 Term Preferred Stock.

*We financed certain of our investments with borrowed money and capital from the issuance of senior securities, which will magnify the potential for gain or loss on amounts invested and may increase the risk of investing in us.*

The use of leverage, including through the issuance of senior securities that are debt or stock, magnifies the potential for gain or loss on amounts invested, and, if we incur additional leverage as permitted by the SBCAA, this potential will be further magnified. We have incurred leverage in the past and currently incur leverage through the Credit Facility, shares of our mandatorily redeemable preferred stock and the 2023 Notes and, from time to time, intend to incur additional leverage to the extent permitted under the 1940 Act. The use of leverage is generally considered a speculative investment technique and increases the risks associated with investing in our securities. In the future, we may borrow from, and issue senior securities, to banks and other lenders. Holders of these senior securities will have fixed dollar claims on our assets that are superior to the claims of our common stockholders, and we would expect such holders to seek recovery against our assets in the event of a default. The following table illustrates the effect of leverage on returns from an investment in our common stock assuming various annual returns on our portfolio, net of expenses. The calculations in the table below are hypothetical, and actual returns may be higher or lower than those appearing in the table below.

	Assumed Return on Our Portfolio (Net of Expenses)				
	(10.0)%	(5.0)%	0.0%	5.0%	10.0%
Corresponding return to common stockholder(A)	(18.4)%	(9.9)%	(1.5)%	6.9%	15.3%

- (A) The hypothetical return to common stockholders is calculated by multiplying our total assets as of September 30, 2018 by the assumed rates of return and subtracting all interest accrued on our debt for the year ended September 30, 2018, adjusted for the dividends on our Series 2024 Term Preferred Stock; and then dividing the resulting difference by our total assets attributable to common stock. Based on \$399.5 million in total assets, \$110.0 million drawn on our Credit Facility (at cost), \$51.8 million in aggregate liquidation preference of our Series 2024 Term Preferred Stock, and \$237.1 million in net assets, each as of September 30, 2018.

Based on the outstanding balance on our Credit Facility of \$110.0 million at cost, as of September 30, 2018, the effective annual interest rate of 5.1% as of that date, and aggregate liquidation preference of our Series 2024 Term Preferred Stock of \$51.8 million, our investment portfolio at fair value would have had to produce an annual return of at least 2.2% to cover annual interest payments on the outstanding debt and dividends on our Series 2024 Term Preferred Stock.

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*A change in interest rates may adversely affect our profitability and our hedging strategy may expose us to additional risks.*

We anticipate using a combination of equity and long-term and short-term borrowings to finance our investment activities. As a result, a portion of our income will depend upon the difference between the rate at which we borrow funds and the rate at which we loan these funds. Higher interest rates on our borrowings will decrease the overall return on our portfolio.

As of September 30, 2018, based on the total principal balance of debt outstanding, our portfolio consisted of approximately 90.6% of loans at variable rates with floors and approximately 9.4% at fixed rates.

As of September 30, 2018, we did not have any hedging arrangement, such as interest rate hedges. While hedging activities may insulate us against adverse fluctuations in interest rates, they may also limit our ability to participate in the benefits of lower interest rates with respect to the hedged portfolio. Adverse developments resulting from changes in interest rates or any future hedging transactions could have a material adverse effect on our business, financial condition and results of operations. Our ability to receive payments pursuant to an interest rate cap agreement is linked to the ability of the counter-party to that agreement to make the required payments. To the extent that the counter-party to the agreement is unable to pay pursuant to the terms of the agreement, we may lose the hedging protection of the interest rate cap agreement. For additional information on market interest rate fluctuations, see *Management's Discussion and Analysis of Financial Condition and Results of Operations—Quantitative and Qualitative Disclosures About Market Risk*.

### ***Risks Related to Our Regulation and Structure***

*We will be subject to corporate-level tax if we are unable to satisfy Code requirements for RIC qualification.*

To maintain our qualification as a RIC, we must meet income source, asset diversification, and annual distribution requirements. The annual distribution requirement is satisfied if we distribute at least 90.0% of our investment company taxable income to our stockholders on an annual basis. Because we use leverage, we are subject to certain asset coverage ratio requirements under the 1940 Act and could, under certain circumstances, be restricted from making distributions necessary to qualify as a RIC. Warrants we receive with respect to debt investments will create "original issue discount," which we must recognize as ordinary income over the term of the debt investment or PIK interest which is accrued generally over the term of the debt investment but not paid in cash, both of which will increase the amounts we are required to distribute to maintain RIC status. Because such OIDs and PIK interest will not produce distributable cash for us at the same time as we are required to make distributions, we will need to use cash from other sources to satisfy such distribution requirements. The asset diversification requirements must be met at the end of each calendar quarter. If we fail to meet these tests, we may need to quickly dispose of certain investments to prevent the loss of RIC status. Since most of our investments will be illiquid, such dispositions, if even possible, may not be made at prices advantageous to us and, in fact, may result in substantial losses. If we fail to qualify as a RIC for any reason and become fully subject to corporate income tax, the resulting corporate taxes could substantially reduce our net assets, the amount of income available for distribution, and the actual amount distributed. Such a failure would have a material adverse effect on us and our shares. Refer to "*Business — Material U.S. Federal Income Tax Considerations — RIC Status*" for additional information regarding asset coverage ratio and RIC requirements and to "*Management's Discussion and Analysis of Financial Condition and Results of Operations — Overview — Regulatory Compliance*" for a discussion of changes to the asset coverage requirements pursuant to the SBCAA.

Some of our debt investments may include success fees that would generate payments to us if the business is ultimately sold. Because the satisfaction of these success fees, and the ultimate payment of these fees, is uncertain, we generally only recognize them as income when the payment is received. Success fee amounts are characterized as ordinary income for tax purposes and, as a result, we are required to distribute such amounts to our stockholders in order to maintain RIC status.

*If we do not invest a sufficient portion of our assets in qualifying assets, we could fail to qualify as a BDC or be precluded from investing according to our current business strategy.*

As a BDC, we may not acquire any assets other than "qualifying assets" unless, at the time of and after giving effect to such acquisition, at least 70% of our total assets are qualifying assets, as defined in Section 55(a) of the 1940 Act.

We believe that most of the investments that we may acquire in the future will constitute qualifying assets. However, we may be precluded from investing in what we believe to be attractive investments if such investments are not qualifying assets for purposes of the 1940 Act. If we do not invest a sufficient portion of our assets in qualifying assets, we could violate the 1940 Act provisions applicable to BDCs. As a result of such violation, specific rules under the 1940 Act could prevent us, for

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example, from making follow-on investments in existing portfolio companies (which could result in the dilution of our position) or could require us to dispose of investments at inappropriate times in order to come into compliance with the 1940 Act. If we need to dispose of such investments quickly, it could be difficult to dispose of such investments on favorable terms. We may not be able to find a buyer for such investments and, even if we do find a buyer, we may have to sell the investments at a substantial loss. Any such outcomes would have a material adverse effect on our business, financial condition, results of operations and cash flows.

If we do not maintain our status as a BDC, we would be subject to regulation as a registered closed-end investment company under the 1940 Act. As a registered closed-end investment company, we would be subject to substantially more regulatory restrictions under the 1940 Act, which would significantly decrease our operating flexibility. Refer to “*Business — Regulation as a BDC — Qualifying Assets*” for additional information regarding qualifying assets.

*Changes in laws or regulations governing our operations, or changes in the interpretation thereof, and any failure by us to comply with laws or regulations governing our operations may adversely affect our business.*

We and our portfolio companies are subject to regulation by laws at the local, state and federal levels. These laws and regulations, as well as their interpretation, may be changed from time to time. Accordingly, any change in these laws or regulations, or their interpretation, or any failure by us or our portfolio companies to comply with these laws or regulations may adversely affect our business. For additional information regarding the regulations to which we are subject, see “*Business—Material U.S. Federal Income Tax Considerations*” and “*Business— Regulation as a BDC.*”

*We are subject to restrictions that may discourage a change of control. Certain provisions contained in our articles of incorporation and Maryland law may prohibit or restrict a change of control and adversely impact the price of our shares.*

Our Board of Directors is divided into three classes, with the term of the directors in each class expiring every third year. At each annual meeting of stockholders, the successors to the class of directors whose term expires at such meeting will be elected to hold office for a term expiring at the annual meeting of stockholders held in the third year following the year of their election. After election, a director may only be removed by our stockholders for cause. Election of directors for staggered terms with limited rights to remove directors makes it more difficult for a hostile bidder to acquire control of us. The existence of this provision may negatively impact the price of our securities and may discourage third-party bids to acquire our securities. This provision may reduce any premiums paid to stockholders in a change in control transaction.

Certain provisions of Maryland law applicable to us prohibit business combinations with:

- any person who beneficially owns 10.0% or more of the voting power of our common stock (an “interested stockholder”);
- an affiliate of ours who at any time within the two-year period prior to the date in question was an interested stockholder; or
- an affiliate of an interested stockholder.

These prohibitions last for five years after the most recent date on which the interested stockholder became an interested stockholder. Thereafter, any business combination with the interested stockholder must be recommended by our Board of Directors and approved by the affirmative vote of at least 80.0% of the votes entitled to be cast by holders of our outstanding shares of common stock and two-thirds of the votes entitled to be cast by holders of our common stock other than shares held by the interested stockholder. These requirements could have the effect of inhibiting a change in control even if a change in control were in our stockholders’ interest. These provisions of Maryland law do not apply, however, to business combinations that are approved or exempted by our Board of Directors prior to the time that someone becomes an interested stockholder.

Our articles of incorporation permit our Board of Directors to issue up to 50.0 million shares of capital stock. In addition, our Board of Directors, without any action by our stockholders, may amend our articles of incorporation from time to time to increase or decrease the aggregate number of shares or the number of shares of any class or series of stock that we have authority to issue. Our Board of Directors may classify or reclassify any unissued common stock or preferred stock and establish the preferences, conversion or other rights, voting powers, restrictions, limitations as to distributions, qualifications and terms or conditions of redemption of any such stock. Thus, our Board of Directors could authorize the issuance of preferred stock with terms and conditions that could have a priority as to distributions and amounts payable upon liquidation

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over the rights of the holders of our common stock, which it did in connection with our issuance of approximately 2.1 million shares of Series 2024 Term Preferred Stock. Preferred stock, including our Series 2024 Term Preferred Stock, could also have the effect of delaying, deferring or preventing a change in control of us, including an extraordinary transaction (such as a merger, tender offer or sale of all or substantially all of our assets) that might provide a premium price for holders of our common stock.

*We may not be permitted to declare a dividend or make any distribution to stockholders or repurchase shares until such time as we satisfy the asset coverage tests under the provisions of the 1940 Act that apply to BDCs. As a BDC, we have the ability to issue senior securities only in amounts such that our asset coverage, as defined in the 1940 Act, equals at least 200% (or 150%, provided certain conditions are met) after each issuance of senior securities. If the value of our assets declines, we may be unable to satisfy this test. If that happens, we may be required to sell a portion of our investments and, depending on the nature of our leverage, repay a portion of our debt at a time when such sales and/or repayments may be disadvantageous.*

Regulations governing our operation as a BDC and RIC will affect our ability to raise, and the way in which we raise, additional capital or borrow for investment purposes, which may have a negative effect on our growth. As a result of the annual distribution requirement to qualify as a RIC, we may need to periodically access the capital markets to raise cash to fund new investments. We may issue “senior securities representing indebtedness,” including borrowing money from banks or other financial institutions or “senior securities that are stock,” such as our mandatorily redeemable preferred stock, only in amounts such that our asset coverage on each senior security, as defined in the 1940 Act, equals at least 200% or 150% (effective April 10, 2019; refer to “*Management’s Discussion and Analysis of Financial Condition and Results of Operations — Overview — Regulatory Compliance*” for a discussion of changes to the asset coverage requirements pursuant to the SBCAA) after each such incurrence or issuance. Further, we may not be permitted to declare a dividend or make any distribution to our outstanding stockholders or repurchase shares until such time as we satisfy these tests. Our ability to issue different types of securities is also limited. Compliance with these requirements may unfavorably limit our investment opportunities and reduce our ability in comparison to other companies to profit from favorable spreads between the rates at which we can borrow and the rates at which we can lend. As a BDC, therefore, we intend to continuously issue equity at a rate more frequent than our privately owned competitors, which may lead to greater stockholder dilution. We have incurred leverage to generate capital to make additional investments. If the value of our assets declines, we may be unable to satisfy the asset coverage test under the 1940 Act, which could prohibit us from paying distributions and could prevent us from qualifying as a RIC. If we cannot satisfy the asset coverage test, we may be required to sell a portion of our investments and, depending on the nature of our debt financing, repay a portion of our indebtedness at a time when such sales and repayments may be disadvantageous.

*Recently-enacted legislation allows us to incur additional leverage under the 1940 Act, distinct from certain of our obligations under our Credit Facility and our Term Preferred Stock.*

Historically, as a BDC, under the 1940 Act, we are generally required to maintain asset coverage of 200% for senior securities representing indebtedness (i.e., debt) or stock (i.e., preferred stock). On March 23, 2018, President Trump signed into legislation the Consolidated Appropriations Act of 2018, also known as the “omnibus spending package.” Included in Title VIII therein is the SBCAA that includes certain regulations under the federal securities laws impacting BDCs. Among other items, the SBCAA allows a BDC to increase the amount of debt it may incur by modifying the asset coverage percentage from 200% to 150% (subject to specific approval and disclosure requirements).

On April 10, 2018, our Board of Directors, including a “required majority” (as such term is defined in Section 57(o) of the 1940 Act) thereof, approved the modified asset coverage requirements set forth in Section 61(a)(2) of the 1940 Act, as amended by the SBCAA. As a result, the Company’s asset coverage requirements for senior securities will be changed from 200% to 150%, effective one year after the date of the Board of Director’s approval; on April 10, 2019. Under the current 200% asset coverage standard, we may borrow debt or issue senior securities in the amount of \$1.00 for every \$1.00 of equity in the Company. Starting from April 10, 2019, under the 150% asset coverage standard, we may borrow debt or issue senior securities in the amount of \$2.00 for every \$1.00 of equity in the Company. This reduction in the asset coverage ratio will allow us to double the amount of debt that we may incur and, therefore, your risk of an investment in us may increase. In addition, our management fee is based on our average gross assets, which include investments made with proceeds of borrowings, and, as a result, if we were to incur additional leverage, management fees paid to the Adviser would increase.

Notwithstanding the modified asset coverage leverage ratio under the 1940 Act described above, we remain subject to a minimum asset coverage requirement of 200% with respect to certain provisions of our Credit Facility and our Series 2024 Term Preferred Stock. If we drop below the 200% minimum asset coverage requirement, we may under certain circumstances be required to repay all outstanding indebtedness under our Credit Facility and redeem our Series 2024 Term Preferred Stock. In addition, in the event we fall below the 200% minimum asset coverage requirement, we may need to renegotiate our Credit Facility and issue additional series of term preferred stock with a lower asset coverage requirement. Such events, if they were to occur, could have a significant adverse effect on our business, financial condition, results of operations, and cash flows.



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*The recently enacted legislation informally titled the Tax Cuts and Jobs Act and other legislative, regulatory and administrative developments may adversely affect the Company or its stockholders.*

On December 22, 2017, President Trump signed into law P.L. 115-97, informally titled the Tax Cuts and Jobs Act (the “Tax Act”). The Tax Act makes major changes to the Code, including a number of provisions of the Code that affect the taxation of RICs and their stockholders. Certain provisions of the Tax Act that may impact us and our stockholders include:

- temporarily reducing individual U.S. federal income tax rates on ordinary income; the highest individual U.S. federal income tax rate will be reduced from 39.6% to 37% (through taxable years ending in 2025);
- reducing the maximum corporate income tax rate from 35% to 21%;
- permitting a deduction for certain pass-through business income, which generally will allow individuals, trusts, and estates to deduct up to 20% of such amounts, resulting in an effective maximum U.S. federal income tax rate of 29.6% on such dividends (through taxable years ending in 2025);
- limiting the deduction for net operating losses to 80% of taxable income (prior to the application of the dividends paid deduction);
- amending the limitation on the deduction of net interest expense for all businesses, other than certain electing businesses; and
- eliminating the corporate alternative minimum tax.

The individual and collective impact of these provisions and other provisions of the Tax Act on the Company and its stockholders remains uncertain, and may not become evident for some period of time. In addition, other legislative, regulatory or administrative changes may be enacted or promulgated, either prospectively or with retroactive effect, and may adversely affect the Company or its stockholders. The Company’s stockholders should consult their individual tax advisors regarding the implications of the Tax Act and other potential legislative, regulatory or administrative changes on their investment in the Company’s securities.

### ***Risks Related to Our External Management***

*We are dependent upon our key management personnel and the key management personnel of the Adviser, particularly David Gladstone, Terry Lee Brubaker and Robert L. Marcotte and on the continued operations of the Adviser, for our future success.*

We have no employees. Our chief executive officer, chief operating officer, chief financial officer and treasurer, and the employees of the Adviser, do not spend all of their time managing our activities and our investment portfolio. We are particularly dependent upon David Gladstone, Terry Lee Brubaker, and Robert L. Marcotte for their experience, skills and networks. Our executive officers and the employees of the Adviser allocate some, and in some cases a material portion, of their time to businesses and activities that are not related to our business. We have no separate facilities and are completely reliant on the Adviser, which has significant discretion as to the implementation and execution of our business strategies and risk management practices. We are subject to the risk of discontinuation of the Adviser’s operations or termination of the Advisory Agreement and the risk that, upon such event, no suitable replacement will be found. We believe that our success depends to a significant extent upon the Adviser and that discontinuation of its operations or the loss of its key management personnel could have a material adverse effect on our ability to achieve our investment objectives.

*Our success depends on the Adviser’s ability to attract and retain qualified personnel in a competitive environment.*

The Adviser experiences competition in attracting and retaining qualified personnel, particularly investment professionals and senior executives, and we may be unable to maintain or grow our business if we cannot attract and retain such personnel. The Adviser’s ability to attract and retain personnel with the requisite credentials, experience and skills depends on several factors including, but not limited to, its ability to offer competitive wages, benefits and professional growth opportunities. The Adviser competes with investment funds (such as private equity funds and mezzanine funds) and traditional financial services companies for qualified personnel, many of which have greater resources than us. Searches for qualified personnel may divert management’s time from the operation of our business. Strain on the existing personnel resources of the Adviser, in the event that it is unable to attract experienced investment professionals and senior executives, could have a material adverse effect on our business.

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In addition, we depend upon the Adviser to maintain its relationships with private equity sponsors, placement agents, investment banks, management groups and other financial institutions, and we expect to rely to a significant extent upon these relationships to provide us with potential investment opportunities. If the Adviser or members of our investment team fail to maintain such relationships, or to develop new relationships with other sources of investment opportunities, we will not be able to grow our investment portfolio. In addition, individuals with whom the Adviser has relationships are not obligated to provide us with investment opportunities, and we can offer no assurance that these relationships will generate investment opportunities for us in the future.

*The Adviser can resign on 60 days' notice, and we may not be able to find a suitable replacement within that time, resulting in a disruption in our operations that could adversely affect our financial condition, business and results of operations.*

The Adviser has the right to resign under the Advisory Agreement at any time upon not less than 60 days' written notice, whether we have found a replacement or not. If the Adviser resigns, we may not be able to find a new investment adviser or hire internal management with similar expertise and ability to provide the same or equivalent services on acceptable terms within 60 days, or at all. If we are unable to do so quickly, our operations are likely to experience a disruption, our financial condition, business and results of operations as well as our ability to pay distributions are likely to be adversely affected and the market price of our shares may decline. In addition, the coordination of our internal management and investment activities is likely to suffer if we are unable to identify and reach an agreement with a single institution or group of executives having the expertise possessed by the Adviser and its affiliates. Even if we are able to retain comparable management, whether internal or external, the integration of such management and their lack of familiarity with our investment objective may result in additional costs and time delays that may adversely affect our business, financial condition, results of operations and cash flows.

*Our incentive fee may induce the Adviser to make certain investments, including speculative investments.*

The management compensation structure that has been implemented under the Advisory Agreement may cause the Adviser to invest in high-risk investments or take other risks. In addition to its management fee, the Adviser is entitled under the Advisory Agreement to receive incentive compensation based in part upon our achievement of specified levels of income. In evaluating investments and other management strategies, the opportunity to earn incentive compensation based on net income may lead the Adviser to place undue emphasis on the maximization of net income at the expense of other criteria, such as preservation of capital, maintaining sufficient liquidity, or management of credit risk or market risk, in order to achieve higher incentive compensation. Investments with higher yield potential are generally riskier or more speculative. This could result in increased risk to the value of our investment portfolio.

*We may be obligated to pay the Adviser incentive compensation even if we incur a loss.*

The Advisory Agreement entitles the Adviser to incentive compensation for each fiscal quarter in an amount equal to a percentage of the excess of our investment income for that quarter (before deducting incentive compensation, net operating losses and certain other items) above a threshold return for that quarter. When calculating our incentive compensation, our pre-incentive fee net investment income excludes realized and unrealized capital losses that we may incur in the fiscal quarter, even if such capital losses result in a net loss on our statement of operations for that quarter. Thus, we may be required to pay the Adviser incentive compensation for a fiscal quarter even if there is a decline in the value of our portfolio or we incur a net loss for that quarter. For additional information on incentive compensation under the Advisory Agreement with the Adviser, see "Business — Transactions with Related Parties."

*We may be required to pay the Adviser incentive compensation on income accrued, but not yet received in cash.*

That part of the incentive fee payable by us that relates to our net investment income is computed and paid on income that may include interest that has been accrued but not yet received in cash, such as debt instruments with PIK interest or OID. If a portfolio company defaults on a loan, it is possible that such accrued interest previously used in the calculation of the incentive fee will become uncollectible. Consequently, we may make incentive fee payments on income accruals that we may not collect in the future and with respect to which we do not have a clawback right against the Adviser. Our OID investments totaled \$20.7 million as of September 30, 2018, at cost, which are all syndicated loan investments. For the year ended September 30, 2018, we recognized \$0.2 million of OID income and the unamortized balance of OID investments as of September 30, 2018 totaled \$0.4 million. As of September 30, 2018, we had five investments which had a PIK interest component and we recorded PIK interest income of \$3.8 million during the year ended September 30, 2018. We collected \$0.8 million in PIK interest in cash for the year ended September 30, 2018.

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*The Adviser's failure to identify and invest in securities that meet our investment criteria or perform its responsibilities under the Advisory Agreement would likely adversely affect our ability for future growth.*

Our ability to achieve our investment objectives will depend on our ability to grow, which in turn will depend on the Adviser's ability to identify and invest in securities that meet our investment criteria. Accomplishing this result on a cost-effective basis will be largely a function of the Adviser's structuring of the investment process, its ability to provide competent and efficient services to us, and our access to financing on acceptable terms. The senior management team of the Adviser has substantial responsibilities under the Advisory Agreement. In order to grow, the Adviser will need to hire, train, supervise, and manage new employees successfully. Any failure to manage our future growth effectively would likely have a material adverse effect on our business, financial condition, and results of operations.

*There are significant potential conflicts of interest, including with the Adviser, which could impact our investment returns.*

Our executive officers and directors, and the officers and directors of the Adviser, serve or may serve as officers, directors, or principals of entities that operate in the same or a related line of business as we do or of investment funds managed by our affiliates. Accordingly, they may have obligations to investors in those entities, the fulfillment of which might not be in the best interests of us or our stockholders. For example, Mr. Gladstone, our chairman and chief executive officer, is the chairman of the board and chief executive officer of each of the Gladstone Companies. In addition, Mr. Brubaker, our vice chairman and chief operating officer, is the vice chairman and chief operating officer of each of the Gladstone Companies. Mr. Marcotte is an executive managing director of the Adviser. Moreover, the Adviser may establish or sponsor other investment vehicles which from time to time may have potentially overlapping investment objectives with ours and accordingly may invest in, whether principally or secondarily, asset classes we target. While the Adviser generally has broad authority to make investments on behalf of the investment vehicles that it advises, the Adviser has adopted investment allocation procedures to address these potential conflicts and intends to direct investment opportunities to the Affiliated Public Fund with the investment strategy that most closely fits the investment opportunity. Nevertheless, the management of the Adviser may face conflicts in the allocation of investment opportunities to other entities managed by the Adviser. As a result, it is possible that we may not be given the opportunity to participate in certain investments made by other funds managed by the Adviser. Our Board of Directors approved a revision of our investment objectives and strategies that became effective on January 1, 2013, which may enhance the potential for conflicts in the allocation of investment opportunities to us and other entities managed by the Adviser.

In certain circumstances, we may make investments in a portfolio company in which one of our affiliates has or will have an investment, subject to satisfaction of any regulatory restrictions and, where required, to the prior approval of our Board of Directors. As of September 30, 2018, our Board of Directors has approved the following types of co-investment transactions:

- Our affiliate, Gladstone Commercial, may, under certain circumstances, lease property to portfolio companies that we do not control. We may pursue such transactions only if (i) the portfolio company is not controlled by us or any of our affiliates, (ii) the portfolio company satisfies the tenant underwriting criteria of Gladstone Commercial, and (iii) the transaction is approved by a majority of our independent directors and a majority of the independent directors of Gladstone Commercial. We expect that any such negotiations between Gladstone Commercial and our portfolio companies would result in lease terms consistent with the terms that the portfolio companies would be likely to receive were they not portfolio companies of ours.
- We may invest simultaneously with our affiliate Gladstone Investment in senior loans in the broadly syndicated market whereby neither we nor any affiliate has the ability to dictate the terms of the loans.
- Pursuant to the Co-Investment Order, under certain circumstances, we may co-invest with Gladstone Investment and any future BDC or closed-end management investment company that is advised by the Adviser (or sub-advised by the Adviser if it controls the fund), or any combination of the foregoing, subject to the conditions included therein.

Certain of our officers, who are also officers of the Adviser, may from time to time serve as directors of certain of our portfolio companies. If an officer serves in such capacity with one of our portfolio companies, such officer will owe fiduciary duties to stockholders of the portfolio company, which duties may from time to time conflict with the interests of our stockholders.

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In the course of our investing activities, we will pay base management and incentive fees to the Adviser and will reimburse the Administrator for certain expenses it incurs. As a result, investors in our common stock will invest on a “gross” basis and receive distributions on a “net” basis after expenses, resulting in, among other things, a lower rate of return than one might achieve through our investors themselves making direct investments. As a result of this arrangement, there may be times when the management team of the Adviser has interests that differ from those of our stockholders, giving rise to a conflict. In addition, as a BDC, we make available significant managerial assistance to our portfolio companies and provide other services to such portfolio companies. While, neither we nor the Adviser currently receives fees in connection with managerial assistance, the Adviser and Gladstone Securities have, at various times, provided other services to certain of our portfolio companies and received fees for these other services.

*The Adviser is not obligated to provide a credit of the base management fee or incentive fee, which could negatively impact our earnings and our ability to maintain our current level of distributions to our stockholders.*

The Advisory Agreement provides for a base management fee based on our gross assets and an incentive fee which consists of two parts: an income-based incentive fee and a capital gains-based incentive fee. Our Board of Directors has historically accepted and may accept in the future quarterly or annual non-contractual, unconditional and irrevocable credits to reduce the annual base management fee. Further, our Board of Directors has accepted on a quarterly basis non-contractual, unconditional and irrevocable credits from the Adviser to reduce the income-based incentive fee to the extent net investment income did not cover 100.0% of distributions to common stockholders. Any waived fees may not be recouped by the Adviser in the future. However, the Adviser is not required to issue these or other credits of fees under the Advisory Agreement, and to the extent our investment portfolio grows in the future, we expect these management and incentive fees will increase. If the Adviser does not issue these credits in future quarters, it could negatively impact our earnings and may compromise our ability to maintain our current level of distributions to our stockholders, which could have a material adverse impact on our stock price.

*Our business model is dependent upon developing and sustaining strong referral relationships with investment bankers, business brokers and other intermediaries and any change in our referral relationships may impact our business plan.*

We are dependent upon informal relationships with investment bankers, business brokers and traditional lending institutions to provide us with deal flow. If we fail to maintain our relationship with such funds or institutions, or if we fail to establish strong referral relationships with other funds, we will not be able to grow our portfolio of investments and fully execute our business plan.

*Our base management fee may induce the Adviser to incur leverage.*

The fact that our base management fee is payable based upon our gross assets, which would include any investments made with proceeds of borrowings, may encourage the Adviser to use leverage to make additional investments. Under certain circumstances, the use of increased leverage may increase the likelihood of default, which would disfavor holders of our securities. Given the subjective nature of the investment decisions made by the Adviser on our behalf, we will not be able to monitor this potential conflict of interest.

### ***Risks Related to an Investment in Our Securities***

*We may experience fluctuations in our quarterly and annual operating results.*

We may experience fluctuations in our quarterly and annual operating results due to a number of factors, including, among others, variations in our investment income, the interest rates payable on the debt securities we acquire, the default rates on such securities, variations in and the timing of the recognition of realized and unrealized gains or losses, the level of our expenses, the degree to which we encounter competition in our markets, and general economic conditions, including the impacts of inflation. The majority of our portfolio companies are in industries that are directly impacted by inflation, such as manufacturing and consumer goods and services. Our portfolio companies may not be able to pass on to customers increases in their costs of production which could greatly affect their operating results, impacting their ability to repay our loans. In addition, any projected future decreases in our portfolio companies’ operating results due to inflation could adversely impact the fair value of those investments. Any decreases in the fair value of our investments could result in future realized and unrealized losses and therefore reduce our net assets resulting from operations. As a result of these factors, results for any period should not be relied upon as being indicative of performance in future periods.

*There is a risk that you may not receive distributions or that distributions may not grow over time.*

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We intend to distribute at least 90.0% of our investment company taxable income to our stockholders on a quarterly basis by paying monthly distributions. We cannot assure you that we will achieve investment results that will allow us to make a specified level of cash distributions or year-to-year increases in cash distributions. Furthermore, we expect to retain some or all net realized long-term capital gains by first offsetting them with realized capital losses, and secondly through a deemed distribution to supplement our equity capital and support the growth of our portfolio, although our Board of Directors may determine in certain cases to distribute these gains to our common stockholders. In addition, our Credit Facility restricts the amount of distributions we are permitted to make. We cannot assure you that we will achieve investment results or maintain a tax status that will allow or require any specified level of cash distributions.

*Investing in our securities may involve an above average degree of risk.*

The investments we make in accordance with our investment objective may result in a higher amount of risk than alternative investment options and a higher risk of volatility or loss of principal. Our investments in portfolio companies may be highly speculative, and therefore, an investment in our shares may not be suitable for someone with lower risk tolerance.

*Distributions to our stockholders have included and may in the future include a return of capital.*

Quarterly, our Board of Directors declares monthly distributions based on then-current estimates of taxable income for each fiscal year, which may differ, and in the past have differed, from actual results. Because our distributions are based on estimates of taxable income that may differ from actual results, future distributions payable to our stockholders may also include a return of capital. Moreover, to the extent that we distribute amounts that exceed our current and accumulated earnings and profits, these distributions constitute a return of capital. A return of capital represents a return of a stockholder's original investment in shares of our stock and should not be confused with a distribution from earnings and profits. Although return of capital distributions may not be taxable, such distributions may increase an investor's tax liability for capital gains upon the sale of our shares by reducing the investor's tax basis for such shares. Such returns of capital reduce our asset base and also adversely impact our ability to raise debt capital as a result of the leverage restrictions under the 1940 Act, which could have material adverse impact on our ability to make new investments.

*Shares of closed-end investment companies frequently trade at a discount from NAV.*

Shares of closed-end investment companies frequently trade at a discount from NAV per common share. Since our inception, our common stock has at times traded above NAV, and at times below NAV per share. This characteristic of shares of closed-end investment companies is separate and distinct from the risk that our NAV per share will decline. As with any stock, the price of our shares will fluctuate with market conditions and other factors. If shares are sold, the price received may be more or less than the original investment. Whether investors will realize gains or losses upon the sale of our shares will not depend directly upon our NAV, but will depend upon the market price of the shares at the time of sale. Since the market price of our shares will be affected by such factors as the relative demand for and supply of the shares in the market, general market and economic conditions and other factors beyond our control, we cannot predict whether the shares will trade at, below, or above our NAV.

Under the 1940 Act, we are generally not able to issue additional shares of our common stock at a price below NAV per share to purchasers other than our existing stockholders through a rights offering without first obtaining the approval of our common stockholders and our independent directors. Additionally, when our common stock is trading below its NAV per share, our dividend yield may exceed the weighted average returns that we would expect to realize on new investments that would be made with the proceeds from the sale of such stock, making it unlikely that we would determine to issue additional shares in such circumstances. Thus, for as long as our common stock may trade below NAV, we will be subject to significant constraints on our ability to raise capital through the issuance of common stock. Additionally, an extended period of time in which we are unable to raise capital may restrict our ability to grow and adversely impact our ability to increase or maintain our distributions.

*Common stockholders may incur dilution if we sell shares of our common stock in one or more offerings at prices below the then-current NAV per share of our common stock.*

We did not request that our stockholders approve the Company's ability to issue shares of common stock at a price below NAV per share at our annual meetings of stockholders held on February 9, 2017 and February 8, 2018. Absent such stockholder approval, we are not able to access the capital markets in an offering at prices below the then-current NAV per share due to restrictions applicable to BDCs under the 1940 Act. Should we decide to issue shares of common stock at a price below NAV per share in the future, we will seek the requisite approval of our stockholders at such time.

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If we were to sell shares of our common stock below NAV per share, such sales would result in an immediate dilution to the NAV per share. This dilution would occur as a result of the sale of shares at a price below the then-current NAV per share of our common stock and a proportionately greater decrease in a stockholder's interest in our earnings and assets and voting interest in us than the increase in our assets resulting from such issuance. The greater the difference between the sale price and the NAV per share at the time of the offering, the more significant the dilutive impact would be. Because the number of shares of common stock that could be so issued and the timing of any issuance is not currently known, the actual dilutive effect, if any, cannot be currently predicted. However, if, for example, we sold an additional 10.0% of our common stock at a 5.0% discount from NAV, a stockholder who did not participate in that offering for its proportionate interest would suffer NAV dilution of up to 0.5% or \$5 per \$1,000 of NAV.

*If we fail to pay dividends on our Series 2024 Term Preferred Stock for two years, the holders of our Series 2024 Term Preferred Stock will be entitled to elect a majority of our directors.*

The terms of our Series 2024 Term Preferred Stock provide for annual dividends in the amount of \$1.50 per outstanding share of Series 2024 Term Preferred Stock. In accordance with the terms of our Series 2024 Term Preferred Stock, if dividends thereon are unpaid in an amount equal to at least two years of dividends, the holders of Series 2024 Term Preferred Stock will be entitled to elect a majority of our Board of Directors.

### ***Risks Related to the 2023 Notes***

The 2023 Notes are unsecured and therefore are effectively subordinated to any secured indebtedness we have incurred or may incur in the future and will rank pari passu with, or equal to, all outstanding and future unsecured indebtedness issued by us and our general liabilities (total liabilities, less debt).

The 2023 Notes are not secured by any of our assets or any of the assets of our subsidiaries. As a result, the 2023 Notes are subordinated to any secured indebtedness we or our subsidiaries have currently incurred and may incur in the future (or any indebtedness that is initially unsecured to which we subsequently grant security) to the extent of the value of the assets securing such indebtedness. In any liquidation, dissolution, bankruptcy or other similar proceeding, the holders of any of our existing or future secured indebtedness and the secured indebtedness of our subsidiaries may assert rights against the assets pledged to secure that indebtedness in order to receive full payment of their indebtedness before the assets may be used to pay other creditors, including the holders of the 2023 Notes. In addition, the 2023 Notes rank pari passu with, or equal to, all outstanding and future unsecured indebtedness issued by us and our general liabilities (total liabilities, less debt).

*The 2023 Notes will be structurally subordinated to the indebtedness and other liabilities of our subsidiaries.*

The 2023 Notes are obligations exclusively of the Company and not of any of our subsidiaries. None of our subsidiaries is a guarantor of the 2023 Notes and the 2023 Notes are not required to be guaranteed by any subsidiaries we may acquire or create in the future. Except to the extent we are a creditor with recognized claims against our subsidiaries, all claims of creditors of our subsidiaries will have priority over our equity interests in such subsidiaries (and therefore the claims of our creditors, including holders of the 2023 Notes) with respect to the assets of such subsidiaries. Even if we are recognized as a creditor of one or more of our subsidiaries, our claims would still be effectively subordinated to any security interests in the assets of any such subsidiary and to any indebtedness or other liabilities of any such subsidiary senior to our claims. Consequently, the 2023 Notes are structurally subordinated to all indebtedness and other liabilities of any of our subsidiaries and any subsidiaries that we may in the future acquire or establish. As of September 30, 2018, there was \$110.0 million outstanding under the Credit Facility. Borrowings under the Credit Facility are the obligation of Business Loan, and are structurally senior to the 2023 Notes. In addition, our subsidiaries may incur substantial additional indebtedness in the future, all of which would be structurally senior to the 2023 Notes.

*The indenture under which the 2023 Notes were issued contains limited protection for holders of the 2023 Notes.*

The indenture under which the 2023 Notes were issued offers limited protection to holders of the 2023 Notes. The terms of the indenture and the 2023 Notes do not restrict our or any of our subsidiaries' ability to engage in, or otherwise be a party to, a variety of corporate transactions, circumstances or events that could have an adverse impact on your investment in the 2023 Notes. In particular, the terms of the indenture and the 2023 Notes do not place any restrictions on our or our subsidiaries' ability to:

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- issue securities or otherwise incur additional indebtedness or other obligations, including (1) any indebtedness or other obligations that would be equal in right of payment to the 2023 Notes, (2) any indebtedness or other obligations that would be secured and therefore effectively rank senior in right of payment to the 2023 Notes to the extent of the values of the assets securing such debt, (3) our indebtedness that is guaranteed by one or more of our subsidiaries and which therefore is structurally senior to the 2023 Notes and (4) securities, indebtedness or obligations issued or incurred by our subsidiaries that would be senior to our equity interests in our subsidiaries and therefore rank structurally senior to the 2023 Notes with respect to the assets of our subsidiaries, in each case other than an incurrence of indebtedness or other obligation that would cause a violation of Section 18(a)(1)(A) as modified by such provisions of Section 61(a) of the 1940 Act as may be applicable to us from time to time or any successor provisions, whether or not we continue to be subject to such provisions of the 1940 Act, which generally prohibit us incurring additional debt or issuing additional debt or preferred securities, unless our asset coverage, as defined in the 1940 Act, equals at least 200% (or 150% effective April 10, 2019) after such incurrence or issuance. See the risk factor “—*Recently-enacted legislation allows us to incur additional leverage under the 1940 Act, distinct from certain of our obligations under our Credit Facility and our term preferred stock*” below;
- pay dividends on, or purchase or redeem or make any payments in respect of, capital stock or other securities ranking junior in right of payment to the 2023 Notes, including our preferred stock and any subordinated indebtedness, in each case other than dividends, purchases, redemptions or payments that would cause our asset coverage to fall below the threshold specified in Section 18(a)(1)(B) as modified by such provisions of Section 61(a) of the 1940 Act as may be applicable to us from time to time or any successor provisions, giving effect to any no-action relief granted by the SEC to another BDC (or to us if we determine to seek such similar SEC no-action or other relief) permitting the BDC to declare any cash dividend or distribution notwithstanding the prohibition contained in Section 18(a)(1)(B) as modified by such provisions of Section 61(a) of the 1940 Act as may be applicable to us from time to time in order to maintain the BDC’s status as a RIC under Subchapter M of the Code;
- sell assets (other than certain limited restrictions on our ability to consolidate, merge or sell all or substantially all of our assets);
- enter into transactions with affiliates;
- create liens (including liens on the shares of our subsidiaries) or enter into sale and leaseback transactions;
- make investments; or
- create restrictions on the payment of dividends or other amounts to us from our subsidiaries.

In addition, the indenture and the 2023 Notes will not require us to make an offer to purchase the Notes in connection with a change of control or any other event.

Furthermore, the terms of the indenture and the 2023 Notes do not protect holders of the 2023 Notes in the event that we experience changes (including significant adverse changes) in our financial condition, results of operations or credit ratings, if any, as they do not require that we or our subsidiaries adhere to any financial tests or ratios or specified levels of net worth, revenues, income, cash flow, or liquidity.

Our ability to recapitalize, incur additional debt (including additional debt that matures prior to the maturity of the 2023 Notes), and take a number of other actions that are not limited by the terms of the 2023 Notes may have important consequences for you as a holder of the 2023 Notes, including making it more difficult for us to satisfy our obligations with respect to the 2023 Notes or negatively affecting the trading value of the 2023 Notes.

Other debt we issue or incur in the future could contain more protections for its holders than the indenture and the 2023 Notes, including additional covenants and events of default. The issuance or incurrence of any such debt with incremental protections could affect the market for trading levels and prices of the 2023 Notes.

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*If we default on our obligations to pay our other indebtedness, we may not be able to make payments on the 2023 Notes.*

Any default under the agreements governing our indebtedness, including a default under the Credit Facility or other indebtedness to which we may be a party, that is not waived by the required lenders or holders, and the remedies sought by the holders of such indebtedness could make us unable to pay principal and interest on the 2023 Notes and substantially decrease the market value of the 2023 Notes. If we are unable to generate sufficient cash flow and are otherwise unable to obtain funds necessary to meet required payments of principal and interest on our indebtedness, or if we otherwise fail to comply with the various covenants, including financial and operating covenants, in the instruments governing our indebtedness, we could be in default under the terms of the agreements governing such indebtedness. In the event of such default, the holders of such indebtedness could elect to declare all the funds borrowed thereunder to be due and payable, together with accrued and unpaid interest, the lenders under the Credit Facility or other debt we may incur in the future could elect to terminate their commitments, cease making further loans and institute foreclosure proceedings against our assets, and we could be forced into bankruptcy or liquidation. If our operating performance declines, we may in the future need to refinance or restructure our debt, including the 2023 Notes, sell assets, reduce or delay capital investments, seek to raise additional capital or seek to obtain waivers from the required lenders under the Credit Facility or other debt that we may incur in the future to avoid being in default. If we are unable to implement one or more of these alternatives, we may not be able to meet our payment obligations under the 2023 Notes or our other debt. If we breach our covenants under the Credit Facility or other debt and seek a waiver, we may not be able to obtain a waiver from the required lenders or holders. If this occurs, we would be in default under the Credit Facility or other debt, the lenders or holders could exercise their rights as described above, and we could be forced into bankruptcy or liquidation. If we are unable to repay debt, lenders having secured obligations, including the lenders under the Credit Facility, could proceed against the collateral securing the debt. Because the Credit Facility has, and any future credit facilities will likely have, customary cross-default provisions, if the indebtedness under the 2023 Notes or the Credit Facility or under any future credit facility is accelerated, we may be unable to repay or finance the amounts due.

*We may choose to redeem the 2023 Notes when prevailing interest rates are relatively low.*

On or after November 1, 2020, we may choose to redeem the 2023 Notes from time to time, especially if prevailing interest rates are lower than the rate borne by the 2023 Notes. If prevailing rates are lower at the time of redemption, and we redeem the 2023 Notes, you likely would not be able to reinvest the redemption proceeds in a comparable security at an effective interest rate as high as the interest rate on the 2023 Notes being redeemed. Our redemption right also may adversely impact your ability to sell the 2023 Notes as the optional redemption date or period approaches.

*A downgrade, suspension or withdrawal of the credit rating assigned by a rating agency to us or our securities, could cause the liquidity or market value of the 2023 Notes to decline significantly.*

Any credit rating assigned to us or the 2023 Notes represents an assessment by the assigning rating agency of our ability to pay our debts when due. Consequently, real or anticipated changes in our credit ratings will generally affect the market value of the 2023 Notes. These credit ratings may not reflect the potential impact of risks relating to the structure or marketing of the 2023 Notes. Credit ratings are paid for by the issuer and are not a recommendation to buy, sell or hold any security, and may be revised or withdrawn at any time by the issuing organization in its sole discretion.

### ***Other Risks***

*Cybersecurity risks and cyber incidents may adversely affect our business by causing a disruption to our operations, or the operations of businesses in which we invest, a compromise or corruption of our confidential information and/or damage to our business relationships, all of which could negatively impact our business, financial condition and operating results.*

A cyber incident is considered to be any adverse event that threatens the confidentiality, integrity or availability of our information resources. These incidents may be an intentional attack or an unintentional event and could involve gaining unauthorized access to our information systems for purposes of misappropriating assets, stealing confidential information, corrupting data or causing operational disruption. The result of these incidents may include disrupted operations, misstated or unreliable financial data, liability for stolen assets or information, increased cybersecurity protection and insurance costs, litigation and damage to our business relationships. As our reliance on technology has increased, so have the risks posed to our information systems, both internal and those provided to us by third-party service providers. We have implemented processes, procedures and internal controls to help mitigate cybersecurity risks and cyber intrusions, but these measures, as well as our increased awareness of the nature and extent of a risk of a cyber incident, do not guarantee that a cyber incident will not occur and/or that our financial results, operations or confidential information will not be negatively impacted by such an incident. In addition, any such incident, disruption or other loss of information could result in legal claims or proceedings, liability under laws that protect the privacy of personal information, and regulatory penalties, disrupt our operations, and damage our and our Adviser's reputations, and cause a loss of confidence in us and our Adviser's services, which could adversely affect our business.



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*We are dependent on information systems and systems failures could significantly disrupt our business, which may, in turn, negatively affect the market price of our common stock and our ability to pay dividends.*

Our business is dependent on our and third parties' communications and information systems. Any failure or interruption of those systems, including as a result of the termination of an agreement with any third-party service providers, could cause delays or other problems in our activities. Our financial, accounting, data processing, backup or other operating systems and facilities may fail to operate properly or become disabled or damaged as a result of a number of factors including events that are wholly or partially beyond our control and adversely affect our business. There could be:

- sudden electrical or telecommunications outages;
- natural disasters such as earthquakes, tornadoes and hurricanes;
- disease pandemics;
- events arising from local or larger scale political or social matters, including terrorist acts; and
- cyber-attacks.

These events, in turn, could have a material adverse effect on our operating results and negatively affect the market price of our common stock and our ability to pay dividends to our stockholders.

### **ITEM 1B. UNRESOLVED STAFF COMMENTS**

None.

### **ITEM 2. PROPERTIES**

We do not own any real estate or other physical properties material to our operations. The Adviser is the current leaseholder of all properties in which we operate. We occupy these premises pursuant to the Advisory and Administration Agreements with the Adviser and Administrator, respectively.

### **ITEM 3. LEGAL PROCEEDINGS**

We are not currently subject to any material legal proceedings, nor, to our knowledge, is any material legal proceeding threatened against us.

### **ITEM 4. MINE SAFETY DISCLOSURES**

Not applicable.

**PART II**

**ITEM 5. MARKET FOR REGISTRANT’S COMMON EQUITY, RELATED STOCKHOLDER MATTERS AND ISSUER PURCHASES OF EQUITY SECURITIES**

Our common stock is traded on the Nasdaq under the symbol “GLAD.” As of November 13, 2018, there were 39 record owners of our common stock.

**Distributions**

We generally intend to distribute in the form of cash distributions a minimum of 90.0% of our investment company taxable income, if any, on a quarterly basis to our stockholders in the form of monthly distributions. We generally intend to retain some or all of our long-term capital gains, if any, but generally intend to designate the retained amount as a deemed distribution, after giving effect to any prior year realized losses that are carried forward, to supplement our equity capital and support the growth of our portfolio. However, in certain cases, our Board of Directors may choose to distribute our net realized long-term capital gains, if any, by paying a one-time special distribution. Additionally, our Credit Facility contains a covenant that limits distributions to our stockholders on an annual basis to the sum of our net investment income, net capital gains and amounts deemed to have been paid during the prior year in accordance with Section 855(a) of the Code.

**Recent Sales of Unregistered Securities**

We did not sell any unregistered shares of stock during the fiscal year ended September 30, 2018.

**Purchases of Equity Securities**

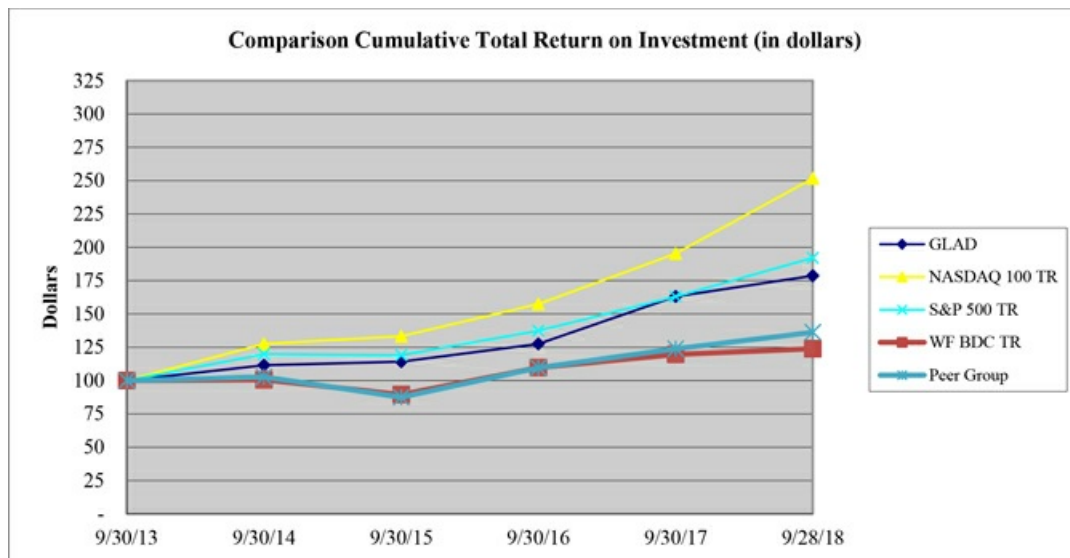
We did not repurchase any shares of our stock during the fourth quarter ended September 30, 2018.

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**Stock Performance Graph**

The following graph shows the total stockholder return on an investment of \$100 in cash on September 30, 2013 for (i) our common stock, (ii) the Nasdaq’s 100 total return index (“Nasdaq 100 TR”), (iii) the Standard & Poor’s 500 total return Index (the “S&P 500 TR”), and (iv) the Wells Fargo BDC Total Return index (“WF BDC TR”). This year we replaced our peer group of four companies included in our 2017 annual report with the WF BDC TR. By utilizing the WF BDC TR, which includes over 40 BDCs, we are able to include a larger representation of the BDC landscape. The WF BDC TR includes BDCs that are listed on the Nasdaq or the New York Stock Exchange and have a market capitalization greater than \$100 million on the evaluation date. We believe the WF BDC TR is a more appropriate comparative market index because, among other reasons, it better reflects the price volatility that BDCs experience.

The following stock performance graph compares our cumulative total return with that of both the newly selected index and the peer group used in our 2017 annual report to stockholders. The returns on each investment assume reinvestment of dividends. This stock performance graph and the related textual information are not necessarily indicative of future performance.



	<b>GLAD</b>	Nasdaq 100 TR	S&P 500 TR	WF BDC TR	Peer Group
9/30/2013	<b>\$100.00</b>	\$ 100.00	\$ 100.00	\$ 100.00	\$ 100.00
9/30/2014	<b>111.51</b>	127.52	119.73	100.57	102.71
9/30/2015	<b>114.19</b>	133.21	119.00	89.47	87.49
9/30/2016	<b>127.51</b>	157.37	137.36	109.71	109.61
9/30/2017	<b>163.08</b>	195.26	162.92	119.62	123.83
9/28/2018	<b>178.63</b>	251.72	192.10	123.92	136.22

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**ITEM 6. SELECTED FINANCIAL DATA**

The following consolidated selected financial data for the fiscal years ended September 30, 2018, 2017, 2016, 2015 and 2014 are derived from our audited accompanying *Consolidated Financial Statements*. The other data included in the second table below is unaudited. The data should be read in conjunction with our accompanying *Notes to Consolidated Financial Statements* and notes thereto and "Management's Discussion and Analysis of Financial Condition and Results of Operations" included elsewhere in this Annual Report on Form 10-K.

**GLADSTONE CAPITAL CORPORATION**  
**CONSOLIDATED SELECTED FINANCIAL AND OTHER DATA**  
**(DOLLAR AMOUNTS IN THOUSANDS, EXCEPT PER SHARE)**

	Year Ended September 30,				
	2018	2017	2016	2015	2014
<b>Statement of Operations Data:</b>					
Total Investment Income	\$ 45,581	\$ 39,233	\$ 39,112	\$ 38,058	\$ 36,585
Total Expenses, Net of Credits from Adviser	22,493	17,800	19,625	20,358	18,217
Net Investment Income	23,088	21,433	19,487	17,700	18,368
Net Realized and Unrealized (Loss) Gain	(4,440)	(4,253)	(8,120)	(9,216)	(7,135)
Net Increase in Net Assets Resulting from Operations	\$ 18,648	\$ 17,180	\$ 11,367	\$ 8,484	\$ 11,233
<b>Per Share Data:</b>					
Net Investment Income per Common Share – Basic and Diluted(A)	\$ 0.85	\$ 0.84	\$ 0.84	\$ 0.84	\$ 0.87
Net Increase in Net Assets Resulting from Operations per Common Share - Basic and Diluted(A)	0.69	0.67	0.49	0.40	0.53
Distributions Declared and Paid Per Common Share(B)	0.84	0.84	0.84	0.84	0.84
<b>Statement of Assets and Liabilities Data:</b>					
Total Assets	\$ 399,508	\$ 365,860	\$ 337,178	\$ 382,482	\$ 301,429
Net Assets	237,092	219,650	201,207	191,444	199,660
Net Asset Value Per Common Share	8.32	8.40	8.62	9.06	9.51
Common Shares Outstanding	28,501,980	26,160,684	23,344,422	21,131,622	21,000,160
Weighted Common Shares Outstanding – Basic and Diluted	27,104,077	25,495,117	23,200,642	21,066,844	21,000,160
<b>Senior Securities Data:</b>					
Total borrowings, at cost(C)	\$ 110,000	\$ 93,000	\$ 71,300	\$ 127,300	\$ 36,700
Mandatorily redeemable preferred stock(C)(D)	51,750	51,750	61,000	61,000	61,000

- (A) Per share data is based on the weighted average common stock outstanding for both basic and diluted.
- (B) The tax character of distributions is determined on an annual basis. For further information on the estimated character of our distributions to common stockholders, please refer to Note 9—*Distributions to Common Stockholders* in the accompanying *Notes to Consolidated Financial Statements* included elsewhere in this Annual Report on Form 10-K.
- (C) See "Management's Discussion and Analysis of Financial Condition and Results of Operations" for more information regarding our level of indebtedness.
- (D) Represents the total liquidation preference of our mandatorily redeemable term preferred stock.

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	Year Ended September 30,				
	2018	2017	2016	2015	2014
<b>Other Unaudited Data:</b>					
Number of Portfolio Companies	50	47	45	48	45
Average Size of Portfolio Company Investment at Cost	\$ 8,549	\$ 8,754	\$ 8,484	\$ 8,547	\$ 7,762
Principal Amount of New Investments	67,936	99,241	79,401	102,299	81,731
Disbursements to Existing Portfolio Companies	38,679	12,851	10,145	33,824	20,314
Proceeds from Loan Repayments, Investments Sold and Exits(A)	67,944	83,444	121,144	40,273	72,560
Weighted Average Yield on Investments, excluding loans on non-accrual status(B)	11.80%	11.57%	11.08%	10.93%	11.47%
Weighted Average Yield on Investments, including loans on non-accrual status(C)	10.72	10.61	10.27	9.84	9.99
Total Return(D)	9.53	27.90	11.68	2.40	9.62

(A) Includes non-cash reductions in cost basis.

(B) Weighted average yield on investments, excluding loans on non-accrual status, equals interest income on investments divided by the weighted average interest-bearing principal balance throughout the fiscal year.

(C) Weighted average yield on investments, including loans on non-accrual status, equals interest income on investments divided by the weighted average total principal balance throughout the fiscal year.

(D) Total return equals the change in the ending market value of our common stock from the beginning of the fiscal year, taking into account dividends reinvested in accordance with the terms of the dividend reinvestment plan. Total return does not take into account distributions that may be characterized as a return of capital. For further information on the estimated character of our distributions to common stockholders, refer to Note 9—*Distributions to Common Stockholders* elsewhere in this Annual Report on Form 10-K.

## ITEM 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The following analysis of our financial condition and results of operations should be read in conjunction with our accompanying *Consolidated Financial Statements* and the notes thereto contained elsewhere in this Annual Report on Form 10-K. Historical financial condition and results of operations and percentage relationships among any amounts in the financial statements are not necessarily indicative of financial condition, results of operations or percentage relationships for any future periods. Except per share amounts, dollar amounts in the tables included herein are in thousands unless otherwise indicated.

### OVERVIEW

#### General

We were incorporated under the Maryland General Corporation Law on May 30, 2001. We operate as an externally managed, closed-end, non-diversified management investment company, and have elected to be treated as a BDC under the 1940 Act. In addition, for federal income tax purposes we have elected to be treated as a RIC under the Code. To continue to qualify as a RIC for federal income tax purposes and obtain favorable RIC tax treatment, we must meet certain requirements, including certain minimum distribution requirements.

We were established for the purpose of investing in debt and equity securities of established private businesses operating in the U.S. Our investment objectives are to: (1) achieve and grow current income by investing in debt securities of established businesses that we believe will provide stable earnings and cash flow to pay expenses, make principal and interest payments on our outstanding indebtedness and make distributions to stockholders that grow over time; and (2) provide our stockholders with long-term capital appreciation in the value of our assets by investing in equity securities of established businesses that we believe can grow over time to permit us to sell our equity investments for capital gains. To achieve our investment objectives, our investment strategy is to invest in several categories of debt and equity securities, with each investment generally ranging from \$8 million to \$30 million, although investment size may vary, depending upon our total assets or available capital at the time of investment. We expect that our investment portfolio over time will consist of approximately 90.0% debt investments and 10.0% equity investments, at cost. As of September 30, 2018, our investment portfolio was made up of approximately 91.4% debt investments and 8.6% equity investments, at cost.

We focus on investing in lower middle market companies (which we generally define as companies with annual earnings before interest, taxes, depreciation and amortization of \$3 million to \$15 million) in the U.S. that meet certain criteria, including, but not limited to, the following: the sustainability of the business' free cash flow and its ability to grow it over time, adequate assets for loan collateral, experienced management teams with a significant ownership interest in the borrower, reasonable capitalization of the borrower, including an ample equity contribution or cushion based on prevailing enterprise valuation multiples and, to a lesser extent, the potential to realize appreciation and gain liquidity in our equity position, if any. We lend to borrowers that need funds for growth capital or to finance acquisitions or recapitalize or refinance their existing debt facilities. We seek to avoid investing in high-risk, early-stage enterprises. Our targeted portfolio companies are generally considered too small for the larger capital marketplace. We invest by ourselves or jointly with other funds and/or management of the portfolio company, depending on the opportunity and have opportunistically made several co-investments with our affiliate Gladstone Investment, a BDC also managed by our Adviser, pursuant to an exemptive order granted by the SEC. We believe this ability to co-invest will continue to enhance our ability to further our investment objectives and strategies. If we are participating in an investment with one or more co-investors, our investment is likely to be smaller than if we were investing alone.

#### Business

##### *Portfolio and Investment Activity*

In general, our investments in debt securities have a term of no more than seven years, accrue interest at variable rates (generally based on the one-month LIBOR) and, to a lesser extent, at fixed rates. We seek debt instruments that pay interest monthly or, at a minimum, quarterly, may have a success fee or deferred interest provision and are primarily interest only, with all principal and any accrued but unpaid interest due at maturity. Generally, success fees accrue at a set rate and are contractually due upon a change of control of a portfolio company, typically from an exit or sale. Some debt securities have deferred interest whereby some portion of the interest payment is added to the principal balance so that the interest is paid, together with the principal, at maturity. This form of deferred interest is often called PIK interest.

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Typically, our equity investments consist of common stock, preferred stock, limited liability company interests, or warrants to purchase the foregoing. Often, these equity investments occur in connection with our original investment, recapitalizing a business, or refinancing existing debt.

During the year ended September 30, 2018, we invested \$67.9 million in ten new portfolio companies and extended \$38.7 million of investments to existing portfolio companies. In addition, during the year ended September 30, 2018, we exited seven portfolio companies through sales and early payoffs. We received a total of \$66.9 million in combined net proceeds and principal repayments from the aforementioned portfolio company exits as well as existing portfolio companies during the year ended September 30, 2018. This activity resulted in a net increase in our overall portfolio by three portfolio companies to 50 and a net increase of \$16.0 million in our portfolio at cost since September 30, 2017. From our initial public offering in August 2001 through September 30, 2018, we have made 495 different loans to, or investments in, 226 companies for a total of approximately \$1.8 billion, before giving effect to principal repayments on investments and divestitures.

During the year ended September 30, 2018, the following significant transactions occurred:

- In October 2017, we sold our investment in Flight Fit N Fun LLC for a realized gain of \$0.6 million. In connection with the sale, we received net cash proceeds of approximately \$9.4 million, including the repayment of our debt investment of \$7.8 million at par.
- In October 2017, we invested \$11.0 million in Applied Voice & Speech Technologies, Inc. through secured first lien debt.
- In October 2017, our investment in PSC Industrial Holdings, LLC paid off at par for net cash proceeds of \$3.5 million.
- In November 2017, we invested \$7.5 million in Arc Drilling Holdings LLC through a combination of secured first lien debt and equity.
- In November 2017, we invested \$7.5 million in Gray Matter Systems, LLC through secured second lien debt. In March 2018, we invested an additional \$3.6 million in Gray Matter Systems, LLC, through secured second lien debt.
- In November 2017, our investment in DataPipe, Inc. paid off at par for net cash proceeds of \$2.0 million.
- In November 2017, we invested \$5.0 million in DigiCert Holdings, Inc. through secured second lien debt. In March 2018, we sold \$2.0 million of this investment for net cash proceeds of \$2.0 million.
- In November 2017, we invested \$4.0 million in Red Ventures, LLC through secured second lien debt.
- In November 2017, we invested \$1.0 million in ABG Intermediate Holdings 2, LLC through secured second lien debt. In January 2018, we sold this investment for net cash proceeds of \$1.0 million.
- In December 2017, we invested \$20.0 million in Impact! Chemical Technologies, Inc. through secured first lien debt.
- In January 2018, we invested \$8.1 million in XMedius Solutions Inc. through secured first lien debt.
- In February 2018, we invested an additional \$4.0 million in an existing portfolio company, Lignetics, Inc., through secured first lien debt.
- In March, July and September 2018, an existing portfolio company, EL Academies, Inc., drew \$1.4 million, \$4.4 million and \$3.2 million, respectively, on the unused portion of its secured first lien delayed draw term loan.
- In March 2018, we sold our \$1.0 million investment in Neustar, Inc. for net cash proceeds of \$1.0 million.

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- In April 2018, we invested \$3.0 million in CHA Holdings, Inc. through secured second lien debt.
- In May 2018, our investment in TapRoot Partners, Inc. paid off, which resulted in prepayment fees of \$0.5 million and success fee income of \$0.4 million. In connection with the pay off, we received net cash proceeds of \$22.9 million, including the repayment of our debt investment of \$22.0 million at par.
- In May 2018, we invested an additional \$10.0 million in an existing portfolio company, Merlin International, Inc., through secured second lien debt.
- In June 2018, we invested an additional \$7.0 million in an existing portfolio company, IA Tech, LLC, through secured first lien debt.
- In July 2018, our investment in NetSmart Technologies, Inc. paid off at par for net cash proceeds of \$3.7 million.
- In July 2018, the holding company for Impact! Chemical Technologies, Inc. (“Impact”) merged with and into the holding company for WadeCo Specialties, Inc. (“WadeCo”) to form Chemical & Injection Holdings Company, LLC (“Chemical & Injection Holdings”). Our preferred equity ownership related to WadeCo with a cost basis of \$0.6 million, was converted into preferred equity ownership in the newly formed Chemical & Injection Holdings with the same cost basis. Our existing debt investments in Impact and WadeCo remained unchanged in conjunction with the merger.
- In September 2018, we restructured our \$30.0 million investment in Sunshine Media Holdings (“Sunshine”) resulting in a \$28.2 million realized loss and a new \$2.0 million investment in TNCP Intermediate HoldCo, LLC.

Refer to Note 15—*Subsequent Events* in the accompanying *Consolidated Financial Statements* included elsewhere in this Annual Report on Form 10-K for portfolio activity occurring subsequent to September 30, 2018.

### **Capital Raising**

We have been able to meet our capital needs through extensions of and increases to the Credit Facility and by accessing the capital markets in the form of public equity offerings of common and preferred stock. We have successfully extended the Credit Facility’s revolving period multiple times, most recently to January 2021, and currently have a total commitment amount of \$190.0 million. Additionally, we issued 2.1 million shares of our 6.00% Series 2024 Term Preferred Stock, par value \$0.001 per share (“Series 2024 Term Preferred Stock”) at a public offering price of \$25 per share, for gross proceeds of \$51.8 million in September 2017, inclusive of the overallotment, and approximately 2.2 million shares of our common stock for gross proceeds of \$17.3 million in October 2016, inclusive of the November 2016 overallotment. Additionally, during the year ended September 30, 2018, we sold 2,341,296 shares of our common stock under our at-the-market program at a weighted-average price of \$9.39 per share and raised \$22.0 million of gross proceeds. Refer to “*Liquidity and Capital Resources — Equity — Common Stock*” and “*Liquidity and Capital Resources — Equity — Term Preferred Stock*” for further discussion of our common stock and mandatorily redeemable preferred stock and “*Liquidity and Capital Resources — Revolving Credit Facility*” for further discussion of the Credit Facility.

Although we were able to access the capital markets historically and in recent years, we believe uncertain market conditions could affect the trading price of our capital stock and thus may inhibit our ability to finance new investments through the issuance of equity. When our common stock trades below NAV per common share, as it has often done in previous years, our ability to issue equity is constrained by provisions of the 1940 Act, which generally prohibits the issuance and sale of our common stock below NAV per common share without first obtaining approval from our stockholders and our independent directors, other than through sales to our then-existing stockholders pursuant to a rights offering. We did not request that our stockholders approve the Company’s ability to issue shares of common stock at a price below NAV per share at our annual meeting of stockholders held on February 8, 2018. Should we decide to issue shares of common stock at a price below NAV per share in the future, we will seek the requisite approval of our stockholders at such time.

On November 13, 2018, the closing market price of our common stock was \$9.28, an 11.5% premium to our September 30, 2018 NAV per share of \$8.32.

Refer to Note 15—*Subsequent Events* in the notes to the Consolidated Financial Statements included elsewhere in this Annual Report on Form 10-K for a discussion of additional capital raised in connection with issuance of the 2023 Notes.



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### **Regulatory Compliance**

Our ability to seek external debt financing, to the extent that it is available under current market conditions, is further subject to the asset coverage limitations of the 1940 Act, which require us to have an asset coverage (as defined in Sections 18 and 61 of the 1940 Act) of at least 200% (currently) or 150% (effective April 10, 2019) on our “senior securities representing indebtedness” and our “senior securities that are stock.”

On April 10, 2018, our Board of Directors, including a “required majority” (as such term is defined in Section 57(o) of the 1940 Act) thereof, approved the modified asset coverage requirements set forth in Section 61(a)(2) of the 1940 Act, as amended by the Small Business Credit Availability Act. As a result, the Company’s asset coverage requirements for senior securities will be changed from 200% to 150%, effective one year after the date of the Board of Directors’ approval; or April 10, 2019. Under the current 200% asset coverage standard, we may borrow debt or issue senior securities in the amount of \$1.00 for every \$1.00 of equity in the Company. Starting from April 10, 2019, under the 150% asset coverage standard, we may borrow debt or issue senior securities in the amount of \$2.00 for every \$1.00 of equity in the Company. Notwithstanding the modified asset coverage requirement under the 1940 Act described above, we are separately subject to a minimum asset coverage requirement of 200% with respect to certain provisions of our Credit Facility and our Series 2024 Term Preferred Stock.

As of September 30, 2018, our asset coverage on our “senior securities representing indebtedness” was 359.0% and our asset coverage on our “senior securities that are stock” was 244.4%.

### **Recent Developments**

#### **Debt Offering**

In November 2018, we completed a public debt offering of \$57.5 million aggregate principal amount of 6.125% Notes due 2023 (the “2023 Notes”), inclusive of the overallotment, for net proceeds of \$55.5 million after deducting underwriting discounts, commissions and offering expenses borne by us. The Notes will mature on November 1, 2023, and may be redeemed in whole or in part at any time or from time to time at the Company’s option on or after November 1, 2020. The 2023 Notes are traded under the ticker symbol “GLADD” on the Nasdaq Global Select Market.

#### **Distributions**

On October 9, 2018, our Board of Directors declared the following monthly cash distributions to common and preferred stockholders:

<u>Record Date</u>	<u>Payment Date</u>	<u>Distribution per Common Share</u>	<u>Distribution per Series 2024 Term Preferred Share</u>
October 19, 2018	October 31, 2018	\$ 0.07	\$ 0.125
November 20, 2018	November 30, 2018	0.07	0.125
December 20, 2018	December 31, 2018	0.07	0.125
	<b>Total for the Quarter</b>	<b>\$ 0.21</b>	<b>\$ 0.375</b>

#### **Portfolio and Investment Activity**

In October 2018, our investment in TWS Acquisition Corporation paid off at par for net cash proceeds of \$2.0 million.

In October and November 2018, we invested a total of \$1.6 million in 8<sup>th</sup> Avenue Food & Provisions, Inc. through secured second lien debt.

In November 2018, we invested \$2.0 million in GOBP Holdings, Inc. (d/b/a Grocery Outlet) through secured second lien debt.

In November 2018, our investment in Red Ventures, LLC paid off at par for net cash proceeds of \$3.1 million.

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**RESULTS OF OPERATIONS**

**Comparison of the Year Ended September 30, 2018 to the Year Ended September 30, 2017**

	<b>For the Year Ended September 30,</b>			
	<b>2018</b>	<b>2017</b>	<b>\$ Change</b>	<b>% Change</b>
<b>INVESTMENT INCOME</b>				
Interest income	<b>\$ 43,958</b>	\$37,073	\$ 6,885	18.6%
Other income	<b>1,623</b>	2,160	(537)	(24.9)
Total investment income	<b>45,581</b>	39,233	6,348	16.2
<b>EXPENSES</b>				
Base management fee	<b>7,033</b>	5,781	1,252	21.7
Loan servicing fee	<b>5,042</b>	4,146	896	21.6
Incentive fee	<b>5,348</b>	4,779	569	11.9
Administration fee	<b>1,250</b>	1,102	148	13.4
Interest expense on borrowings	<b>5,858</b>	3,073	2,785	90.6
Dividend expense on mandatorily redeemable preferred stock	<b>3,105</b>	4,152	(1,047)	(25.2)
Amortization of deferred financing fees	<b>1,014</b>	1,094	(80)	(7.3)
Other expenses	<b>1,966</b>	1,945	21	1.1
Expenses, before credits from Adviser	<b>30,616</b>	26,072	4,544	17.4
Credit to base management fee – loan servicing fee	<b>(5,042)</b>	(4,146)	(896)	21.6
Credit to fees from Adviser - other	<b>(3,081)</b>	(4,126)	1,045	(25.3)
Total expenses, net of credits	<b>22,493</b>	17,800	4,693	26.4
NET INVESTMENT INCOME	<b>23,088</b>	21,433	1,655	7.7
<b>NET REALIZED AND UNREALIZED (LOSS) GAIN</b>				
Net realized loss on investments	<b>(26,063)</b>	(3,475)	(22,588)	650.0
Net realized loss on other	<b>(133)</b>	(1,288)	1,155	(89.7)
Net unrealized appreciation of investments	<b>21,641</b>	625	21,016	3,362.6
Net unrealized appreciation (depreciation) of other	<b>115</b>	(115)	230	(200.0)
Net loss from investments and other	<b>(4,440)</b>	(4,253)	(187)	4.4
NET INCREASE IN NET ASSETS RESULTING FROM OPERATIONS	<b>\$ 18,648</b>	\$17,180	\$ 1,468	8.5%
<b>PER BASIC AND DILUTED COMMON SHARE</b>				
Net investment income	<b>\$ 0.85</b>	\$ 0.84	\$ 0.01	1.2%
Net increase in net assets resulting from operations	<b>\$ 0.69</b>	\$ 0.67	\$ 0.02	3.0%

**Investment Income**

Interest income increased by 18.6% for the year ended September 30, 2018, as compared to the prior year. This increase was due primarily to an increase in the weighted average balance outstanding on our interest-bearing portfolio and an increase in the weighted average yield on our interest-bearing portfolio. The weighted average principal balance of our interest-bearing investment portfolio during the year ended September 30, 2018, was \$372.2 million, compared to \$320.1 million for the prior year, an increase of \$52.1 million, or 16.3%. The weighted average yield on our interest-bearing investments is based on the current stated interest rates on interest-bearing investments which increased to 11.8% for the year ended September 30, 2018 compared to 11.6% for the year ended September 30, 2017, inclusive of any allowances on interest receivables made during those periods.

As of September 30, 2018, one portfolio company, Francis Drilling Fluids, Ltd. (“FDF”) was on non-accrual status, with an aggregate debt cost basis of approximately \$26.9 million, or 6.9% of the cost basis of all debt investments in our portfolio. As of September 30, 2017, two portfolio companies, Sunshine and Alloy Die Casting Co. (“ADC”), were on non-accrual status, with an aggregate debt cost basis of approximately \$27.9 million, or 7.5% of the cost basis of all debt investments in our portfolio.

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Other income decreased by 24.9% during the year ended September 30, 2018, as compared to the prior year. This decrease was primarily due to a \$1.1 million decrease in success fees recognized year over year. For the year ended September 30, 2018, other income consisted primarily of \$0.6 million in prepayment fees received, \$0.5 million in dividend income, and \$0.4 million in success fees recognized. For the year ended September 30, 2017, other income consisted primarily of \$1.5 million in success fees recognized, \$0.3 million in dividend income, and \$0.3 million in prepayment fees received.

The following tables list the investment income for our five largest portfolio company investments at fair value during the respective years:

Portfolio Company	As of September 30, 2018		Year Ended September 30, 2018	
	Fair Value	% of Portfolio	Investment Income	% of Total Investment Income
IA Tech, LLC	\$ 30,900	7.9%	\$ 3,208	7.0%
NetFortris Corp.	24,325	6.2	2,522	5.5
Lignetics, Inc.	23,040	5.9	2,410	5.3
Impact! Chemical Technologies, Inc. (A)	22,472	5.8	1,849	4.1
EL Academies, Inc.	22,018	5.7	1,535	3.4
<b>Subtotal—five largest investments</b>	<b>122,755</b>	<b>31.5</b>	<b>11,524</b>	<b>25.3</b>
Other portfolio companies	267,291	68.5	34,018	74.7
<b>Total Investment Portfolio</b>	<b>\$390,046</b>	<b>100.0%</b>	<b>\$ 45,542</b>	<b>100.0%</b>

Portfolio Company	As of September 30, 2017		Year Ended September 30, 2017	
	Fair Value	% of Portfolio	Investment Income	% of Total Investment Income
NetFortris Corp. (A)	\$ 24,240	6.9%	\$ 1,566	4.0%
IA Tech, LLC	23,633	6.7	2,813	7.2
HB Capital Resources, Ltd. (A)	22,110	6.3	1,107	2.8
WadeCo Specialties, Inc.	22,016	6.2	1,936	4.9
Lignetics, Inc.	18,949	5.4	1,862	4.8
<b>Subtotal—five largest investments</b>	<b>110,948</b>	<b>31.5</b>	<b>9,284</b>	<b>23.7</b>
Other portfolio companies	241,425	68.5	29,922	76.3
<b>Total Investment Portfolio</b>	<b>\$352,373</b>	<b>100.0%</b>	<b>\$ 39,206</b>	<b>100.0%</b>

(A) New investment during applicable period.

### Expenses

Expenses, net of any non-contractual, unconditional and irrevocable credits to fees from the Adviser, increased \$4.7 million, or 26.4%, for the year ended September 30, 2018 as compared to the prior year period. This increase was primarily due to a \$2.9 million increase in our net base management and incentive fees to the Adviser and a \$2.8 million increase in interest expense on borrowings, partially offset by a \$1.0 million decrease in dividend expense on mandatorily redeemable preferred stock.

Interest expense increased by 90.6% during the year ended September 30, 2018, as compared to the prior year, due primarily to an increase in the weighted average balance outstanding on our Credit Facility. The weighted average balance outstanding during the year ended September 30, 2018, was \$114.7 million, as compared to \$58.4 million in the prior year, an increase of 96.4%. The effective interest rate on our Credit Facility, including unused commitment fees incurred but excluding the impact of deferred financing costs, was 5.1% during the year ended September 30, 2018, compared to 5.3% during the prior year. The decrease in the effective interest rate was driven by a decrease in the marginal interest rate on our Credit Facility effective March 9, 2018 and a decrease in unused commitment fees paid in the current year due to a greater amount outstanding on the credit facility. These factors were partially offset by an increase in LIBOR as compared to the prior year.

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The net base management fee earned by the Adviser increased by \$1.7 million, or 42.2%, during the year ended September 30, 2018, as compared to the prior year, resulting from an increase in average total assets subject to the base management fee and a decrease in credits from the Adviser year over year.

The net income-based incentive fee increased by \$1.2 million, or 48.3%, for the year ended September 30, 2018, as compared to the prior year, due to higher pre-incentive fee net investment income, partially offset by an increase in net assets, which drives the hurdle, over the prior year. Our Board of Directors accepted a non-contractual, unconditional and irrevocable credit from the Adviser of \$1.7 million to reduce the income-based incentive fee to the extent net investment income did not cover 100.0% of our distributions to common stockholders during the year ended September 30, 2018. The credit granted during the year ended September 30, 2017, totaled \$2.3 million.

The base management, loan servicing and incentive fees, and associated non-contractual, unconditional and irrevocable credits, are computed quarterly, as described under “Transactions with the Adviser” in Note 4—Related Party Transactions of the accompanying Notes to Consolidated Financial Statements and are summarized in the following table:

	Year Ended September 30,	
	2018	2017
Average total assets subject to base management fee <sup>(A)</sup>	\$ 401,886	\$ 330,343
Multiplied by annual base management fee of 1.75%	1.75%	1.75%
<b>Base management fee<sup>(B)</sup></b>	<b>7,033</b>	<b>5,781</b>
Portfolio company fee credit	(1,020)	(1,588)
Syndicated loan fee credit	(364)	(221)
<b>Net Base Management Fee</b>	<b>\$ 5,649</b>	<b>\$ 3,972</b>
<b>Loan servicing fee<sup>(B)</sup></b>	<b>\$ 5,042</b>	<b>\$ 4,146</b>
Credit to base management fee – loan servicing fee <sup>(B)</sup>	(5,042)	(4,146)
<b>Net Loan Servicing Fee</b>	<b>\$ —</b>	<b>\$ —</b>
<b>Incentive fee<sup>(B)</sup></b>	<b>\$ 5,348</b>	<b>\$ 4,779</b>
Incentive fee credit	(1,697)	(2,317)
<b>Net Incentive Fee</b>	<b>\$ 3,651</b>	<b>\$ 2,462</b>
Portfolio company fee credit	\$ (1,020)	\$ (1,588)
Syndicated loan fee credit	(364)	(221)
Incentive fee credit	(1,697)	(2,317)
<b>Credit to Fees from Adviser - Other<sup>(B)</sup></b>	<b>\$ (3,081)</b>	<b>\$ (4,126)</b>

(A) Average total assets subject to the base management fee is defined as total assets, including investments made with proceeds of borrowings, less any uninvested cash or cash equivalents resulting from borrowings, valued at the end of the four most recently completed quarters within the respective years and adjusted appropriately for any share issuances or repurchases during the applicable year.

(B) Reflected, on a gross basis, as a line item on our accompanying *Consolidated Statement of Operations* located elsewhere in this Annual Report on Form 10-K.

## Realized Loss and Unrealized Appreciation

### Net Realized Loss on Investments

For the year ended September 30, 2018, we recorded a net realized loss on investments of \$26.1 million, which resulted primarily from the restructure of our investment in Sunshine, previously on non-accrual status, and the associated recognition of a \$28.2 million realized loss. This was partially offset by a \$0.7 million realized gain from the sale of a portion of our equity investment in Funko Acquisition Holdings, LLC (“Funko”) and a \$0.6 million realized gain associated with the sale of our investment in Flight Fit N Fun LLC.

For the year ended September 30, 2017, we recorded a net realized loss on investments of \$3.5 million, which resulted primarily from the sale of substantially all the assets of RBC Acquisition Corp. (“RBC”) for a \$2.3 million realized loss and the write-off of \$5.0 million on our investment in Sunshine, partially offset by the sale of Behrens Manufacturing, LLC (“Behrens”) for a \$2.5 million realized gain and a \$1.2 million realized gain related to an additional earn-out from Funko, LLC, which we exited in the prior year.

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### Net Realized Loss on Other

We incurred a loss on extinguishment of debt of \$1.3 million during the year ended September 30, 2017, which resulted from the write-off of unamortized deferred issuance costs at the time of redemption of our 6.75% Series 2021 Term Preferred Stock, par value \$0.001 per share ("Series 2021 Preferred Stock") in September 2017.

### Net Unrealized Appreciation of Investments

During the year ended September 30, 2018, we recorded net unrealized appreciation of investments in the aggregate amount of \$21.6 million. The net realized gain (loss) and unrealized appreciation (depreciation) across our investments for the year ended September 30, 2018, were as follows:

Portfolio Company	Year Ended September 30, 2018			Net Gain (Loss)
	Realized Gain (Loss)	Unrealized Appreciation (Depreciation)	Reversal of Unrealized Depreciation (Appreciation)	
Edge Adhesives Holdings, Inc.	\$ —	\$ 2,830	\$ —	\$ 2,830
United Flexible, Inc.	—	2,475	—	2,475
Alloy Die Casting Co.	—	2,341	—	2,341
AG Transportation Holdings, LLC	—	2,083	—	2,083
Targus Cayman HoldCo, Ltd.	—	1,677	—	1,677
PIC 360, LLC	—	1,306	—	1,306
Funko Acquisition Holdings, LLC	745	869	(356)	1,258
Sea Link International IRB, Inc.	—	559	—	559
Leeds Novamark Capital I, L.P.	—	526	—	526
Merlin International, Inc.	—	450	—	450
WadeCo Specialties, Inc.	—	385	—	385
EL Academies, Inc.	—	379	—	379
Precision International, LLC	—	306	—	306
RBC Acquisition Corp.	284	—	—	284
IA Tech, LLC	—	267	—	267
Triple H Food Processors, LLC	—	236	—	236
Canopy Safety Brands, LLC	—	195	—	195
Funko, LLC	127	—	—	127
Flight Fit N Fun LLC	630	—	(725)	(95)
HB Capital Resources, Ltd.	—	330	(440)	(110)
Vision Government Solutions, Inc.	—	(412)	—	(412)
Frontier Financial Group, Inc.	—	(500)	—	(500)
GFRC Holdings, LLC	—	(519)	—	(519)
Meridian Rack & Pinion, Inc.	—	(671)	—	(671)
Vacation Rental Pros Property Management, LLC	—	(1,020)	—	(1,020)
Defiance Integrated Technologies, Inc.	—	(1,768)	—	(1,768)
Sunshine Media Holdings	(28,169)	(1,319)	27,660	(1,828)
Arc Drilling Holding LLC	—	(2,006)	—	(2,006)
New Trident Holdcorp, Inc.	—	(2,794)	—	(2,794)
LWO Acquisitions Company, LLC	—	(3,190)	—	(3,190)
Francis Drilling Fluids, Ltd.	—	(7,436)	—	(7,436)
Other, net (<\$250)	320	28	(105)	243
<b>Total:</b>	<b>\$ (26,063)</b>	<b>\$ (4,393)</b>	<b>\$ 26,034</b>	<b>\$ (4,422)</b>

The primary drivers of our net unrealized appreciation for the year ended September 30, 2018, were the reversal of previously recorded depreciation on our investment in Sunshine upon restructure and improved performance on certain of our portfolio companies, namely Edge Adhesives Holdings, Inc. These factors were partially offset by a decline in performance of certain of our other portfolio companies, namely FDF.

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During the year ended September 30, 2017, we recorded net unrealized appreciation of investments in the aggregate amount of \$0.6 million. The net realized gain (loss) and unrealized appreciation (depreciation) across our investments for the year ended September 30, 2017, were as follows:

Portfolio Company	Year Ended September 30, 2017			
	Realized Gain (Loss)	Unrealized Appreciation (Depreciation)	Reversal of Unrealized Depreciation (Appreciation)	Net Gain (Loss)
WadeCo Specialties, Inc.	\$ —	\$ 2,900	\$ —	\$ 2,900
SourceHOV LLC	(218)	1,756	97	1,635
Funko, LLC	1,273	(106)	—	1,167
Targus Cayman HoldCo, Ltd.	—	662	—	662
LWO Acquisitions Company, LLC	—	608	—	608
Flight Fit N Fun LLC	—	456	—	456
IA Tech, LLC	—	403	—	403
Vitera Healthcare Solutions, LLC	—	213	115	328
PIC 360, LLC	—	315	—	315
B+T Group Acquisition Inc.	—	305	—	305
Travel Sentry, Inc.	—	255	—	255
Leeds Novamark Capital I, L.P.	—	229	—	229
NetFortris Corp.	(14)	239	—	225
PSC Industrial Holdings Corp.	—	219	—	219
United Flexible, Inc.	—	177	—	177
Drumcree, LLC	—	169	(15)	154
Merlin International, Inc.	—	150	—	150
Vision Government Solutions, Inc.	—	141	—	141
TWS Acquisition Corporation	—	127	—	127
Westland Technologies, Inc.	126	—	—	126
Meridian Rack & Pinion, Inc.	—	(246)	—	(246)
L Discovery	—	(265)	—	(265)
Edge Adhesives Holdings, Inc.	—	(468)	—	(468)
FedCap Partners, LLC	—	(514)	—	(514)
Behrens Manufacturing, LLC	2,544	—	(3,211)	(667)
New Trident Holdcorp, Inc.	—	(878)	—	(878)
Defiance Integrated Technologies, Inc.	—	(1,125)	—	(1,125)
RBC Acquisition Corp.	(2,330)	—	1,119	(1,211)
Vertellus Holdings LLC	109	(1,456)	—	(1,347)
Francis Drilling Fluids, Ltd.	—	(2,066)	—	(2,066)
Alloy Die Casting, Corp.	—	(2,303)	—	(2,303)
Sunshine Media Holdings	(5,000)	(995)	3,612	(2,383)
Other, net (<\$250)	35	33	(27)	41
<b>Total:</b>	<b>\$ (3,475)</b>	<b>\$ (1,065)</b>	<b>\$ 1,690</b>	<b>\$ (2,850)</b>

The primary drivers of our net unrealized appreciation for the year ended September 30, 2017, were an increase in the value of WadeCo, increased performance on certain of our portfolio companies, and the reversal of previously recorded depreciation on our investment in Sunshine upon partial write-off. These factors were partially offset by a decline in performance and decrease in comparable multiples used in the valuation of certain of our other portfolio companies and the reversal of \$3.2 million of previously recorded unrealized appreciation on our investment in Behrens upon exit.

As of September 30, 2018, the fair value of our investment portfolio was less than its cost basis by approximately \$37.4 million and our entire investment portfolio was valued at 91.2% of cost, as compared to cumulative net unrealized depreciation of \$59.1 million and a valuation of our entire portfolio at 85.6% of cost as of September 30, 2017. This year over year increase in the cumulative unrealized depreciation on investments represents net unrealized appreciation of \$21.6 million for the year ended September 30, 2018.

The cumulative net unrealized depreciation of our investments does not have an impact on our current ability to pay distributions to stockholders; however, it may be an indication of future realized losses, which could ultimately reduce our income available for distribution to stockholders.

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### Net Unrealized (Appreciation) Depreciation of Other

During the year ended September 30, 2018, we recorded \$0.1 million of unrealized appreciation on our Credit Facility at fair value as compared to \$0.1 million of unrealized depreciation during the year ended September 30, 2017.

### Comparison of the Year Ended September 30, 2017 to the Year Ended September 30, 2016

	For the Year Ended September 30,			
	2017	2016	\$ Change	% Change
<b>INVESTMENT INCOME</b>				
Interest income	\$37,073	\$ 35,219	\$ 1,854	5.3%
Other income	2,160	3,893	(1,733)	(44.5)
Total investment income	39,233	39,112	121	0.3
<b>EXPENSES</b>				
Base management fee	5,781	5,684	97	1.7
Loan servicing fee	4,146	3,890	256	6.6
Incentive fee	4,779	4,514	265	5.9
Administration fee	1,102	1,182	(80)	(6.8)
Interest expense on borrowings	3,073	2,899	174	6.0
Dividend expense on mandatorily redeemable preferred stock	4,152	4,118	34	0.8
Amortization of deferred financing fees	1,094	1,075	19	1.8
Other expenses	1,945	2,459	(514)	(20.9)
Expenses, before credits from Adviser	26,072	25,821	251	1.0
Credit to base management fee – loan servicing fee	(4,146)	(3,890)	(256)	6.6
Credit to fees from Adviser - other	(4,126)	(2,306)	(1,820)	78.9
Total expenses, net of credits	17,800	19,625	(1,825)	(9.3)
NET INVESTMENT INCOME	21,433	19,487	1,946	10.0
<b>NET REALIZED AND UNREALIZED (LOSS) GAIN</b>				
Net realized (loss) gain on investments	(3,475)	7,216	(10,691)	(148.2)
Net realized loss on other	(1,288)	(64)	(1,224)	(1,912.5)
Net unrealized appreciation (depreciation) of investments	625	(15,334)	15,959	104.1
Net unrealized (depreciation) appreciation of other	(115)	62	(177)	(285.5)
Net loss from investments and other	(4,253)	(8,120)	3,867	47.6
NET INCREASE IN NET ASSETS RESULTING FROM OPERATIONS	\$17,180	\$ 11,367	\$ 5,813	51.1%
<b>PER BASIC AND DILUTED COMMON SHARE</b>				
Net investment income	\$ 0.84	\$ 0.84	\$ —	—%
Net increase in net assets resulting from operations	\$ 0.67	\$ 0.49	\$ 0.18	36.7%

### Investment Income

Interest income increased by 5.3% for the year ended September 30, 2017, as compared to the prior year. This increase was due primarily to an increase in the weighted average yield on our interest-bearing portfolio. The weighted average yield on our interest-bearing investments is based on the current stated interest rate on interest-bearing investments which increased to 11.6% for the year ended September 30, 2017 compared to 11.1% for the year ended September 30, 2016, inclusive of any allowances on interest receivables made during those periods. The weighted average principal balance of our interest-bearing investment portfolio during the year ended September 30, 2017, was \$320.1 million, compared to \$317.0 million for the prior year, an increase of \$3.1 million, or 1.0%.

As of September 30, 2017, certain loans to two portfolio companies, Sunshine and ADC, were on non-accrual status, with an aggregate debt cost basis of approximately \$27.9 million, or 7.5% of the cost basis of all debt investments in our portfolio. As of September 30, 2016, certain loans to two portfolio companies, Sunshine and Vertellus Holdings, LLC, were on non-accrual status, with an aggregate debt cost basis of approximately \$26.5 million, or 7.7% of the cost basis of all debt investments in our portfolio.

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Other income decreased by 44.5% during the year ended September 30, 2017, as compared to the prior year. This decrease was primarily due to a \$1.9 million decrease in success fees recognized year over year. For the year ended September 30, 2017, other income consisted primarily of \$1.5 million in success fees recognized, \$0.3 million in dividend income, and \$0.3 million in prepayment fees received. For the year ended September 30, 2016, other income consisted primarily of \$3.4 million in success fees recognized, \$0.3 million in dividend income, and \$0.2 million in prepayment fees.

The following tables list the investment income for our five largest portfolio company investments at fair value during the respective years:

Portfolio Company	As of September 30, 2017		Year Ended September 30, 2017	
	Fair Value	% of Portfolio	Investment Income	% of Total Investment Income
NetFortris Corp. (A)	\$ 24,240	6.9%	\$ 1,566	4.0%
IA Tech, LLC	23,633	6.7	2,813	7.2
HB Capital Resources, Ltd. (A)	22,110	6.3	1,107	2.8
WadeCo Specialties, Inc.	22,016	6.2	1,936	4.9
Lignetics, Inc.	18,949	5.4	1,862	4.8
<b>Subtotal—five largest investments</b>	<b>110,948</b>	<b>31.5</b>	<b>9,284</b>	<b>23.7</b>
Other portfolio companies	241,425	68.5	29,922	76.3
<b>Total Investment Portfolio</b>	<b>\$ 352,373</b>	<b>100.0%</b>	<b>\$ 39,206</b>	<b>100.0%</b>

Portfolio Company	As of September 30, 2016		Year Ended September 30, 2016	
	Fair Value	% of Portfolio	Investment Income	% of Total Investment Income
RBC Acquisition Corp.	\$ 37,345	11.6%	\$ 3,347	8.6%
IA Tech, LLC(A)	23,230	7.2	888	2.3
WadeCo Specialties, Inc.	18,980	5.9	2,059	5.3
United Flexible, Inc.	17,744	5.5	2,108	5.4
Lignetics, Inc.	14,821	4.6	1,708	4.3
<b>Subtotal—five largest investments</b>	<b>112,120</b>	<b>34.8</b>	<b>10,110</b>	<b>25.9</b>
Other portfolio companies	209,994	65.2	28,997	74.1
<b>Total Investment Portfolio</b>	<b>\$ 322,114</b>	<b>100.0%</b>	<b>\$ 39,107</b>	<b>100.0%</b>

(A) New investment during applicable period.

## Expenses

Expenses, net of credits from the Adviser, decreased by 9.3% for the year ended September 30, 2017 as compared to the prior year. This decrease was primarily due to decreases in our net base management and incentive fees to the Advisor.

Interest expense increased by 6.0% during the year ended September 30, 2017, as compared to the prior year, due to an increase in the LIBOR component of the effective interest rate partially offset by a lower weighted average balance outstanding. The effective interest rate on our Credit Facility, excluding the impact of deferred financing costs, was 5.3% during the year ended September 30, 2017 compared to 4.5% during the prior year period. The weighted average balance outstanding on our Credit Facility during the year ended September 30, 2017, was approximately \$58.4 million, as compared to \$64.0 million in the prior year period, a decrease of 8.8%.

Other expenses decreased by 20.9% during the year ended September 30, 2017, as compared to the prior year, primarily due to decreases in shareholder related costs and professional fees.



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Net base management fee earned by the Adviser decreased by \$0.8 million, or 17.4%, during the year ended September 30, 2017, as compared to the prior year period, resulting from an increase in portfolio company fee credits due to new investments made in the current year period.

Our Board of Directors accepted non-contractual, unconditional and irrevocable credits from the Adviser to reduce the income-based incentive fee to the extent net investment income did not cover 100.0% of our distributions to common stockholders during the years ended September 30, 2017 and 2016, which credits totaled \$2.3 million and \$1.4 million, respectively.

The base management, loan servicing and incentive fees, and associated non-contractual, unconditional and irrevocable credits, are computed quarterly, as described under "Transactions with the Adviser" in Note 4—*Related Party Transactions* of the accompanying *Notes to Consolidated Financial Statements* and are summarized in the following table:

	Year Ended September 30,	
	2017	2016
Average total assets subject to base management fee <sup>(A)</sup>	\$ 330,343	\$ 324,800
Multiplied by annual base management fee of 1.75%	1.75%	1.75%
<b>Base management fee<sup>(B)</sup></b>	<b>5,781</b>	<b>5,684</b>
Portfolio company fee credit	(1,588)	(785)
Syndicated loan fee credit	(221)	(92)
<b>Net Base Management Fee</b>	<b>\$ 3,972</b>	<b>\$ 4,807</b>
<b>Loan servicing fee<sup>(B)</sup></b>	<b>\$ 4,146</b>	<b>\$ 3,890</b>
Credit to base management fee – loan servicing fee <sup>(B)</sup>	(4,146)	(3,890)
<b>Net Loan Servicing Fee</b>	<b>\$ —</b>	<b>\$ —</b>
<b>Incentive fee<sup>(B)</sup></b>	<b>\$ 4,779</b>	<b>\$ 4,514</b>
Incentive fee credit	(2,317)	(1,429)
<b>Net Incentive Fee</b>	<b>\$ 2,462</b>	<b>\$ 3,085</b>
Portfolio company fee credit	\$ (1,588)	\$ (785)
Syndicated loan fee credit	(221)	(92)
Incentive fee credit	(2,317)	(1,429)
<b>Credit to Fees from Adviser - Other<sup>(B)</sup></b>	<b>\$ (4,126)</b>	<b>\$ (2,306)</b>

- (C) Average total assets subject to the base management fee is defined as total assets, including investments made with proceeds of borrowings, less any uninvested cash or cash equivalents resulting from borrowings, valued at the end of the four most recently completed quarters within the respective years and adjusted appropriately for any share issuances or repurchases during the applicable year.
- (D) Reflected, on a gross basis, as a line item on our accompanying *Consolidated Statement of Operations* located elsewhere in this Annual Report on Form 10-K.

## Realized Loss and Unrealized Appreciation

### Net Realized Loss on Investments

For the year ended September 30, 2017, we recorded a net realized loss on investments of \$3.5 million, which resulted primarily from the sale of substantially all the assets of RBC for a \$2.3 million realized loss and the write-off of \$5.0 million on our investment in Sunshine, partially offset by the sale of Behrens for a \$2.5 million realized gain and a \$1.2 million realized gain related to an additional earn-out from Funko, LLC, which we exited in the prior year.

For the year ended September 30, 2016, we recorded a net realized gain on investments of \$7.2 million, which resulted primarily from the sales of Funko, LLC, Southern Petroleum Laboratories, Inc., Westland Technologies, Inc., and Ashland Acquisitions, LLC ("Ashland") for a combined realized gain of \$18.7 million and net proceeds of \$35.4 million. This realized gain was partially offset by a combined realized loss of \$11.7 million recognized from the sale of Heartland Communications Group and the restructures of Targus Group International, Inc. ("Targus") and Precision Acquisition Group Holdings, Inc. during the year ended September 30, 2016. We also recognized a realized loss of \$0.6 million during the year ended September 30, 2016 related to a settlement associated with WP Evenflo Group Holdings, Inc., which we previously exited at a realized gain of \$1.0 million in September 2014.

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### Net Realized Loss on Other

We incurred a loss on extinguishment of debt of \$1.3 million during the year ended September 30, 2017, which resulted from the write-off of unamortized deferred issuance costs at the time of redemption of our Series 2021 Preferred Stock in September 2017. During the year ended September 30, 2016, we recorded a net realized loss of \$0.1 million due to the expiration of our interest rate cap agreement in January 2016.

### Net Unrealized Appreciation of Investments

During the year ended September 30, 2017, we recorded net unrealized appreciation of investments in the aggregate amount of \$0.6 million. The net realized gain (loss) and unrealized appreciation (depreciation) across our investments for the year ended September 30, 2017, were as follows:

Portfolio Company	Year Ended September 30, 2017			
	Realized Gain (Loss)	Unrealized Appreciation (Depreciation)	Reversal of Unrealized Depreciation (Appreciation)	Net Gain (Loss)
WadeCo Specialties, Inc.	\$ —	\$ 2,900	\$ —	\$ 2,900
SourceHOV LLC	(218)	1,756	97	1,635
Funko, LLC	1,273	(106)	—	1,167
Targus Cayman HoldCo, Ltd.	—	662	—	662
LWO Acquisitions Company, LLC	—	608	—	608
Flight Fit N Fun LLC	—	456	—	456
IA Tech, LLC	—	403	—	403
Vitera Healthcare Solutions, LLC	—	213	115	328
PIC 360, LLC	—	315	—	315
B+T Group Acquisition Inc.	—	305	—	305
Travel Sentry, Inc.	—	255	—	255
Leeds Novamark Capital I, L.P.	—	229	—	229
NetFortris Corp.	(14)	239	—	225
PSC Industrial Holdings Corp.	—	219	—	219
United Flexible, Inc.	—	177	—	177
Drumcree, LLC	—	169	(15)	154
Merlin International, Inc.	—	150	—	150
Vision Government Solutions, Inc.	—	141	—	141
TWS Acquisition Corporation	—	127	—	127
Westland Technologies, Inc.	126	—	—	126
Meridian Rack & Pinion, Inc.	—	(246)	—	(246)
L Discovery	—	(265)	—	(265)
Edge Adhesives Holdings, Inc.	—	(468)	—	(468)
FedCap Partners, LLC	—	(514)	—	(514)
Behrens Manufacturing, LLC	2,544	—	(3,211)	(667)
New Trident Holdcorp, Inc.	—	(878)	—	(878)
Defiance Integrated Technologies, Inc.	—	(1,125)	—	(1,125)
RBC Acquisition Corp.	(2,330)	—	1,119	(1,211)
Vertellus Holdings LLC	109	(1,456)	—	(1,347)
Francis Drilling Fluids, Ltd.	—	(2,066)	—	(2,066)
Alloy Die Casting, Corp.	—	(2,303)	—	(2,303)
Sunshine Media Holdings	(5,000)	(995)	3,612	(2,383)
Other, net (<\$250)	35	33	(27)	41
<b>Total:</b>	<b>\$ (3,475)</b>	<b>\$ (1,065)</b>	<b>\$ 1,690</b>	<b>\$ (2,850)</b>

The primary drivers of our net unrealized appreciation for the year ended September 30, 2017, were an increase in the value of WadeCo, increased performance on certain of our portfolio companies, and the reversal of previously recorded depreciation on our investment in Sunshine upon partial write-off. These factors were partially offset by a decline in performance and decrease in comparable multiples used in the valuation of certain of our other portfolio companies and the reversal of \$3.2 million of previously recorded unrealized appreciation on our investment in Behrens upon exit.

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The net realized gain (loss) and unrealized appreciation (depreciation) across our investments for the year ended September 30, 2016, were as follows:

Portfolio Company	Year Ended September 30, 2016			Net Gain (Loss)
	Realized Gain (Loss)	Unrealized Appreciation (Depreciation)	Reversal of Unrealized Depreciation (Appreciation)	
RBC Acquisition Corp.	\$ 1,207	\$ 11,896	\$ —	\$ 13,103
Legend Communications of Wyoming, LLC	—	2,857	27	2,884
Behrens Manufacturing, LLC	—	2,206	—	2,206
Funko, LLC	16,874	98	(16,009)	963
Southern Petroleum Laboratories, Inc.	873	871	(995)	749
Precision Acquisition Group Holdings, Inc.	(3,821)	(1,282)	5,805	702
Westland Technologies, Inc.	909	622	(866)	665
J. America, Inc.	—	482	—	482
Triple H Food Processors, LLC	—	351	—	351
RP Crown Parent, LLC	—	276	—	276
GFRC Holdings, LLC	—	(271)	—	(271)
Ashland Acquisitions, LLC	72	183	(572)	(317)
Mikaway	—	(379)	—	(379)
FedCap Partners, LLC	—	(381)	—	(381)
New Trident Holdcorp, Inc.	—	(442)	—	(442)
AG Transportation Holdings, LLC	—	(454)	—	(454)
WP Evenflo Group Holdings, Inc.	(550)	—	—	(550)
WadeCo Specialties, Inc.	—	(722)	—	(722)
Vision Government Solutions, Inc.	—	(779)	—	(779)
Vertellus Specialties Inc.	—	(975)	—	(975)
Lignetics, Inc.	—	(1,251)	—	(1,251)
SourceHOV LLC	—	(1,380)	—	(1,380)
LWO Acquisitions Company, LLC	—	(3,170)	—	(3,170)
Defiance Integrated Technologies, Inc.	—	(3,184)	—	(3,184)
Sunshine Media Holdings	—	(3,360)	—	(3,360)
Targus Cayman HoldCo, Ltd.	(5,500)	(2,952)	4,198	(4,254)
Francis Drilling Fluids, Ltd.	—	(8,156)	—	(8,156)
Other, net (<\$250)	(2,848)	(528)	2,902	(474)
<b>Total:</b>	<b>\$ 7,216</b>	<b>\$ (9,824)</b>	<b>\$ (5,510)</b>	<b>\$ (8,118)</b>

The primary drivers of our net unrealized depreciation for the year ended September 30, 2016, were a decline in financial and operation performance of certain portfolio companies and the reversal of \$16.0 million of previously recorded unrealized appreciation on our investment in Funko, LLC upon exit. This depreciation was partially offset by unrealized appreciation, primarily on RBC of \$11.9 million, which was driven by proceeds received associated with the sale of RBC in November 2016, and the reversal of \$4.2 million of previously recorded unrealized depreciation on our investment in Targus upon restructure.

As of September 30, 2017, the fair value of our investment portfolio was less than its cost basis by approximately \$59.1 million and our entire investment portfolio was valued at 85.6% of cost, as compared to cumulative net unrealized depreciation of \$59.7 million and a valuation of our entire portfolio at 84.4% of cost as of September 30, 2016. This year over year increase in the cumulative unrealized depreciation on investments represents net unrealized appreciation of \$0.6 million for the year ended September 30, 2017.

The cumulative net unrealized depreciation of our investments does not have an impact on our current ability to pay distributions to stockholders; however, it may be an indication of future realized losses, which could ultimately reduce our income available for distribution to stockholders.

### Net Unrealized (Appreciation) Depreciation of Other

During the year ended September 30, 2017, we recorded \$0.1 million of unrealized depreciation on our Credit Facility at fair value. During the year ended September 30, 2016, we reversed \$0.1 million of unrealized depreciation related to the expiration of our interest rate cap agreement in January 2016.

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**LIQUIDITY AND CAPITAL RESOURCES**

**Operating Activities**

Our cash flows from operating activities are primarily generated from the interest payments on debt securities that we receive from our portfolio companies, as well as net proceeds received through repayments or sales of our investments. We utilize this cash primarily to fund new investments, make interest payments on our Credit Facility, make distributions to our stockholders, pay management and administrative fees to the Adviser and Administrator, and for other operating expenses.

Net cash used in operating activities for the year ended September 30, 2018 was \$17.6 million as compared to \$12.9 million for the year ended September 30, 2017. The change was primarily due to a decrease in principal repayments and net proceeds from sales of investments partially offset by a decrease in purchases of investments year over year. Repayments and net proceeds from sales were \$67.9 million during the year ended September 30, 2018 compared to \$83.4 million during the year ended September 30, 2017. Purchase of investments was \$106.6 million during the year ended September 30, 2018, compared to \$112.1 million during the year ended September 30, 2017.

Net cash used in operating activities for the year ended September 30, 2017 was \$12.9 million as compared to net cash provided by operating activities of \$60.0 million for the year ended September 30, 2016. The change was primarily due to an increase in purchases of investments and a decrease in principal repayments on investments and net proceeds from sale of investments period over period. Purchases of investments were \$112.1 million during the year ended September 30, 2017 compared to \$80.0 million during the prior year period. Repayments and net proceeds from sales were \$83.4 million during the year ended September 30, 2017 compared to \$121.1 million during the year ended September 30, 2016.

As of September 30, 2018, we had loans to, syndicated participations in or equity investments in 50 companies, with an aggregate cost basis of approximately \$427.5 million. As of September 30, 2017, we had loans to, syndicated participations in or equity investments in 47 companies, with an aggregate cost basis of approximately \$411.4 million.

The following table summarizes our total portfolio investment activity during the years ended September 30, 2018 and 2017:

	<b>Year Ended September 30,</b>	
	<b>2018</b>	<b>2017</b>
Beginning investment portfolio, at fair value	<b>\$ 352,373</b>	<b>\$ 322,114</b>
New investments	<b>67,936</b>	99,241
Disbursements to existing portfolio companies	<b>38,679</b>	12,851
Scheduled principal repayments	<b>(6,455)</b>	(3,646)
Unscheduled principal repayments	<b>(58,941)</b>	(71,558)
Net proceeds from sales of investments	<b>(2,548)</b>	(8,240)
Net unrealized depreciation of investments	<b>(4,393)</b>	(1,065)
Reversal of prior period net depreciation of investments	<b>26,034</b>	1,690
Net realized loss on investments	<b>(26,818)</b>	(3,475)
Increase in investment balance due to PIK interest <sup>(A)</sup>	<b>4,060</b>	4,729
Net change in premiums, discounts and amortization	<b>119</b>	(268)
<b>Ending Investment Portfolio, at Fair Value</b>	<b><u>\$ 390,046</u></b>	<b><u>\$ 352,373</u></b>

(A) PIK interest is a non-cash source of income and is calculated at the contractual rate stated in a loan agreement and added to the principal balance of a loan.

The following table summarizes the contractual principal repayment and maturity of our investment portfolio by fiscal year, assuming no voluntary prepayments, at September 30, 2018.

<b>Year Ending September 30,</b>	<b>Amount</b>
2019	\$ 39,272
2020	81,633
2021	68,819
2022	46,687
2023	115,796
Thereafter	38,975
<b>Total contractual repayments</b>	<b><u>\$391,182</u></b>
Equity investments	36,961
Adjustments to cost basis on debt investments	(676)
<b>Investment Portfolio as of September 30, 2018, at Cost:</b>	<b><u>\$427,467</u></b>

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### **Financing Activities**

Net cash provided by financing activities for the year ended September 30, 2018 was \$14.5 million, which consisted primarily of \$17.0 million in net borrowings on our Credit Facility and \$22.0 million in proceeds from the issuance of common stock, partially offset by \$22.8 million in distributions to common stockholders.

Net cash provided by financing activities for the year ended September 30, 2017 was \$11.7 million, which consisted primarily of \$21.7 million in net borrowings on our Credit Facility and \$22.7 million in proceeds from the issuance of common stock, partially offset by \$21.4 million in distributions to common stockholders and a net decrease of \$9.3 million in term preferred stock due to the redemption of our Series 2021 Term Preferred Stock and issuance of a lesser amount of Series 2024 Term Preferred Stock.

Net cash used in financing activities for the year ended September 30, 2016 was \$57.7 million, which consisted primarily of \$56.0 million in net repayments on our Credit Facility and \$19.5 million in distributions to common stockholders, partially offset by \$19.7 million in proceeds from the issuance of common stock, net of underwriting costs.

### **Distributions to Stockholders**

#### ***Common Stock Distributions***

To qualify to be taxed as a RIC and thus avoid corporate level federal income tax on the income we distribute to our stockholders, we are required to distribute to our stockholders on an annual basis at least 90.0% of our investment company taxable income. Additionally, our Credit Facility has a covenant that generally restricts the amount of distributions to stockholders that we can pay out to be no greater than our aggregate net investment income, net capital gains and amounts elected to have been paid during the prior year in accordance with Section 855(a) of the Code. In accordance with these requirements, we paid monthly cash distributions of \$0.07 per common share for each month during the years ended September 30, 2018, 2017 and 2016, which totaled an aggregate of \$22.8 million, \$21.4 million and \$19.5 million, respectively. In October 2018, our Board of Directors declared a monthly distribution of \$0.07 per common share for each of October, November and December 2018. Our Board of Directors declared these distributions to our stockholders based on our estimates of our investment company taxable income for the fiscal year ending September 30, 2019. From inception through September 30, 2018, we have paid 188 either monthly or quarterly consecutive distributions to common stockholders totaling approximately \$320.6 million or \$18.61 per share.

For each of the fiscal years ended September 30, 2018, 2017, and 2016, Investment Company Taxable Income exceeded distributions declared and paid, and, in accordance with Section 855(a) of the Code, we elected to treat \$0.3 million, \$0.3 million, and \$5.5 million, respectively, of the first distributions paid to common stockholders in the respective subsequent fiscal year as having been paid in the respective prior year.

#### ***Preferred Stock Dividends***

Our Board of Directors declared and we paid monthly cash dividends of \$0.140625 per share to holders of our Series 2021 Term Preferred Stock for each month during the years ended September 30, 2017 and 2016, which totaled an aggregate of \$4.1 million during each of the years ended September 30, 2017 and 2016. In October 2017, our Board of Directors declared a combined dividend for the pro-rated period from and including the issuance date, September 27, 2017, to and including September 30, 2017 and the full month of October 2017, which totaled \$0.141667 per share, to the holders of our Series 2024 Term Preferred Stock and monthly cash dividends of \$0.125 per share to holders of our Series 2024 Term Preferred Stock for each of the eleven months from November 2017 through September 2018.

In accordance with GAAP, we treat these monthly dividends as an operating expense. For federal income tax purposes, the dividends paid by us to preferred stockholders generally constitute ordinary income to the extent of our current and accumulated earnings and profits and is reported after the end of the calendar year based on tax information for the full fiscal year. Such a characterization made on an interim, quarterly basis may not be representative of the actual tax characterization for the full year.

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### ***Dividend Reinvestment Plan***

Our common stockholders who hold their shares through our transfer agent, Computershare, Inc. (“Computershare”), have the option to participate in a dividend reinvestment plan offered by Computershare, as the plan agent. This is an “opt in” dividend reinvestment plan, meaning that common stockholders may elect to have their cash distributions automatically reinvested in additional shares of our common stock. Common stockholders who do make such election will receive their distributions in cash. Common stockholders who receive distributions in the form of stock will be subject to the same federal, state and local tax consequences as stockholders who elect to receive their distributions in cash. The common stockholder will have an adjusted basis in the additional common shares purchased through the plan equal to the amount of the reinvested distribution. The additional shares will have a new holding period commencing on the day following the date on which the shares are credited to the common stockholder’s account. Computershare purchases shares in the open market in connection with the obligations under the plan. The Computershare dividend reinvestment plan is not open to holders of our preferred stock.

### **Equity**

#### ***Registration Statement***

We filed Post-Effective Amendment No. 5 to our current universal shelf registration statement on FormN-2 (our “Registration Statement”) (File No. 333-208637) with the SEC on December 19, 2017, which was declared effective by the SEC on February 1, 2018. Our Registration Statement permits us to issue, through one or more transactions, up to an aggregate of \$300.0 million in securities, consisting of common stock, preferred stock, subscription rights, debt securities and warrants to purchase common stock, preferred stock or debt securities. As of September 30, 2018, we had the ability to issue up to \$202.6 million in securities under the Registration Statement.

#### ***Common Stock***

In February 2015, we entered into equity distribution agreements (commonly referred to as “at-the-market agreements” or the “Sales Agreements”) with KeyBanc Capital Markets Inc. and Cantor Fitzgerald & Co., each a “Sales Agent,” under which we had the ability to issue and sell, from time to time, through the Sales Agents, up to an aggregate offering price of \$50.0 million shares of our common stock. In May 2017, we terminated the Sales Agreement with KeyBanc Capital Markets Inc. and amended the Sales Agreement with Cantor Fitzgerald & Co. to reference our current registration statement. All other material terms of the Sales Agreement with Cantor Fitzgerald & Co. remained unchanged. During the year ended September 30, 2018, we sold 2,341,296 shares of our common stock under the Sales Agreement with Cantor Fitzgerald & Co., at a weighted-average price of \$9.39 per share and raised \$22.0 million of gross proceeds. Net proceeds, after deducting commissions and offering costs borne by us, were approximately \$21.6 million. As of September 30, 2018, we had a remaining capacity to sell up to \$20.5 million of common stock under the Sales Agreement with Cantor Fitzgerald & Co. During the year ended September 30, 2017, we sold 642,818 shares of our common stock under the Sales Agreement with Cantor Fitzgerald & Co., at a weighted-average price of \$9.88 per share and raised \$6.4 million of gross proceeds. Net proceeds, after deducting commissions and offering costs borne by us, were approximately \$6.1 million.

Pursuant to our Registration Statement, in October 2016, we completed a public offering of 2.0 million shares of our common stock at a public offering price of \$7.98 per share, which was below our then-current NAV per share. In November 2016, the underwriters partially exercised their over-allotment option to purchase an additional 173,444 shares of our common stock. Gross proceeds totaled \$17.3 million and net proceeds, after deducting underwriting discounts and offering costs borne by us, were approximately \$16.4 million. The net proceeds of this offering were used to repay borrowings under our Credit Facility.

We anticipate issuing equity securities to obtain additional capital in the future. However, we cannot determine the timing or terms of any future equity issuances or whether we will be able to issue equity on terms favorable to us, or at all. To the extent that our common stock trades at a market price below our NAV per share, we will generally be precluded from raising equity capital through public offerings of our common stock, other than pursuant to stockholder and independent director approval or a rights offering to existing common stockholders. We did not request that our stockholders approve the Company’s ability to issue shares of common stock at a price below NAV at our annual meeting of stockholders held on February 8, 2018. Should we decide to issue shares of common stock at a price below NAV in the future, we will seek the requisite approval of our stockholders at such time.

On November 13, 2018, the closing market price of our common stock was \$9.28, an 11.5% premium to our September 30, 2018 NAV per share of \$8.32.

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### *Term Preferred Stock*

Pursuant to our Registration Statement, in September 2017, we completed a public offering of approximately 2.1 million shares of our Series 2024 Term Preferred Stock at a public offering price of \$25.00 per share. Gross proceeds totaled \$51.8 million and net proceeds, after deducting underwriting discounts, commissions and offering expenses borne by us, were approximately \$49.8 million. We incurred approximately \$1.9 million in total underwriting discounts and offering costs related to the issuance of the Series 2024 Term Preferred Stock, which have been recorded as discounts to the liquidation value on our accompanying Consolidated Statements of Assets and Liabilities and are being amortized over the period from issuance through September 30, 2024, the mandatory redemption date. The offering proceeds plus borrowings under our Credit Facility were used to voluntarily redeem all 2.4 million outstanding shares of our then existing Series 2021 Term Preferred Stock, par value \$0.001 per share. In connection with the voluntary redemption of our Series 2021 Term Preferred Stock, we incurred a loss on extinguishment of debt of \$1.3 million, which has been reflected in Realized loss on other in our accompanying Consolidated Statement of Operations and which is primarily comprised of the unamortized deferred issuance costs at the time of redemption.

The shares of our Series 2024 Term Preferred Stock are traded under the ticker symbol “GLADN” on the Nasdaq Global Select Market. Our Series 2024 Term Preferred Stock is not convertible into our common stock or any other security and provides for a fixed dividend equal to 6.00% per year, payable monthly (which equates in total to approximately \$3.1 million per year). We are required to redeem all of the outstanding Series 2024 Term Preferred Stock on September 30, 2024 for cash at a redemption price equal to \$25.00 per share plus an amount equal to all unpaid dividends and distributions per share accumulated to (but excluding) the date of redemption (the “Redemption Price”). We may additionally be required to mandatorily redeem some or all of the shares of our Series 2024 Term Preferred Stock early, at the Redemption Price, in the event of the following: (1) upon the occurrence of certain events that would constitute a change in control, or (2) if we fail to maintain an asset coverage of at least 200% on our “senior securities that are stock” (which is currently only our Series 2024 Term Preferred Stock) and the failure remains for a period of 30 days following the filing date of our next SEC quarterly or annual report. The asset coverage on our “senior securities that are stock” as of September 30, 2018 was 244.4%, calculated in accordance with Sections 18 and 61 of the 1940 Act.

We may also voluntarily redeem all or a portion of the Series 2024 Term Preferred Stock at our option at the Redemption Price at any time after September 30, 2019. If we fail to redeem our Series 2024 Term Preferred Stock pursuant to the mandatory redemption required on September 30, 2024, or in any other circumstance in which we are required to mandatorily redeem our Series 2024 Term Preferred Stock, then the fixed dividend rate will increase by 4.0% for so long as such failure continues. As of September 30, 2018, we have not redeemed, nor have we been required to redeem, any shares of our outstanding Series 2024 Term Preferred Stock.

### **Revolving Credit Facility**

On March 9, 2018, we, through Business Loan, entered into Amendment No. 4 to our Credit Facility with KeyBank, which increased the commitment amount from \$170.0 million to \$190.0 million, extended the revolving period end date by approximately 2 years to January 15, 2021, decreased the marginal interest rate added to 30-day LIBOR from 3.25% to 2.85% per annum, and changed the unused commitment fee from 0.50% of the total unused commitment amount to 0.50% when the average unused commitment amount for the reporting period is less than or equal to 50%, 0.75% when the average unused commitment amount for the reporting period is greater than 50% but less than or equal to 65%, and 1.00% when the average unused commitment amount for the reporting period is greater than 65%. If our Credit Facility is not renewed or extended by January 15, 2021, all principal and interest will be due and payable on or before April 15, 2022 (fifteen months after the revolving period end date). Subject to certain terms and conditions, our Credit Facility may be expanded up to a total of \$265.0 million through additional commitments of new or existing lenders. We incurred fees of approximately \$1.2 million in connection with this amendment, which are being amortized through our Credit Facility’s revolving period end date of January 15, 2021.

Interest is payable monthly during the term of our Credit Facility. Available borrowings are subject to various constraints imposed under our Credit Facility, based on the aggregate loan balance pledged by Business Loan, which varies as loans are added and repaid, regardless of whether such repayments are prepayments or made as contractually required. Our Credit Facility also requires that any interest or principal payments on pledged loans be remitted directly by the borrower into a lockbox account with KeyBank and with The Bank of New York Mellon Trust Company, N.A. as custodian. KeyBank, which also serves as the trustee of the account, generally remits the collected funds to us once a month.

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Our Credit Facility contains covenants that require Business Loan to maintain its status as a separate legal entity, prohibit certain significant corporate transactions (such as mergers, consolidations, liquidations or dissolutions), and restrict material changes to our credit and collection policies without the lenders' consents. Our Credit Facility generally limits distributions to our stockholders on a fiscal year basis to the sum of our net investment income, net capital gains and amounts elected to have been paid during the prior year in accordance with Section 855(a) of the Code. Business Loan is also subject to certain limitations on the type of loan investments it can apply as collateral towards the borrowing base to receive additional borrowing availability under our Credit Facility, including restrictions on geographic concentrations, sector concentrations, loan size, payment frequency and status, average life, portfolio company leverage and lien property. Our Credit Facility further requires Business Loan to comply with other financial and operational covenants, which obligate Business Loan to, among other things, maintain certain financial ratios, including asset and interest coverage and a minimum number of 25 obligors required in the borrowing base.

Additionally, we are subject to a performance guaranty that requires us to maintain (i) a minimum net worth (defined in our Credit Facility to include our mandatorily redeemable preferred stock) of \$205.0 million plus 50% of all equity and subordinated debt raised after May 1, 2015 less 50% of any equity and subordinated debt retired or redeemed after May 1, 2015, which equates to \$232.8 million as of September 30, 2018, (ii) asset coverage with respect to "senior securities representing indebtedness" of at least 200%, in accordance with Sections 18 and 61 of the 1940 Act and (iii) our status as a BDC under the 1940 Act and as a RIC under the Code.

As of September 30, 2018, and as defined in the performance guaranty of our Credit Facility, we had a net worth of \$285.8 million, asset coverage on our "senior securities representing indebtedness" of 359.0% and an active status as a BDC and RIC. In addition, we had 32 obligors in our Credit Facility's borrowing base as of September 30, 2018. As of September 30, 2018, we were in compliance with all of our Credit Facility covenants. Refer to Note 5—Borrowings of our accompanying Note to Consolidated Financial Statements included elsewhere in this Annual Report on Form 10-K for additional information regarding our Credit Facility.

### Off-Balance Sheet Arrangements

We generally recognize success fee income when the payment has been received. As of September 30, 2018 and 2017, we had off-balance sheet success fee receivables on our accruing debt investments of \$5.1 million and \$4.6 million (or approximately \$0.18 per common share for each period), respectively, that would be owed to us, generally upon a change of control of the portfolio companies. Consistent with GAAP, we generally have not recognized our success fee receivables and related income in our Consolidated Financial Statements until earned. Due to the contingent nature of our success fees, there are no guarantees that we will be able to collect all of these success fees or know the timing of such collections.

### Contractual Obligations

We have lines of credit, delayed draw term loans, and an uncalled capital commitment with certain of our portfolio companies that have not been fully drawn. Since these commitments have expiration dates and we expect many will never be fully drawn, the total commitment amounts do not necessarily represent future cash requirements. We estimate the fair value of the combined unused lines of credit, the unused delayed draw term loans and the uncalled capital commitment as of September 30, 2018 and September 30, 2017 to be immaterial.

The following table shows our contractual obligations as of September 30, 2018, at cost:

Contractual Obligations(A)	Payments Due by Period				Total
	Less than 1 Year	1-3 Years	3-5 Years	More than 5 Years	
Credit Facility(B)	\$ —	\$ 110,000	\$ —	\$ —	\$ 110,000
Mandatorily Redeemable Preferred Stock	—	—	51,750	—	51,750
Interest expense on debt obligations(C)	9,249	24,932	6,210	—	40,391
<b>Total</b>	<b>\$ 9,249</b>	<b>\$ 134,932</b>	<b>\$ 57,960</b>	<b>\$ —</b>	<b>\$ 202,141</b>

(A) Excludes our unused line of credit commitments, an unused delayed draw term loan and uncalled capital commitments to our portfolio companies in an aggregate amount of \$10.1 million, at cost, as of September 30, 2018.

(B) Principal balance of borrowings outstanding under our Credit Facility, based on the current contractual revolver period end date to the revolving nature of the facility.

(C) Includes estimated interest payments on our Credit Facility and dividend obligations on our Series 2024 Term Preferred Stock. The amount of interest expense calculated for purposes of this table was based upon rates and balances as of September 30, 2018. Dividend payments on our Series 2024 Term Preferred Stock assume quarterly dividend declarations and monthly dividend distributions through the date of mandatory redemption.



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### **Critical Accounting Policies**

The preparation of financial statements and related disclosures in conformity with GAAP requires management to make estimates and assumptions that affect the reported consolidated amounts of assets and liabilities, including disclosure of contingent assets and liabilities at the date of the financial statements, and revenues and expenses during the period reported. Actual results could differ materially from those estimates under different assumptions or conditions. We have identified our investment valuation policy (which has been approved by our Board of Directors) (the “Policy”) as our most critical accounting policy, which is described in Note 2— *Summary of Significant Accounting Policies* in the accompanying notes to our *Consolidated Financial Statements* included elsewhere in this Annual Report on Form 10-K. Additionally, refer to Note 3—*Investments* in our accompanying *Notes to Consolidated Financial Statements* included elsewhere in this Annual Report on Form 10-K for additional information regarding fair value measurements and our application of Financial Accounting Standards Board Accounting Standards Codification Topic 820, “*Fair Value Measurements and Disclosures*.” We have also identified our revenue recognition policy as a critical accounting policy, which is described in Note 2—*Summary of Significant Accounting Policies* in our accompanying *Notes to Consolidated Financial Statements* included elsewhere in this Annual Report on Form 10-K.

### **Investment Valuation**

#### **Credit Monitoring and Risk Rating**

The Adviser monitors a wide variety of key credit statistics that provide information regarding our portfolio companies to help us assess credit quality and portfolio performance and, in some instances, used as inputs in our valuation techniques. Generally, we, through the Adviser, participate in periodic board meetings of our portfolio companies in which we hold board seats and also require them to provide annual audited and monthly unaudited financial statements. Using these statements or comparable information and board discussions, the Adviser calculates and evaluates certain credit statistics.

The Adviser risk rates all of our investments in debt securities. The Adviser does not risk rate our equity securities. For syndicated loans that have been rated by an SEC registered Nationally Recognized Statistical Rating Organization (“NRSRO”), the Adviser generally uses the average of two corporate level NRSRO’s risk ratings for such security. For all other debt securities, the Adviser uses a proprietary risk rating system. While the Adviser seeks to mirror the NRSRO systems, we cannot provide any assurance that the Adviser’s risk rating system will provide the same risk rating as an NRSRO would for these securities. The Adviser’s risk rating system is used to estimate the probability of default on debt securities and the expected loss if there is a default. The Adviser’s risk rating system uses a scale of 0 to >10, with >10 being the lowest probability of default. It is the Adviser’s understanding that most debt securities of medium-sized companies do not exceed the grade of BBB on an NRSRO scale, so there would be no debt securities in the middle market that would meet the definition of AAA, AA or A. Therefore, the Adviser’s scale begins with the designation >10 as the best risk rating which may be equivalent to a BBB from an NRSRO; however, no assurance can be given that a >10 on the Adviser’s scale is equal to a BBB or Baa2 on an NRSRO scale. The Adviser’s risk rating system covers both qualitative and quantitative aspects of the business and the securities we hold.

The following table reflects risk ratings for all proprietary loans in our portfolio (all of which were risk rated by our Adviser) at September 30, 2018 and 2017, representing approximately 92.3% and 91.9%, respectively, of the principal balance of all debt investments in our portfolio at the end of each period:

<b>Rating</b>	<b>As of September 30,</b>	
	<b>2018</b>	<b>2017</b>
Highest	<b>10.0</b>	<b>9.0</b>
Average	<b>6.7</b>	<b>5.7</b>
Weighted Average	<b>6.8</b>	<b>5.8</b>
Lowest	<b>0.0</b>	<b>1.0</b>

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The following table reflects the risk ratings for all syndicated loans in our portfolio that were rated by an NRSRO at September 30, 2018 and 2017, representing approximately 5.7% and 6.9%, respectively, of the principal balance of all debt investments in our portfolio at the end of each fiscal year:

<u>Rating</u>	<u>As of September 30,</u>	
	<u>2018</u>	<u>2017</u>
Highest	6.0	6.0
Average	3.7	4.4
Weighted Average	4.0	4.6
Lowest	1.0	3.0

The following table reflects the risk ratings for all syndicated loans in our portfolio that were not rated by an NRSRO at September 30, 2018 and 2017, representing approximately 2.0% and 1.2%, respectively, of the principal balance of all debt investments in our portfolio at the end of each fiscal year:

<u>Rating</u>	<u>As of September 30,</u>	
	<u>2018</u>	<u>2017</u>
Highest	5.0	3.0
Average	4.3	3.0
Weighted Average	4.7	3.0
Lowest	3.0	3.0

### ***Tax Status***

We intend to continue to maintain our qualification as a RIC under Subchapter M of the Code for federal income tax purposes and also to limit certain federal excise taxes imposed on RICs. Refer to Note 10—*Federal and State Income Taxes* in our accompanying *Notes to Consolidated Financial Statements* included elsewhere in this Annual Report on Form 10-K for additional information regarding our tax status.

### ***Recent Accounting Pronouncements***

Refer to Note 2—*Summary of Significant Accounting Policies* in the notes to our accompanying *Consolidated Financial Statements* included elsewhere in this Annual Report on Form 10-K for a description of recent accounting pronouncements.

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### ITEM 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK (DOLLAR AMOUNTS IN THOUSANDS, UNLESS OTHERWISE INDICATED)

Market risk includes risks that arise from changes in interest rates, foreign currency exchange rates, commodity prices, equity prices and other market changes that affect market sensitive instruments. The prices of securities held by us may decline in response to certain events, including those directly involving the companies whose securities are owned by us; conditions affecting the general economy; overall market changes; local, regional or global political, social or economic instability; and interest rate fluctuations.

The primary risk we believe we are exposed to is interest rate risk. Because we borrow money to make investments, our net investment income is dependent upon the difference between the rate at which we borrow funds and the rate at which we invest those funds. As a result, there can be no assurance that a significant change in market interest rates will not have a material adverse effect on our net investment income. We use a combination of debt and equity capital to finance our investing activities. We may use interest rate risk management techniques from time to time to limit our exposure to interest rate fluctuations. Such techniques may include various interest rate hedging activities to the extent permitted by the 1940 Act.

All of our variable-rate debt investments have rates generally associated with either the current LIBOR or prime rate. As of September 30, 2018, our portfolio of debt investments on a principal basis consisted of the following:

90.6%	Variable rates with a LIBOR or prime rate floor
9.4	Fixed rates
<u>100.0%</u>	<u>total</u>

To illustrate the potential impact of changes in market interest rates on our net increase in net assets resulting from operations, we have performed the following hypothetical analysis, which assumes that our balance sheet and contractual interest rates remain constant as of September 30, 2018 and no further actions are taken to alter our existing interest rate sensitivity.

<u>Basis Point Change (A)</u>	<u>Increase (Decrease) in Interest Income</u>	<u>Increase (Decrease) in Interest Expense</u>	<u>Net Increase in Net Assets Resulting from Operations</u>
Up 300 basis points	\$ 10,300	\$ 3,300	\$ 7,000
Up 200 basis points	6,754	2,200	4,554
Up 100 basis points	3,209	1,100	2,109
Down 226 basis points	(3,481)	(2,487)	(994)

(A) As of September 30, 2018, our effective average LIBOR was 2.26%, therefore, the largest decrease in basis points that could occur was 226 basis points.

Although management believes that this analysis is indicative of our existing interest rate sensitivity, it does not adjust for potential changes in credit quality, size and composition of our loan portfolio on the balance sheet and other business developments that could affect net increase in net assets resulting from operations. Accordingly, actual results could differ significantly from those in the hypothetical analysis in the table above.

We may also experience risk associated with investing in securities of companies with foreign operations. Some of our portfolio companies have operations located outside the U.S. These risks include, but are not limited to, fluctuations in foreign currency exchange rates, imposition of foreign taxes, changes in exportation regulations and political and social instability.

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**ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA**

**Index to Consolidated Financial Statements**

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<a href="#">Consolidated Statements of Assets and Liabilities as of September 30, 2018 and 2017</a>	69
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<a href="#">Consolidated Statements of Changes in Net Assets for the years ended September 30, 2018, 2017 and 2016</a>	71
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**Management’s Annual Report on Internal Control over Financial Reporting**

To the Stockholders and Board of Directors of Gladstone Capital Corporation:

Our management is responsible for establishing and maintaining adequate internal control over financial reporting as defined in Rule 13a-15(f) under the Securities Exchange Act of 1934. Our internal control over financial reporting is designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles and include those policies and procedures that: (1) pertain to the maintenance of records that in reasonable detail accurately and fairly reflect our transactions and the dispositions of our assets; (2) provide reasonable assurance that our transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that our receipts and expenditures are being made only in accordance with appropriate authorizations; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of our assets that could have a material effect on our financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Therefore, even those systems determined to be effective can provide only reasonable assurance with respect to financial statement preparation and presentation.

Under the supervision and with the participation of our management, we assessed the effectiveness of our internal control over financial reporting as of September 30, 2018, using the criteria set forth by the Committee of Sponsoring Organizations of the Treadway Commission (COSO) in *Internal Control—Integrated Framework (2013)*. Based on its assessment, management has concluded that our internal control over financial reporting was effective as of September 30, 2018.

The effectiveness of the Company’s internal control over financial reporting as of September 30, 2018 has been audited by PricewaterhouseCoopers LLP, an independent registered public accounting firm, as stated in their report which appears herein.

November 14, 2018

**Report of Independent Registered Public Accounting Firm**

To the Board of Directors and the Stockholders of Gladstone Capital Corporation:

***Opinions on the Financial Statements and Internal Control over Financial Reporting***

We have audited the accompanying consolidated statements of assets and liabilities, including the consolidated schedules of investments, of Gladstone Capital Corporation and its subsidiaries (the “Company”) as of September 30, 2018 and 2017, and the related consolidated statements of operations, changes in net assets and cash flows for each of the three years in the period ended September 30, 2018, including the related notes and financial statement schedules listed in the index appearing under item 15(a)(2) (collectively referred to as the “consolidated financial statements”). We also have audited the Company’s internal control over financial reporting as of September 30, 2018, based on criteria established in Internal Control - Integrated Framework (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO).

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of the Company as of September 30, 2018 and 2017, and the results of their operations, changes in their net assets and their cash flows for each of the three years in the period ended September 30, 2018 in conformity with accounting principles generally accepted in the United States of America. Also in our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of September 30, 2018, based on criteria established in Internal Control - Integrated Framework (2013) issued by the COSO.

***Basis for Opinions***

The Company’s management is responsible for these consolidated financial statements, for maintaining effective internal control over financial reporting, and for its assessment of the effectiveness of internal control over financial reporting, included in the accompanying Management’s Annual Report on Internal Control over Financial Reporting. Our responsibility is to express opinions on the Company’s consolidated financial statements and on the Company’s internal control over financial reporting based on our audits. We are a public accounting firm registered with the Public Company Accounting Oversight Board (United States) (“PCAOB”) and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the consolidated financial statements are free of material misstatement, whether due to error or fraud, and whether effective internal control over financial reporting was maintained in all material respects.

Our audits of the consolidated financial statements included performing procedures to assess the risks of material misstatement of the consolidated financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the consolidated financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements. Our procedures included confirmation of securities owned as of September 30, 2018 and 2017 by correspondence with the custodian and portfolio company investees. Our audit of internal control over financial reporting included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audits also included performing such other procedures as we considered necessary in the circumstances. We believe that our audits provide a reasonable basis for our opinions.

***Definition and Limitations of Internal Control over Financial Reporting***

A company’s internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company’s internal control over financial reporting includes those policies and procedures that (i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (ii) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (iii) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company’s assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

/s/ PricewaterhouseCoopers LLP

McLean, VA  
November 14, 2018

We have served as the Company’s auditor since 2002.

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**GLADSTONE CAPITAL CORPORATION**  
**CONSOLIDATED STATEMENTS OF ASSETS AND LIABILITIES**  
**(DOLLAR AMOUNTS IN THOUSANDS, EXCEPT PER SHARE AMOUNTS)**

	<u>September 30,</u>	
	<u>2018</u>	<u>2017</u>
<b>ASSETS</b>		
Investments at fair value:		
Non-Control/Non-Affiliate investments (Cost of <b>\$359,304</b> and \$318,952, respectively)	<b>\$ 325,567</b>	\$ 290,860
Affiliate investments (Cost of <b>\$54,667</b> and \$49,868, respectively)	<b>48,856</b>	42,648
Control investments (Cost of <b>\$13,496</b> and \$42,615, respectively)	<b>15,623</b>	18,865
Cash and cash equivalents	<b>1,971</b>	5,012
Restricted cash and cash equivalents	<b>33</b>	258
Interest receivable, net	<b>2,601</b>	1,699
Due from administrative agent	<b>2,807</b>	3,086
Deferred financing fees	<b>1,363</b>	853
Other assets, net	<b>687</b>	2,579
<b>TOTAL ASSETS</b>	<b><u>\$ 399,508</u></b>	<b><u>\$ 365,860</u></b>
<b>LIABILITIES</b>		
Borrowings at fair value (Cost of <b>\$110,000</b> and \$93,000, respectively)	<b>\$ 110,000</b>	\$ 93,115
Mandatorily redeemable preferred stock, \$0.001 par value per share, \$25 liquidation preference per share; <b>5,440,000</b> and 5,440,000 shares authorized, respectively, and <b>2,070,000</b> and 2,070,000 shares issued and outstanding, respectively	<b>50,077</b>	49,849
Accounts payable and accrued expenses	<b>290</b>	522
Interest payable	<b>330</b>	264
Fees due to Adviser(A)	<b>1,084</b>	1,292
Fee due to Administrator(A)	<b>317</b>	244
Other liabilities	<b>318</b>	924
<b>TOTAL LIABILITIES</b>	<b><u>\$ 162,416</u></b>	<b><u>\$ 146,210</u></b>
Commitments and contingencies(B)		
<b>NET ASSETS</b>		
Common stock, \$0.001 par value, <b>44,560,000</b> and 44,560,000 shares authorized, respectively, and <b>28,501,980</b> and 26,160,684 shares issued and outstanding, respectively	<b>\$ 29</b>	\$ 26
Capital in excess of par value(C)	<b>343,076</b>	348,248
Cumulative net unrealized depreciation of investments	<b>(37,421)</b>	(59,062)
Cumulative net unrealized depreciation of other	<b>—</b>	(115)
Overdistributed net investment income(C)	<b>(219)</b>	(139)
Accumulated net realized losses	<b>(68,373)</b>	(69,308)
Total distributable loss	<b><u>(106,013)</u></b>	<b><u>(128,624)</u></b>
<b>TOTAL NET ASSETS</b>	<b><u>\$ 237,092</u></b>	<b><u>\$ 219,650</u></b>
<b>NET ASSET VALUE PER COMMON SHARE AT END OF YEAR</b>	<b><u>\$ 8.32</u></b>	<b><u>\$ 8.40</u></b>

(A) Refer to Note 4—*Related Party Transactions* for additional information.

(B) Refer to Note 11—*Commitments and Contingencies* for additional information.

(C) Refer to Note 9—*Distributions to Common Stockholders* for additional information.

*THE ACCOMPANYING NOTES ARE AN INTEGRAL PART OF THESE CONSOLIDATED FINANCIAL STATEMENTS.*

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**GLADSTONE CAPITAL CORPORATION**  
**CONSOLIDATED STATEMENTS OF OPERATIONS**  
(DOLLAR AMOUNTS IN THOUSANDS, EXCEPT PER SHARE AMOUNTS)

	Year ended September 30,		
	2018	2017	2016
<b>INVESTMENT INCOME</b>			
Interest income			
Non-Control/Non-Affiliate investments	\$ 33,497	\$ 26,147	\$ 24,171
Affiliate investments	4,800	4,282	7,459
Control investments	1,817	1,626	1,226
Cash and cash equivalents	39	27	5
Total interest income (excluding PIK interest income)	40,153	32,082	32,861
PIK interest income			
Non-Control/Non-Affiliate investments	3,524	4,299	1,095
Affiliate investments	281	692	1,263
Total PIK interest income	3,805	4,991	2,358
Total interest income	43,958	37,073	35,219
Success fee income			
Non-Control/Non-Affiliate investments	430	392	1,566
Affiliate investments	—	1,142	914
Control investments	—	—	958
Total success fee income	430	1,534	3,438
Other income	1,193	626	455
Total investment income	45,581	39,233	39,112
<b>EXPENSES</b>			
Base management fee(A)	7,033	5,781	5,684
Loan servicing fee(A)	5,042	4,146	3,890
Incentive fee(A)	5,348	4,779	4,514
Administration fee(A)	1,250	1,102	1,182
Interest expense on borrowings	5,858	3,073	2,899
Dividend expense on mandatorily redeemable preferred stock	3,105	4,152	4,118
Amortization of deferred financing fees	1,014	1,094	1,075
Professional fees	880	828	1,113
Other general and administrative expenses	1,086	1,117	1,346
Expenses, before credits from Adviser	30,616	26,072	25,821
Credit to base management fee - loan servicing fee(A)	(5,042)	(4,146)	(3,890)
Credit to fees from Adviser—other(A)	(3,081)	(4,126)	(2,306)
Total expenses, net of credits	22,493	17,800	19,625
<b>NET INVESTMENT INCOME</b>	<b>23,088</b>	<b>21,433</b>	<b>19,487</b>
<b>NET REALIZED AND UNREALIZED (LOSS) GAIN</b>			
Net realized (loss) gain:			
Non-Control/Non-Affiliate investments	1,812	3,849	6,253
Affiliate investments	325	(2,330)	1,280
Control investments	(28,200)	(4,994)	(317)
Other	(133)	(1,288)	(64)
Total net realized (loss) gain	(26,196)	(4,763)	7,152
Net unrealized (depreciation) appreciation:			
Non-Control/Non-Affiliate investments	(5,645)	(3,133)	(14,946)
Affiliate investments	1,409	1,951	5,858
Control investments	25,877	1,807	(6,246)
Other	115	(115)	62
Total net unrealized appreciation (depreciation)	21,756	510	(15,272)
Net realized and unrealized loss	(4,440)	(4,253)	(8,120)
<b>NET INCREASE IN NET ASSETS RESULTING FROM OPERATIONS</b>	<b>\$ 18,648</b>	<b>\$ 17,180</b>	<b>\$ 11,367</b>
<b>BASIC AND DILUTED PER COMMON SHARE:</b>			
Net investment income	\$ 0.85	\$ 0.84	\$ 0.84
Net increase in net assets resulting from operations	\$ 0.69	\$ 0.67	\$ 0.49
<b>WEIGHTED AVERAGE SHARES OF COMMON STOCK OUTSTANDING: Basic and Diluted</b>	<b>27,104,077</b>	<b>25,495,117</b>	<b>23,200,642</b>

(A) Refer to Note 4—*Related Party Transactions* for additional information.

*THE ACCOMPANYING NOTES ARE AN INTEGRAL PART OF THESE CONSOLIDATED FINANCIAL STATEMENTS.*



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**GLADSTONE CAPITAL CORPORATION**  
**CONSOLIDATED STATEMENTS OF CHANGES IN NET ASSETS**  
**(DOLLAR AMOUNTS IN THOUSANDS)**

	Year ended September 30,		
	2018	2017	2016
<b>OPERATIONS</b>			
Net investment income	\$ 23,088	\$ 21,433	\$ 19,487
Net realized (loss) gain on investments	(26,063)	(3,475)	7,216
Net realized loss on other	(133)	(1,288)	(64)
Net unrealized appreciation (depreciation) of investments	21,641	625	(15,334)
Net unrealized appreciation (depreciation) of other	115	(115)	62
Net increase in net assets from operations	<u>18,648</u>	<u>17,180</u>	<u>11,367</u>
<b>DISTRIBUTIONS</b>			
Distributions to common stockholders from ordinary income	(22,801)	(21,433)	(16,298)
Distributions to common stockholders from realized gains	—	—	(3,189)
Net decrease in net assets from distributions	<u>(22,801)</u>	<u>(21,433)</u>	<u>(19,487)</u>
<b>CAPITAL TRANSACTIONS</b>			
Issuance of common stock	21,991	23,695	19,665
Offering costs for issuance of common stock	(396)	(999)	(1,210)
Repurchase of common stock, net of costs	—	—	(572)
Net increase in net assets from capital transactions	<u>21,595</u>	<u>22,696</u>	<u>17,883</u>
<b>NET INCREASE IN NET ASSETS</b>	<b>17,442</b>	<b>18,443</b>	<b>9,763</b>
<b>NET ASSETS, BEGINNING OF YEAR</b>	<b>219,650</b>	<b>201,207</b>	<b>191,444</b>
<b>NET ASSETS, END OF YEAR</b>	<b><u>\$237,092</u></b>	<b><u>\$219,650</u></b>	<b><u>\$201,207</u></b>

*THE ACCOMPANYING NOTES ARE AN INTEGRAL PART OF THESE CONSOLIDATED FINANCIAL STATEMENTS.*

**GLADSTONE CAPITAL CORPORATION**  
**CONSOLIDATED STATEMENTS OF CASH FLOWS**  
**(DOLLAR AMOUNTS IN THOUSANDS)**

	Year ended September 30,		
	2018	2017	2016
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>			
Net increase in net assets resulting from operations	\$ 18,648	\$ 17,180	\$ 11,367
Adjustments to reconcile net increase in net assets resulting from operations to net cash (used in) provided by operating activities:			
Purchase of investments	(106,115)	(112,092)	(80,024)
Principal repayments on investments	64,896	75,204	99,705
Net proceeds from sale of investments	2,892	8,240	21,439
Increase in investments due to paid-in-kind interest or other	(4,060)	(4,729)	(5,002)
Net change in premiums, discounts and amortization	(119)	268	(70)
Cost adjustments on non-accrual loans	—	—	(388)
Net realized loss (gain) on investments	26,063	3,475	(7,216)
Net unrealized (appreciation) depreciation of investments	(21,641)	(625)	15,333
Net realized loss on other	—	1,288	64
Net unrealized (depreciation) appreciation of other	(115)	115	(62)
Changes in assets and liabilities:			
Decrease (increase) in restricted cash and cash equivalents	225	148	(123)
(Increase) decrease in interest receivable, net	(902)	634	3,248
Decrease (increase) in funds due from administrative agent	279	(922)	(978)
Amortization of deferred financing fees	1,014	1,094	1,075
Decrease (increase) in other assets, net	1,857	(1,731)	723
(Decrease) increase in accounts payable and accrued expenses	(232)	(497)	422
Increase (decrease) in interest payable	66	63	(72)
(Decrease) increase in fees due to Adviser(A)	(208)	70	318
Increase (decrease) in fee due to Administrator(A)	73	(38)	32
(Decrease) increase in other liabilities	(192)	(23)	232
Net cash (used in) provided by operating activities	<u>(17,571)</u>	<u>(12,878)</u>	<u>60,023</u>
<b>CASH FLOWS FROM FINANCING ACTIVITIES</b>			
Proceeds from borrowings	118,900	138,700	103,000
Repayments on borrowings	(101,900)	(117,000)	(159,000)
Proceeds from issuance of mandatorily redeemable preferred stock	—	51,750	—
Redemption of mandatorily redeemable preferred stock	—	(61,000)	—
Repurchase of common stock	—	—	(572)
Deferred financing fees	(1,329)	(1,975)	(75)
Proceeds from issuance of common stock	21,991	23,695	19,665
Offering costs for issuance of common stock	(331)	(999)	(1,210)
Distributions paid to common stockholders	(22,801)	(21,433)	(19,487)
Net cash provided by (used in) financing activities	<u>14,530</u>	<u>11,738</u>	<u>(57,679)</u>
<b>NET (DECREASE) INCREASE IN CASH AND CASH EQUIVALENTS</b>	<b>(3,041)</b>	<b>(1,140)</b>	<b>2,344</b>
<b>CASH AND CASH EQUIVALENTS, BEGINNING OF YEAR</b>	<b>5,012</b>	<b>6,152</b>	<b>3,808</b>
<b>CASH AND CASH EQUIVALENTS, END OF YEAR</b>	<b>\$ 1,971</b>	<b>\$ 5,012</b>	<b>\$ 6,152</b>
<b>CASH PAID DURING YEAR FOR INTEREST</b>	<b>\$ 5,792</b>	<b>\$ 3,010</b>	<b>\$ 2,971</b>
<b>NON-CASH ACTIVITIES(B)</b>	<b>500</b>	<b>—</b>	<b>9,522</b>

(A) Refer to Note 4—*Related Party Transactions* for additional information.

(B) Significant non-cash operating activities consisted principally of the following transactions:

In September 2016, our investment in Precision Acquisition Group Holdings, Inc. was restructured, resulting in non-cash activity of \$1.9 million and new investments in PIC 360, LLC and Precision International, LLC, which are listed on the accompanying *Consolidated Schedule of Investments* as of September 30, 2017 and 2016.

In February 2016, our investment in Targus Group International, Inc. was restructured resulting in non-cash activity of \$3.9 million and a new investment in Targus Cayman HoldCo Limited, which is listed on the accompanying *Consolidated Schedule of Investments* as of September 30, 2017 and September 30, 2016.

*THE ACCOMPANYING NOTES ARE AN INTEGRAL PART OF THESE CONSOLIDATED FINANCIAL STATEMENTS.*

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**GLADSTONE CAPITAL CORPORATION**  
**CONSOLIDATED SCHEDULE OF INVESTMENTS**  
**SEPTEMBER 30, 2018**  
**(DOLLAR AMOUNTS IN THOUSANDS)**

Company and Investment(A)(B)(W)(Y)	Principal/ Shares/ Units(J)	Cost	Fair Value
	(X)		
<b>NON-CONTROL/NON-AFFILIATE INVESTMENTS(M) – 137.3%</b>			
<b>Secured First Lien Debt – 75.3%</b>			
<b>Automobile – 1.3%</b>			
Meridian Rack & Pinion, Inc. (S) – Term Debt (L + 11.5%, 13.8% Cash, Due 6/2019) (C)	\$ 4,140	\$ 4,140	\$ 3,105
<b>Beverage, Food, and Tobacco – 2.6%</b>			
Triple H Food Processors, LLC – Line of Credit, \$750 available (L + 6.8%, 9.0% Cash, Due 8/2020) (C)	—	—	—
Triple H Food Processors, LLC – Term Debt (L + 8.3%, 10.5% Cash, Due 8/2020) (C)	6,000	6,000	6,135
		<b>6,000</b>	<b>6,135</b>
<b>Buildings and Real Estate – 0.9%</b>			
GFRC Holdings, LLC – Line of Credit, \$0 available (L + 8.0%, 10.3% Cash, Due 9/2018) (E)	1,150	1,150	1,150
GFRC Holdings, LLC – Term Debt (L + 8.0%, 10.3% Cash, Due 9/2018) (E)	1,000	1,000	1,000
		<b>2,150</b>	<b>2,150</b>
<b>Diversified/Conglomerate Service – 21.3%</b>			
IA Tech, LLC – Term Debt (L + 11.0%, 13.3% Cash, Due 6/2023) (C)	30,000	30,000	30,900
Travel Sentry, Inc. – Term Debt (L + 8.0%, 10.4% Cash, Due 12/2021) (C)(U)	8,415	8,415	8,646
Vision Government Solutions, Inc. – Line of Credit, \$0 available (L + 8.8%, 11.0% Cash, Due 6/2021) (C)	1,450	1,446	1,305
Vision Government Solutions, Inc. – Delayed Draw Term Loan, \$900 available (10.0% Cash, Due 6/2021) (C)(F)	1,600	1,596	1,448
Vision Government Solutions, Inc. – Term Debt (L + 8.8%, 11.0% Cash, Due 6/2021) (C)	9,000	8,978	8,100
		<b>50,435</b>	<b>50,399</b>
<b>Healthcare, education, and childcare – 9.7%</b>			
EL Academies, Inc. – Line of Credit, \$2,000 available (L + 9.5%, 11.8% Cash, Due 8/2020) (C)	—	—	—
EL Academies, Inc. – Delayed Draw Term Loan, \$1,010 available (L + 9.5%, 11.8% Cash, Due 8/2022) (C)	8,990	8,990	9,069
EL Academies, Inc. – Term Debt (L + 9.5%, 11.8% Cash, Due 8/2022) (C)	12,000	12,000	12,105
TWS Acquisition Corporation – Term Debt (L + 8.0%, 10.3% Cash, Due 7/2020) (Q)(AA)	2,000	2,000	2,000
		<b>22,990</b>	<b>23,174</b>
<b>Machinery – 2.7%</b>			
Arc Drilling Holdings LLC – Line of Credit, \$1,000 available (L + 8.0%, 10.3% Cash, Due 11/2020) (C)	—	—	—
Arc Drilling Holdings LLC – Term Debt (L + 9.5%, 11.8% Cash, 3.0% PIK, Due 11/2022) (C)	5,960	5,960	5,454
Precision International, LLC – Term Debt (10.0%, Due 9/2021) (C)(F)	836	836	836
		<b>6,796</b>	<b>6,290</b>
<b>Oil and Gas – 17.0%</b>			
Impact! Chemical Technologies, Inc. – Line of Credit, \$0 available (L + 8.8%, 11.0% Cash, Due 12/2020) (C)	2,500	2,500	2,497
Impact! Chemical Technologies, Inc. – Term Debt (L + 8.8%, 11.0% Cash, Due 12/2020) (C)	20,000	20,000	19,975
WadeCo Specialties, Inc. – Line of Credit, \$1,100 available (L + 7.0%, 9.3% Cash, Due 3/2019) (C)	900	900	909
WadeCo Specialties, Inc. – Term Debt (L + 7.0%, 9.3% Cash, Due 3/2019) (C)	9,691	9,691	9,788
WadeCo Specialties, Inc. – Term Debt (L + 9.0%, 12.0% Cash, Due 3/2019) (C)	7,000	7,000	7,035
		<b>40,091</b>	<b>40,204</b>
<b>Printing and Publishing – 0.0%</b>			
Chinese Yellow Pages Company – Line of Credit, \$0 available (PRIME + 4.0%, 9.3% Cash, Due 2/2015) (E)(V)	107	107	—
<b>Telecommunications – 19.8%</b>			
Applied Voice & Speech Technologies, Inc. – Term Debt (L + 9.3%, 11.5% Cash, Due 10/2022) (C)	10,100	10,100	9,948
B+T Group Acquisition, Inc.(S) – Term Debt (L + 11.0%, 13.3% Cash, Due 12/2019) (C)	6,000	6,000	6,000
NetFortris Corp. – Term Debt (L + 8.4%, 10.7% Cash, Due 2/2021) (C)	23,700	23,700	23,522
XMedius Solutions Inc. – Term Debt (L + 9.3%, 11.5% Cash, Due 10/2022) (C)	7,493	7,493	7,521
		<b>47,293</b>	<b>46,991</b>
<b>Total Secured First Lien Debt</b>		<b>\$180,002</b>	<b>\$178,448</b>

THE ACCOMPANYING NOTES ARE AN INTEGRAL PART OF THESE CONSOLIDATED FINANCIAL STATEMENTS.

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**GLADSTONE CAPITAL CORPORATION**  
**CONSOLIDATED SCHEDULE OF INVESTMENTS**  
**SEPTEMBER 30, 2018**  
**(DOLLAR AMOUNTS IN THOUSANDS)**

Company and Investment(A)(B)(W)(Y)	Principal/ Shares/ Units(D) (X)	Cost	Fair Value
<b>Secured Second Lien Debt – 53.5%</b>			
<b>Automobile – 2.1%</b>			
Sea Link International IRB, Inc. – Term Debt (11.3% Cash, Due 3/2023) (C)(F)	\$ 5,000	\$ 4,980	\$ 5,094
<b>Beverage, Food, and Tobacco – 2.9%</b>			
The Mochi Ice Cream Company – Term Debt (L + 10.5%, 12.8% Cash, Due 12/2023) (C)	6,750	6,726	6,767
<b>Cargo Transportation – 5.5%</b>			
AG Transportation Holdings, LLC. – Term Debt (L + 10.0%, 13.3% Cash, Due 3/2020) (C)	13,000	13,000	13,097
<b>Chemicals, Plastics, and Rubber – 0.5%</b>			
Vertellus Holdings LLC – Term Debt (L + 12.0%, 14.3% Cash, Due 10/2021) (C)	1,099	1,099	1,096
<b>Diversified/Conglomerate Manufacturing – 8.7%</b>			
Alloy Die Casting Co. (S) – Term Debt (L + 4.0%, 6.3% Cash, Due 4/2021) (C)	5,235	5,235	4,934
Alloy Die Casting Co. (S) – Term Debt (L + 4.0%, 6.3% Cash, Due 4/2021) (C)	75	75	71
Alloy Die Casting Co. (S) – Term Debt (L + 4.0%, 6.3% Cash, Due 4/2021) (C)	390	390	368
United Flexible, Inc. – Term Debt (L + 9.3%, 11.5% Cash, Due 2/2022) (C)	15,300	15,232	15,300
		<u>20,932</u>	<u>20,673</u>
<b>Diversified/Conglomerate Service – 12.1%</b>			
CHA Holdings, Inc. – Term Debt (L + 8.8%, 11.1% Cash, Due 4/2026) (D)(U)	3,000	2,942	3,030
DigiCert Holdings, Inc. – Term Debt (L + 8.0%, 10.3% Cash, Due 10/2025) (D)	3,000	2,977	2,989
Gray Matter Systems, LLC – Delayed Draw Term Loan, \$2,000 available (12.0% Cash, Due 11/2023) (C)(F)	—	—	—
Gray Matter Systems, LLC – Term Debt (12.0% Cash, Due 11/2023) (C)(F)	11,100	11,100	11,045
Keystone Acquisition Corp. – Term Debt (L + 9.3%, 11.6% Cash, Due 5/2025) (D)(U)	4,000	3,929	4,015
LDiscovery, LLC – Term Debt (L + 10.0%, 12.3% Cash, Due 12/2023) (D)	5,000	4,836	4,400
Red Ventures, LLC – Term Debt (L + 8.0%, 10.3% Cash, Due 11/2025) (D)(AA)	3,125	3,069	3,188
		<u>28,853</u>	<u>28,667</u>
<b>Healthcare, education, and childcare – 10.0%</b>			
Medical Solutions Holdings, Inc. – Term Debt (L + 8.3%, 10.5% Cash, Due 6/2025) (D)	3,000	2,960	3,000
Merlin International, Inc. – Term Debt (L + 10.0%, 12.3% Cash, Due 10/2022) (C)	20,000	20,000	20,600
New Trident Holdcorp, Inc. – Term Debt (L + 10.0%, 5.5% Cash, 6.8% PIK, Due 7/2020) (E)	4,382	4,382	—
		<u>27,342</u>	<u>23,600</u>
<b>Home and Office Furnishings, Housewares and Durable Consumer Products – 4.3%</b>			
Belnick, Inc. – Term Debt (11.0% Cash, Due 8/2023) (C)(F)	10,000	10,000	10,125
<b>Hotels, Motels, Inns, and Gaming – 2.6%</b>			
Vacation Rental Pros Property Management, LLC – Term Debt (L + 10.0%, 12.3% Cash, 3.0% PIK, Due 6/2023) (C)	7,366	7,366	6,337
<b>Oil and Gas – 3.2%</b>			
Francis Drilling Fluids, Ltd. – Term Debt (L + 10.4%, 12.6% Cash, Due 4/2020) (E)(H)(I)	18,510	18,427	5,281
Francis Drilling Fluids, Ltd. – Term Debt (L + 9.3%, 11.5% Cash, Due 4/2020) (E)(H)(I)	8,473	8,434	2,417
		<u>26,861</u>	<u>7,698</u>
<b>Personal and Non-Durable Consumer Products (Manufacturing Only) – 1.6%</b>			
Canopy Safety Brands, LLC – Term Debt (L + 10.5%, 12.8% Cash, Due 7/2022) (C)	3,750	3,750	3,802
<b>Total Secured Second Lien Debt</b>		<u>\$150,909</u>	<u>\$126,956</u>
<b>Unsecured Debt – 1.5%</b>			
<b>Healthcare, education, and childcare – 1.5%</b>			
Edmentum Ultimate Holdings, LLC – Term Debt (10.0% PIK, Due 6/2020)(C)(F)	\$ 3,613	\$ 3,613	\$ 3,603
<b>Preferred Equity – 1.9%</b>			
<b>Automobile – 0.0%</b>			
Meridian Rack & Pinion, Inc. (S) – Preferred Stock(E)(G)	1,449	\$ 1,449	\$ —
<b>Buildings and Real Estate – 0.1%</b>			
GFRC Holdings, LLC – Preferred Stock (E)(G)	1,000	1,025	305

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**GLADSTONE CAPITAL CORPORATION**  
**CONSOLIDATED SCHEDULE OF INVESTMENTS (Continued)**  
**SEPTEMBER 30, 2018**  
**(DOLLAR AMOUNTS IN THOUSANDS)**

Company and Investment(A)(B)(W)(Y)	Principal/ Shares/ Units(J)(X)	Cost	Fair Value
<b>Diversified/Conglomerate Manufacturing – 0.5%</b>			
Alloy Die Casting Co. (S) – Preferred Stock (E)(G)	2,192	2,192	533
United Flexible, Inc. – Preferred Stock (E)(G)	538	538	708
		<u>2,730</u>	<u>1,241</u>
<b>Diversified/Conglomerate Service – 0.0%</b>			
Frontier Financial Group Inc. – Preferred Stock (E)(G)	766	500	—
Frontier Financial Group Inc. – Preferred Stock Warrant (E)(G)	169	—	—
		<u>500</u>	<u>—</u>
<b>Oil and Gas – 0.9%</b>			
Chemical & Injection Holdings Company, LLC – Preferred Equity Units (E)(G)	13,830	618	2,137
Francis Drilling Fluids, Ltd. – Preferred Equity Units (E)(G)(I)	1,656	1,215	—
		<u>1,833</u>	<u>2,137</u>
<b>Telecommunications – 0.4%</b>			
B+T Group Acquisition, Inc. (S) – Preferred Stock (E)(G)	5,503	1,799	—
NetFortris Corp. – Preferred Stock (E)(G)	2,677,070	268	803
		<u>2,067</u>	<u>803</u>
<b>Total Preferred Equity</b>		<u>\$9,604</u>	<u>\$4,486</u>
<b>Common Equity – 5.1%</b>			
<b>Aerospace and Defense – 0.3%</b>			
FedCap Partners, LLC – Class A Membership Units (\$0 Uncalled Commitment) (G)(K)(R)	80	\$1,449	\$ 616
<b>Automobile – 0.4%</b>			
Sea Link International IRB, Inc. – Common Equity Units (E)(G)	494,902	495	857
<b>Beverage, Food, and Tobacco – 0.3%</b>			
The Mochi Ice Cream Company – Common Stock (E)(G)	450	450	230
Triple H Food Processors, LLC – Common Stock (E)(G)	250,000	250	595
		<u>700</u>	<u>825</u>
<b>Buildings and Real Estate – 0.0%</b>			
GFRC Holdings, LLC – Common Stock Warrants (E)(G)	45.0%	—	—
<b>Cargo Transportation – 0.9%</b>			
AG Transportation Holdings, LLC – Member Profit Participation (E)(G)	18.0%	1,000	1,375
AG Transportation Holdings, LLC – Profit Participation Warrants (E)(G)	12.0%	244	692
		<u>1,244</u>	<u>2,067</u>
<b>Chemicals, Plastics, and Rubber – 0.2%</b>			
Vertellus Holdings LLC – Common Stock Units (E)(G)	879,121	3,017	404
<b>Diversified/Conglomerate Manufacturing – 0.9%</b>			
Alloy Die Casting Co. (S) – Common Stock (E)(G)	270	18	—
United Flexible, Inc. – Common Stock (E)(G)	1,158	148	2,247
		<u>166</u>	<u>2,247</u>
<b>Healthcare, education, and childcare – 1.4%</b>			
Edmentum Ultimate Holdings, LLC – Common Stock (E)(G)	21,429	2,636	—
EL Academies, Inc. – Common Stock (E)(G)	649	649	844
Leeds Novamark Capital I, L.P. – Limited Partnership Interest (\$843 uncalled capital commitment) (G)(L)(R)	3.5%	2,152	2,695
		<u>5,437</u>	<u>3,539</u>
<b>Machinery – 0.1%</b>			
Arc Drilling Holdings LLC – Common Stock (E)(G)	16.7%	1,500	—
Precision International, LLC – Membership Unit Warrant (E)(G)	33.3%	—	296
		<u>1,500</u>	<u>296</u>
<b>Oil and Gas – 0.1%</b>			
Francis Drilling Fluids, Ltd. – Common Equity Units (E)(G)(I)	1,656	1	—
W3, Co. – Common Equity (E)(G)	435	499	133
		<u>500</u>	<u>133</u>
<b>Personal and Non-Durable Consumer Products (Manufacturing Only) – 0.5%</b>			
Canopy Safety Brands, LLC – Participation Warrant (E)(G)	1	500	418
Funko Acquisition Holdings, LLC (S) – Common Units (G)(T)	39,483	167	672
		<u>667</u>	<u>1,090</u>

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**GLADSTONE CAPITAL CORPORATION**  
**CONSOLIDATED SCHEDULE OF INVESTMENTS (Continued)**  
**SEPTEMBER 30, 2018**  
**(DOLLAR AMOUNTS IN THOUSANDS)**  
**(UNAUDITED)**

Company and Investment(A)(B)(W)(Y)	Principal/ Shares/ Units(J)(X)	Cost	Fair Value
<b>Telecommunications – 0.0%</b>			
NetFortris Corp. – Common Stock Warrant(E)(G)	1	1	—
<b>Total Common Equity</b>		<b>\$ 15,176</b>	<b>\$ 12,074</b>
<b>Total Non-Control/Non-Affiliate Investments</b>		<b>\$359,304</b>	<b>\$325,567</b>
<b>AFFILIATE INVESTMENTS(N) – 20.6%</b>			
<b>Secured First Lien Debt – 7.1%</b>			
<b>Diversified/Conglomerate Manufacturing – 7.1%</b>			
Edge Adhesives Holdings, Inc. (S) – Term Debt (L + 10.5%, 12.8% Cash, Due 2/2019)(C)	\$ 6,200	\$ 6,200	\$ 6,061
Edge Adhesives Holdings, Inc. (S) – Term Debt (L + 11.8%, 14.0% Cash, Due 2/2019)(C)	1,600	1,600	1,572
LWO Acquisitions Company LLC – Line of Credit, \$0 available (L + 5.5%, 7.8% Cash, 2.0% PIK, Due 12/2019) (C)	3,205	3,205	3,105
LWO Acquisitions Company LLC – Term Debt (L + 8.5%, 10.8% Cash, 2.0% PIK, Due 12/2019) (C)	11,166	11,166	6,089
		<b>22,171</b>	<b>16,827</b>
<b>Total Secured First Lien Debt</b>		<b>\$ 22,171</b>	<b>\$ 16,827</b>
<b>Secured Second Lien Debt – 9.0%</b>			
<b>Diversified Natural Resources, Precious Metals and Minerals – 9.0%</b>			
Lignetics, Inc. – Term Debt (L + 9.0%, 12.0% Cash, Due 11/2022) (C)	\$ 6,000	\$ 6,000	\$ 6,014
Lignetics, Inc. – Term Debt (L + 9.0%, 12.0% Cash, Due 11/2022) (C)	8,000	8,000	8,020
Lignetics, Inc. – Term Debt (L + 9.0%, 12.0% Cash, Due 11/2022) (C)	3,300	3,300	3,308
Lignetics, Inc. – Term Debt (L + 9.0%, 12.0% Cash, Due 11/2022) (C)	4,000	4,000	4,010
		<b>21,300</b>	<b>21,352</b>
<b>Total Secured Second Lien Debt</b>		<b>\$ 21,300</b>	<b>\$ 21,352</b>
<b>Unsecured Debt – 0.0%</b>			
<b>Diversified/Conglomerate Manufacturing – 0.0%</b>			
LWO Acquisitions Company LLC – Term Debt (Due 6/2020) (C)(P)	\$ 95	\$ 95	\$ 52
<b>Preferred Equity – 1.4%</b>			
<b>Diversified/Conglomerate Manufacturing – 1.0%</b>			
Edge Adhesives Holdings, Inc. (S) – Preferred Stock(E)(G)	2,516	\$ 2,516	\$ 2,381
<b>Diversified Natural Resources, Precious Metals and Minerals – 0.4%</b>			
Lignetics, Inc. – Preferred Stock (E)(G)	40,000	800	882
<b>Total Preferred Equity</b>		<b>\$ 3,316</b>	<b>\$ 3,263</b>
<b>Common Equity – 3.1%</b>			
<b>Diversified/Conglomerate Manufacturing – 0.0%</b>			
LWO Acquisitions Company LLC – Common Units (E)(G)	921,000	\$ 921	\$ —
<b>Diversified Natural Resources, Precious Metals and Minerals – 0.3%</b>			
Lignetics, Inc. – Common Stock (E)(G)	152,603	1,855	806
<b>Textiles and Leather – 2.8%</b>			
Targus Cayman HoldCo, Ltd. – Common Stock (E)(G)	3,076,414	5,009	6,556
<b>Total Common Equity</b>		<b>\$ 7,785</b>	<b>\$ 7,362</b>
<b>Total Affiliate Investments</b>		<b>\$ 54,667</b>	<b>\$ 48,856</b>

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**GLADSTONE CAPITAL CORPORATION**  
**CONSOLIDATED SCHEDULE OF INVESTMENTS (Continued)**  
**SEPTEMBER 30, 2018**  
**(DOLLAR AMOUNTS IN THOUSANDS)**

Company and Investment(A)(B)(W)(Y)	Principal/ Shares/ Units(D) (X)	Cost	Fair Value
<b>CONTROL INVESTMENTS(O) – 6.6%</b>			
<b>Secured First Lien Debt – 1.8%</b>			
<b>Machinery – 1.2%</b>			
PIC 360, LLC – Term Debt (14.0% Cash, Due 9/2019) (E)(F)	\$ 2,850	\$ 2,850	\$ 2,850
<b>Printing and Publishing – 0.6%</b>			
TNCP Intermediate HoldCo, LLC – Line of Credit, \$500 available (8.0% Cash, Due 9/2021) (E)(F)	\$ 1,500	<u>1,500</u>	<u>1,500</u>
<b>Total Secured First Lien Debt</b>		<u>\$ 4,350</u>	<u>\$ 4,350</u>
<b>Secured Second Lien Debt – 3.4%</b>			
<b>Automobile – 3.4%</b>			
Defiance Integrated Technologies, Inc. – Term Debt (L + 9.5%, 11.8% Cash, Due 8/2023) (E)	\$ 8,065	\$ 8,065	\$ 8,065
<b>Common Equity – 1.4%</b>			
<b>Automobile – 0.5%</b>			
Defiance Integrated Technologies, Inc. – Common Stock (E)(G)	33,321	\$ 580	\$ 1,088
<b>Machinery – 0.7%</b>			
PIC 360, LLC – Common Equity Units (E)(G)	750	1	1,622
<b>Printing and Publishing – 0.2%</b>			
TNCP Intermediate HoldCo, LLC – Common Equity Units (E)(G)	790,000	<u>500</u>	<u>498</u>
<b>Total Common Equity</b>		<u>\$ 1,081</u>	<u>\$ 3,208</u>
<b>Total Control Investments</b>		<u>\$ 13,496</u>	<u>\$ 15,623</u>
<b>TOTAL INVESTMENTS(Z) – 164.5%</b>		<u>\$427,467</u>	<u>\$390,046</u>

- (A) Certain of the securities listed in this schedule are issued by affiliate(s) of the indicated portfolio company. The majority of the securities listed, totaling \$332.3 million at fair value, are pledged as collateral to our revolving line of credit, as described further in Note 5—*Borrowings* in the accompanying *Notes to Consolidated Financial Statements*. Under the Investment Company Act of 1940, as amended, (the “1940 Act”), we may not acquire any non-qualifying assets unless, at the time such acquisition is made, qualifying assets represent at least 70% of our total assets. As of September 30, 2018, our investments in FedCap Partners, LLC (“FedCap”), Leeds Novamark Capital I, L.P. (“Leeds”), Funko Acquisition Holdings, LLC (“Funko”), and XMedius Solutions Inc. (“XMedius”) are considered non-qualifying assets under Section 55 of the 1940 Act. Such non-qualifying assets represent 2.9% of total investments, at fair value, as of September 30, 2018.
- (B) Unless indicated otherwise, all cash interest rates are indexed to 30-day London Interbank Offered Rate (“LIBOR” or “L”), which was 2.27% as of September 30, 2018. If applicable, paid-in-kind (“PIK”) interest rates are noted separately from the cash interest rate. Certain securities are subject to an interest rate floor. The cash interest rate is the greater of the floor or LIBOR plus a spread. Due dates represent the contractual maturity date.
- (C) Fair value was based on an internal yield analysis or on estimates of value submitted by ICE Data Pricing and Reference Data, LLC (“ICE”)(formerly Standard and Poor’s Securities Evaluations, Inc.).
- (D) Fair value was based on the indicative bid price on or near September 30, 2018, offered by the respective syndication agent’s trading desk.
- (E) Fair value was based on the total enterprise value of the portfolio company, which was then allocated to the portfolio company’s securities in order of their relative priority in the capital structure.
- (F) Debt security has a fixed interest rate.
- (G) Security is non-income producing.
- (H) Debt security is on non-accrual status.
- (I) On September 29, 2018, Francis Drilling Fluids, Ltd. filed for Chapter 11 bankruptcy protection.
- (J) Where applicable, aggregates all shares of a class of stock owned without regard to specific series owned within such class (some series of which may or may not be voting shares) or aggregates all warrants to purchase shares of a class of stock owned without regard to specific series of such class of stock such warrants allow us to purchase.
- (K) There are certain limitations on our ability to transfer our units owned, withdraw or resign prior to dissolution of the entity, which must occur no later than May 3, 2020.
- (L) There are certain limitations on our ability to withdraw our partnership interest prior to dissolution of the entity, which must occur no later than May 9, 2024 or two years after all outstanding leverage has matured.
- (M) Non-Control/Non-Affiliate investments, as defined by the 1940 Act, are those that are neither Control nor Affiliate investments and in which we own less than 5.0% of the issued and outstanding voting securities.

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- (N) Affiliate investments, as defined by the 1940 Act, are those in which we own, with the power to vote, between and inclusive of 5.0% and 25.0% of the issued and outstanding voting securities.
- (O) Control investments, as defined by the 1940 Act, are those where we have the power to exercise a controlling influence over the management or policies of the portfolio company, which may include owning, with the power to vote, more than 25.0% of the issued and outstanding voting securities.
- (P) Debt security does not have a stated interest rate that is payable thereon.
- (Q) Fair value was based on the expected exit or payoff amount, where such event has occurred or is expected to occur imminently.
- (R) Fair value was based on net asset value provided by the fund as a practical expedient.
- (S) One of our affiliated funds, Gladstone Investment Corporation, co-invested with us in this portfolio company pursuant to an exemptive order granted by the U.S. Securities and Exchange Commission.
- (T) Our investment in Funko was valued using Level 2 inputs within the FASB Accounting Standard Codification (“ASC”) Topic 820, “Fair Value Measurements and Disclosures” (“ASC 820”) fair value hierarchy. Our common units in Funko are convertible to class A common stock in Funko, Inc. upon meeting certain requirements. Fair value was based on the closing market price of shares of Funko, Inc. as of the reporting date, less a discount for lack of marketability. Funko, Inc. is traded on the Nasdaq Stock Market under the trading symbol “FNKO.” Refer to Note 3—*Investments* in the accompanying *Notes to Consolidated Financial Statements* for additional information.
- (U) The cash interest rate on this investment was indexed to 90-day LIBOR, which was 2.40% as of September 30, 2018.
- (V) The cash interest rate on this investment was indexed to the U.S. Prime Rate (“PRIME”), which was 5.25% as of September 30, 2018.
- (W) Unless indicated otherwise, all of our investments are valued using Level 3 inputs within the ASC 820 fair value hierarchy. Refer to Note 3—*Investments* in the accompanying *Notes to Consolidated Financial Statements* for additional information.
- (X) Represents the principal balance for debt investments and the number of shares/units held for equity investments. Warrants are represented as a percentage of ownership, as applicable.
- (Y) Category percentages represent the fair value of each category and subcategory as a percentage of net assets as of September 30, 2018.
- (Z) Cumulative gross unrealized depreciation for federal income tax purposes is \$62.7 million; cumulative gross unrealized appreciation for federal income tax purposes is \$15.4 million. Cumulative net unrealized depreciation is \$47.4 million, based on a tax cost of \$437.4 million.
- (AA) Investment was exited subsequent to September 30, 2018. Refer to Note 15—*Subsequent Events* in the accompanying *Notes to Consolidated Financial Statements* for additional information.

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**GLADSTONE CAPITAL CORPORATION**  
**CONSOLIDATED SCHEDULE OF INVESTMENTS**  
**SEPTEMBER 30, 2017**  
**(DOLLAR AMOUNTS IN THOUSANDS)**

Company and Investment(A)(B)(W)(Z)	Principal/ Shares/ Units(D)	Cost	Fair Value
	(X)		
<b>NON-CONTROL/NON-AFFILIATE INVESTMENTS(M) – 132.4%</b>			
<b>Secured First Lien Debt – 67.2%</b>			
<b>Automobile – 1.7%</b>			
Meridian Rack & Pinion, Inc. (S) – Term Debt (13.5%, Due 12/2018) (C)	\$ 4,140	\$ 4,140	\$ 3,643
<b>Beverage, Food, and Tobacco – 3.2%</b>			
Triple H Food Processors, LLC—Line of Credit, \$1,500 available (8.0%, Due 8/2018) (C)	—	—	—
Triple H Food Processors, LLC – Term Debt (9.5%, Due 8/2020) (C)	6,800	6,800	6,928
		<b>6,800</b>	<b>6,928</b>
<b>Buildings and Real Estate – 1.0%</b>			
GFRC Holdings, LLC – Line of Credit, \$20 available (9.2%, Due 9/2018) (E)	1,180	1,180	1,180
GFRC Holdings, LLC – Term Debt (9.2%, Due 9/2018) (E)	1,000	1,000	1,000
		<b>2,180</b>	<b>2,180</b>
<b>Diversified/Conglomerate Service – 20.1%</b>			
IA Tech, LLC – Term Debt (12.2%, Due 6/2021) (C)	23,000	23,000	23,633
Travel Sentry, Inc. – Term Debt (10.3%, Due 12/2021) (C)(U)	8,902	8,902	9,170
Vision Government Solutions, Inc. – Line of Credit, \$0 available (10.0%, Due 1/2019) (C)	1,450	1,450	1,420
Vision Government Solutions, Inc. – Delayed Draw Term Loan, \$900 available (10.0%, Due 1/2019) (C)(F)	1,600	1,600	1,485
Vision Government Solutions, Inc. – Term Debt (10.0%, Due 1/2019) (C)	9,000	9,000	8,390
		<b>43,952</b>	<b>44,098</b>
<b>Diversified/Conglomerate Manufacturing – 1.6%</b>			
Alloy Die Casting Corp. (S) – Term Debt (13.5%, Due 10/2018) (C)(H)	5,235	5,235	3,272
Alloy Die Casting Corp. (S) – Term Debt (13.5%, Due 10/2018) (C)(H)	75	75	47
Alloy Die Casting Corp. (S) – Term Debt (Due 10/2018) (C)(P)	390	390	246
		<b>5,700</b>	<b>3,565</b>
<b>Healthcare, education, and childcare – 9.8%</b>			
EL Academies, Inc. – Line of Credit (10.7%, Due 8/2020) (I)	—	—	—
EL Academies, Inc. – Delayed Draw Term Loan (10.7%, Due 8/2022) (I)	—	—	—
EL Academies, Inc. – Term Debt (10.7%, Due 8/2022) (I)	12,000	12,000	12,000
TWS Acquisition Corporation – Term Debt (9.2%, Due 7/2020) (C)	9,432	9,432	9,609
		<b>21,432</b>	<b>21,609</b>
<b>Leisure, Amusement, Motion Pictures, Entertainment – 3.6%</b>			
Flight Fit N Fun LLC – Term Debt (15.2%, Due 9/2020) (Q)(Y)	7,800	7,800	7,800
<b>Machinery – 0.4%</b>			
Precision International, LLC – Term Debt (10.0% PIK, Due 9/2021) (C)(F)	808	808	798
<b>Oil and Gas – 9.2%</b>			
WadeCo Specialties, Inc. – Line of Credit, \$425 available (8.2%, Due 4/2018) (E)	2,575	2,575	2,575
WadeCo Specialties, Inc. – Term Debt (8.2%, Due 3/2019) (E)	10,441	10,427	10,440
WadeCo Specialties, Inc. – Term Debt (12.0%, Due 3/2019) (E)	7,000	7,000	7,000
		<b>20,002</b>	<b>20,015</b>
<b>Personal and Non-Durable Consumer Products (Manufacturing Only)– 3.0%</b>			
Canopy Safety Brands, LLC – Line of Credit, \$500 available (7.7%, Due 9/2019) (C)	—	—	—
Canopy Safety Brands, LLC – Term Debt (10.7%, Due 9/2021) (C)	6,600	6,600	6,616
		<b>6,600</b>	<b>6,616</b>
<b>Printing and Publishing – 0.0%</b>			
Chinese Yellow Pages Company – Line of Credit, \$0 available (8.0%, Due 2/2015) (E)(V)	107	107	—
<b>Telecommunications – 13.6%</b>			
B+T Group Acquisition Inc.(S) – Term Debt (13.0%, Due 12/2019) (C)	6,000	6,000	5,955
NetFortris Corp. – Line of Credit, \$2,000 available (11.2%, Due 11/2017) (C)	—	—	—
NetFortris Corp. – Term Debt (9.6%, Due 2/2021) (C)	24,000	24,000	24,240
		<b>30,000</b>	<b>30,195</b>
<b>Total Secured First Lien Debt</b>		<b>\$149,521</b>	<b>\$147,447</b>

THE ACCOMPANYING NOTES ARE AN INTEGRAL PART OF THESE CONSOLIDATED FINANCIAL STATEMENTS.

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**GLADSTONE CAPITAL CORPORATION**  
**CONSOLIDATED SCHEDULE OF INVESTMENTS (Continued)**  
**SEPTEMBER 30, 2017**  
**(DOLLAR AMOUNTS IN THOUSANDS)**

Company and Investment(A)(B)(W)(Z)	Principal/ Shares/ Units(D) (X)	Cost	Fair Value
<b>Secured Second Lien Debt – 59.1%</b>			
<b>Automobile – 2.2%</b>			
Sea Link International IRB, Inc. – Term Debt (11.3%, Due 11/2021) (C)(F)	\$ 5,000	\$ 4,975	\$ 5,025
<b>Beverage, Food, and Tobacco – 3.1%</b>			
The Mochi Ice Cream Company – Term Debt (11.7%, Due 1/2021) (C)	6,750	6,750	6,809
<b>Cargo Transportation – 6.0%</b>			
AG Transportation Holdings, LLC. – Term Debt (13.3%, Due 3/2020) (C)	13,000	13,000	13,081
<b>Chemicals, Plastics, and Rubber – 0.4%</b>			
Vertellus Holdings LLC – Term Debt (13.2%, Due 10/2021) (D)	1,099	1,099	929
<b>Diversified/Conglomerate Service – 16.4%</b>			
DataPipe, Inc. – Term Debt (9.2%, Due 9/2019) (D)(Y)	2,000	1,966	2,005
HB Capital Resources, Ltd. – Term Debt (11.5%, Due 10/2022) (C)	22,000	22,000	22,110
Keystone Acquisition Corp. – Term Debt (10.5%, Due 5/2025) (D)	4,000	3,922	3,960
LDiscovery, LLC – Term Debt (11.3%, Due 12/2023) (D)	5,000	4,815	4,550
PSC Industrial Holdings Corp. – Term Debt (9.5%, Due 12/2021) (Q)(Y)	3,500	3,452	3,500
		<u>36,155</u>	<u>36,125</u>
<b>Diversified/Conglomerate Manufacturing – 8.2%</b>			
United Flexible, Inc. – Term Debt (10.7%, 2.0% PIK, Due 2/2022) (C)	17,993	17,909	17,903
<b>Healthcare, education, and childcare – 8.8%</b>			
Medical Solutions Holdings, Inc. – Term Debt (9.5%, Due 12/2023) (D)	3,000	2,956	2,970
Merlin International, Inc. – Term Debt (11.2%, Due 8/2022) (C)	10,000	10,000	10,150
NetSmart Technologies, Inc. – Term Debt (10.7%, Due 10/2023) (D)	3,660	3,609	3,678
New Trident Holdcorp, Inc. – Term Debt (10.7%, Due 7/2020) (D)	4,000	4,000	2,412
		<u>20,565</u>	<u>19,210</u>
<b>Home and Office Furnishings, Housewares and Durable Consumer Products – 4.6%</b>			
Belnick, Inc. – Term Debt (11.0%, Due 8/2023) (C)(F)	10,000	10,000	10,100
<b>Hotels, Motels, Inns, and Gaming – 3.2%</b>			
Vacation Rental Pros Property Management, LLC – Term Debt (11.2%, 3.0% PIK, Due 6/2023) (C)	7,145	7,145	7,136
<b>Oil and Gas – 5.7%</b>			
Francis Drilling Fluids, Ltd. – Term Debt (11.9% PIK, Due 4/2020) (C)	16,739	16,611	8,626
Francis Drilling Fluids, Ltd. – Term Debt (10.8% PIK, Due 4/2020) (C)	7,733	7,673	3,931
		<u>24,284</u>	<u>12,557</u>
<b>Telecommunications – 0.5%</b>			
Neustar, Inc. – Term Debt (9.2%, Due 8/2025) (D)	1,000	1,000	1,015
<b>Total Secured Second Lien Debt</b>		<u>\$142,882</u>	<u>\$129,890</u>
<b>Unsecured Debt – 1.5%</b>			
<b>Healthcare, education, and childcare – 1.5%</b>			
Edmentum Ultimate Holdings, LLC – Term Debt (10.0% PIK, Due 6/2020) (C)(F)	\$ 3,324	\$ 3,324	\$ 3,324
<b>Preferred Equity – 2.6%</b>			
<b>Automobile – 0.1%</b>			
Meridian Rack & Pinion, Inc. (S) – Preferred Stock (E)(G)	1,449	\$ 1,449	\$ 133
<b>Buildings and Real Estate – 0.3%</b>			
GFRC Holdings, LLC – Preferred Stock (E)(G)	1,000	1,025	824
<b>Diversified/Conglomerate Service – 0.2%</b>			
Frontier Financial Group Inc. – Preferred Stock (I)(G)	766	500	500
Frontier Financial Group Inc. – Preferred Stock Warrant (I)(G)	168	—	—
		<u>500</u>	<u>500</u>

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**GLADSTONE CAPITAL CORPORATION**  
**CONSOLIDATED SCHEDULE OF INVESTMENTS (Continued)**  
**SEPTEMBER 30, 2017**  
**(DOLLAR AMOUNTS IN THOUSANDS)**

Company and Investment(A)(B)(W)(Z)	Principal/ Shares/ Units(J) (X)	Cost	Fair Value
<b>Diversified/Conglomerate Manufacturing – 0.3%</b>			
Alloy Die Casting, Corp.(S) – Preferred Stock (E)(G)	2,192	2,192	—
United Flexible, Inc.– Preferred Stock (E)(G)	538	538	554
		<u>2,730</u>	<u>554</u>
<b>Leisure, Amusement, Motion Pictures, Entertainment – 0.6%</b>			
Flight Fit N Fun LLC – Preferred Stock (G)(Q)(Y)	700,000	700	1,425
<b>Oil and Gas – 0.9%</b>			
Francis Drilling Fluids, Ltd. – Preferred Equity Units (E)(G)	1,656	1,215	—
WadeCo. Specialties, Inc. – Preferred Stock (E)(G)	1,000	618	2,000
		<u>1,833</u>	<u>2,000</u>
<b>Personal and Non-Durable Consumer Products (Manufacturing Only) – 0.1%</b>			
Funko Acquisition Holdings, LLC(S) – Preferred Equity Units (E)(G)	260	167	159
<b>Telecommunications – 0.1%</b>			
B+T Group Acquisition, Inc.(S) – Preferred Stock (E)(G)(J)	5,503	1,799	140
<b>Total Preferred Equity</b>		<u>\$10,203</u>	<u>\$5,735</u>
<b>Common Equity – 2.0%</b>			
<b>Aerospace and Defense – 0.3%</b>			
FedCap Partners, LLC – Class A Membership Units (\$0 Uncalled Commitment) (G)(K)(R)	80	\$ 1,634	\$ 751
<b>Automobile– 0.2%</b>			
Sea Link International IRB, Inc.– Common Equity Units (E)(G)	494,902	495	362
<b>Beverage, Food, and Tobacco – 0.2%</b>			
The Mochi Ice Cream Company – Common Stock (E)(G)	450	450	—
Triple H Food Processors, LLC – Common Stock (E)(G)	250,000	250	366
		<u>700</u>	<u>366</u>
<b>Buildings and Real Estate – 0.0%</b>			
GFRC Holdings, LLC – Common Stock Warrants (E)(G)	45.0%	—	—
<b>Cargo Transportation – 0.0%</b>			
AG Transportation Holdings, LLC – Member Profit Participation (E)(G)	18.0%	1,000	—
AG Transportation Holdings, LLC – Profit Participation Warrants (E)(G)	12.0%	244	—
		<u>1,244</u>	<u>—</u>
<b>Chemicals, Plastics, and Rubber – 0.2%</b>			
Vertellus Holdings LLC – Common Stock Units (E)(G)	879,121	3,018	442
<b>Diversified/Conglomerate Manufacturing – 0.0%</b>			
Alloy Die Casting, Corp.(S) – Common Stock (E)(G)	270	18	—
United Flexible, Inc. – Common Stock (E)(G)	1,158	148	—
		<u>166</u>	<u>—</u>
<b>Healthcare, education, and childcare – 0.9%</b>			
Edmentum Ultimate Holdings, LLC – Common Stock (E)(G)	21,429	2,636	—
EL Academies, Inc. – Common Stock (G)(I)	500	500	500
Leeds Novamark Capital I, L.P. – Limited Partnership Interest (\$1,581 uncalled capital commitment) (G)(L)(R)	3.5%	1,628	1,645
		<u>4,764</u>	<u>2,145</u>
<b>Machinery – 0.0%</b>			
Precision International, LLC – Membership Unit Warrant (E)(G)	33.3%	—	—
<b>Oil and Gas – 0.1%</b>			
Francis Drilling Fluids, Ltd. – Common Equity Units (E)(G)	1,656	1	—
W3, Co. – Common Equity (D)(G)	435	499	139
		<u>500</u>	<u>139</u>
<b>Personal and Non-Durable Consumer Products (Manufacturing Only) – 0.1%</b>			
Canopy Safety Brands, LLC – Participation Warrant (E)(G)	1	500	259
Funko Acquisition Holdings, LLC(S) – Common Stock (E)(G)	975	—	—
		<u>500</u>	<u>259</u>

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**GLADSTONE CAPITAL CORPORATION**  
**CONSOLIDATED SCHEDULE OF INVESTMENTS (Continued)**  
**SEPTEMBER 30, 2017**  
**(DOLLAR AMOUNTS IN THOUSANDS)**

Company and Investment(A)(B)(W)(Z)	Principal/ Shares/ Units(J)(X)	Cost	Fair Value
<b>Telecommunications – 0.0%</b>			
NetFortris Corp.– Common Stock Warrant(E)(G)	1	1	—
<b>Total Common Equity</b>		<b>\$ 13,022</b>	<b>\$ 4,464</b>
<b>Total Non-Control/Non-Affiliate Investments</b>		<b>\$318,952</b>	<b>\$ 290,860</b>
<b>AFFILIATE INVESTMENTS(N) – 19.4%</b>			
<b>Secured First Lien Debt – 8.6%</b>			
<b>Diversified/Conglomerate Manufacturing – 8.6%</b>			
Edge Adhesives Holdings, Inc. (S) – Term Debt (12.5%, Due 2/2019)(C)	\$ 6,200	\$ 6,200	\$ 5,704
Edge Adhesives Holdings, Inc. (S) – Term Debt (13.8%, Due 2/2019)(C)	1,600	1,600	1,480
LWO Acquisitions Company LLC – Line of Credit, \$0 available (6.7%, 2.0% PIK, Due 3/2018) (C)	2,748	2,746	2,336
LWO Acquisitions Company LLC – Term Debt (9.7%, 2.0% PIK, Due 12/2019) (C)	10,942	10,921	9,301
		<b>21,467</b>	<b>18,821</b>
<b>Total Secured First Lien Debt</b>		<b>\$ 21,467</b>	<b>\$ 18,821</b>
<b>Secured Second Lien Debt – 7.8%</b>			
<b>Diversified Natural Resources, Precious Metals and Minerals – 7.8%</b>			
Lignetics, Inc. – Term Debt (12.0%, Due 2/2021) (C)	\$ 6,000	\$ 6,000	\$ 5,998
Lignetics, Inc. – Term Debt (12.0%, Due 2/2021) (C)	8,000	8,000	7,997
Lignetics, Inc. – Term Debt (12.0%, Due 2/2021) (C)	3,300	3,300	3,299
		<b>17,300</b>	<b>17,294</b>
<b>Total Secured Second Lien Debt</b>		<b>\$ 17,300</b>	<b>\$ 17,294</b>
<b>Preferred Equity – 0.4%</b>			
<b>Diversified/Conglomerate Manufacturing – 0.0%</b>			
Edge Adhesives Holdings, Inc. (S) – Preferred Stock (E)(G)	2,516	\$ 2,516	\$ —
<b>Diversified Natural Resources, Precious Metals and Minerals – 0.4%</b>			
Lignetics, Inc. – Preferred Stock (E)(G)	40,000	800	826
<b>Total Preferred Equity</b>		<b>\$ 3,316</b>	<b>\$ 826</b>
<b>Common Equity – 2.6%</b>			
<b>Diversified/Conglomerate Manufacturing – 0.0%</b>			
LWO Acquisitions Company LLC – Common Units (E)(G)	921,000	\$ 921	\$ —
<b>Diversified Natural Resources, Precious Metals and Minerals – 0.4%</b>			
Lignetics, Inc. – Common Stock (E)(G)	152,603	1,855	828
<b>Textiles and Leather – 2.2%</b>			
Targus Cayman HoldCo, Ltd. – Common Stock (E)(G)	3,076,414	5,009	4,879
<b>Total Common Equity</b>		<b>\$ 7,785</b>	<b>\$ 5,707</b>
<b>Total Affiliate Investments</b>		<b>\$ 49,868</b>	<b>\$ 42,648</b>
<b>CONTROL INVESTMENTS(O) – 8.6%</b>			
<b>Secured First Lien Debt – 3.5%</b>			
<b>Machinery – 1.8%</b>			
PIC 360, LLC – Term Debt (14.0%, Due 12/2017) (E)(F)	\$ 4,000	\$ 4,000	\$ 4,000

THE ACCOMPANYING NOTES ARE AN INTEGRAL PART OF THESE CONSOLIDATED FINANCIAL STATEMENTS.

**GLADSTONE CAPITAL CORPORATION**  
**CONSOLIDATED SCHEDULE OF INVESTMENTS (Continued)**  
**SEPTEMBER 30, 2017**  
**(DOLLAR AMOUNTS IN THOUSANDS)**

Company and Investment(A)(B)(W)(Z)	Principal/ Shares/ Units(J) (X)	Cost	Fair Value
<b>Printing and Publishing – 1.7%</b>			
Sunshine Media Holdings – Line of Credit, \$672 available (8.0%, Due 5/2018) (E)(F)	1,328	1,328	1,328
Sunshine Media Holdings – Term Debt (8.0%, Due 5/2018) (E)(F)(H)	5,000	3,525	679
Sunshine Media Holdings – Term Debt (4.8%, Due 5/2018) (E)(H)	11,948	8,401	1,621
Sunshine Media Holdings – Term Debt (5.5%, Due 5/2018) (E)(H)	10,700	10,700	—
		<u>23,954</u>	<u>3,628</u>
<b>Total Secured First Lien Debt</b>		<u>\$ 27,954</u>	<u>\$ 7,628</u>
<b>Secured Second Lien Debt – 3.7%</b>			
<b>Automobile– 3.7%</b>			
Defiance Integrated Technologies, Inc. – Term Debt (11.0%, Due 2/2019) (E)	\$ 8,065	\$ 8,065	\$ 8,065
<b>Preferred Equity – 0.0%</b>			
<b>Printing and Publishing – 0.0%</b>			
Sunshine Media Holdings – Preferred Stock (E)(G)(J)	15,270	\$ 5,275	\$ —
<b>Common Equity – 1.4%</b>			
<b>Automobile– 1.3%</b>			
Defiance Integrated Technologies, Inc. – Common Stock (E)(G)	33,321	\$ 580	\$ 2,856
<b>Machinery – 0.1%</b>			
PIC 360, LLC – Common Equity Units (E)(G)	1	1	316
<b>Printing and Publishing – 0.0%</b>			
Sunshine Media Holdings – Common Stock (E)(G)	1,867	740	—
Sunshine Media Holdings – Common Stock Warrants (E)(G)	72	—	—
		<u>740</u>	<u>—</u>
<b>Total Common Equity</b>		<u>\$ 1,321</u>	<u>\$ 3,172</u>
<b>Total Control Investments</b>		<u>\$ 42,615</u>	<u>\$ 18,865</u>
<b>TOTAL INVESTMENTS(T) – 160.4%</b>		<u><u>\$411,435</u></u>	<u><u>\$352,373</u></u>

- (A) Certain of the securities listed in this schedule are issued by affiliate(s) of the indicated portfolio company. The majority of the securities listed, totaling \$317.4 million at fair value, are pledged as collateral to our Credit Facility, as described further in Note 5—*Borrowings*. Under the Investment Company Act of 1940, as amended, (the “1940 Act”), we may not acquire any non-qualifying assets unless, at the time such acquisition is made, qualifying assets represent at least 70% of our total assets. As of September 30, 2017, two of our investments (FedCap Partners, LLC and Leeds Novamark Capital I, L.P.) are considered non-qualifying assets under Section 55 of the 1940 Act. Such non-qualifying assets represent 0.7% of total investments, at fair value, as of September 30, 2017.
- (B) Interest rate percentages represent cash interest rates in effect at September 30, 2017, and due dates represent the contractual maturity date. Unless indicated otherwise, all cash interest rates are indexed to 30-day London Interbank Offered Rate (“LIBOR”), which was 1.23% as of September 30, 2017. If applicable, paid-in-kind (“PIK”) interest rates are noted separately from the cash interest rates and any unused line of credit fees are excluded.
- (C) Fair value was based on an internal yield analysis or on estimates of value submitted by Standard & Poor’s Securities Evaluations, Inc. (“SPSE”).
- (D) Fair value was based on the indicative bid price on or near September 30, 2017, offered by the respective syndication agent’s trading desk.
- (E) Fair value was based on the total enterprise value of the portfolio company, which was then allocated to the portfolio company’s securities in order of their relative priority in the capital structure.
- (F) Debt security has a fixed interest rate.
- (G) Security is non-income producing.
- (H) Debt security is on non-accrual status.
- (I) New investment valued at cost, as it was determined that the price paid during the quarter ended September 30, 2017 best represents fair value as of September 30, 2017.
- (J) Where applicable, aggregates all shares of a class of stock owned without regard to specific series owned within such class (some series of which may or may not be voting shares) or aggregates all warrants to purchase shares of a class of stock owned without regard to specific series of such class of stock such warrants allow us to purchase.
- (K) There are certain limitations on our ability to transfer our units owned, withdraw or resign prior to dissolution of the entity, which must occur no later than May 3, 2020.
- (L) There are certain limitations on our ability to withdraw our partnership interest prior to dissolution of the entity, which must occur no later than May 9, 2024 or two years after all outstanding leverage has matured.

*THE ACCOMPANYING NOTES ARE AN INTEGRAL PART OF THESE CONSOLIDATED FINANCIAL STATEMENTS.*

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- (M) Non-Control/Non-Affiliate investments, as defined by the 1940 Act, are those that are neither Control nor Affiliate investments and in which we own less than 5.0% of the issued and outstanding voting securities.
- (N) Affiliate investments, as defined by the 1940 Act, are those in which we own, with the power to vote, between and inclusive of 5.0% and 25.0% of the issued and outstanding voting securities.
- (O) Control investments, as defined by the 1940 Act, are those where we have the power to exercise a controlling influence over the management or policies of the portfolio company, which may include owning, with the power to vote, more than 25.0% of the issued and outstanding voting securities.
- (P) Debt security does not have a stated interest rate that is payable thereon.
- (Q) Fair value was based on the expected exit or payoff amount, where such event has occurred or is expected to occur imminently.
- (R) Fair value was based on net asset value provided by the fund as a practical expedient.
- (S) One of our affiliated funds, Gladstone Investment Corporation, co-invested with us in this portfolio company pursuant to an exemptive order granted by the U.S. Securities and Exchange Commission.
- (T) Cumulative gross unrealized depreciation for federal income tax purposes is \$71.7 million; cumulative gross unrealized appreciation for federal income tax purposes is \$7.5 million. Cumulative net unrealized depreciation is \$64.3 million, based on a tax cost of \$416.6 million.
- (U) The cash interest rate on this investment was indexed to 90-day LIBOR, which was 1.33% as of September 30, 2017.
- (V) The cash interest rate on this investment was indexed to the U.S. Prime Rate, which was 4.25% as of September 30, 2017.
- (W) Unless indicated otherwise, all of our investments are valued using Level 3 inputs within the FASB Accounting Standard Codification (“ASC”) Topic 820, “Fair Value Measurements and Disclosures” (“ASC 820”) fair value hierarchy. Refer to Note 3—*Investments* in the accompanying *Notes to Consolidated Financial Statements* for additional information.
- (X) Represents the principal balance for debt investments and the number of shares/units held for equity investments. Warrants are represented as a percentage of ownership, as applicable.
- (Y) Investment was exited subsequent to September 30, 2017. Refer to Note 15—*Subsequent Events* in the accompanying *Notes to Consolidated Financial Statements* for additional information.
- (Z) Category percentages represent the fair value of each category and subcategory as a percentage of net assets as of September 30, 2017.

*THE ACCOMPANYING NOTES ARE AN INTEGRAL PART OF THESE CONSOLIDATED FINANCIAL STATEMENTS.*

**GLADSTONE CAPITAL CORPORATION**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**  
**SEPTEMBER 30, 2018**  
**(DOLLAR AMOUNTS IN THOUSANDS, EXCEPT PER SHARE DATA AND AS OTHERWISE INDICATED)**

**NOTE 1. ORGANIZATION**

Gladstone Capital Corporation was incorporated under the Maryland General Corporation Law on May 30, 2001 and completed an initial public offering on August 24, 2001. The terms “the Company,” “we,” “our” and “us” all refer to Gladstone Capital Corporation and its consolidated subsidiaries. We are an externally managed, closed-end, non-diversified management investment company that has elected to be treated as a business development company (“BDC”) under the Investment Company Act of 1940, as amended (the “1940 Act”), and is applying the guidance of the Financial Accounting Standards Board (the “FASB”) Accounting Standards Codification (“ASC”) Topic 946 *Financial Services-Investment Companies* (“ASC 946”). In addition, we have elected to be treated for tax purposes as a regulated investment company (“RIC”) under the Internal Revenue Code of 1986, as amended (the “Code”). We were established for the purpose of investing in debt and equity securities of established private businesses operating in the United States (“U.S.”). Our investment objectives are to: (1) achieve and grow current income by investing in debt securities of established lower middle market companies (which we generally define as companies with annual earnings before interest, taxes, depreciation and amortization (“EBITDA”) of \$3 million to \$15 million) in the U.S. that we believe will provide stable earnings and cash flow to pay expenses, make principal and interest payments on our outstanding indebtedness and make distributions to stockholders that grow over time; and (2) provide our stockholders with long-term capital appreciation in the value of our assets by investing in equity securities of established businesses that we believe can grow over time to permit us to sell our equity investments for capital gains.

Gladstone Business Loan, LLC (“Business Loan”), a wholly-owned subsidiary of ours, was established on February 3, 2003, for the sole purpose of owning a portion of our portfolio of investments in connection with our line of credit. The financial statements of Business Loan are consolidated with those of Gladstone Capital Corporation. We also have significant subsidiaries (as defined under Rule 1-02(w) of the U.S. Securities and Exchange Commission’s (“SEC”) Regulation S-X) whose financial statements are not consolidated with ours. Refer to Note 14 – *Unconsolidated Significant Subsidiaries* for additional information regarding our unconsolidated significant subsidiaries.

We are externally managed by Gladstone Management Corporation (the “Adviser”), a Delaware corporation and an SEC registered investment adviser and an affiliate of ours, pursuant to an investment advisory and management agreement (the “Advisory Agreement”). Administrative services are provided by our affiliate, Gladstone Administration, LLC (the “Administrator”), a Delaware limited liability company, pursuant to an administration agreement (the “Administration Agreement”). Refer to Note 4—*Related Party Transactions* for additional information regarding these arrangements.

**NOTE 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

*Basis of Presentation*

We prepare our *Consolidated Financial Statements* and the accompanying notes in accordance with accounting principles generally accepted in the U.S. (“GAAP”) and conform to Regulation S-X under the Securities Exchange Act of 1934, as amended. Management believes it has made all necessary adjustments so that our accompanying *Consolidated Financial Statements* are presented fairly and that all such adjustments are of a normal recurring nature. Our accompanying *Consolidated Financial Statements* include our accounts and the accounts of our wholly-owned subsidiaries. All significant intercompany balances and transactions have been eliminated.

*Consolidation*

In accordance with Article 6 of Regulation S-X under the Securities Act of 1933, as amended, we do not consolidate portfolio company investments. Under the investment company rules and regulations pursuant to the American Institute of Certified Public Accountants Audit and Accounting Guide for Investment Companies, codified in ASC 946, we are precluded from consolidating any entity other than another investment company, except that ASC 946 provides for the consolidation of a controlled operating company that provides substantially all of its services to the investment company or its consolidated subsidiaries.

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### Use of Estimates

Preparing financial statements requires management to make estimates and assumptions that affect the amounts reported in our accompanying *Consolidated Financial Statements* and accompanying notes. Actual results may differ from those estimates.

### Reclassifications

Certain amounts have been reclassified to conform to the current year presentation.

In April 2015, the FASB issued Accounting Standards Update 2015-03, “*Simplifying the Presentation of Debt Issuance Costs*” (“ASU 2015-03”), which simplifies the presentation of debt issuance costs. ASU 2015-03 requires the presentation of debt issuance costs as a deduction from the carrying amount of the related debt liability instead of as a deferred financing cost asset on the balance sheet. In August 2015, the FASB issued Accounting Standards Update 2015-15, “*Interest – Imputation of Interest (Subtopic 835-30): Presentation and Subsequent Measurement of Debt Issuance Costs Associated with Line-of-Credit Arrangements*” (“ASU 2015-15”), which codifies an SEC staff announcement that entities are permitted to defer and present debt issuance costs related to line of credit arrangements as assets. ASU 2015-03 was effective for annual reporting periods beginning after December 15, 2015 and interim periods within those years, and we adopted ASU 2015-03 during the three months ended December 31, 2016. ASU 2015-15 was effective immediately and, as a result, we continue to present debt issuance costs related to line of credit arrangements as assets.

As of September 30, 2016, we had unamortized deferred financing costs related to our mandatorily redeemable preferred stock of \$1.6 million. These costs have been reclassified from Deferred financing costs, net, to Mandatorily redeemable preferred stock, net. All periods presented have been retrospectively adjusted.

The following table summarizes the retrospective adjustment and the overall impact on the previously reported consolidated financial statements:

	September 30, 2016	
	As Previously Reported	Retrospective Application
Deferred financing costs, net	\$ 3,161	\$ 1,521
Mandatorily redeemable preferred stock, net	61,000	59,360

### Classification of Investments

In accordance with the BDC regulations in the 1940 Act, we classify portfolio investments on our accompanying *Consolidated Financial Statements* into the following categories:

- *Control Investments*—Control investments are those where we have the power to exercise a controlling influence over the management or policies of the portfolio company, which may include owning, with the power to vote, more than 25.0% of the issued and outstanding voting securities;
- *Affiliate Investments*—Affiliate investments are those in which we own, with the power to vote, between 5.0% and 25.0% of the issued and outstanding voting securities that are not classified as Control Investments; and
- *Non-Control/Non-Affiliate Investments*—Non-Control/Non-Affiliate investments are those that are neither control nor affiliate investments and in which we own less than 5.0% of the issued and outstanding voting securities.

### Cash and cash equivalents

We consider all short-term, highly liquid investments that are both readily convertible to cash and have a maturity of three months or less at the time of purchase to be cash equivalents. Cash is carried at cost, which approximates fair value. We place our cash with financial institutions, and at times, cash held in checking accounts may exceed the Federal Deposit Insurance Corporation insured limit. We seek to mitigate this concentration of credit risk by depositing funds with major financial institutions.



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### *Restricted Cash and Cash Equivalents*

Restricted cash is cash held in escrow that was generally received as part of an investment exit. Restricted cash is carried at cost, which approximates fair value.

### *Investment Valuation Policy*

#### Accounting Recognition

We record our investments at fair value in accordance with the FASB ASC Topic 820, *Fair Value Measurements and Disclosures* (“ASC 820”) and the 1940 Act. Investment transactions are recorded on the trade date. Realized gains or losses are generally measured by the difference between the net proceeds from the repayment or sale and the cost basis of the investment, without regard to unrealized appreciation or depreciation previously recognized, and include investments charged off during the period, net of recoveries. Unrealized appreciation or depreciation primarily reflects the change in investment fair values, including the reversal of previously recorded unrealized appreciation or depreciation when gains or losses are realized.

#### Board Responsibility

In accordance with the 1940 Act, our Board of Directors has the ultimate responsibility for reviewing and approving, in good faith, the fair value of our investments based on our investment valuation policy (which has been approved by our Board of Directors) (the “Policy”). Such review occurs in three phases. First, prior to its quarterly meetings, the Board of Directors receives written valuation recommendations and supporting materials provided by professionals of the Adviser and Administrator with oversight and direction from the chief valuation officer (the “Valuation Team”). Second, the Valuation Committee of our Board of Directors (comprised entirely of independent directors) meets to review the valuation recommendations and supporting materials presented by the chief valuation officer. Third, after the Valuation Committee concludes its meeting, it and the chief valuation officer present the Valuation Committee’s findings to the entire Board of Directors so that the full Board of Directors may review and approve the fair value of our investments in accordance with the Policy.

There is no single standard for determining fair value (especially for privately-held businesses), as fair value depends upon the specific facts and circumstances of each individual investment. In determining the fair value of our investments, the Valuation Team, led by the chief valuation officer, uses the Policy and each quarter the Valuation Committee and Board of Directors review the Policy to determine if changes thereto are advisable and also review whether the Valuation Team has applied the Policy consistently.

#### Use of Third Party Valuation Firms

The Valuation Team engages third party valuation firms to provide independent assessments of fair value of certain of our investments. ICE, Data Pricing and Reference Data, LLC (“ICE”) (formerly Standard and Poor’s Securities Evaluations, Inc.), a valuation specialist, generally provides estimates of fair value on our proprietary debt investments. The Valuation Team generally assigns ICE’s estimates of fair value to our debt investments where we do not have the ability to effectuate a sale of the applicable portfolio company. The Valuation Team corroborates ICE’s estimates of fair value using one or more of the valuation techniques discussed below. The Valuation Team’s estimate of value on a specific debt investment may significantly differ from ICE’s. When this occurs, our Valuation Committee and Board of Directors review whether the Valuation Team has followed the Policy and whether the Valuation Team’s recommended fair value is reasonable in light of the Policy and other facts and circumstances and then votes to accept or reject the Valuation Team’s recommended fair value.

We may engage other independent valuation firms to provide earnings multiple ranges, as well as other information, and evaluate such information for incorporation into the total enterprise value (“TEV”) of certain of our investments. Generally, at least once per year, we engage an independent valuation firm to value or review the valuation of our significant equity investments, which includes providing the information noted above. The Valuation Team evaluates such information for incorporation into our TEV, including review of all inputs provided by the independent valuation firm. The Valuation Team then makes a recommendation to our Valuation Committee and Board of Directors as to the fair value. Our Board of Directors reviews the recommended fair value, and whether it is reasonable in light of the Policy, and other relevant facts and circumstances and then votes to accept or reject the Valuation Team’s recommended fair value.

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### Valuation Techniques

In accordance with ASC 820, the Valuation Team uses the following techniques when valuing our investment portfolio:

- *Total Enterprise Value* — In determining the fair value using a TEV, the Valuation Team first calculates the TEV of the portfolio company by incorporating some or all of the following factors: the portfolio company's ability to make payments and other specific portfolio company attributes; the earnings of the portfolio company (the trailing or projected twelve month revenue or EBITDA); EBITDA obtained from our indexing methodology whereby the original transaction EBITDA at the time of our closing is indexed to a general subset of comparable disclosed transactions and EBITDA from recent sales to third parties of similar securities in similar industries; a comparison to publicly traded securities in similar industries, and other pertinent factors. The Valuation Team generally reviews industry statistics and may use outside experts when gathering this information. Once the TEV is determined for a portfolio company, the Valuation Team generally allocates the TEV to the portfolio company's securities based on the facts and circumstances of the securities, which typically results in the allocation of fair value to securities based on the order of their relative priority in the capital structure. Generally, the Valuation Team uses TEV to value our equity investments and, in the circumstances where we have the ability to effectuate a sale of a portfolio company, our debt investments.

TEV is primarily calculated using EBITDA; however, TEV may also be calculated using revenue multiples or a discounted cash flow ("DCF") analysis whereby future expected cash flows of the portfolio company are discounted to determine a net present value using estimated risk-adjusted discount rates, which incorporate adjustments for nonperformance and liquidity risks. Generally, the Valuation Team uses a DCF analysis to calculate TEV to corroborate estimates of value for our equity investments where we do not have the ability to effectuate a sale of a portfolio company or for debt of credit impaired portfolio companies.

- *Yield Analysis* — The Valuation Team generally determines the fair value of our debt investments (where we do not have the ability to effectuate a sale of a portfolio company) using the yield analysis, which includes a DCF calculation and assumptions that the Valuation Team believes market participants would use, including, but not limited to, estimated remaining life, current market yield, current leverage, and interest rate spreads. This technique develops a modified discount rate that incorporates risk premiums including, among other things, increased probability of default, increased loss upon default and increased liquidity risk. Generally, the Valuation Team uses the yield analysis to corroborate both estimates of value provided by ICE and market quotes.
- *Market Quotes* — For our investments for which a limited market exists, we generally base fair value on readily available and reliable market quotations which are corroborated by the Valuation Team (generally by using the yield analysis explained above). In addition, the Valuation Team assesses trading activity for similar investments and evaluates variances in quotations and other market insights to determine if any available quoted prices are reliable. Typically, the Valuation Team uses the lower indicative bid price ("IBP") in the bid-to-ask price range obtained from the respective originating syndication agent's trading desk on or near the valuation date. The Valuation Team may take further steps to consider additional information to validate that price in accordance with the Policy. For securities that are publicly traded, we generally base fair value on the closing market price of our shares as of the reporting date. For restricted securities that are publicly traded, we generally base fair value on the closing market price of our shares as of the reporting date less a discount for the restriction, which includes consideration of the nature and term to expiration of the restriction.
- *Investments in Funds* — For equity investments in other funds, where we cannot effectuate a sale, the Valuation Team generally determines the fair value of our uninvested capital at par value and of our invested capital at the Net Asset Value ("NAV") provided by the fund. The Valuation Team may also determine fair value of our investments in other investment funds based on the capital accounts of the underlying entity.

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In addition to the valuation techniques listed above, the Valuation Team may also consider other factors when determining the fair value of our investments, including, but not limited to: the nature and realizable value of the collateral, including external parties' guaranties, any relevant offers or letters of intent to acquire the portfolio company, timing of expected loan repayments, and the markets in which the portfolio company operates. New and follow-on debt and equity investments made during the current reporting quarter are generally valued at our original cost basis, as appropriate, as near-measurement date transaction value generally is a reasonable indicator of fair value.

Fair value measurements of our investments may involve subjective judgments and estimates and due to the uncertainty inherent in valuing these securities, the determinations of fair value may fluctuate from period to period and may differ materially from the values that could be obtained if a ready market for these securities existed. Our NAV could be materially affected if the determinations regarding the fair value of our investments are materially different from the values that we ultimately realize upon our disposal of such securities. Additionally, changes in the market environment and other events that may occur over the life of the investment may cause the gains or losses ultimately realized on these investments to be different than the valuations currently assigned. Further, such investments are generally subject to legal and other restrictions on resale or otherwise are less liquid than publicly traded securities. If we were required to liquidate a portfolio investment in a forced or liquidation sale, we could realize significantly less than the value at which it is recorded.

Refer to Note 3—*Investments* for additional information regarding fair value measurements and our application of ASC 820.

### *Revenue Recognition*

#### Interest Income Recognition

Interest income, including the amortization of premiums, acquisition costs and amendment fees, the accretion of original issue discounts ("OID"), and paid-in-kind ("PIK") interest, is recorded on the accrual basis to the extent that such amounts are expected to be collected. Generally, when a loan becomes 90 days or more past due or if our qualitative assessment indicates that the debtor is unable to service its debt or other obligations, we will place the loan on non-accrual status and cease recognizing interest income on that loan for financial reporting purposes until the borrower has demonstrated the ability and intent to pay contractual amounts due. However, we remain contractually entitled to this interest. Interest payments received on non-accrual loans may be recognized as income or applied to the cost basis depending upon management's judgment. Generally, non-accrual loans are restored to accrual status when past due principal and interest are paid and, in management's judgment, are likely to remain current, or due to a restructuring such that the interest income is deemed to be collectible. At September 30, 2018, loans to one portfolio company were on non-accrual status with an aggregate debt cost basis of approximately \$26.9 million, or 6.9% of the cost basis of all debt investments in our portfolio, and an aggregate fair value of approximately \$7.7 million, or 2.1% of the fair value of all debt investments in our portfolio. At September 30, 2017, certain loans to two portfolio companies were on non-accrual status with an aggregate debt cost basis of approximately \$27.9 million, or 7.5% of the cost basis of all debt investments in our portfolio, and an aggregate fair value of approximately \$5.6 million, or 1.7% of the fair value of all debt investments in our portfolio.

We currently hold, and we expect to hold in the future, some loans in our portfolio that contain OID or PIK provisions. We recognize OID for loans originally issued at discounts and recognize the income over the life of the obligation based on an effective yield calculation. PIK interest, computed at the contractual rate specified in a loan agreement, is added to the principal balance of a loan and recorded as income over the life of the obligation. Thus, the actual collection of PIK income may be deferred until the time of debt principal repayment. To maintain our ability to be taxed as a RIC, we may need to pay out both OID and PIK non-cash income amounts in the form of distributions, even though we have not yet collected the cash on either.

As of each of September 30, 2018 and 2017, we had six OID loans, primarily from the syndicated loans in our portfolio. We recorded OID income of \$0.2 million, \$0.3 million, and \$0.1 million for the years ended September 30, 2018, 2017, and 2016, respectively. The unamortized balance of OID investments as of each of September 30, 2018 and 2017 totaled \$0.4 million. As of September 30, 2018 and 2017, we had five and six investments which had a PIK interest component, respectively. We recorded PIK interest income of \$3.8 million, \$5.0 million and \$2.4 million for the years ended September 30, 2018, 2017, and 2016, respectively. We collected \$0.8 million, \$2.0 million, and \$0.1 million of PIK interest in cash during the years ended September 30, 2018, 2017, and 2016, respectively.

#### Success Fee Income Recognition

We record success fees as income when earned, which often occurs upon receipt of cash. Success fees are generally contractually due upon a change of control in a portfolio company, typically resulting from an exit or sale.

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### Dividend Income Recognition

We accrue dividend income on preferred and common equity securities to the extent that such amounts are expected to be collected and if we have the option to collect such amounts in cash or other consideration. During the year ended September 30, 2017, we recharacterized \$0.2 million of dividend income from our investment in Behrens Manufacturing, LLC recorded during our fiscal year ended September 30, 2016 as a return of capital.

### *Deferred Financing and Offering Costs*

Deferred financing and offering costs consist of costs incurred to obtain financing, including lender fees and legal fees. Certain costs associated with our revolving line of credit are deferred and amortized using the straight-line method over the term of the revolving line of credit. Costs associated with the issuance of our mandatorily redeemable preferred stock are presented as discounts to the liquidation value of the mandatorily redeemable preferred stock and are amortized using the straight-line method, which approximates the effective interest method, over the terms of the respective financings. Refer to Note 5 — *Borrowings* and Note 6 — *Mandatorily Redeemable Preferred Stock* for further discussion.

### *Related Party Fees*

In accordance with the Advisory Agreement, we pay the Adviser fees as compensation for its services, consisting of a base management fee and an incentive fee. Additionally, we pay the Adviser a loan servicing fee as compensation for its services as servicer under the terms of our Fifth Amended and Restated Credit Agreement with KeyBank National Association (“KeyBank”), as administrative agent, lead arranger and a lender (our “Credit Facility”). These fees are accrued at the end of the quarter when the services are performed and generally paid the following quarter.

We pay separately for administrative services pursuant to the Administration Agreement. These administrative fees are accrued at the end of the quarter when the services are performed and generally paid the following quarter. Refer to Note 4—*Related Party Transactions* for additional information regarding these related party fees and agreements.

### *Income Taxes*

We intend to continue to qualify for treatment as a RIC under subchapter M of the Code, which generally allows us to avoid paying corporate income taxes on any income or gains that we distribute to our stockholders. We intend to continue to distribute sufficient dividends to eliminate taxable income. Refer to Note 10— *Federal and State Income Taxes* for additional information regarding our RIC requirements.

ASC 740, “*Income Taxes*” requires the evaluation of tax positions taken or expected to be taken in the course of preparing our tax returns to determine whether the tax positions are “more-likely-than-not” of being sustained by the applicable tax authorities. Tax positions not deemed to satisfy the “more-likely-than-not” threshold would be recorded as a tax benefit or expense in the current fiscal year. We have evaluated the implications of ASC 740, for all open tax years and in all major tax jurisdictions, and determined that there is no material impact on our accompanying *Consolidated Financial Statements*. Our federal tax returns for fiscal years 2015—2017 remain subject to examination by the Internal Revenue Service (“IRS”).

### *Distributions*

Distributions to stockholders are recorded on the ex-dividend date. We are required to pay out at least 90.0% of our investment company taxable income, which is generally our net ordinary income plus the excess of our net short-term capital gains over net long-term capital losses for each taxable year as a distribution to our stockholders in order to maintain our ability to be taxed as a RIC under Subchapter M of the Code. It is our policy to pay out as a distribution up to 100.0% of those amounts. The amount to be paid is determined by our Board of Directors each quarter and is based on the annual earnings estimated by our management. Based on that estimate, a distribution is declared each quarter and is paid out monthly over the course of the respective quarter. Refer to Note 9—*Distributions to Common Stockholders* for further information.

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Our transfer agent, Computershare, Inc., offers a dividend reinvestment plan for our common stockholders. This is an “opt in” dividend reinvestment plan, meaning that common stockholders may elect to have their cash distributions automatically reinvested in additional shares of our common stock. Common stockholders who do not make such election will receive their distributions in cash. Common stockholders who receive distributions in the form of stock will be subject to the same federal, state and local tax consequences as stockholders who elect to receive their distributions in cash. As plan agent, Computershare, Inc. purchases shares in the open market in connection with the obligations under the plan. We do not have a dividend reinvestment plan for our preferred stock stockholders.

### *Recent Accounting Pronouncements*

In August 2018, the SEC adopted the final rule under SEC Release No. 33-10532, “*Disclosure Update and Simplification*,” amending certain disclosure requirements that were redundant, duplicative, overlapping, outdated or superseded. In addition, the amendments expanded the disclosure requirements on the analysis of stockholders’ equity for interim financial statements. Under the amendments, an analysis of changes in each caption of stockholders’ equity presented in the balance sheet must be provided in a note or separate statement. The analysis should present a reconciliation of the beginning balance to the ending balance of each period for which a statement of comprehensive income is required to be filed. This final rule became effective on November 5, 2018. We are in the process of evaluating the impact of the final rule, but do not anticipate a material impact on our consolidated financial statements.

In August 2018, the FASB issued Accounting Standards Update 2018-13, “*Fair Value Measurement (Topic 820): Disclosure Framework—Changes to the Disclosure Requirements for Fair Value*” (“ASU 2018-13”), which modifies the disclosure requirements in ASC 820. We are currently assessing the impact of ASU 2018-13 and do not anticipate a material impact on our disclosures. ASU 2018-13 is effective for annual reporting periods beginning after December 15, 2019, including interim periods within those fiscal years, with early adoption permitted.

In November 2016, the FASB issued Accounting Standards Update 2016-18, “*Restricted Cash (a consensus of the Emerging Issues Task Force)*” (“ASU 2016-18”), which requires that the statement of cash flows explain the change during the period in the total of cash, cash equivalents, and amounts generally described as restricted cash or restricted cash equivalents. We have assessed the impact of ASU 2016-18 and do not anticipate a material impact on our financial position, results of operations or cash flows. ASU 2016-18 is effective for annual reporting periods beginning after December 15, 2017, including interim periods within those fiscal years, with early adoption permitted.

In August 2016, the FASB issued Accounting Standards Update 2016-15, “*Classification of Certain Cash Receipts and Cash Payments (a consensus of the Emerging Issues Task Force)*” (“ASU 2016-15”), which is intended to reduce diversity in practice in how certain transactions are classified in the statement of cash flows. We have assessed the impact of ASU 2016-15 and do not anticipate a material impact on our cash flows. ASU 2016-15 is effective for annual reporting periods beginning after December 15, 2017, including interim periods within those fiscal years, with early adoption permitted.

In March 2016, the FASB issued Accounting Standards Update 2016-06, “*Contingent Put and Call Options in Debt Instruments*” (“ASU 2016-06”), which clarifies the requirements for assessing whether contingent call (put) options that can accelerate the payment of principal on debt instruments are clearly and closely related. ASU 2016-06 is effective for annual reporting periods beginning after December 15, 2016, including interim periods within those fiscal years, and we adopted ASU 2016-06 effective October 1, 2017. The adoption of ASU 2016-06 did not have a material impact on our financial position, results of operations or cash flows.

In January 2016, the FASB issued Accounting Standards Update 2016-01, “*Financial Instruments—Overall: Recognition and Measurement of Financial Assets and Financial Liabilities*” (“ASU 2016-01”), which changes how entities measure certain equity investments and how entities present changes in the fair value of financial liabilities measured under the fair value option that are attributable to instrument-specific credit risk. We are currently assessing the impact of ASU 2016-01 and do not anticipate a material impact on our financial position, results of operations or cash flows. ASU 2016-01 is effective for annual reporting periods beginning after December 15, 2017, including interim periods within those fiscal years, with early adoption permitted for certain aspects of ASU 2016-01 relating to the recognition of changes in fair value of financial liabilities when the fair value option is elected.

In February 2015, the FASB issued Accounting Standards Update 2015-02, “*Amendments to the Consolidation Analysis*” (“ASU 2015-02”), which amends or supersedes the scope and consolidation guidance under existing GAAP. The adoption of ASU 2015-02 did not have a material impact on our financial position, results of operations or cash flows. ASU 2015-02 is effective for annual reporting periods beginning after December 15, 2015 and interim periods within those years, and we

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adopted ASU 2015-02 effective April 1, 2016. In October 2016, the FASB issued Accounting Standards Update 2016-17, “*Interests Held through Related Parties That Are under Common Control*” (“ASU 2016-17”), which amends the consolidation guidance in ASU 2015-02 regarding the treatment of indirect interests held through related parties that are under common control. ASU 2016-17 is effective for annual reporting periods beginning after December 15, 2016 and interim periods within those years, and we adopted ASU 2015-02 effective October 1, 2017. The adoption of ASU 2016-17 did not have a material impact on our financial position, results of operations or cash flows.

In May 2014, the FASB issued Accounting Standards Update 2014-09, “*Revenue from Contracts with Customers*” (“ASU 2014-09”), which was amended in March 2016 by FASB Accounting Standards Update 2016-08, “*Principal versus Agent Considerations*” (“ASU 2016-08”), in April 2016 by FASB Accounting Standards Update 2016-10, “*Identifying Performance Obligations and Licensing*” (“ASU 2016-10”), in May 2016 by FASB Accounting Standards Update 2016-12, “*Narrow-Scope Improvements and Practical Expedients*” (“ASU 2016-12”), and in December 2016 by FASB Accounting Standards Update 2016-20, “*Technical Corrections and Improvements to Topic 606*” (“ASU 2016-20”). ASU 2014-09, as amended, supersedes or replaces nearly all GAAP revenue recognition guidance. The new guidance establishes a new control-based revenue recognition model, changes the basis for deciding when revenue is recognized over time or at a point in time and will expand disclosures about revenue. In July 2015, the FASB issued Accounting Standards Update 2015-14, “*Deferral of the Effective Date*,” which deferred the effective date of ASU 2014-09. ASU 2014-09, as amended by ASU 2015-14, ASU 2016-08, ASU 2016-10, ASU 2016-12, and ASU 2016-20, is now effective for annual reporting periods beginning after December 15, 2017 and interim periods within those years, with early adoption permitted for annual reporting periods beginning after December 15, 2016 and interim periods within those years. We continue to assess the impact of ASU 2014-09, as amended, and expect to identify similar performance obligations as compared to existing guidance. As a result, we do not anticipate a material change in the timing of revenue recognition or a material impact on our financial position, results of operations, or cash flows from adopting this standard.

### NOTE 3. INVESTMENTS

In accordance with ASC 820, the fair value of each investment is determined to be the price that would be received for an investment in a current sale, which assumes an orderly transaction between willing market participants on the measurement date. This fair value definition focuses on exit price in the principal, or most advantageous, market and prioritizes, within a measurement of fair value, the use of market-based inputs over entity-specific inputs. ASC 820 also establishes the following three-level hierarchy for fair value measurements based upon the transparency of inputs to the valuation of a financial instrument as of the measurement date.

- *Level 1* — inputs to the valuation methodology are quoted prices (unadjusted) for identical financial instruments in active markets;
- *Level 2* — inputs to the valuation methodology include quoted prices for similar financial instruments in active or inactive markets, and inputs that are observable for the financial instrument, either directly or indirectly, for substantially the full term of the financial instrument. Level 2 inputs are in those markets for which there are few transactions, the prices are not current, little public information exists or instances where prices vary substantially over time or among brokered market makers; and
- *Level 3* — inputs to the valuation methodology are unobservable and significant to the fair value measurement. Unobservable inputs are those inputs that reflect assumptions that market participants would use when pricing the financial instrument and can include the Valuation Team’s assumptions based upon the best available information.

When a determination is made to classify our investments within Level 3 of the valuation hierarchy, such determination is based upon the significance of the unobservable factors to the overall fair value measurement. However, Level 3 financial instruments typically include, in addition to the unobservable, or Level 3, inputs, observable inputs (or, components that are actively quoted and can be validated to external sources). The level in the fair value hierarchy within which the fair value measurement falls is determined based on the lowest level input that is significant to the fair value measurement. Investments in funds measured using net asset value as a practical expedient are not categorized within the fair value hierarchy.

As of September 30, 2018, all of our investments were valued using Level 3 inputs within the ASC 820 fair value hierarchy, except for our investment in Funko, which was valued using Level 2 inputs and our investments in FedCap and Leeds, which were valued using net asset value as a practical expedient. As of September 30, 2017, all of our investments were valued using Level 3 inputs within the ASC 820 fair value hierarchy, except for our investments in FedCap and Leeds, which were valued using net asset value as a practical expedient.

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We transfer investments in and out of Level 1, 2, and 3 of the valuation hierarchy as of the beginning balance sheet date, based on changes in the use of observable and unobservable inputs utilized to perform the valuation for the period. During the year ended September 30, 2018, we transferred our investment in Funko from Level 3 to Level 2 as a result of the initial public offering of Funko, Inc. in November 2017 due to convertibility of our investment into shares of Funko, Inc. During the year ended September 30, 2017, there were no investments transferred into or out of Levels 1, 2 or 3 of the valuation hierarchy.

As of September 30, 2018 and 2017, our investments, by security type, at fair value were categorized as follows within the ASC 820 fair value hierarchy:

	Fair Value	Fair Value Measurements		
		Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
<b>As of September 30, 2018:</b>				
Secured first lien debt	\$199,625	\$ —	\$ —	\$ 199,625
Secured second lien debt	156,373	—	—	156,373
Unsecured debt	3,655	—	—	3,655
Preferred equity	7,749	—	—	7,749
Common equity/equivalents	19,333(B)	—	672(A)	18,661
<b>Total Investments at September 30, 2018</b>	<b>\$386,735</b>	<b>\$ —</b>	<b>\$ 672</b>	<b>\$ 386,063</b>

	Fair Value	Fair Value Measurements		
		Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
<b>As of September 30, 2017:</b>				
Secured first lien debt	\$173,896	\$ —	\$ —	\$ 173,896
Secured second lien debt	155,249	—	—	155,249
Unsecured debt	3,324	—	—	3,324
Preferred equity	6,561	—	—	6,561
Common equity/equivalents	10,947(B)	—	—	10,947
<b>Total Investments at September 30, 2017</b>	<b>\$349,977</b>	<b>\$ —</b>	<b>\$ —</b>	<b>\$ 349,977</b>

- (A) Fair value was determined based on the closing market price of shares of Funko, Inc. (our units in Funko can be converted into shares of Funko, Inc.) at the reporting date less a discount for lack of marketability, as our investment was subject to certain restrictions.
- (B) Excludes our investments in FedCap and Leeds with fair values of \$0.6 million and \$2.7 million, respectively, as of September 30, 2018 and fair values of \$0.8 million and \$1.6 million, respectively, as of September 30, 2017. FedCap and Leeds were valued using net asset value as a practical expedient.

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The following table presents our portfolio investments, valued using Level 3 inputs within the ASC 820 fair value hierarchy, and carried at fair value as of September 30, 2018 and 2017, by caption on our accompanying *Consolidated Statements of Assets and Liabilities*, and by security type:

	<b>Total Recurring Fair Value Measurements Reported in Consolidated Statements of Assets and Liabilities Using Significant Unobservable Inputs (Level 3)</b>	
	<u>September 30, 2018</u>	<u>September 30, 2017</u>
<b>Non-Control/Non-Affiliate Investments</b>		
Secured first lien debt	\$ 178,448	\$ 147,447
Secured second lien debt	126,956	129,890
Unsecured debt	3,603	3,324
Preferred equity	4,486	5,735
Common equity/equivalents	8,091 <sup>(A)</sup>	2,068 <sup>(B)</sup>
Total Non-Control/Non-Affiliate Investments	<u>\$ 321,584</u>	<u>\$ 288,464</u>
<b>Affiliate Investments</b>		
Secured first lien debt	\$ 16,827	\$ 18,821
Secured second lien debt	21,352	17,294
Unsecured debt	52	—
Preferred equity	3,263	826
Common equity/equivalents	7,362	5,707
Total Affiliate Investments	<u>\$ 48,856</u>	<u>\$ 42,648</u>
<b>Control Investments</b>		
Secured first lien debt	\$ 4,350	\$ 7,628
Secured second lien debt	8,065	8,065
Common equity/equivalents	3,208	3,172
Total Control Investments	<u>\$ 15,623</u>	<u>\$ 18,865</u>
<b>Total Investments at Fair Value Using Level 3 Inputs</b>	<u><u>\$ 386,063</u></u>	<u><u>\$ 349,977</u></u>

(A) Excludes our investments in FedCap, Leeds, and Funko with fair values of \$0.6 million, \$2.7 million, and \$0.7 million, respectively, as of September 30, 2018. FedCap and Leeds were valued using net asset value as a practical expedient and Funko was valued using Level 2 inputs.

(B) Excludes our investments in FedCap and Leeds with fair values of \$0.8 million and \$1.6 million, respectively, as of September 30, 2017, which were valued using net asset value as a practical expedient.



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In accordance with ASC 820, the following table provides quantitative information about our Level 3 fair value measurements of our investments as of September 30, 2018 and 2017. The table below is not intended to be all-inclusive, but rather provides information on the significant Level 3 inputs as they relate to our fair value measurements. The weighted average calculations in the table below are based on the principal balances for all debt related calculations and on the cost basis for all equity related calculations for the particular input.

	Quantitative Information about Level 3 Fair Value Measurements					
	September 30, 2018	September 30, 2017	Valuation Techniques/ Methodologies	Unobservable Input	Range / Weighted Average as of	
					September 30, 2018	September 30, 2017
Secured first lien debt(A)	\$ 193,125	\$ 136,272	Yield Analysis	Discount Rate	6.9%–24.3% / 12.7%	8.0%–25.0% / 12.5%
	6,500	37,624	TEV	EBITDA multiple	3.3x – 3.3x / 3.3x	3.2x – 10.1x / 8.2x
				EBITDA	\$1,507–\$1,507 / \$1,507	\$1,378–\$9,420 / \$6,676
				Revenue multiple	0.3x – 0.5x / 0.4x	0.3x – 0.4x / 0.3x
				Revenue	\$4,909–\$7,400 / \$5,933	\$6,934 – \$12,094 / \$11,733
Secured second lien debt(B)	119,988	122,165	Yield Analysis	Discount Rate	10.7%–23.2% / 12.6%	10.8%–23.3% / 14.0%
	20,622	22,607	Market Quote	IBP	88.0%–102.0% / 97.6%	84.5%–101.5% / 97.2%
	15,763	10,477	TEV	EBITDA multiple	5.5x – 6.6x / 5.8x	4.8x – 6.6x / 5.4x
				EBITDA	\$2,500–\$55,375 / \$13,341	\$3,000–\$73,650 / \$26,424
Unsecured debt	3,655	3,324	Yield Analysis	Discount Rate	10.2%–20.3% / 10.4%	10.0%–10.0% / 10.0%
Preferred and common equity / equivalents(C)(D)	26,410	17,370	TEV	EBITDA multiple	3.3x – 11.9x / 6.6x	3.2x – 10.1x / 6.1x
				EBITDA	\$459 – \$39,352 / \$14,216	\$890 – \$84,828 / \$12,835
				Revenue multiple	0.3x – 1.5x / 0.7x	0.3x – 6.5 x / 0.7x
				Revenue	\$473 – \$543,360 / \$313,688	\$2,317 – \$503,620 / \$128,819
		138	Market Quotes	IBP	–	27.9%–27.9% / 27.9%
<b>Total Level 3 Investments, at Fair Value</b>	<b>\$ 386,063</b>	<b>\$ 349,977</b>				

- (A) Fair value as of September 30, 2018 includes one proprietary debt investment totaling \$2.0 million which was valued at the expected payoff as the unobservable input. Fair value as of September 30, 2017 includes one new proprietary debt investment totaling \$12.0 million, which was valued at cost, using the transaction price as the unobservable input, and one proprietary debt investment totaling \$7.8 million, which was valued at the expected payoff amount as the unobservable input.
- (B) Fair value as of September 30, 2017 includes one proprietary debt investment totaling \$3.5 million which was valued at the expected payoff as the unobservable input.
- (C) Fair value as of September 30, 2017 includes two new proprietary investments totaling \$1.0 million, which were valued at cost, using transaction price as the unobservable input, and one proprietary investment totaling \$1.4 million, which was valued at the expected payoff amount as the unobservable input.
- (D) Fair value as of September 30, 2018 excludes our investments in FedCap, Leeds and Funko with fair values of \$0.6 million, \$2.7 million, and \$0.7 million, respectively, as of September 30, 2018. FedCap and Leeds were valued using net asset value as a practical expedient and Funko was valued using Level 2 inputs as of September 30, 2018. Fair value as of September 30, 2017 excludes our investments in FedCap and Leeds with fair values of \$0.8 million and \$1.6 million, respectively, as of September 30, 2017, which were valued using net asset value as a practical expedient.

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Fair value measurements can be sensitive to changes in one or more of the valuation inputs. Changes in discount rates, EBITDA or EBITDA multiples (or revenue or revenue multiples), each in isolation, may change the fair value of certain of our investments. Generally, an increase/(decrease) in market yields, discount rates, or an increase/(decrease) in EBITDA or EBITDA multiples (or revenue or revenue multiples) may result in a corresponding increase/(decrease), respectively, in the fair value of certain of our investments.

### Changes in Level 3 Fair Value Measurements of Investments

The following tables provide the changes in fair value, broken out by security type, during the years ended September 30, 2018 and 2017 for all investments for which the Adviser determines fair value using unobservable (Level 3) factors.

#### Fair Value Measurements Using Significant Unobservable Inputs (Level 3)

Year Ended September 30, 2018	Secured First Lien Debt	Secured Second Lien Debt	Unsecured Debt	Preferred Equity	Common Equity/ Equivalents	Total
Fair Value as of September 30, 2017	\$ 173,896	\$155,249	\$ 3,324	\$ 6,561	\$ 10,947	\$349,977
Total gains (losses):						
Net realized (loss) gain(A)	(22,646)	38	—	(4,684)	474	(26,818)
Net unrealized (depreciation) appreciation(B)	(5,534)	(8,320)	(52)	2,503	5,564	(5,839)
Reversal of prior period net depreciation (appreciation) on realization(B)	21,645	(545)	—	4,550	740	26,390
New investments, repayments and settlements:(C)						
Issuances/originations	65,866	41,480	383	268	2,153	110,150
Settlements/repayments	(23,438)	(41,654)	—	—	—	(65,092)
Sales	(1)	(38)	—	(1,290)	(1,217)	(2,546)
Transfers	(10,163)	10,163	—	(159)	—	(159)
<b>Fair Value as of September 30, 2018</b>	<b>\$ 199,625</b>	<b>\$156,373</b>	<b>\$ 3,655</b>	<b>\$ 7,749</b>	<b>\$ 18,661</b>	<b>\$386,063</b>

#### Fair Value Measurements Using Significant Unobservable Inputs (Level 3)

Year Ended September 30, 2017	Secured First Lien Debt	Secured Second Lien Debt	Unsecured Debt	Preferred Equity	Common Equity/ Equivalents	Total
Fair Value as of September 30, 2016	\$ 198,721	\$100,320	\$ 3,012	\$ 10,262	\$ 7,755	\$320,070
Total gains (losses):						
Net realized (loss) gain(A)	(4,913)	(217)	—	1,503	152	(3,475)
Net unrealized appreciation (depreciation)(B)	958	548	(51)	1,558	(3,793)	(780)
Reversal of prior period net depreciation (appreciation) on realization(B)	2,099	280	—	(1,059)	370	1,690
New investments, repayments and settlements:(C)						
Issuances/originations	45,501	67,115	323	2,145	1,100	116,184
Settlements/repayments	(61,778)	(13,734)	40	—	—	(75,472)
Sales	(86)	217	—	(7,848)	(523)	(8,240)
Transfers	(6,606)	720	—	—	5,886	—
<b>Fair Value as of September 30, 2017</b>	<b>\$ 173,896</b>	<b>\$155,249</b>	<b>\$ 3,324</b>	<b>\$ 6,561</b>	<b>\$ 10,947</b>	<b>\$349,977</b>

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- (A) Included in net realized (loss) gain on investments on our accompanying *Consolidated Statements of Operations* for the years ended September 30, 2018 and 2017.
- (B) Included in net unrealized appreciation (depreciation) on investments on our accompanying *Consolidated Statements of Operations* for the years ended September 30, 2018 and 2017.
- (C) Includes increases in the cost basis of investments resulting from new portfolio investments, accretion of discounts, PIK, and other non-cash disbursements to portfolio companies, as well as decreases in the cost basis of investments resulting from principal repayments or sales, the amortization of premiums and acquisition costs and other cost-basis adjustments.

### *Investment Activity*

#### Proprietary Investments

As of September 30, 2018 and 2017, we held 39 and 35 proprietary investments with an aggregate fair value of \$357.6 million and \$318.6 million, or 91.7% and 90.4% of the total portfolio at fair value, respectively. The following significant proprietary investment transactions occurred during the year ended September 30, 2018:

- In October 2017, we sold our investment in Flight Fit N Fun LLC for a realized gain of \$0.6 million. In connection with the sale, we received net cash proceeds of approximately \$9.4 million, including the repayment of our debt investment of \$7.8 million at par.
- In October 2017, we invested \$11.0 million in Applied Voice & Speech Technologies, Inc. through secured first lien debt.
- In November 2017, we invested \$7.5 million in Arc Drilling Holdings LLC through a combination of secured first lien debt and equity.
- In November 2017, we invested \$7.5 million in Gray Matter Systems, LLC through secured second lien debt. In March 2018, we invested an additional \$3.6 million in Gray Matter Systems, LLC, through secured second lien debt.
- In December 2017, we invested \$20.0 million in Impact! Chemical Technologies, Inc. through secured first lien debt.
- In January 2018, we invested \$8.1 million in XMedius Solutions Inc. through secured first lien debt.
- In February 2018, we invested an additional \$4.0 million in an existing portfolio company, Lignetics, Inc., through secured first lien debt.
- In March, July and September 2018, an existing portfolio company, EL Academics, Inc., drew \$1.4 million, \$4.4 million and \$3.2 million, respectively, on the unused portion of its secured first lien delayed draw term loan.
- In May 2018, our investment in TapRoot Partners, Inc. paid off, which resulted in prepayment fees of \$0.5 million and success fee income of \$0.4 million. In connection with the pay off, we received net cash proceeds of \$22.9 million, including the repayment of our debt investment of \$22.0 million at par.
- In May 2018, we invested an additional \$10.0 million in an existing portfolio company, Merlin International, Inc., through secured second lien debt.
- In June 2018, we invested an additional \$7.0 million in an existing portfolio company, IA Tech, LLC, through secured first lien debt.
- In July 2018, the holding company for Impact! Chemical Technologies, Inc. (“Impact”) merged with and into the holding company for WadeCo Specialties, Inc. (“WadeCo”) to form Chemical & Injection Holdings Company, LLC (“Chemical & Injection Holdings”). Our preferred equity ownership related to WadeCo with a cost basis of \$0.6 million, was converted into preferred equity ownership in the newly formed Chemical & Injection Holdings with the same cost basis. Our existing debt investments in Impact and WadeCo remained unchanged in conjunction with the merger.

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- In September 2018, we restructured our \$30.0 million investment in Sunshine Media Holdings (“Sunshine”) resulting in a \$28.2 million realized loss and a new \$2.0 million investment in TNCP Intermediate HoldCo, LLC.

### Syndicated Investments

As of September 30, 2018 and September 30, 2017, we held 11 and 12 syndicated investments with an aggregate fair value of \$32.4 million and \$33.8 million, or 8.3% and 9.6% of the total portfolio at fair value, respectively. The following significant syndicated investment transactions occurred during the year ended September 30, 2018:

- In October 2017, our investment in PSC Industrial Holdings, LLC paid off at par for net cash proceeds of \$3.5 million.
- In November 2017, our investment in DataPipe, Inc. paid off at par for net cash proceeds of \$2.0 million.
- In November 2017, we invested \$5.0 million in DigiCert Holdings, Inc. through secured second lien debt. In March 2018, we sold \$2.0 million of this investment for net cash proceeds of \$2.0 million.
- In November 2017, we invested \$4.0 million in Red Ventures, LLC through secured second lien debt.
- In November 2017, we invested \$1.0 million in ABG Intermediate Holdings 2, LLC through secured second lien debt. In January 2018, we sold this investment for net cash proceeds of \$1.0 million.
- In March 2018, we sold our \$1.0 million investment in Neustar, Inc. for net cash proceeds of \$1.0 million.
- In April 2018, we invested \$3.0 million in CHA Holdings, Inc. through secured second lien debt.
- In July 2018, our investment in NetSmart Technologies, Inc. paid off for net cash proceeds of \$3.7 million.

### Investment Concentrations

As of September 30, 2018, our investment portfolio consisted of investments in 50 portfolio companies located in 24 states in 18 different industries, with an aggregate fair value of \$390.0 million. The five largest investments at fair value totaled \$122.8 million, or 31.5% of our total investment portfolio, as compared to the five largest investments at fair value as of September 30, 2017 totaling \$110.9 million, or 31.5% of our total investment portfolio. As September 30, 2018 and 2017 our average investment by obligor was \$8.5 million and \$8.8 million at cost, respectively.

The following table outlines our investments by security type at September 30, 2018 and 2017:

	September 30, 2018				September 30, 2017			
	Cost		Fair Value		Cost		Fair Value	
Secured first lien debt	\$206,523	48.3%	\$199,625	51.2%	\$198,942	48.4%	\$173,896	49.4%
Secured second lien debt	180,274	42.2	156,373	40.1	168,247	40.9	155,249	44.1
Unsecured debt	3,708	0.9	3,655	0.9	3,324	0.8	3,324	0.9
Total debt investments	390,505	91.4	359,653	92.2	370,513	90.1	332,469	94.4
Preferred equity	12,920	3.0	7,749	2.0	18,794	4.5	6,561	1.9
Common equity/equivalents	24,042	5.6	22,644	5.8	22,128	5.4	13,343	3.7
Total equity investments	36,962	8.6	30,393	7.8	40,922	9.9	19,904	5.6
<b>Total Investments</b>	<b>\$427,467</b>	<b>100.0%</b>	<b>\$390,046</b>	<b>100.0%</b>	<b>\$411,435</b>	<b>100.0%</b>	<b>\$352,373</b>	<b>100.0%</b>

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Our investments at fair value consisted of the following industry classifications at September 30, 2018 and 2017:

Industry Classification	September 30, 2018		September 30, 2017	
	Fair Value	Percentage of Total Investments	Fair Value	Percentage of Total Investments
Diversified/Conglomerate Service	\$ 79,066	20.3%	\$ 80,723	22.9%
Healthcare, education and childcare	53,916	13.8	46,288	13.1
Oil and gas	50,172	12.9	34,712	9.9
Telecommunications	47,794	12.3	31,350	8.9
Diversified/Conglomerate Manufacturing	43,421	11.1	40,843	11.6
Diversified natural resources, precious metals and minerals	23,040	5.9	18,949	5.4
Automobile	18,209	4.7	20,082	5.7
Cargo Transportation	15,164	3.9	13,081	3.7
Beverage, food and tobacco	13,727	3.5	14,103	4.0
Machinery	11,058	2.8	5,114	1.4
Home and Office Furnishings, Housewares and Durable Consumer Products	10,125	2.6	10,100	2.9
Textiles and leather	6,556	1.7	4,879	1.4
Hotels, Motels, Inns, and Gaming	6,337	1.6	7,136	2.0
Personal and non-durable consumer products	4,892	1.3	7,035	2.0
Buildings and real estate	2,455	0.6	3,004	0.9
Printing and publishing	1,998	0.5	3,628	1.0
Leisure, Amusement, Motion Pictures, Entertainment	—	—	9,225	2.6
Other, < 2.0%	2,116	0.5	2,121	0.6
<b>Total Investments</b>	<b>\$390,046</b>	<b>100.0%</b>	<b>\$352,373</b>	<b>100.0%</b>

Our investments at fair value were included in the following U.S. geographic regions and other countries at September 30, 2018 and 2017:

Location	September 30, 2018		September 30, 2017	
	Fair Value	Percentage of Total Investments	Fair Value	Percentage of Total Investments
South	\$168,917	43.3%	\$150,727	42.8%
West	114,286	29.3	116,302	33.0
Midwest	61,733	15.8	58,915	16.7
Northeast	37,589	9.7	26,429	7.5
Canada	7,521	1.9	—	—
<b>Total Investments</b>	<b>\$390,046</b>	<b>100.0%</b>	<b>\$352,373</b>	<b>100.0%</b>

The geographic composition indicates the location of the headquarters for our portfolio companies. A portfolio company may have a number of other business locations in other geographic locations.

### Investment Principal Repayment

The following table summarizes the contractual principal repayment and maturity of our investment portfolio by fiscal year, assuming no voluntary prepayments, at September 30, 2018.

Year Ending September 30,	Amount
2019	\$ 39,272
2020	81,633
2021	68,819
2022	46,687
2023	115,796
Thereafter	38,975
<b>Total contractual repayments</b>	<b>\$391,182</b>
Equity investments	36,961
Adjustments to cost basis on debt investments	(676)
<b>Investment Portfolio as of September 30, 2018, at Cost:</b>	<b>\$427,467</b>

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### *Receivables from Portfolio Companies*

Receivables from portfolio companies represent non-recurring costs incurred on behalf of such portfolio companies and are included in other assets on our accompanying *Consolidated Statements of Assets and Liabilities*. We generally maintain an allowance for uncollectible receivables from portfolio companies when the receivable balance becomes 90 days or more past due or if it is determined, based upon management's judgment, that the portfolio company is unable to pay its obligations. We write-off accounts receivable when we have exhausted collection efforts and have deemed the receivables uncollectible. As of September 30, 2018 and 2017, we had gross receivables from portfolio companies of \$0.3 million and \$0.5 million, respectively. The allowance for uncollectible receivables was \$32 and \$44 at September 30, 2018 and 2017, respectively.

## **NOTE 4. RELATED PARTY TRANSACTIONS**

### *Transactions with the Adviser*

We have been externally managed by the Adviser pursuant to the Advisory Agreement since October 1, 2004 pursuant to which we pay the Adviser a base management fee and an incentive fee for its services. The Advisory Agreement originally included administrative services; however, it was amended and restated on October 1, 2006. Simultaneously, we entered into the Administration Agreement with the Administrator (discussed further below) to provide those services. With the unanimous approval of our Board of Directors, the Advisory Agreement was later amended in October 2015 to reduce the base management fee payable thereunder from 2.0% per annum to 1.75% per annum, effective July 1, 2015, with all other terms remaining unchanged. On July 10, 2018, our Board of Directors, including a majority of the directors who are not parties to the Advisory Agreement or interested persons of such party, unanimously approved the annual renewal of the Advisory Agreement through August 31, 2019.

We also pay the Adviser a loan servicing fee for its role of servicer pursuant to our Credit Facility. The entire loan servicing fee paid to the Adviser by Business Loan is non-contractually, unconditionally and irrevocably credited against the base management fee otherwise payable to the Adviser, since Business Loan is a consolidated subsidiary of ours, and overall, the base management fee (including any loan servicing fee) cannot exceed 1.75% of total assets (as reduced by cash and cash equivalents pledged to creditors) during any given fiscal year pursuant to the Advisory Agreement.

Two of our executive officers, David Gladstone (our chairman and chief executive officer) and Terry Lee Brubaker (our vice chairman and chief operating officer), serve as directors and executive officers of the Adviser, which is 100% indirectly owned and controlled by Mr. Gladstone. Robert Marcotte (our president) also serves as an executive managing director of the Adviser.

The following table summarizes the base management fee, incentive fee, and loan servicing fee and associated non-contractual, unconditional and irrevocable credits reflected in our accompanying *Consolidated Statements of Operations*.

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	Year Ended September 30,		
	2018	2017	2016
Average total assets subject to base management fee <sup>(A)</sup>	\$401,886	\$330,343	\$324,800
Multiplied by annual base management fee of 1.75%	1.75%	1.75%	1.75%
<b>Base management fee<sup>(B)</sup></b>	<b>7,033</b>	<b>5,781</b>	<b>5,684</b>
Portfolio company fee credit	(1,020)	(1,588)	(785)
Syndicated loan fee credit	(364)	(221)	(92)
<b>Net Base Management Fee</b>	<b>\$ 5,649</b>	<b>\$ 3,972</b>	<b>\$ 4,807</b>
<b>Loan servicing fee<sup>(B)</sup></b>	<b>\$ 5,042</b>	<b>\$ 4,146</b>	<b>\$ 3,890</b>
Credit to base management fee - loan servicing fee <sup>(B)</sup>	(5,042)	(4,146)	(3,890)
<b>Net Loan Servicing Fee</b>	<b>\$ —</b>	<b>\$ —</b>	<b>\$ —</b>
<b>Incentive fee<sup>(B)</sup></b>	<b>\$ 5,348</b>	<b>\$ 4,779</b>	<b>\$ 4,514</b>
Incentive fee credit	(1,697)	(2,317)	(1,429)
<b>Net Incentive Fee</b>	<b>\$ 3,651</b>	<b>\$ 2,462</b>	<b>\$ 3,085</b>
Portfolio company fee credit	\$ (1,020)	\$ (1,588)	\$ (785)
Syndicated loan fee credit	(364)	(221)	(92)
Incentive fee credit	(1,697)	(2,317)	(1,429)
<b>Credit to Fees from Adviser - Other<sup>(B)</sup></b>	<b>\$ (3,081)</b>	<b>\$ (4,126)</b>	<b>\$ (2,306)</b>

(A) Average total assets subject to the base management fee is defined as total assets, including investments made with proceeds of borrowings, less any uninvested cash or cash equivalents resulting from borrowings, valued at the end of the applicable quarters within the respective periods and adjusted appropriately for any share issuances or repurchases during the periods.

(B) Reflected, on a gross basis, as a line item, on our accompanying *Consolidated Statements of Operations*.

### Base Management Fee

The base management fee is payable quarterly to the Adviser pursuant to our Advisory Agreement and is assessed at an annual rate of 1.75%, computed on the basis of the value of our average total assets at the end of the two most recently-completed quarters (inclusive of the current quarter), which are total assets, including investments made with proceeds of borrowings, less any uninvested cash or cash equivalents resulting from borrowings and adjusted appropriately for any share issuances or repurchases during the period.

Additionally, pursuant to the requirements of the 1940 Act, the Adviser makes available significant managerial assistance to our portfolio companies. The Adviser may also provide other services to our portfolio companies under certain agreements and may receive fees for services other than managerial assistance. Such services may include, but are not limited to: (i) assistance obtaining, sourcing or structuring credit facilities, long term loans or additional equity from unaffiliated third parties; (ii) negotiating important contractual financial relationships; (iii) consulting services regarding restructuring of the portfolio company and financial modeling as it relates to raising additional debt and equity capital from unaffiliated third parties; and (iv) primary role in interviewing, vetting and negotiating employment contracts with candidates in connection with adding and retaining key portfolio company management team members. The Adviser non-contractually, unconditionally, and irrevocably credits 100% of these fees against the base management fee that we would otherwise be required to pay to the Adviser; however, pursuant to the terms of the Advisory Agreement, a small percentage of certain of such fees, totaling \$0.1 million for each of the years ended September 30, 2018, 2017, and 2016, was retained by the Adviser in the form of reimbursement, at cost, for tasks completed by personnel of the Adviser primarily for the valuation of portfolio companies.

Our Board of Directors accepted a non-contractual, unconditional and irrevocable credit from the Adviser to reduce the annual base management fee on syndicated loan participations to 0.5%, to the extent that proceeds resulting from borrowings were used to purchase such syndicated loan participations, for each of the years ended September 30, 2018 and 2017.

### Incentive Fee

The incentive fee consists of two parts: an income-based incentive fee and a capital gains incentive fee. The income-based incentive fee rewards the Adviser if our quarterly net investment income (before giving effect to any incentive fee) exceeds 1.75% of our net assets, which we define as total assets less indebtedness and before taking into account any incentive fees payable or contractually due but not payable during the period, at the end of the immediately preceding calendar quarter, adjusted appropriately for any share issuances or repurchases during the period (the "hurdle rate"). The income-based incentive fee with respect to our pre-incentive fee net investment income is generally payable quarterly to the Adviser and is computed as follows:

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- no incentive fee in any calendar quarter in which our pre-incentive fee net investment income does not exceed the hurdle rate (7.0% annualized);
- 100.0% of our pre-incentive fee net investment income with respect to that portion of such pre-incentive fee net investment income, if any, that exceeds the hurdle rate but is less than 2.1875% of our net assets, adjusted appropriately for any share issuances or repurchases during the period, in any calendar quarter (8.75% annualized); and
- 20.0% of the amount of our pre-incentive fee net investment income, if any, that exceeds 2.1875% of our net assets, adjusted appropriately for any share issuances or repurchases during the period, in any calendar quarter (8.75% annualized).

The second part of the incentive fee is a capital gains-based incentive fee that will be determined and payable in arrears as of the end of each fiscal year (or upon termination of the Advisory Agreement, as of the termination date) and equals 20.0% of our “net realized capital gains” (as defined herein) as of the end of the fiscal year. In determining the capital gains-based incentive fee payable to the Adviser, we calculate “net realized capital gains” at the end of each applicable year by subtracting the sum of our cumulative aggregate realized capital losses and our entire portfolio’s aggregate unrealized capital depreciation from our cumulative aggregate realized capital gains. For this purpose, cumulative aggregate realized capital gains, if any, equals the sum of the differences between the net sales price of each investment, when sold, and the original cost of such investment since inception. Cumulative aggregate realized capital losses equals the sum of the amounts by which the net sales price of each investment, when sold, is less than the original cost of such investment since inception. The entire portfolio’s aggregate unrealized capital depreciation, if any, equals the sum of the difference, between the valuation of each investment as of the applicable calculation date and the original cost of such investment. At the end of the applicable fiscal year, the amount of capital gains that serves as the basis for our calculation of the capital gains-based incentive fee equals the cumulative aggregate realized capital gains less cumulative aggregate realized capital losses, less the entire portfolio’s aggregate unrealized capital depreciation, if any. If this number is positive at the end of such fiscal year, then the capital gains-based incentive fee for such year equals 20.0% of such amount, less the aggregate amount of any capital gains-based incentive fees paid in respect of our portfolio in all prior years. No capital gains-based incentive fee has been recorded or paid since our inception through September 30, 2018, as cumulative unrealized capital depreciation has exceeded cumulative realized capital gains net of cumulative realized capital losses.

In accordance with GAAP, a capital gains-based incentive fee accrual is calculated using the aggregate cumulative realized capital gains and losses and aggregate cumulative unrealized capital depreciation included in the calculation of the capital gains-based incentive fee. If such amount is positive at the end of a period, then GAAP requires us to record a capital gains-based incentive fee equal to 20.0% of such amount, less the aggregate amount of actual capital gains-based incentive fees paid in all prior years. If such amount is negative, then there is no accrual for such period. GAAP requires that the capital gains-based incentive fee accrual consider the cumulative aggregate unrealized capital appreciation in the calculation, as a capital gains-based incentive fee would be payable if such unrealized capital appreciation were realized. There can be no assurance that such unrealized capital appreciation will be realized in the future. No GAAP accrual for a capital gains-based incentive fee has been recorded from our inception through September 30, 2018.

Our Board of Directors accepted non-contractual, unconditional and irrevocable credits from the Adviser to reduce the income-based incentive fee to the extent net investment income did not 100.0% cover distributions to common stockholders for the years ended September 30, 2018, 2017, and 2016.

## Loan Servicing Fee

The Adviser also services the loans held by Business Loan (the borrower under the Credit Facility), in return for which the Adviser receives a 1.5% annual fee payable monthly based on the aggregate outstanding balance of loans pledged under our Credit Facility. As discussed in the notes to the table above, we treat payment of the loan servicing fee pursuant to our line of credit as a pre-payment of the base management fee under the Advisory Agreement. Accordingly, these loan servicing fees are 100% non-contractually, unconditionally and irrevocably credited back to us by the Adviser.



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### *Transactions with the Administrator*

We pay the Administrator pursuant to the Administration Agreement for the portion of expenses the Administrator incurs while performing services for us. The Administrator's expenses are primarily rent and the salaries, benefits and expenses of the Administrator's employees, including, but not limited to, our chief financial officer and treasurer, chief compliance officer, chief valuation officer, and general counsel and secretary (who also serves as the Administrator's president, general counsel and secretary) and their respective staffs. Two of our executive officers, David Gladstone (our chairman and chief executive officer) and Terry Lee Brubaker (our vice chairman and chief operating officer) serve as members of the board of managers and executive officers of the Administrator, which is 100% indirectly owned and controlled by Mr. Gladstone.

Our portion of the Administrator's expenses are generally derived by multiplying the Administrator's total expenses by the approximate percentage of time during the current quarter the Administrator's employees performed services for us in relation to their time spent performing services for all companies serviced by the Administrator. These administrative fees are accrued at the end of the quarter when the services are performed and recorded on our accompanying *Consolidated Statements of Operations* and generally paid the following quarter to the Administrator. On July 10, 2018, our Board of Directors, including a majority of the directors who are not parties to the Administration Agreement or interested persons of such party, approved the annual renewal of the Administration Agreement through August 31, 2019.

### *Other Transactions*

Gladstone Securities, LLC ("Gladstone Securities"), a privately-held broker-dealer registered with the Financial Industry Regulatory Authority and insured by the Securities Investor Protection Corporation, which is 100% indirectly owned and controlled by Mr. Gladstone, our chairman and chief executive officer, has provided other services, such as investment banking and due diligence services, to certain of our portfolio companies, for which Gladstone Securities receives a fee. Any such fees paid by portfolio companies to Gladstone Securities do not impact the fees we pay to the Adviser or the non-contractual, unconditional and irrevocable credits against the base management fee or incentive fee. Gladstone Securities received fees from portfolio companies totaling \$0.8 million, \$1.0 million, and \$0.5 million during the years ended September 30, 2018, 2017, and 2016, respectively.

### *Related Party Fees Due*

Amounts due to related parties on our accompanying *Consolidated Statements of Assets and Liabilities* were as follows:

	September 30, 2018	September 30, 2017
Base management fee due to Adviser	\$ 378	\$ 45
Loan servicing fee due to Adviser	281	242
Incentive fee due to Adviser	425	1,005
<b>Total fees due to Adviser</b>	<b>1,084</b>	<b>1,292</b>
Fee due to Administrator	317	244
<b>Total Related Party Fees Due</b>	<b>\$ 1,401</b>	<b>\$ 1,536</b>

In addition to the above fees, other operating expenses due to the Adviser as of September 30, 2018 and September 30, 2017, totaled \$19 and \$12, respectively. In addition, net expenses payable to Gladstone Investment Corporation (for reimbursement purposes), which includes certain co-investment expenses, totaled \$0 and \$55 as of September 30, 2018 and September 30, 2017, respectively. These amounts are generally settled in the quarter subsequent to being incurred and have been included in other liabilities on the accompanying *Consolidated Statements of Assets and Liabilities* as of September 30, 2018 and 2017.

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### NOTE 5. BORROWINGS

#### Revolving Credit Facility

On March 9, 2018, we, through Business Loan, entered into Amendment No. 4 to our Credit Facility with KeyBank, which increased the commitment amount from \$170.0 million to \$190.0 million, extended the revolving period end date by approximately two years to January 15, 2021, decreased the marginal interest rate added to 30-day LIBOR from 3.25% to 2.85% per annum, and changed the unused commitment fee from 0.50% of the total unused commitment amount to 0.50% when the average unused commitment amount for the reporting period is less than or equal to 50%, 0.75% when the average unused commitment amount for the reporting period is greater than 50% but less than or equal to 65%, and 1.00% when the average unused commitment amount for the reporting period is greater than 65%. If our Credit Facility is not renewed or extended by January 15, 2021, all principal and interest will be due and payable on or before April 15, 2022 (fifteen months after the revolving period end date). Subject to certain terms and conditions, our Credit Facility may be expanded up to a total of \$265.0 million through additional commitments of new or existing lenders. We incurred fees of approximately \$1.2 million in connection with this amendment, which are being amortized through our Credit Facility's revolving period end date of January 15, 2021.

The following tables summarize noteworthy information related to our Credit Facility (at cost):

	As of September 30,	
	2018	2017
Commitment amount	\$190,000	\$170,000
Borrowings outstanding, at cost	110,000	93,000
Availability(A)	68,116	58,576

	Year Ended September 30,		
	2018	2017	2016
Weighted average borrowings outstanding, at cost	\$114,716	\$58,384	\$64,055
Weighted average interest rate(B)	5.1%	5.3%	4.5%
Commitment (unused) fees incurred	\$ 338	\$ 564	\$ 539

(A) Available borrowings are subject to various constraints imposed under our Credit Facility, based on the aggregate loan balance pledged by Business Loan, which varies as loans are added and repaid, regardless of whether such repayments are prepayments or made as contractually required.

(B) Includes unused commitment fees and excludes the impact of deferred financing fees.

Our Credit Facility also requires that any interest or principal payments on pledged loans be remitted directly by the borrower into a lockbox account with KeyBank. KeyBank is also the trustee of the account and generally remits the collected funds to us once a month. Amounts collected in the lockbox account with KeyBank are presented as Due from administrative agent on the accompanying *Consolidated Statement of Assets and Liabilities* as of September 30, 2018 and 2017.

Our Credit Facility contains covenants that require Business Loan to maintain its status as a separate legal entity, prohibit certain significant corporate transactions (such as mergers, consolidations, liquidations or dissolutions), and restrict material changes to our credit and collection policies without the lenders' consent. Our Credit Facility also generally limits distributions to our stockholders on a fiscal year basis to the sum of our net investment income, net capital gains and amounts elected to have been paid during the prior year in accordance with Section 855(a) of the Code. Business Loan is also subject to certain limitations on the type of loan investments it can apply as collateral towards the borrowing base to receive additional borrowing availability under our Credit Facility, including restrictions on geographic concentrations, sector concentrations, loan size, payment frequency and status, average life and lien property. Our Credit Facility further requires Business Loan to comply with other financial and operational covenants, which obligate Business Loan to, among other things, maintain certain financial ratios, including asset and interest coverage and a minimum number of 25 obligors required in the borrowing base.

Additionally, we are subject to a performance guaranty that requires us to maintain (i) a minimum net worth (defined in our Credit Facility to include our mandatorily redeemable preferred stock) of \$205.0 million plus 50.0% of all equity and subordinated debt raised after May 1, 2015 less 50% of any equity and subordinated debt retired or redeemed after May 1, 2015, which equates to \$232.8 million as of September 30, 2018, (ii) asset coverage with respect to "senior securities representing indebtedness" of at least 200%, in accordance with Sections 18 and 61 of the 1940 Act, and (iii) our status as a BDC under the 1940 Act and as a RIC under the Code.

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As of September 30, 2018, and as defined in the performance guaranty of our Credit Facility, we had a net worth of \$285.8 million, asset coverage on our “senior securities representing indebtedness” of 359.0%, calculated in compliance with the requirements of Section 18 and 61 of the 1940 Act, and an active status as a BDC and RIC. In addition, we had 32 obligors in our Credit Facility’s borrowing base as of September 30, 2018. As of September 30, 2018, we were in compliance with all of our Credit Facility covenants.

### Fair Value

We elected to apply the fair value option of ASC 825, “Financial Instruments,” specifically for the Credit Facility, which was consistent with our application of ASC 820 to our investments. Generally, the fair value of our Credit Facility is determined using a yield analysis which includes a DCF calculation and the assumptions that the Valuation Team believes market participants would use, including, but not limited to, the estimated remaining life, counterparty credit risk, current market yield and interest rate spreads of similar securities as of the measurement date. As of September 30, 2018, the discount rate used to determine the fair value of our Credit Facility was 30-day LIBOR, plus 2.85% per annum, plus a 0.50% unused fee. As of September 30, 2017, the discount rate used to determine the fair value of our Credit Facility was 30-day LIBOR, plus 3.15% per annum, plus a 0.50% unused fee. Generally, an increase or decrease in the discount rate used in the DCF calculation may result in a corresponding increase or decrease, respectively, in the fair value of our Credit Facility. As of September 30, 2018 and 2017, our Credit Facility was valued using Level 3 inputs and any changes in its fair value are recorded in net unrealized depreciation (appreciation) of other on our accompanying *Consolidated Statements of Operations*.

The following tables provide relevant information and disclosures about the Credit Facility as of and for the years ended September 30, 2018 and 2017, as required by ASC 820:

	<b>Total Recurring Fair Value Measurement Reported in Consolidated Statements of Assets and Liabilities Using Significant Unobservable Inputs (Level 3) As of September 30,</b>	
	<b>2018</b>	<b>2017</b>
	<b>\$</b>	<b>\$</b>
<b>Credit Facility</b>	<b>110,000</b>	<b>93,115</b>

### Fair Value Measurements Using Significant Unobservable Data Inputs (Level 3)

	<b>Year Ended September 30,</b>	
	<b>2018</b>	<b>2017</b>
Fair value as of September 30, 2017 and 2016, respectively	<b>\$ 93,115</b>	<b>\$ 71,300</b>
Borrowings	<b>118,900</b>	<b>138,700</b>
Repayments	<b>(101,900)</b>	<b>(117,000)</b>
Net unrealized (depreciation) appreciation (A)	<b>(115)</b>	<b>115</b>
<b>Fair Value as of September 30, 2018 and 2017, respectively</b>	<b>\$ 110,000</b>	<b>\$ 93,115</b>

(A) Included in net unrealized appreciation of other on our accompanying *Consolidated Statements of Assets and Liabilities* for the years ended September 30, 2018 and 2017.

The fair value of the collateral under our Credit Facility totaled approximately \$332.3 million and \$317.4 million as of September 30, 2018 and 2017, respectively.

## NOTE 6. MANDATORILY REDEEMABLE PREFERRED STOCK

In September 2017, we completed a public offering of approximately 2.1 million shares of 6.00% Series 2024 Term Preferred Stock, par value \$0.001 per share (“Series 2024 Term Preferred Stock”), at a public offering price of \$25.00 per share. Gross proceeds totaled \$51.8 million and net proceeds, after deducting underwriting discounts, commissions and offering expenses borne by us, were approximately \$49.8 million. We incurred approximately \$1.9 million in total underwriting discounts and offering costs related to the issuance of the Series 2024 Term Preferred Stock, which have been recorded as discounts to the liquidation value on our accompanying *Consolidated Statements of Assets and Liabilities* and are being amortized from issuance through September 30, 2024, the mandatory redemption date. The offering proceeds plus borrowings under our Credit Facility were used to voluntarily redeem all 2.4 million outstanding shares of our then existing 6.75% Series 2021 Term Preferred Stock, par value \$0.001 per share (“Series 2021 Term Preferred Stock”). In connection with the voluntary redemption of our Series 2021 Term Preferred Stock, we incurred a loss on extinguishment of debt of \$1.3 million during the three months ended September 30, 2017, which is primarily comprised of the unamortized deferred issuance costs at the time of redemption.

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The shares of our Series 2024 Term Preferred Stock are traded under the ticker symbol “GLADN” on the Nasdaq Global Select Market. Our Series 2024 Term Preferred Stock is not convertible into our common stock or any other security and provides for a fixed dividend equal to 6.00% per year, payable monthly (which equates in total to approximately \$3.1 million per year). We are required to redeem all of the outstanding Series 2024 Term Preferred Stock on September 30, 2024 for cash at a redemption price equal to \$25.00 per share plus an amount equal to all unpaid dividends and distributions per share accumulated to (but excluding) the date of redemption (the “Redemption Price”). We may additionally be required to mandatorily redeem some or all of the shares of our Series 2024 Term Preferred Stock early, at the Redemption Price, in the event of the following: (1) upon the occurrence of certain events that would constitute a change in control, or (2) if we fail to maintain an asset coverage of at least 200% on our “senior securities that are stock” (which is currently only our Series 2024 Term Preferred Stock) and the failure remains for a period of 30 days following the filing date of our next SEC quarterly or annual report. The asset coverage on our “senior securities that are stock” as of September 30, 2018 was 244.4%, calculated in accordance with Sections 18 and 61 of the 1940 Act.

We may also voluntarily redeem all or a portion of the Series 2024 Term Preferred Stock at our option at the Redemption Price at any time after September 30, 2019. If we fail to redeem our Series 2024 Term Preferred Stock pursuant to the mandatory redemption date of September 30, 2024, or in any other circumstance in which we are required to mandatorily redeem our Series 2024 Term Preferred Stock, then the fixed dividend rate will increase by 4.0% for so long as such failure continues. As of September 30, 2018, we have not redeemed, nor have we been required to redeem, any shares of our outstanding Series 2024 Term Preferred Stock.

In May 2014, we completed a public offering of approximately 2.4 million shares of Series 2021 Term Preferred Stock, at a public offering price of \$25.00 per share. Gross proceeds totaled \$61.0 million and net proceeds, after deducting underwriting discounts, commissions and offering expenses borne by us, were approximately \$58.5 million, a portion of which was used to voluntarily redeem all 1.5 million outstanding shares of our then existing 7.125% Series 2016 Term Preferred Stock, par value \$0.001 per share and the remainder was used to repay a portion of outstanding borrowings under our Credit Facility. We incurred \$2.5 million in total offering costs related to the issuance of our Series 2021 Term Preferred Stock, which were recorded as discounts to the liquidation value on our accompanying *Consolidated Statements of Assets and Liabilities* and were amortized over the redemption period ending June 30, 2021. In September 2017, when we voluntarily redeemed all of our outstanding Series 2021 Term Preferred Stock, the remaining unamortized costs were fully written off as part of the realized loss discussed above.

We paid the following monthly dividends on our Series 2024 Term Preferred Stock for the year ended September 30, 2018:

<u>Fiscal Year</u>	<u>Declaration Date</u>	<u>Record Date</u>	<u>Payment Date</u>	<u>Distribution per Series 2024 Term Preferred Share (A)</u>
<b>2018</b>	October 10, 2017	October 20, 2017	October 31, 2017	\$ 0.141667
	October 10, 2017	November 20, 2017	November 30, 2017	0.125
	October 10, 2017	December 19, 2017	December 29, 2017	0.125
	January 9, 2018	January 22, 2018	January 31, 2018	0.125
	January 9, 2018	February 16, 2018	February 28, 2018	0.125
	January 9, 2018	March 20, 2018	March 30, 2018	0.125
	April 10, 2018	April 20, 2018	April 30, 2018	0.125
	April 10, 2018	May 22, 2018	May 31, 2018	0.125
	April 10, 2018	June 20, 2018	June 29, 2018	0.125
	July 10, 2018	July 20, 2018	July 31, 2018	0.125
	July 10, 2018	August 21, 2018	August 31, 2018	0.125
	July 10, 2018	September 19, 2018	September 28, 2018	0.125
	<b>Fiscal Year Ended September 30, 2018:</b>			

(A) The dividend paid on October 31, 2017 included the pro-rated period from and including the issuance date of September 27, 2017 to and including September 30, 2017, and the full month of October 2017.

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We paid the following monthly dividends on our Series 2021 Term Preferred Stock for the year ended September 30, 2017:

<u>Fiscal Year</u>	<u>Declaration Date</u>	<u>Record Date</u>	<u>Payment Date</u>	<u>Distribution per Series 2021 Term Preferred Share</u>
<b>2017</b>	October 11, 2016	October 21, 2016	October 31, 2016	\$ 0.1406250
	October 11, 2016	November 17, 2016	November 30, 2016	0.1406250
	October 11, 2016	December 20, 2016	December 30, 2016	0.1406250
	January 10, 2017	January 20, 2017	January 31, 2017	0.1406250
	January 10, 2017	February 16, 2017	February 28, 2017	0.1406250
	January 10, 2017	March 22, 2017	March 31, 2017	0.1406250
	April 11, 2017	April 21, 2017	April 28, 2017	0.1406250
	April 11, 2017	May 19, 2017	May 31, 2017	0.1406250
	April 11, 2017	June 21, 2017	June 30, 2017	0.1406250
	July 11, 2017	July 21, 2017	July 31, 2017	0.1406250
	July 11, 2017	August 21, 2017	August 31, 2017	0.1406250
	July 11, 2017	September 20, 2017	September 29, 2017	0.1406250
<b>Fiscal Year Ended September 30, 2017:</b>				<b>\$ 1.6875000</b>

The federal income tax characteristics of dividends paid to our preferred stockholders generally constitute ordinary income to the extent of our current and accumulated earnings and profits and is reported after the end of the calendar year based on tax information for the full fiscal year. Estimates of tax characterization made on a quarterly basis may not be representative of the actual tax characterization of dividends for the full year. Estimates made on a quarterly basis are updated as of each interim reporting date. The tax characterization of dividends paid to our preferred stockholders during the calendar years ended December 31, 2017 and 2016 was 100% from ordinary income.

In accordance with ASC 480, "Distinguishing Liabilities from Equity," mandatorily redeemable financial instruments should be classified as liabilities in the balance sheet. Our mandatorily redeemable preferred stock is recorded at the liquidation preference, less discounts, on our accompanying *Consolidated Statements of Assets and Liabilities* as of September 30, 2018 and 2017. The related dividend payments to our mandatorily redeemable preferred stockholders are treated as dividend expense on our statement of operations as of the ex-dividend date.

The fair value, based on the last quoted closing price, for our Series 2024 Term Preferred Stock as of September 30, 2018 and 2017 was \$52.7 million and \$52.7 million, respectively. We consider our mandatorily redeemable preferred stock to be a Level 1 input within the ASC 820 hierarchy.

### **NOTE 7. REGISTRATION STATEMENT AND COMMON EQUITY OFFERINGS**

We filed Post-Effective Amendment No. 5 to our current universal shelf registration statement on FormN-2 (our "Registration Statement") (File No. 333-208637) with the SEC on December 19, 2017, which was declared effective by the SEC on February 1, 2018. Our Registration Statement permits us to issue, through one or more transactions, up to an aggregate of \$300.0 million in securities, consisting of common stock, preferred stock, subscription rights, debt securities and warrants to purchase common stock, preferred stock or debt securities. As of September 30, 2018, we had the ability to issue up to \$202.6 million in securities under the Registration Statement.

#### *Common Stock Offerings*

In February 2015, we entered into equity distribution agreements (commonly referred to as "at-the-market agreements" or the "Sales Agreements") with KeyBanc Capital Markets Inc. and Cantor Fitzgerald & Co., each a "Sales Agent," under which we had the ability to issue and sell, from time to time, through the Sales Agents, up to an aggregate offering price of \$50.0 million shares of our common stock. In May 2017, we terminated the Sales Agreement with KeyBanc Capital Markets Inc. and amended the Sales Agreement with Cantor Fitzgerald & Co. to reference our current registration statement. All other material terms of the Sales Agreement with Cantor Fitzgerald & Co. remained unchanged. During the year ended September 30, 2018, we sold 2,341,296 shares of our common stock under the Sales Agreement with Cantor Fitzgerald & Co., at a weighted-average price of \$9.39 per share and raised \$22.0 million of gross proceeds. Net proceeds, after deducting commissions and offering costs borne by us, were approximately \$21.6 million. As of September 30, 2018, we had a remaining capacity to sell up to \$20.5 million of common stock under the Sales Agreement with Cantor Fitzgerald & Co. During the year ended September 30, 2017, we sold 642,818 shares at a weighted-average price of \$9.88 per share and raised \$6.4 million of gross proceeds. Net proceeds, after deducting commissions and offering costs borne by us, were approximately \$6.1 million.

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Pursuant to our prior Registration Statement, in October 2016, we completed a public offering of 2.0 million shares of our common stock at a public offering price of \$7.98 per share, which was below our then-current NAV per share. In November 2016, the underwriters partially exercised their overallotment option to purchase an additional 173,444 shares of our common stock. Gross proceeds totaled \$17.3 million and net proceeds, after deducting underwriting discounts and offering costs borne by us, were approximately \$16.4 million.

### **NOTE 8. NET INCREASE IN NET ASSETS RESULTING FROM OPERATIONS PER COMMON SHARE**

The following table sets forth the computation of basic and diluted net increase in net assets resulting from operations per weighted average common share for the years ended September 30, 2018, 2017, and 2016:

	Year Ended September 30,		
	2018	2017	2016
Numerator: net increase in net assets resulting from operations	\$ 18,648	\$ 17,180	\$ 11,367
Denominator: basic and diluted weighted average common shares	<u>27,104,077</u>	<u>25,495,117</u>	<u>23,200,642</u>
<b>Basic and Diluted Net Increase in Net Assets Resulting from Operations per Weighted Average Common Share</b>	<u>\$ 0.69</u>	<u>\$ 0.67</u>	<u>\$ 0.49</u>

### **NOTE 9. DISTRIBUTIONS TO COMMON STOCKHOLDERS**

To qualify to be taxed as a RIC under Subchapter M of the Code, we must generally distribute to our stockholders, for each taxable year, at least 90% of our taxable ordinary income plus the excess of our net short-term capital gains over net long-term capital losses ("Investment Company Taxable Income"). The amount to be paid out as distributions to our stockholders is determined by our Board of Directors quarterly and is based on management's estimate of Investment Company Taxable Income. Based on that estimate, our Board of Directors declares three monthly distributions to common stockholders each quarter.

The federal income tax characteristics of all distributions will be reported to stockholders on the IRS Form 1099 at the end of each calendar year. For calendar years ended December 31, 2017 and 2016, 100% of distributions to common stockholders during these periods were deemed to be paid from ordinary income for 1099 stockholder reporting purposes.

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We paid the following monthly distributions to common stockholders for the fiscal years ended September 30, 2018 and 2017:

<u>Fiscal Year</u>	<u>Declaration Date</u>	<u>Record Date</u>	<u>Payment Date</u>	<u>Distribution per Common Share</u>
<b>2018</b>	October 10, 2017	October 20, 2017	October 31, 2017	\$ 0.07
	October 10, 2017	November 20, 2017	November 30, 2017	0.07
	October 10, 2017	December 19, 2017	December 29, 2017	0.07
	January 9, 2018	January 22, 2018	January 31, 2018	0.07
	January 9, 2018	February 16, 2018	February 28, 2018	0.07
	January 9, 2018	March 20, 2018	March 30, 2018	0.07
	April 10, 2018	April 20, 2018	April 30, 2018	0.07
	April 10, 2018	May 22, 2018	May 31, 2018	0.07
	April 10, 2018	June 20, 2018	June 29, 2018	0.07
	July 10, 2018	July 20, 2018	July 31, 2018	0.07
	July 10, 2018	August 21, 2018	August 31, 2018	0.07
	July 10, 2018	September 19, 2018	September 28, 2018	0.07
<b>Fiscal Year 2018 Total:</b>				<u>\$ 0.84</u>
2017	October 11, 2016	October 21, 2016	October 31, 2016	\$ 0.07
	October 11, 2016	November 17, 2016	November 30, 2016	0.07
	October 11, 2016	December 20, 2016	December 30, 2016	0.07
	January 10, 2017	January 20, 2017	January 31, 2017	0.07
	January 10, 2017	February 16, 2017	February 28, 2017	0.07
	January 10, 2017	March 22, 2017	March 31, 2017	0.07
	April 11, 2017	April 21, 2017	April 28, 2017	0.07
	April 11, 2017	May 19, 2017	May 31, 2017	0.07
	April 11, 2017	June 21, 2017	June 30, 2017	0.07
	July 11, 2017	July 21, 2017	July 31, 2017	0.07
	July 11, 2017	August 21, 2017	August 31, 2017	0.07
	July 11, 2017	September 20, 2017	September 29, 2017	0.07
<b>Fiscal Year 2017 Total:</b>				<u>\$ 0.84</u>

Aggregate distributions declared and paid to our common stockholders were approximately \$22.8 million and \$21.4 million for the years ended September 30, 2018 and 2017, respectively, and were declared based on estimates of investment company taxable income for the respective fiscal years. For each of the fiscal years ended September 30, 2018, 2017, and 2016, Investment Company Taxable Income exceeded distributions declared and paid, and, in accordance with Section 855(a) of the Code, we elected to treat \$0.3 million, \$0.3 million, and \$5.5 million, respectively, of the first distributions paid to common stockholders in the respective subsequent fiscal year as having been paid in the respective prior year.

The components of our net assets on a tax basis were as follows:

	<u>Year Ended September 30,</u>	
	<u>2018</u>	<u>2017</u>
Common stock	\$ 29	\$ 26
Capital in excess of par value	343,076	348,248
Cumulative net unrealized depreciation of investments	(37,421)	(59,062)
Cumulative net unrealized appreciation of other	—	(115)
Undistributed Ordinary Income	289	339
Capital loss carryforward	(37,364)	(64,350)
Post-October tax loss deferral	(20,648)	—
Other temporary differences	(10,869)	(5,436)
<b>Net Assets</b>	<u>\$ 237,092</u>	<u>\$ 219,650</u>

We intend to retain some or all of our realized capital gains first to the extent we have available capital loss carryforwards and second, through treating the retained amount as a “deemed distribution.” As of September 30, 2018, \$26.4 million of our capital loss carryforwards expired. We have \$0.9 million of capital loss carryforwards that will expire as of September 30, 2019. Additionally, as of September 30, 2018, we had \$36.5 million of capital loss carryforwards that do not expire.

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For the years ended September 30, 2018 and 2017, we recorded the following adjustments for permanent book-tax differences to reflect tax character. Results of operations, total net assets and cash flows were not affected by these adjustments.

	Year Ended September 30,	
	2018	2017
Undistributed net investment income	\$ (366)	\$ (4,416)
Accumulated net realized losses	27,131	6,541
Capital in excess of par value	(26,765)	(2,125)

### **NOTE 10. FEDERAL AND STATE INCOME TAXES**

We intend to continue to maintain our qualifications as a RIC for federal income tax purposes. As a RIC, we are not subject to federal income tax on the portion of our taxable income and gains that we distribute to stockholders. To maintain our qualification as a RIC, we must meet certain source-of-income and asset diversification requirements. In addition, to qualify to be taxed as a RIC, we must also meet certain annual stockholder distribution requirements. To satisfy the RIC annual distribution requirement, we must distribute to stockholders at least 90.0% of our investment company taxable income. Our policy generally is to make distributions to our stockholders in an amount up to 100.0% of our investment company taxable income. Because we have distributed more than 90.0% of our investment company taxable income, no income tax provisions have been recorded for the years ended September 30, 2018, 2017, and 2016.

In an effort to limit certain federal excise taxes imposed on RICs, we generally distribute during each calendar year, an amount at least equal to the sum of (1) 98.0% of our ordinary income for the calendar year, (2) 98.2% of our capital gains in excess of capital losses for the one-year period ending on October 31 of the calendar year and (3) any ordinary income and capital gains in excess of capital losses for preceding years that were not distributed during such years. No excise tax provisions have been recorded for the years ended September 30, 2018, 2017, and 2016.

Under the RIC Modernization Act, we are permitted to carry forward capital losses incurred in taxable years beginning after September 30, 2011, for an unlimited period. However, any losses incurred during post-enactment taxable years will be required to be utilized prior to the losses incurred in pre-enactment taxable years, which carry an expiration date. As a result of this ordering rule, pre-enactment capital loss carryforwards may be more likely to expire unused. Additionally, post-enactment capital loss carryforwards will retain their character as either short-term or long-term capital losses.

### **NOTE 11. COMMITMENTS AND CONTINGENCIES**

#### *Legal Proceedings*

We are party to certain legal proceedings incidental to the normal course of our business. We are required to establish reserves for litigation matters where those matters present loss contingencies that are both probable and estimable. When loss contingencies are not both probable and estimable, we do not establish reserves. Based on current knowledge, we do not believe that loss contingencies, if any, arising from pending investigations, litigation or regulatory matters will have a material adverse effect on our financial condition, results of operations or cash flows. Additionally, based on our current knowledge, we do not believe such loss contingencies are both probable and estimable and therefore, as of September 30, 2018 and 2017, we have not established reserves for such loss contingencies.

#### *Escrow Holdbacks*

From time to time, we will enter into arrangements as it relates to exits of certain investments whereby specific amounts of the proceeds are held in escrow in order to be used to satisfy potential obligations as stipulated in the sales agreements. We record escrow amounts in restricted cash and cash equivalents on our accompanying *Consolidated Statements of Assets and Liabilities*. We establish a reserve against the escrow amounts if we determine that it is probable and estimable that a portion of the escrow amounts will not be ultimately received at the end of the escrow period. There were no aggregate reserves recorded against the escrow amounts as of September 30, 2018 and 2017.

#### *Financial Commitments and Obligations*

We have lines of credit, delayed draw term loans, and an uncalled capital commitment with certain of our portfolio companies that have not been fully drawn. Since these commitments have expiration dates and we expect many will never be fully drawn, the total commitment amounts do not necessarily represent future cash requirements. We estimate the fair value of the combined unused lines of credit, the unused delayed draw term loans and the uncalled capital commitment as of September 30, 2018 and 2017 to be immaterial.



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The following table summarizes the amounts of our unused lines of credit, delayed draw term loans and uncalled capital commitment, at cost, as of September 30, 2018 and 2017, which are not reflected as liabilities in the accompanying *Consolidated Statements of Assets and Liabilities*.

	As of September 30,	
	2018	2017
Unused line of credit commitments	\$ 5,350	\$ 7,517
Delayed draw term loans	3,910	10,900
Uncalled capital commitment	843	1,367
<b>Total</b>	<b>\$10,103</b>	<b>\$19,784</b>

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NOTE 12. FINANCIAL HIGHLIGHTS

	As of and for the Year Ended September 30,				
	2018	2017	2016	2015	2014
<b>Per Common Share Data:</b>					
Net asset value at beginning of year <sup>(A)</sup>	\$ 8.40	\$ 8.62	\$ 9.06	\$ 9.51	\$ 9.81
<i>Income from operations</i> <sup>(B)</sup>					
Net investment income	0.85	0.84	0.84	0.84	0.87
Net realized and unrealized loss on investments	(0.16)	(0.12)	(0.35)	(0.50)	(0.23)
Net realized and unrealized (loss) gain on other	—	(0.05)	—	0.06	(0.11)
Total from operations	0.69	0.67	0.49	0.40	0.53
<i>Distributions to common stockholders from</i> <sup>(B)(C)</sup>					
Net Investment Income	(0.84)	(0.84)	(0.70)	(0.84)	(0.12)
Realized gains	—	—	(0.14)	—	—
Return of capital	—	—	—	—	(0.72)
Total distributions	(0.84)	(0.84)	(0.84)	(0.84)	(0.84)
<i>Capital share transactions</i> <sup>(B)</sup>					
Discounts, commissions, and offering costs	(0.01)	(0.04)	(0.05)	(0.01)	—
Repurchase of common stock	—	—	0.02	—	—
Net dilutive effect of equity offering <sup>(D)</sup>	0.08	(0.02)	(0.05)	—	—
Total capital share transactions	0.07	(0.06)	(0.08)	(0.01)	—
Other, net <sup>(B)(E)</sup>	—	0.01	(0.01)	—	0.01
Net asset value at end of year <sup>(A)</sup>	\$ 8.32	\$ 8.40	\$ 8.62	\$ 9.06	\$ 9.51
Per common share market value at beginning of year	\$ 9.50	\$ 8.13	\$ 8.13	\$ 8.77	\$ 8.73
Per common share market value at end of year	9.50	9.50	8.13	8.13	8.77
Total return <sup>(F)</sup>	9.53%	27.90%	11.68%	2.40%	9.62%
Common stock outstanding at end of year <sup>(A)</sup>	28,501,980	26,160,684	23,344,422	21,131,622	21,000,160
<b>Statement of Assets and Liabilities Data:</b>					
Net assets at end of year	\$ 237,092	\$ 219,650	\$ 201,207	\$ 191,444	\$ 199,660
Average net assets <sup>(G)</sup>	234,092	215,421	193,228	198,864	201,009
<b>Senior securities Data:</b>					
Borrowings under Credit Facility, at cost	\$ 110,000	\$ 93,000	\$ 71,300	\$ 127,300	\$ 36,700
Mandatorily redeemable preferred stock	51,750	51,750	61,000	61,000	61,000
<b>Ratios/Supplemental Data:</b>					
Ratio of net expenses to average net assets <sup>(H)(I)</sup>	9.61	8.26	10.16	10.24	9.06
Ratio of net investment income to average net assets <sup>(J)</sup>	9.86	9.95	10.08	8.90	9.14

(A) Based on actual shares outstanding at the end of the corresponding fiscal year.

(B) Based on weighted average basic per share data.

(C) The tax character of distributions are determined based on taxable income calculated in accordance with income tax regulations, which may differ from amounts determined under GAAP.

(D) During the fiscal year ended September 30, 2018, the anti-dilution was a result of issuing common shares during the period at a price above the then-current NAV per share. During the fiscal years ended September 30, 2017, 2016 and 2015, the net dilution was a result of issuing common shares during the period at a price below the then-current NAV per share.

(E) Represents the impact of the different share amounts (weighted average shares outstanding during the fiscal year and shares outstanding at the end of the fiscal year) in the per share data calculations and rounding impacts.

(F) Total return equals the change in the ending market value of our common stock from the beginning of the fiscal year, taking into account distributions reinvested in accordance with the terms of our dividend reinvestment plan. Total return does not take into account distributions that may be characterized as a return of capital. For further information on the estimated character of our distributions to common stockholders, refer to Note 9—*Distributions to Common Stockholders*.

(G) Computed using the average of the balance of net assets at the end of each month of the fiscal year.

(H) Ratio of net expenses to average net assets is computed using total expenses, net of credits from the Adviser, to the base management, loan servicing and incentive fees.

(I) Had we not received any non-contractual, unconditional and irrevocable credits of the incentive fee due to the Adviser, the ratio of net expenses to average net assets would have been 10.34%, 9.38%, 10.90%, 10.93%, and 9.65% for the fiscal years ended September 30, 2018, 2017, 2016, 2015 and 2014, respectively.

(J) Had we not received any non-contractual, unconditional and irrevocable credits of the incentive fee due to the Adviser, the ratio of net investment income to average net assets would have been 9.14%, 8.85%, 9.35%, 8.22%, and 8.55% for the fiscal years ended September 30, 2018, 2017, 2016, 2015 and 2014, respectively.

**NOTE 13. SELECTED QUARTERLY DATA (UNAUDITED)**

	Year Ended September 30, 2018			
	Quarter Ended December 31, 2017	Quarter Ended March 31, 2018	Quarter Ended June 30, 2018	Quarter Ended September 30, 2018
Total investment income	\$ 10,859	\$ 11,086	\$12,379	\$ 11,257
Net investment income	5,577	5,613	5,996	5,902
Net increase (decrease) in net assets resulting from operations	7,160	9,304	12,093	(9,909)
Net increase (decrease) in net assets resulting from operations per weighted average common share (basic and diluted)	\$ 0.27	\$ 0.35	\$ 0.45	\$ (0.35)

	Year Ended September 30, 2017			
	Quarter Ended December 31, 2016	Quarter Ended March 31, 2017	Quarter Ended June 30, 2017	Quarter Ended September 30, 2017
Total investment income	\$ 9,974	\$ 8,793	\$ 9,632	\$ 10,834
Net investment income	5,207	5,359	5,379	5,488
Net increase in net assets resulting from operations	916	4,656	6,163	5,445
Net increase in net assets resulting from operations per weighted average common share (basic and diluted)	\$ 0.04	\$ 0.18	\$ 0.24	\$ 0.21

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### NOTE 14. UNCONSOLIDATED SIGNIFICANT SUBSIDIARIES

In accordance with the SEC's Regulation S-X, we do not consolidate portfolio company investments. Further, in accordance with ASC 946, we are precluded from consolidating any entity other than another investment company, except that ASC 946 provides for the consolidation of a controlled operating company that provides substantially all of its services to the investment company or its consolidated subsidiaries. We had certain unconsolidated subsidiaries which met at least one of the significance conditions under Rule 1-02(w) of the SEC's Regulation S-X as of or during at least one of the years ended September 30, 2018, 2017, and 2016. Accordingly, audited and unaudited financial statements, as applicable, have been included as exhibits to this Form 10-K pursuant to Rule 3-09.

### NOTE 15. SUBSEQUENT EVENTS

#### *Debt Offering*

In November 2018, we completed a public debt offering of \$57.5 million aggregate principal amount of 6.125% Notes due 2023 (the "2023 Notes"), inclusive of the overallotment, for net proceeds of \$55.5 million after deducting underwriting discounts, commissions and offering expenses borne by us. The Notes will mature on November 1, 2023, and may be redeemed in whole or in part at any time or from time to time at the Company's option on or after November 1, 2020. The 2023 Notes are traded under the ticker symbol "GLADD" on the Nasdaq Global Select Market.

#### *Distributions*

On October 9, 2018, our Board of Directors declared the following monthly cash distributions to common and preferred stockholders:

<u>Record Date</u>	<u>Payment Date</u>	<u>Distribution per Common Share</u>	<u>Distribution per Series 2024 Term Preferred Share</u>
October 19, 2018	October 31, 2018	\$ 0.07	\$ 0.125
November 20, 2018	November 30, 2018	0.07	0.125
December 20, 2018	December 31, 2018	0.07	0.125
<b>Total for the Quarter</b>		<b>\$ 0.21</b>	<b>\$ 0.375</b>

#### *Portfolio and Investment Activity*

In October 2018, our investment in TWS Acquisition Corporation paid off at par for net cash proceeds of \$2.0 million.

In October and November 2018, we invested a total of \$1.6 million in 8<sup>th</sup> Avenue Food & Provisions, Inc. through secured second lien debt.

In November 2018, we invested \$2.0 million in GOBP Holdings, Inc. (d/b/a Grocery Outlet) through secured second lien debt.

In November 2018, our investment in Red Ventures, LLC paid off at par for net cash proceeds of \$3.1 million.

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**ITEM 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE**

None.

**ITEM 9A. CONTROLS AND PROCEDURES**

a) Disclosure Controls and Procedures

As of September 30, 2018 (the end of the period covered by this report), we, including our Chief Executive Officer and Chief Financial Officer, evaluated the effectiveness and design and operation of our disclosure controls and procedures. Based on that evaluation, our management, including the Chief Executive Officer and Chief Financial Officer, concluded that our disclosure controls and procedures were effective in timely alerting management, including the Chief Executive Officer and Chief Financial Officer, of material information about us required to be included in periodic SEC filings. However, in evaluating the disclosure controls and procedures, management recognized that any controls and procedures, no matter how well designed and operated can provide only reasonable assurance of achieving the desired control objectives, and management necessarily was required to apply its judgment in evaluating the cost-benefit relationship of possible controls and procedures.

b) Management's Annual Report on Internal Control Over Financial Reporting

Refer to the Management's Report on Internal Control over Financial Reporting located in Item 8 of this Form10-K.

c) Attestation Report of the Registered Public Accounting Firm

Refer to the Report of Independent Registered Public Accounting Firm located in Item 8 of this Form10-K.

d) Change in Internal Control over Financial Reporting

There were no changes in internal controls for the three months ended September 30, 2018 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

**ITEM 9B. OTHER INFORMATION**

Not applicable.

**PART III**

We will file a definitive Proxy Statement for our 2019 Annual Meeting of Stockholders (the “2019 Proxy Statement”) with the SEC, pursuant to Regulation 14A, not later than 120 days after the end of our fiscal year. Accordingly, certain information required by Part III has been omitted under General Instruction G(3) to Form 10-K. Only those sections of the 2019 Proxy Statement that specifically address the items set forth herein are incorporated herein by reference.

**ITEM 10. DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE**

The information required by Item 10 is hereby incorporated by reference from our 2019 Proxy Statement under the captions “Election of Directors” and “Section 16(a) Beneficial Ownership Reporting Compliance.”

We have adopted a Code of Business Conduct and Ethics (the “Code”) that applies to all of our officers and directors and to the employees of our Adviser and our Administrator. The Code is available in the *Investor Relations* section of our website at [www.gladstonecapital.com](http://www.gladstonecapital.com).

**ITEM 11. EXECUTIVE COMPENSATION**

The information required by Item 11 is hereby incorporated by reference from our 2019 Proxy Statement under the captions “Executive Compensation” and “Director Compensation for Fiscal Year 2018.”

**ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS**

The information required by Item 12 is hereby incorporated by reference from our 2019 Proxy Statement under the caption “Security Ownership of Certain Beneficial Owners and Management.”

**ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS, AND DIRECTOR INDEPENDENCE**

The information required by Item 13 is hereby incorporated by reference from our 2019 Proxy Statement under the captions “Certain Transactions” and “Information Regarding our Board of Directors and Corporate Governance—Director Independence.”

**ITEM 14. PRINCIPAL ACCOUNTANT FEES AND SERVICES**

The information required by Item 14 is hereby incorporated by reference from our 2019 Proxy Statement under the caption “Principal Accounting Firm Fees and Services.”

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### PART IV

#### ITEM 15. EXHIBITS AND FINANCIAL STATEMENT SCHEDULES

##### a. DOCUMENTS FILED AS PART OF THIS ANNUAL REPORT ON FORM 10-K

1. The following financial statements are filed herewith:

<a href="#">Management's Annual Report on Internal Controls over Financial Reporting</a>	67
<a href="#">Report of Independent Registered Public Accounting Firm</a>	68
<a href="#">Consolidated Statements of Assets and Liabilities as of September 30, 2018 and 2017</a>	69
<a href="#">Consolidated Statements of Operations for the years ended September 30, 2018, 2017, and 2016</a>	70
<a href="#">Consolidated Statements of Changes in Net Assets for the years ended September 30, 2018, 2017, and 2016</a>	71
<a href="#">Consolidated Statements of Cash Flows for the years ended September 30, 2018, 2017, and 2016</a>	72
<a href="#">Consolidated Schedules of Investments as of September 30, 2018 and 2017</a>	73
<a href="#">Notes to Consolidated Financial Statements</a>	85

2. The following financial statement schedule is filed herewith:

<a href="#">Schedule 12-14 Investments in and Advances to Affiliates as of September 30, 2018 and 2017</a>	121
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No other financial statement schedules are filed herewith because (1) such schedules are not required or (2) the information has been presented in the aforementioned financial statements.

##### 3. Exhibits

The following exhibits are filed as part of this report or are hereby incorporated by reference to exhibits previously filed with the SEC:

3.1	<a href="#">Articles of Amendment and Restatement to the Articles of Incorporation, incorporated by reference to Exhibit 99.a.2 to Pre-Effective Amendment No. 1 to the Registration Statement on Form N-2 (File No. 333-63700), filed July 27, 2001.</a>
3.2	<a href="#">Articles Supplementary Establishing and Fixing the Rights and Preferences of Term Preferred Shares, including Appendix A thereto relating to the Term Preferred Shares, 7.125% Series 2016, incorporated by reference to Exhibit 2.a.2 to Post-Effective Amendment No. 5 to the Registration Statement on Form N-2 (File No. 333-162592), filed October 31, 2011.</a>
3.3	<a href="#">Certificate of Correction to Articles Supplementary Establishing and Fixing the Rights and Preferences of Term Preferred Shares, incorporated by reference to Exhibit 3.1 to the Current Report on Form 8-K (File No. 814-00237), filed October 29, 2015.</a>
3.4	<a href="#">Articles Supplementary, incorporated by reference to Exhibit 3.1 to the Current Report on Form 8-K (File No. 814-00237), filed September 21, 2017.</a>
3.5	<a href="#">Articles Supplementary Establishing and Fixing the Rights and Preferences of Term Preferred Shares, including Exhibit A thereto relating to the 6.00% Series 2024 Term Preferred Stock, incorporated by reference to Exhibit 3.2 to the Current Report on Form 8-K (File No. 814-00237), filed September 21, 2017.</a>
3.6	<a href="#">Bylaws, incorporated by reference to Exhibit 99.b to Pre-Effective Amendment No. 1 to the Registration Statement on Form N-2 (File No. 333-63700), filed July 27, 2001.</a>
3.7	<a href="#">Amendment to Bylaws, incorporated by reference to Exhibit 3.3 to the Quarterly Report on Form 10-Q (File No. 814-00237), filed February 17, 2004.</a>
3.8	<a href="#">Second Amendment to Bylaws, incorporated by reference to Exhibit 99.1 to the Current Report on Form 8-K (File No. 814-00237), filed July 10, 2007.</a>
3.9	<a href="#">Third Amendment to Bylaws, incorporated by reference to Exhibit 99.1 to the Current Report on Form 8-K (File No. 814-00237), filed June 10, 2011.</a>
3.10	<a href="#">Fourth Amendment to Bylaws, incorporated by reference to Exhibit 3.1 to the Current Report on Form 8-K (File No. 814-00237), filed November 29, 2016.</a>
4.1	<a href="#">Form of Certificate for Common Stock, incorporated by reference to Exhibit 99.d.2 to Pre-Effective Amendment No. 3 to the Registration Statement on Form N-2 (File No. 333-63700), filed August 23, 2001.</a>
4.2	<a href="#">Form of Certificate for 6.00% Series 2024 Term Preferred Stock, incorporated by reference to Exhibit 4.1 to the Current Report on Form 8-K (File No. 814-00237), filed September 21, 2017.</a>

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- 4.3 [Indenture between the Registrant and U.S. Bank National Association, dated as of November 6, 2018, incorporated by reference to Exhibit 2.d.10 to Post-Effective Amendment No. 7 to the Registration Statement on Form N-2 \(File No. 333-208637\), filed November 6, 2018.](#)
- 4.4 [First Supplemental Indenture between the Registrant and U.S. Bank National Association, dated as of November 6, 2018, incorporated by reference to Exhibit 2.d.11 to Post-Effective Amendment No. 7 to the Registration Statement on Form N-2 \(File No. 333-208637\), filed November 6, 2018.](#)
- 10.1 [Stock Transfer Agency Agreement between the Registrant and The Bank of New York, incorporated by reference to Exhibit 99.k.1 to Pre-Effective Amendment No. 1 to the Registration Statement on Form N-2 \(File No. 333-63700\), filed July 27, 2001.](#)
- 10.2 [Custody Agreement between the Registrant and The Bank of New York, dated as of May 5, 2006, incorporated by reference to Exhibit 10.3 to the Quarterly Report on Form 10-Q \(File No. 814-00237\), filed August 1, 2006.](#)
- 10.3 [Amended and Restated Investment Advisory and Management Agreement between the Registrant and Gladstone Management Corporation, dated as of October 1, 2006, incorporated by reference to Exhibit 99.1 to the Current Report on Form 8-K \(File No. 814-00237\), filed October 5, 2006.](#)
- 10.4 [Amendment No. 1 to Amended and Restated Investment Advisory and Management Agreement between the Registrant and Gladstone Management Corporation, dated as of October 13, 2015 incorporated by reference to Exhibit 10.1 to the Current Report on Form 8-K \(File No. 814-00237\), filed October 14, 2015.](#)
- 10.5 [Administration Agreement between the Registrant and Gladstone Administration, LLC, dated as of October 1, 2006, incorporated by reference to Exhibit 99.2 to the Current Report on Form 8-K \(File No. 814-00237\), filed October 5, 2006.](#)
- 10.6 [Fifth Amended and Restated Credit Agreement, dated as of May 1, 2015, by and among Gladstone Business Loan, LLC, as Borrower, Gladstone Management Corporation, as Servicer, the Lenders and Managing Agents named therein, and Keybank National Association, as Administrative Agent, incorporated by reference to Exhibit 10.1 to the Current Report on Form 8-K \(File No. 814-00237\), filed May 5, 2015.](#)
- 10.7 [Amendment No. 1 to Fifth Amended and Restated Credit Agreement, dated as of October 9, 2015, by and among Gladstone Business Loan, LLC, as Borrower, Gladstone Management Corporation, as Servicer, Keybank National Association, Alostar Bank of Commerce, ING Capital LLC, Newbridge Bank, Santander Bank, N.A. and Talmer Bank and Trust, collectively as Lenders, incorporated by reference to Exhibit 10.2 to the Quarterly Report on Form 10-Q \(File No. 814-00237\), filed February 8, 2016.](#)
- 10.8 [Amendment No. 2 to Fifth Amended and Restated Credit Agreement, dated as of August 18, 2016, by and among Gladstone Business Loan, LLC, as Borrower, Gladstone Management Corporation, as Servicer, Keybank National Association, Alostar Bank of Commerce, ING Capital LLC, Newbridge Bank, Santander Bank, N.A. and Talmer Bank and Trust, collectively as Lenders, incorporated by reference to Exhibit 99.2.K.8 to Post-Effective Amendment No. 1 to the Registration Statement on Form N-2 \(File No. 333-208637\), filed October 28, 2016.](#)
- 10.9 [Amendment No. 3 to Fifth Amended and Restated Credit Agreement, dated August 24, 2017, by and among Gladstone Business Loan, LLC, as Borrower, Gladstone Management Corporation, as Servicer, Keybank National Association, as administrative agent, swingline lender, managing agent and lead arranger and certain other lenders party thereto, incorporated by reference to Exhibit 10.1 to the Current Report on Form 8-K \(File No. 814-00237\), filed August 29, 2017.](#)
- 10.10 [Amendment No. 4 to Fifth Amended and Restated Credit Agreement, dated as of March 9, 2018, by and among Gladstone Business Loan, LLC, as Borrower, Gladstone Management Corporation, as Servicer, KeyBank National Association, as administrative agent, swingline lender, managing agent and lead arranger and certain other lenders party thereto, incorporated by reference to Exhibit 10.1 to the Current Report on Form 8-K \(File No. 814-00237\), filed March 12, 2018.](#)
- 10.11 [Joinder Agreement, dated as of June 19, 2015, by and among Gladstone Business Loan, LLC, Gladstone Management Corporation, Keybank National Association and Santander Bank, N.A., incorporated by reference to Exhibit 10.1 to the Current Report on Form 8-K \(File No. 814-00237\), filed June 23, 2015.](#)
- 10.12 [Assignment, Acceptance and Joinder, dated as of June 19, 2015, by and between Keybank National Association and Alostar Bank of Commerce, incorporated by reference to Exhibit 10.2 to the Current Report on Form 8-K \(File No. 814-00237\), filed June 23, 2015.](#)
- 10.13 [Assignment and Acceptance, dated as of June 19, 2015, by and between Keybank National Association and Newbridge Bank, incorporated by reference to Exhibit 10.3 to the Current Report on Form 8-K \(File No. 814-00237\), filed June 23, 2015.](#)
- 10.14 [Custodial Agreement, incorporated by reference to Exhibit 2.j.2 to Post-Effective Amendment No.1 to Form N-2 \(File No. 333-185191\), filed December 23, 2013.](#)
- 10.15 [Amendment No. 1 to Custodial Agreement, incorporated by reference to Exhibit 2.j.3 to Post-Effective Amendment No. 1 to the Registration Statement on Form N-2 \(File No. 333-185191\), filed December 23, 2013.](#)



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10.16	<a href="#"><u>Amendment No. 2 to Custodial Agreement, incorporated by reference to Exhibit 2.j,4 to Post-Effective Amendment No. 1 to the Registration Statement on Form N-2 (File No. 333-185191), filed December 23, 2013.</u></a>
10.17	<a href="#"><u>Equity Distribution Agreement between the Registrant, Gladstone Management Corporation, Gladstone Administration, LLC and Cantor Fitzgerald &amp; Co., dated February 27, 2015, incorporated by reference to Exhibit 2.h.2 to Post-Effective Amendment No.6 to the Registration Statement on Form N-2 (File No. 333-333-185191), filed February 27, 2015.</u></a>
10.18	<a href="#"><u>Amendment No. 1 to Equity Distribution Agreement, dated May 22, 2017, by and among the Registrant, Gladstone Management Corporation, Gladstone Administration, LLC and Cantor Fitzgerald &amp; Co., incorporated by reference to Exhibit 2.h.3 to Post-Effective Amendment No. 3 to the Registration Statement on Form N-2 (File No. 333-208637), filed May 22, 2017.</u></a>
14	Code of Ethics and Business Conduct.
21	<a href="#"><u>Subsidiaries of the Registrant (filed herewith).</u></a>
31.1	<a href="#"><u>Certification of Chief Executive Officer pursuant to section 302 of The Sarbanes-Oxley Act of 2002 (filed herewith).</u></a>
31.2	<a href="#"><u>Certification of Chief Financial Officer pursuant to section 302 of The Sarbanes-Oxley Act of 2002 (filed herewith).</u></a>
32.1	<a href="#"><u>Certification of Chief Executive Officer pursuant to section 906 of The Sarbanes-Oxley Act of 2002 (furnished herewith).</u></a>
32.2	<a href="#"><u>Certification of Chief Financial Officer pursuant to section 906 of The Sarbanes-Oxley Act of 2002 (furnished herewith).</u></a>
99.1	<a href="#"><u>Financial Statements of Defiance Integrated Technologies, Inc. as of and for the years ended December 31, 2017, 2016 and 2015 (audited) (filed herewith).</u></a>
99.2	<a href="#"><u>Financial Statements of Sunshine Media Group, Inc. and Subsidiaries as of and for the year ended December 31, 2017 and 2016 (unaudited) (filed herewith).</u></a>
99.3	<a href="#"><u>Financial Statements of Sunshine Media Group, Inc. and Subsidiaries as of and for the years ended December 31, 2016 and 2015 (audited) (filed herewith).</u></a>

## **ITEM 16. FORM 10-K SUMMARY**

None.

**SIGNATURES**

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

**GLADSTONE CAPITAL CORPORATION**

Date: November 14, 2018

By: /s/ NICOLE SCHALTENBRAND  
Nicole Schaltenbrand  
Chief Financial Officer and Treasurer

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

Date: November 14, 2018

By: /s/ DAVID GLADSTONE  
David Gladstone  
Chief Executive Officer and Chairman of the Board of Directors (principal executive officer)

Date: November 14, 2018

By: /s/ TERRY LEE BRUBAKER  
Terry Lee Brubaker  
Vice Chairman of the Board of Directors, Chief Operating Officer

Date: November 14, 2018

By: /s/ ROBERT L. MARCOTTE  
Robert L. Marcotte  
President

Date: November 14, 2018

By: /s/ NICOLE SCHALTENBRAND  
Nicole Schaltenbrand  
Chief Financial Officer and Treasurer (principal financial and accounting officer)

Date: November 14, 2018

By: /s/ ANTHONY W. PARKER  
Anthony W. Parker  
Director

Date: November 14, 2018

By: /s/ JOHN OUTLAND  
John Outland  
Director

Date: November 14, 2018

By: /s/ MICHELA A. ENGLISH  
Michela A. English  
Director

Date: November 14, 2018

By: /s/ PAUL ADELGREN  
Paul Adलगren  
Director

Date: November 14, 2018

By: /s/ WALTER H. WILKINSON, JR.  
Walter H. Wilkinson, Jr.  
Director

Date: November 14, 2018

By: /s/ CAREN D. MERRICK  
Caren D. Merrick  
Director



## Table of Contents

Company and Investment(A)(B)(D)(L)(M)	Principal/ Shares/Units(K)	Net Realized Gain (Loss) for Period	Amount of Investment Income(C)	Value as of September 30, 2017	Gross Additions(D)	Gross Reductions(E)	Net Unrealized Appreciation (Depreciation)	Value as of September 30, 2018
<b>Diversified Natural Resources, Precious Metals and Minerals – 0.3%</b>								
Lignetics, Inc. – Common Stock	152,603	—	—	828	—	—	(22)	806
<b>Textiles and Leather – 2.8%</b>								
Targus Cayman HoldCo, Ltd. – Common Stock	3,076,414	—	—	4,879	—	—	1,677	6,556
<b>Total Common Equity</b>		<b>\$ —</b>	<b>\$ —</b>	<b>\$ 5,707</b>	<b>\$ —</b>	<b>\$ —</b>	<b>\$ 1,655</b>	<b>\$ 7,362</b>
<b>TOTAL AFFILIATE INVESTMENTS</b>		<b>\$ —</b>	<b>\$ 5,103</b>	<b>\$ 42,648</b>	<b>\$ 5,099</b>	<b>\$ (300)</b>	<b>\$ 1,409</b>	<b>\$ 48,856</b>
<b>CONTROL INVESTMENTS – 6.6%</b>								
<b>Secured First Lien Debt – 1.8%</b>								
<b>Machinery – 1.2%</b>								
PIC 360, LLC – Term Debt (14.0% Cash, Due 9/2019) (J)	\$ 2,850	\$ —	\$ 758	\$ 4,000	\$ —	\$ (1,150)	\$ —	\$ 2,850
<b>Printing and Publishing – 0.6%</b>								
Sunshine Media Holdings – Line of Credit, \$0 available (8.0%, Due 5/2018) (G) (I)	—	—	108	1,328	—	(1,328)	—	—
Sunshine Media Holdings – Term Debt (8.0%, Due 5/2018) (F) (G) (I)	—	(3,525)	—	679	—	(3,525)	2,846	—
Sunshine Media Holdings – Term Debt (L + 3.8%, 6.0% Cash, Due 5/2018) (F) (G)	—	(8,423)	22	1,621	—	(8,401)	6,780	—
Sunshine Media Holdings – Term Debt (L + 4.0%, 6.3% Cash, Due 5/2018) (F) (G)	—	(10,700)	—	—	—	(10,700)	10,700	—
TNCP Intermediate HoldCo, LLC – Line of Credit, \$500 available (8.0% Cash, Due 9/2021) (I)	1,500	—	—	—	1,500	—	—	1,500
		<b>(22,648)</b>	<b>130</b>	<b>3,628</b>	<b>1,500</b>	<b>(23,954)</b>	<b>20,326</b>	<b>1,500</b>
<b>Total Secured First Lien Debt</b>		<b>\$ (22,648)</b>	<b>\$ 888</b>	<b>\$ 7,628</b>	<b>\$ 1,500</b>	<b>\$ (25,104)</b>	<b>\$ 20,326</b>	<b>\$ 4,350</b>
<b>Secured Second Lien Debt – 3.4%</b>								
<b>Automobile– 3.4%</b>								
Defiance Integrated Technologies, Inc. – Term Debt (L + 9.5%, 11.6% Cash, Due 8/2023)	\$ 8,065	\$ —	\$ 923	\$ 8,065	\$ —	\$ —	\$ —	\$ 8,065
<b>Preferred Equity – 0.0%</b>								
<b>Printing and Publishing – 0.0%</b>								
Sunshine Media Holdings – Preferred Stock (G)	—	\$ (5,281)	\$ —	\$ —	\$ —	\$ (5,275)	\$ 5,275	\$ —
<b>Common Equity – 1.4%</b>								
<b>Automobile– 0.5%</b>								
Defiance Integrated Technologies, Inc. – Common Stock	33,321	—	—	2,856	—	—	(1,768)	1,088
<b>Machinery – 0.7%</b>								
PIC 360, LLC – Common Equity Units	750	—	—	316	—	—	1,306	1,622

## Table of Contents

Company and Investment(A)(B)(D)(L)(M)	Principal/ Shares/Units(K)	Net Realized Gain (Loss) for Period	Amount of Investment Income(C)	Value as of September 30, 2017	Gross Additions(D)	Gross Reductions(E)	Net Unrealized Appreciation (Depreciation)	Value as of September 30, 2018
<b>Printing and Publishing – 0.0%</b>								
Sunshine Media Holdings – Common Stock(G)	—	(240)	—	—	—	(740)	740	—
Sunshine Media Holdings – Common Stock Warrants(G)	—	—	—	—	—	—	—	—
TNCP Intermediate HoldCo, LLC – Common Equity Units	790,000	—	—	—	500	—	(2)	498
		(240)	—	—	500	(740)	738	498
<b>Total Common Equity</b>		<b>\$ (240)</b>	<b>\$ —</b>	<b>\$ 3,172</b>	<b>\$ 500</b>	<b>\$ (740)</b>	<b>\$ 276</b>	<b>\$ 3,208</b>
<b>TOTAL CONTROL INVESTMENTS</b>		<b>\$ (28,169)</b>	<b>\$ 1,811</b>	<b>\$ 18,865</b>	<b>\$ 2,000</b>	<b>\$ (31,119)</b>	<b>\$ 25,877</b>	<b>\$ 15,623</b>

(A) Certain of the securities listed in this schedule are issued by affiliate(s) of the indicated portfolio company.

(B) Common stock, warrants, options, membership units and, in some cases, preferred stock are generally non-income producing and restricted.

(C) Represents the total amount of interest, dividends and other income credited to investment income for the portion of the fiscal year an investment was a control or affiliate investment, as appropriate.

(D) Gross additions include increases in investments resulting from new portfolio investments, paid-in-kind interest or dividends, the amortization of discounts and fees, and the exchange of one or more existing securities for one or more new securities.

(E) Gross reductions include decreases in investments resulting from principal collections related to investment repayments or sales, the amortization of premiums and acquisition costs, and the exchange of one or more existing securities for one or more new securities.

(F) Debt security was on non-accrual status as of (or during the year ended) September 30, 2018, and, therefore, was considered non-income producing for a period of time during the fiscal year ended September 30, 2018.

(G) In September 2018, we restructured our investment in Sunshine Media Holdings resulting in a \$28.2 million realized loss and a new \$2.0 million investment in TNCP Intermediate HoldCo, LLC.

(H) Reserved.

(I) Interest rate percentages represent cash interest rates in effect at September 30, 2018, and due dates represent the contractual maturity date. Unless indicated otherwise, all cash interest rates are indexed to 30-day London Interbank Offered Rate (“LIBOR”), which was 2.27% as of September 30, 2018. If applicable, paid-in-kind (“PIK”) interest rates are noted separately from the cash interest rates and any unused line of credit fees are excluded.

(J) Debt security has a fixed interest rate.

(K) Represents the principal balance for debt investments and the number of shares/units held for equity investments. Warrants are represented as a percentage of ownership, as applicable.

(L) Unless indicated otherwise, all of our investments are valued using Level 3 inputs within the FASB Accounting Standard Codification (“ASC”) Topic 820, “Fair Value Measurements and Disclosures” (“ASC 820”) fair value hierarchy. Refer to Note 3—*Investments in the accompanying Notes to Consolidated Financial Statements* for additional information.

(M) Category percentages represent the fair value of each category and subcategory as a percentage of net assets as of September 30, 2018.

\*\* Information related to the amount of equity in the net profit and loss for the year for the investments listed has not been included in this schedule. This information is not considered to be meaningful due to the complex capital structures of the portfolio companies, with different classes of equity securities outstanding with different preferences in liquidation. These investments are not consolidated, nor are they accounted for under the equity method of accounting.

**SUBSIDIARIES OF THE REGISTRANT**

Gladstone Business Loan, LLC (organized in Delaware)

Defiance Integrated Technologies, Inc. (incorporated in Delaware)

TNCP Intermediate HoldCo, LLC

**CERTIFICATION**  
**Pursuant to Section 302 of The Sarbanes-Oxley Act of 2002**

I, David Gladstone, certify that:

1. I have reviewed this annual report on Form 10-K of Gladstone Capital Corporation;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: November 14, 2018

/s/ DAVID GLADSTONE

David Gladstone  
Chief Executive Officer

**CERTIFICATION**  
**Pursuant to Section 302 of The Sarbanes-Oxley Act of 2002**

I, Nicole Schaltenbrand, certify that:

1. I have reviewed this annual report on Form 10-K of Gladstone Capital Corporation;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: November 14, 2018

/s/ NICOLE SCHALTENBRAND

Nicole Schaltenbrand  
Chief Financial Officer



CERTIFICATION PURSUANT TO 18 U.S.C. SECTION 1350,  
AS ADOPTED PURSUANT TO  
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

The undersigned, the Chief Executive Officer and Chairman of the Board of Gladstone Capital Corporation (the "Company"), hereby certifies on the date hereof, pursuant to 18 U.S.C. §1350(a), as adopted pursuant to Section 906 of The Sarbanes-Oxley Act of 2002, that the Annual Report on Form 10-K for the fiscal year ended September 30, 2018 (the "Form 10-K"), filed concurrently herewith by the Company, fully complies with the requirements of Section 13(a) or Section 15(d) of the Securities Exchange Act of 1934, as amended, and that the information contained in the Form 10-K fairly presents, in all material respects, the financial condition and results of operations of the Company.

Dated: November 14, 2018

/s/ DAVID GLADSTONE

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David Gladstone  
Chief Executive Officer

CERTIFICATION PURSUANT TO 18 U.S.C. SECTION 1350,  
AS ADOPTED PURSUANT TO  
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

The undersigned, the Chief Financial Officer of Gladstone Capital Corporation (the "Company"), hereby certifies on the date hereof, pursuant to 18 U.S.C. §1350(a), as adopted pursuant to Section 906 of The Sarbanes-Oxley Act of 2002, that the Annual Report on Form 10-K for the fiscal year ended September 30, 2018 (the "Form10-K"), filed concurrently herewith by the Company, fully complies with the requirements of Section 13(a) or Section 15(d) of the Securities Exchange Act of 1934, as amended, and that the information contained in the Form 10-K fairly presents, in all material respects, the financial condition and results of operations of the Company.

Dated: November 14, 2018

/s/ NICOLE SCHALTENBRAND

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Nicole Schaltenbrand  
Chief Financial Officer

**DEFIANCE INTEGRATED TECHNOLOGIES, INC**

**CONSOLIDATED FINANCIAL STATEMENTS**

December 31, 2017, 2016 and 2015

**Napoleon, Ohio**

CONSOLIDATED FINANCIAL STATEMENTS  
December 31, 2017, 2016 and 2015

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## INDEPENDENT AUDITOR'S REPORT

To the Shareholders  
Defiance Integrated Technologies, Inc.  
Napoleon, Ohio

**Report on the Financial Statements**

We have audited the accompanying consolidated financial statements of Defiance Integrated Technologies, Inc., which comprise the consolidated balance sheets as of December 31, 2017, 2016 and 2015, and the related consolidated statements of operations, shareholders' equity, and cash flows for each of the three years in the period ended December 31, 2017, and the related notes to the financial statements.

***Management's Responsibility for the Financial Statements***

Management is responsible for the preparation and fair presentation of these consolidated financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

***Auditor's Responsibility***

Our responsibility is to express an opinion on these consolidated financial statements based on our audits. We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the consolidated financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

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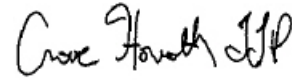
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**Opinion**

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of Defiance Integrated Technologies, Inc. as of December 31, 2017, 2016 and 2015, and the results of its operations and its cash flows for each of the three years in the period ended December 31, 2017 in accordance with accounting principles generally accepted in the United States of America.



Crowe Horwath LLP

Fort Wayne, Indiana  
March 6, 2018

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**CONSOLIDATED FINANCIAL STATEMENTS**

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DEFIANCE INTEGRATED TECHNOLOGIES, INC.  
CONSOLIDATED BALANCE SHEETS  
December 31, 2017, 2016 and 2015

	2017	2016	2015
<b>ASSETS</b>			
Current assets			
Cash in bank	\$ 970	\$ 970	\$ 5,253
Accounts receivable, trade net of allowance for doubtful accounts: 2017 - \$483; 2016 - \$3,000; 2015 - \$26,700	3,067,305	2,740,338	3,094,626
Accounts receivable, other	127,011	80,238	70,804
Income tax receivable	216,268	264,356	942,237
Inventories	3,159,176	2,579,473	2,083,612
Prepaid expenses	431,512	393,143	394,470
Total current assets	<u>7,002,242</u>	<u>6,058,518</u>	<u>6,591,002</u>
Property, plant and equipment			
Land	35,000	35,000	300,250
Leasehold improvements	688,721	566,010	566,010
Machinery and equipment	8,063,437	7,701,758	7,462,956
Office equipment	104,685	106,176	137,284
Construction in process	4,005,186	138,821	222,688
	<u>12,897,029</u>	<u>8,547,765</u>	<u>8,689,188</u>
Less accumulated depreciation	<u>5,013,855</u>	<u>4,171,726</u>	<u>3,344,663</u>
	7,883,174	4,376,039	5,344,525
Goodwill	2,159,134	2,159,134	2,159,134
Unpatented technology	5,120,000	5,120,000	5,120,000
Customer relationships, net	—	—	194,780
Non-compete agreement, net	17,500	20,000	20,000
Debt issuance costs, net	71,263	26,440	43,139
Total assets	<u>\$ 22,253,313</u>	<u>\$ 17,760,131</u>	<u>\$ 19,472,580</u>

(Continued)



DEFIANCE INTEGRATED TECHNOLOGIES, INC.  
CONSOLIDATED BALANCE SHEETS  
December 31, 2017, 2016 and 2015

	2017	2016	2015
<b>LIABILITIES</b>			
Current liabilities			
Bank overdraft	\$ 652,077	\$ 581,050	\$ 5,633
Accounts payable	1,217,628	852,174	1,027,497
Accrued expenses	1,161,278	900,200	791,365
Current maturities of long-term debt	166,855	320,000	508,959
Total current liabilities	3,197,838	2,653,424	2,333,454
Revolving credit facility	532,383	488,122	942,436
Fair value of derivative liability	—	—	833,168
Long-term debt, less current maturities	9,900,026	5,824,623	6,888,917
Deferred tax liability	1,168,000	1,831,000	2,092,000
Total liabilities	14,798,247	10,797,169	13,089,975
<b>SHAREHOLDERS' EQUITY</b>			
Preferred stock (4,750 shares authorized. 0 shares issued and outstanding at December 31, 2017 and 4,750 shares authorized, issued and outstanding with \$.01 par value at December 31, 2016 and 2015; \$0, \$389,029 and \$366,478 liquidation preference at December 31, 2017, 2016 and 2015, respectively)			
	—	48	48
Common stock (55,500, 55,500, 50,000 shares authorized with \$.01 par value, issued and outstanding 37,050 shares at December 31, 2017 and 2016, and 19,391 shares at December 31, 2015)			
	371	371	194
Additional paid in capital	1,058,698	1,265,717	686,099
Retained earnings	6,395,997	5,696,826	5,696,264
Total shareholders' equity	7,455,066	6,962,962	6,382,605
Total liabilities and shareholders' equity	<u>\$ 22,253,313</u>	<u>\$ 17,760,131</u>	<u>\$ 19,472,580</u>

See accompanying notes to the consolidated financial statements.

DEFIANCE INTEGRATED TECHNOLOGIES, INC.  
CONSOLIDATED STATEMENTS OF OPERATIONS  
For the years ended December 31, 2017, 2016 and 2015

	2017	2016	2015
Net sales	\$25,798,585	\$22,681,730	\$26,661,374
Cost of sales	<u>22,211,826</u>	<u>19,247,388</u>	<u>22,453,973</u>
Gross profit	3,586,759	3,434,342	4,207,401
Selling, general and administrative expenses	2,483,024	2,412,000	2,372,937
Relocation expenses	—	—	2,263,749
Impairment of long lived asset	—	265,250	—
Impairment of intangible asset	—	173,336	—
Share based compensation	<u>42,933</u>	<u>28,525</u>	<u>20,582</u>
Income (loss) before other expenses	1,060,802	555,231	(449,867)
Other (income) expenses			
Change in fair value of derivative liability	—	—	48,451
Other (income) expense	29,093	(10,399)	(30,725)
Interest expense	<u>873,788</u>	<u>768,060</u>	<u>778,800</u>
Total other expense	<u>902,881</u>	<u>757,661</u>	<u>796,526</u>
Income (loss) before (benefit from) provision for income taxes	157,921	(202,430)	(1,246,393)
(Benefit from) provision for income taxes	<u>(686,035)</u>	<u>(202,992)</u>	<u>(482,485)</u>
Net income (loss)	<u>\$ 843,956</u>	<u>\$ 562</u>	<u>\$ (763,908)</u>

See accompanying notes to the consolidated financial statements.

DEFIANCE INTEGRATED TECHNOLOGIES, INC.  
CONSOLIDATED STATEMENTS OF SHAREHOLDERS' EQUITY  
For the years ended December 31, 2017, 2016 and 2015

	Preferred Stock		Common Stock		Additional Paid in Capital	Retained Earnings	Total
	Number of Shares	Amount	Number of Shares	Amount			
Balance at January 1, 2015	4,750	\$ 48	19,391	\$ 194	\$ 665,517	\$ 6,460,172	\$7,125,931
Stock option compensation	—	—	—	—	20,582	—	20,582
Net loss for the year ended December 31, 2015	—	—	—	—	—	(763,908)	(763,908)
Balance at December 31, 2015	4,750	\$ 48	19,391	\$ 194	\$ 686,099	\$ 5,696,264	\$6,382,605
Repurchase of shares	—	—	(262)	(3)	(31,896)	—	(31,899)
Sale of shares	—	—	17,921	180	582,989	—	583,169
Stock option compensation	—	—	—	—	28,525	—	28,525
Net income for the year ended December 31, 2016	—	—	—	—	—	562	562
Balance at December 31, 2016	4,750	\$ 48	37,050	\$ 371	\$ 1,265,717	\$ 5,696,826	\$6,962,962
Repurchase of shares	(4,750)	(48)	—	—	(249,952)	—	(250,000)
Dividend Paid	—	—	—	—	—	(144,785)	(144,785)
Stock option compensation	—	—	—	—	42,933	—	42,933
Net income for the year ended December 31, 2017	—	—	—	—	—	843,956	843,956
Balance at December 31, 2017	—	\$ —	37,050	\$ 371	\$ 1,058,698	\$ 6,395,997	\$7,455,066

See accompanying notes to the consolidated financial statements.

DEFIANCE INTEGRATED TECHNOLOGIES, INC.  
CONSOLIDATED STATEMENTS OF CASH FLOWS  
For the years ended December 31, 2017, 2016 and 2015

	2017	2016	2015
<b>Cash flows from operating activities</b>			
Net income (loss)	\$ 843,956	\$ 562	\$ (763,908)
Adjustments to reconcile net income (loss) to net cash provided by (used for) operating activities			
Depreciation and amortization	888,751	865,206	862,683
Loss on asset disposal	2,976	—	36,798
Impairment of long lived asset	—	265,250	—
Impairment of intangible asset	—	173,336	—
Share based compensation	42,933	28,525	20,582
Change in fair value of derivative liability	—	—	48,451
Deferred taxes	(663,000)	(261,000)	135,145
Changes in current assets and liabilities			
Inventories	(579,702)	(495,861)	715,670
Accounts receivable	(406,868)	344,854	756,544
Income tax receivable	48,088	677,881	(942,237)
Prepaid expenses	(38,369)	1,327	(92,401)
Accounts payable and accrued expenses	332,465	(66,488)	(892,437)
Net cash provided by (used for) operating activities	<u>471,230</u>	<u>1,533,592</u>	<u>(115,110)</u>
<b>Cash flows from investing activities</b>			
Capital expenditures	(4,050,637)	(123,827)	(1,218,464)
Proceeds from asset disposal	—	—	500
Net cash used for investing activities	<u>(4,050,637)</u>	<u>(123,827)</u>	<u>(1,217,964)</u>
<b>Cash flows from financing activities</b>			
Checks written in excess of bank balance	71,026	575,417	(138,080)
Debt issuance costs	(63,352)	—	(50,097)
Payments on revolving credit facility	(11,683,042)	(7,369,088)	(11,294,623)
Borrowings on revolving credit facility	11,727,302	6,914,774	12,237,059
Payments on long-term debt	(15,959)	(1,013,253)	(1,110,737)
Borrowings on term notes payable	2,018,216	—	865,000
Payments on derivative liability	—	(833,168)	(750,000)
Borrowings on subordinated debt	2,000,000	—	—
Payments on subordinated debt	(80,000)	(240,000)	(80,000)
Repurchase of preferred stock	(250,000)	—	—
Dividends paid	(144,784)	—	—
Repurchase of common stock	—	(31,899)	—
Issuance of common stock	—	583,169	—
Net cash used for financing activities	<u>3,579,407</u>	<u>(1,414,048)</u>	<u>(321,478)</u>
Net change in cash	—	(4,283)	(1,654,552)
Cash, beginning of period	970	5,253	1,659,805
<b>Cash, end of period</b>	<u>\$ 970</u>	<u>\$ 970</u>	<u>\$ 5,253</u>

See accompanying notes to the consolidated financial statements.

**NOTE 1 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

Principles of Consolidation: The consolidated financial statements include the accounts of Defiance Integrated Technologies, Inc. (the "Company") and its wholly-owned subsidiaries Defiance Stamping Company and Pro Shear Corporation. All intercompany accounts and transactions have been eliminated.

General: The Defiance Stamping Company manufactures stamped metal products at its Napoleon, Ohio facility primarily for customers in the heavy truck and automotive industry. Pro Shear Corporation manufactures and assembles components used in cars and trucks at its Fort Wayne, Indiana facility.

Revenue Recognition: Revenue is recognized upon shipment of product.

Use of Estimates: The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities as of the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates. Significant estimates are considered to be share based compensation, reserves related to uncollectible accounts receivable, inventory, a derivative liability and carrying values of goodwill and other intangible assets.

Accounts Receivable, trade: The Company sells to customers using credit terms customary in its industry. Interest is not normally charged on outstanding receivables. Based principally on historical losses, aging from invoice dates, and prevailing economic conditions, the Company reduces recorded receivables to their estimated net realizable value by a valuation allowance.

Inventories: Inventories are stated at the lower of cost, first-in, first-out (FIFO) method or net realizable value.

Property, Plant and Equipment: Depreciation is provided using the straight-line method over the estimated useful lives of the respective acquired assets. Leasehold improvements are amortized over the lesser of the improvement's estimated economic useful life or the remaining term of the lease to which the improvement is subject. Costs and related accumulated depreciation are removed from the accounts for assets retired from service and a gain or loss on disposition is recorded in income when realized. Depreciation expense for 2017, 2016 and 2015 was \$867,722, \$827,063 and \$826,781, respectively.

The Company annually, or as required, evaluates the recoverability of its long-lived assets, primarily property, plant and equipment. The Company evaluates recoverability when events and circumstances indicate that the net carrying value of its long-lived assets may not be recoverable. The Company owns land in Defiance, Ohio that was previously acquired for potential expansion of its then existing facility. In 2016, subsequent to the relocation of the facility to Napoleon, Ohio, the Company determined that it would not use this land for future operations. The Company had the land appraised and recorded an impairment loss of \$265,250 to adjust this asset to its fair value. The land was appraised using the sales comparison method. There were no such impairments in 2017 and 2015.

Goodwill: Goodwill is recorded at cost and is assessed at least annually for impairment with any such impairment recognized in the current results of operations. The Company first utilizes a qualitative assessment in determining if goodwill is potentially impaired. If based on the qualitative analysis there is potential impairment, the Company then performs a quantitative assessment. The Company considers qualitative factors such as macroeconomic conditions, industry conditions, financial performance and other entity specific conditions to determine whether it is more likely than not that the fair value of the reporting units is less than its carrying amount. The Company reviewed the carrying value of goodwill during fiscal 2017, 2016 and 2015 and determined no impairment exists.

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(Continued)

**NOTE 1 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES** (Continued)

Other Intangible Assets: The Company assessed the value of intangible assets at the time the Company was organized. The unpatented technology production process has an indefinite life and is evaluated each year for impairment. Intangible assets having a finite life were amortized by the straight-line method over the estimated benefit period (customer relationships – 180 months). The Company reviewed the carrying value of other intangible assets during fiscal 2016 and determined that the value of the customer relationship intangible was impaired due to the loss of sales from the customers to which this relates. An impairment loss of \$173,336 was recorded in 2016. There were no such impairments recorded in 2017 and 2015.

Debt Issue Costs: Fees paid to creditors and third-party costs directly associated with debt agreements are capitalized as debt issue costs and amortized over the term of the related debt using the straight-line method as through interest expense on the statement of income and is reported as an operating cash flow through amortization on the statement of cash flows. The costs are materially related to the revolving line of credit and therefore have been classified as an asset.

Fair Value of Financial Instruments: Cash, accounts receivable, accounts payable, and short-term accrued expenses are reflected in the financial statements at historical value, which approximates fair value, because of the short-term duration of these instruments. The carrying value of the revolving line of credit and equipment note payable approximate fair value due to interest rates which are currently available to the Company for debt with similar terms and maturities.

Financial Accounting Standards Board (“FASB”) Accounting Standards Codification (“ASC”) 820 defines fair value as the exchange price that would be received for an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date. FASB ASC 820 also establishes a fair value hierarchy which requires an entity to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value. The standard describes three levels of inputs that may be used to measure fair value:

Level 1: Quoted prices (unadjusted) for identical assets or liabilities in active markets that the entity has the ability to access as of the measurement date.

Level 2: Significant other observable inputs other than Level 1 prices such as quoted prices for similar assets or liabilities; quoted prices in markets that are not active; or other inputs that are observable or can be corroborated by observable market data.

Level 3: Significant unobservable inputs that reflect a company’s own assumptions about the assumptions that market participants would use in pricing an asset or liability.

The Company used the following methods and significant assumptions to estimate the fair value of items:

Derivative: The Company’s derivative was related to a contingent interest feature on the subordinated debt and was reported at fair value. Fair value was obtained from the balance that is due to the holder of the instrument which was based on an initial amount owed with interest compounding on a monthly basis. The Company then prepared assumptions for an appropriate interest rate and an expected probability of a change in control to estimate the fair value of the instrument. The Company determined these to be Level 2 inputs. The Company determined the fair value of the derivative to be recorded as a liability was \$833,168 at December 31, 2015. The Company paid off the derivative liability in May 2016.

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(Continued)

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DEFIANCE INTEGRATED TECHNOLOGIES, INC.  
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS  
December 31, 2017, 2016 and 2015

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**NOTE 1 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES** (Continued)

The Company believes it is not practicable to determine the fair value of its subordinated related party notes payable to its majority equity holder, which are subordinated to the line of credit and equipment note payable. Unlike typical long-term debt, interest rates and other terms for subordinated debt are not readily available and generally involve a variety of factors, including due diligence by the debt holders. As such, it is not practicable to determine the fair value of the subordinated note payable without incurring excessive cost. Although it is not practicable to determine the fair value of its subordinated debt, the Company has experienced consistent operating results since the agreement was entered into, interest rates have not changed significantly, and management believes there have been no changes in its credit status. As such, management believes the fair value of the subordinated debt approximates its carrying amount.

Income Tax and Uncertain Tax Positions: The Company operates as a C Corporation for income tax purposes. Accordingly, deferred income tax assets and liabilities are computed based upon differences between the financial statements and tax basis of assets and liabilities that result in taxable or deductible amounts in the future based on enacted tax laws and rates applicable to the periods in which the differences are expected to affect taxable income.

The Company follows guidance issued by the Financial Accounting Standards Board (FASB) with respect to accounting for uncertainty in income taxes. A tax position is recognized as a benefit only if it is “more likely than not” that the tax position would be sustained in a tax examination, with a tax examination being presumed to occur. The amount recognized is the largest amount of tax benefit that is greater than 50% likely of being realized on examination. For tax positions not meeting the “more likely than not” test, no tax benefit is recorded. Management is not aware of any uncertain tax positions.

The Company is subject to U.S. federal income tax, as well as various state income taxes. The Company is no longer subject to examination by taxing authorities for years before 2013. The Company recognizes interest and/or penalties related to income tax matters in income tax expense. The Company did not have any amounts accrued for interest and penalties at December 31, 2017, 2016 and 2015. As a result of the Tax Cuts and Jobs Act of 2017, the Company revalued its deferred tax position at December 31, 2017 based on the new tax rates passed. This revaluation resulted in \$644,000 of income tax benefit being recognized in 2017.

Capital Structure: The Company’s equity structure consists of 55,500, as of December 31, 2017 and 2016, and 50,000, as of December 31, 2015, duly authorized shares of common stock, \$.01 par value per share, with 37,050 issued and outstanding at December 31, 2017 and 2016 and 19,391 issued and outstanding at December 31, 2015. The Company issued 17,921 shares of common stock at fair value during the year ended December 31, 2016 to primarily the majority shareholder. The Company also had 4,750 duly authorized and issued shares of callable Preferred A Stock, \$.01 par value per share at December 31, 2016 and 2015. The Preferred A Stock was repurchased in March 2017.

The holders of shares of Preferred A Stock were entitled to be paid in preference to the holders of any and all other classes of capital stock of the Company, out of funds legally available therefore, when and as declared by the board of directors. Dividends were cumulative at a rate of 6% per annum, compounded quarterly. Dividends of \$144,785 were paid in March 2017, at which time the Preferred A Stock was repurchased.

Stock Based Compensation: The Company recognizes compensation expense in the consolidated financial statements for awards of equity instruments to employees based on the grant-date fair value of those awards, estimated in accordance with provisions of Accounting Standards Codification (ASC) 718. Stock based compensation expense for 2017, 2016 and 2015 approximated \$42,933, \$28,525, and \$20,582, respectively, and is recorded in share based compensation on the consolidated income statement and recorded as additional paid-in capital on the consolidated balance sheets.

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(Continued)

DEFIANCE INTEGRATED TECHNOLOGIES, INC.  
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS  
December 31, 2017, 2016 and 2015

**NOTE 1 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES** (Continued)

Relocation Costs: The Company relocated its Defiance Stamping facility from Defiance, Ohio to Napoleon, Ohio during 2015. Relocation costs, which consist of moving costs, remaining lease payments, and other costs associated with replaced facilities and other related expenses, are expensed as incurred.

Insurance Proceeds: The Company nets insurance proceeds with the expenses incurred. During 2016, expenses totaling \$449,025 were incurred related to a significant press failure. Insurance proceeds received for this failure were \$312,895, resulting in \$136,130 of net expense being recorded.

Supplemental Cash Flow Information: The following table sets forth non-cash financing and investing activities and other cash flow information.

	2017	2016	2015
Supplemental disclosure of noncash investing and financing activity			
Capital expenditures paid by borrowings on long-term debt	\$ —	\$ —	\$191,503
Unpaid purchases of property and equipment included in accounts payable	\$327,195	\$ —	\$ —
Supplemental disclosures of cash flow information:			
Cash paid for interest	\$826,081	\$ 757,307	\$766,932
Cash received for income taxes	\$ (71,123)	\$ (619,873)	\$ (13,984)

Subsequent Events: Management has performed an analysis of the activities and transactions subsequent to December 31, 2017 to determine the need for any adjustments to and/or disclosures within the audited financial statements for the year ended December 31, 2017. Management has performed their analysis through March 6, 2018, the date the financial statements were available to be issued.

**NOTE 2 – INVENTORIES**

Inventories consisted of the following at December 31, 2017, 2016 and 2015:

	2017	2016	2015
Raw materials	\$ 1,109,271	\$ 1,069,170	\$ 735,003
Work in process	1,851,165	1,080,218	916,487
Finished goods	198,740	430,085	432,122
	<u>\$ 3,159,176</u>	<u>\$ 2,579,473</u>	<u>\$ 2,083,612</u>

(Continued)



DEFIANCE INTEGRATED TECHNOLOGIES, INC.  
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS  
December 31, 2017, 2016 and 2015

**NOTE 3 – GOODWILL AND INTANGIBLE ASSETS**

	2017		2016		2015	
	Gross Carrying Amount	Accumulated Amortization	Gross Carrying Amount	Accumulated Amortization	Gross Carrying Amount	Accumulated Amortization
<b>Un-amortized intangibles</b>						
Unpatented technology	\$ 5,120,000	N/A	\$ 5,120,000	N/A	\$ 5,120,000	N/A
<b>Amortized intangibles</b>						
Non-compete agreement	40,000	(22,500)	40,000	(20,000)	40,000	(20,000)
Customer relationships	—	—	—	—	321,656	(126,876)
	<u>\$ 5,160,000</u>	<u>\$ (22,500)</u>	<u>\$ 5,160,000</u>	<u>\$ (20,000)</u>	<u>\$ 5,481,656</u>	<u>\$ (146,876)</u>
Debt issuance costs	\$ 113,450	\$ (42,186)	\$ 50,097	\$ (23,657)	\$ 50,097	\$ (6,958)
Goodwill	\$ 2,159,134	N/A	\$ 2,159,134	N/A	\$ 2,159,134	N/A

Other intangible assets include the unpatented technology production process of heavy duty truck axle nuts and washers, customer relationships, and anon-compete agreement.

The customer relationship intangible asset was acquired in 2010 as part of the purchase of Specialty Engine of America, Inc. This business has declined significantly and in 2016 management determined the fair value to be \$0. An impairment loss of \$173,336 was recorded to write down the customer relationship intangible asset to the fair value in 2016. The non-compete asset includes agreements with 2 key employees acquired as part of the purchase of JBM Tool & Die. Each agreement is amortized using the straight-line method over the 2 year benefit period when triggered by the respective employees no longer being employed by the Company. One of the employees departed the company in 2013, while the other departed in 2017. Amortization expense for the non-compete agreement was \$2,500, \$0, and \$7,500 for the year ended December 31, 2017, 2016 and 2015, respectively.

Debt issuance costs are amortized over the remaining life of the related notes. Estimated amortization expense for debt issuance costs as of December 31, 2017 was:

2018	\$21,091
2019	21,091
2020	14,633
2021	5,593
2022	5,593
Thereafter	3,262
	<u>\$71,263</u>

**NOTE 4 – BANK LINE OF CREDIT**

During 2015, the Company had a credit and financing agreement that provided for a revolving line of credit of up to \$3,000,000 and term notes. The revolving line of credit was subject to a borrowing base calculation and bore interest at the 30 day LIBOR rate plus 2.50%. The Company replaced this credit agreement with a new credit agreement with a different commercial lender in August 2015. In August 2017, the Credit Agreement was amended to increase the borrowing capacity to \$6,000,000, change interest to one month LIBOR plus 3.50% or prime plus 0.50%, and extend the maturity date to August 2020. The borrowing capacity on the revolving line of credit was \$4,000,000 at December 31, 2016 and 2015. Prior to the amendment, the revolving credit agreement bore interest at the one month LIBOR plus 3.00% or prime (effective rate of 5.00%, 3.75% and 3.50% at December 31, 2017, 2016 and 2015, respectively).

(Continued)

DEFIANCE INTEGRATED TECHNOLOGIES, INC.  
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS  
December 31, 2017, 2016 and 2015

**NOTE 4 – BANK LINE OF CREDIT** (Continued)

The agreement is collateralized by all the assets of the Company. The Company had outstanding borrowings of \$532,383, \$488,122 and \$942,436 and borrowing availability of \$2,576,332, \$2,427,734 and \$2,025,960 at December 31, 2017, 2016 and 2015, respectively. In accordance with the terms of the credit agreement, the Company must comply with certain financial covenants. The Company was in compliance with its financial covenants at December 31, 2017, 2016 and 2015.

**NOTE 5 – LONG-TERM DEBT**

Long-term debt at December 31, 2017, 2016 and 2015 consists of the following:

	2017	2016	2015
Note payable to the Company's majority equity holder, quarterly principal payments of \$80,000 commenced on October 1, 2010 but have been suspended from time to time at the discretion of the loan holder. Per the modified agreement entered into August 2017, quarterly principal payment of \$80,000 resume January 1, 2019 and interest is computed at the higher of one-month LIBOR plus 9.50% or at 11%. Prior to the amendment, interest was computed at the higher of one-month LIBOR plus 8% or at 11% (11% effective rate at December 31, 2017, 2016 and 2015). All remaining outstanding principal under this note is due on August 15, 2023. The total note is in the amount of \$8,500,000. The Company may borrow up to the full amount of the note at the sole discretion of the lender. The note payable is secured by all assets of the Company. The lender is subordinated to the collateral position of the bank with the term loan below and Revolving Credit Facility.	\$ 6,064,623	\$ 6,144,623	\$ 6,384,623
Per agreement entered into July and August 2017, note payable to the Company's majority equity holder, due in full at maturity on August 15, 2023. Interest is computed at the higher of one-month LIBOR plus 9.50% or at 11% (11% effective rate at December 31, 2017). The note payable is secured by all assets of the Company. The lender is subordinated to the collateral position of the bank with the term loan below and Revolving Credit Facility.	2,000,000	—	—
Note payable, due in monthly principal installments of \$14,417 commencing on October 1, 2015. Interest was computed at 30 day LIBOR rate plus 3.00% for an effective rate of 3.50% at December 31, 2015. The total note was in the amount of \$865,000. The note payable was secured by all assets of the Company This loan was paid off in September 2016.	—	—	821,750

(Continued)

DEFIANCE INTEGRATED TECHNOLOGIES, INC.  
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS  
December 31, 2017, 2016 and 2015

**NOTE 5 - LONG-TERM DEBT** (Continued)

<p>Per amended and restated agreement dated August 15, 2017, note payable, due in monthly principal installments equal to one sixtieth of the principal outstanding under the note on August 1, 2018, commencing on September 1, 2018. Interest is computed at 30 day LIBOR rate plus 3.50% or prime rate plus 0.50% for an effective rate of 5.00% at December 31, 2017. The Company is able to borrow up to \$3,500,000 to fund equipment purchases. Prior to the amendment, interest was computed at 30 day LIBOR rate plus 3.00% for an effective rate of 3.50% at December 31, 2015 and the Company was able to borrow up to \$1,500,000. The loan was paid off as of December 31, 2016.</p>	<u>2,002,258</u>	<u>—</u>	<u>191,503</u>
	10,066,881	6,144,623	7,397,876
Less, current maturities	<u>(166,855)</u>	<u>(320,000)</u>	<u>(508,959)</u>
	<u>\$ 9,900,026</u>	<u>\$5,824,623</u>	<u>\$6,888,917</u>

The aggregate maturities of long-term debt as of December 31, 2017 are:

2018	\$ 166,855
2019	720,452
2020	720,452
2021	720,452
2022	720,452
Thereafter	<u>7,018,218</u>
	<u>\$ 10,066,881</u>

**NOTE 6 - DERIVATIVE LIABILITY**

The Company had a contingent interest feature in its note payable to the Company's majority equity holder. The feature required the Company to pay contingent interest to the lender at the time of a change in control as defined in the debt agreement. The feature accrued at a rate of 3% of the outstanding debt balance subject to a floor of 50% of the initial principal borrowings of \$6,325,000. The fee began accruing at the inception date of the underlying debt agreement until the time at which a change in control is triggered or the contingent interest was paid in full. The contingent interest still accrued in the event the underlying debt agreement was extinguished. Based on the Company's evaluation of ASC 815, Derivatives and Hedging, the Company determined that this feature was embedded and therefore evaluated it under ASC 815 and determined it is not clearly and closely related to the host instrument, the instrument is not accounted for at fair value through earnings, a separate instrument with the same features would meet the definition of a derivative if it was freestanding, and it does not qualify for an exception from derivative accounting. Therefore, it was determined the feature would be bifurcated and accounted for separately as a derivative. The fair value of the contingent interest feature was to be remeasured at each balance sheet date. The Company determined the fair value of the derivative to be recorded as a liability was \$833,168 at December 31, 2015.

From time to time, the Company was able to make prepayments of the contingent interest. The Company made payments totaling \$833,168 to pay off the balance of the liability in 2016. Interest stopped accruing at the time the instrument was paid in full. The Company previously made prepayments of \$750,000 during 2015.

DEFIANCE INTEGRATED TECHNOLOGIES, INC.  
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS  
December 31, 2017, 2016 and 2015

**NOTE 7 – SIGNIFICANT CUSTOMERS**

For the years ended December 31, 2017, 2016 and 2015 three customers exceeded 10% of sales and accounts receivable, respectively.

	2017	% of total	2016	% of total	2015	% of total
Sales	\$10,648,764	44.76%	\$9,736,981	42.93%	\$11,515,279	43.19%
Accounts receivable	\$ 1,550,646	50.55%	\$ 1,393,970	50.87%	\$ 1,664,284	53.78%

**NOTE 8 – INCOME TAXES**

Income tax provision (benefit) consists of the following:

	2017	2016	2015
Federal			
Current	\$ (23,035)	\$ (6,242)	\$(557,843)
Deferred	(663,445)	(159,323)	135,145
State			
Current	—	64,250	(59,787)
Deferred	445	(101,677)	—
Provision for income taxes	<u><u>\$(686,035)</u></u>	<u><u>\$(202,992)</u></u>	<u><u>\$(482,485)</u></u>

A reconciliation of the statutory income tax rate to the Company's effective income tax rate is as follows:

	2017	2016	2015
Tax computed at statutory rate	\$ 53,693	\$ (69,017)	\$(423,773)
State income tax, net	(293)	(24,702)	(59,787)
Non-deductible meals and entertainment	2,604	2,273	2,380
Non-deductible penalties	—	984	129
Change in rate	(644,000)	—	—
Other	(98,039)	(112,530)	(1,434)
	<u><u>\$(686,035)</u></u>	<u><u>\$(202,992)</u></u>	<u><u>\$(482,485)</u></u>

(Continued)

DEFIANCE INTEGRATED TECHNOLOGIES, INC.  
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS  
December 31, 2017, 2016 and 2015

**NOTE 8—Income Taxes** (Continued)

The difference between the effective tax rate and the federal statutory tax rate is primarily due to the revaluation of the deferred tax assets and liabilities and prior year true up of the deferred tax position.

	2017	2016	2015
Non current deferred tax assets	\$ 584,043	\$ 1,008,525	\$ 833,808
Non current deferred tax liabilities	(1,752,043)	(2,839,525)	(2,925,808)
Net deferred balance	<u>\$ (1,168,000)</u>	<u>\$ (1,831,000)</u>	<u>\$ (2,092,000)</u>

The principal sources of deferred tax liabilities are attributable to differences between income tax and financial reporting methods used in recording depreciation, amortization, debt restructuring, and certain accrued liabilities. The deferred tax assets are primarily attributable to transaction costs being amortized for tax purposes and various inventory and accounts receivable reserves.

**NOTE 9 – STOCK OPTIONS**

In July 2009, the Company adopted the 2009 Stock Incentive Plan. The Plan permitted the grant of 5,900 various stock awards to purchase shares of common stock of the Company to approved key employees as of December 31, 2015. During 2016, the Company authorized an addition 5,500 stock awards.

During 2015, the Company and the holders of these 524 options agreed to exchange the existing options to purchase shares of the Company's common stock with 524 new options. The new options are for the same number of shares but at a lower exercise price. The termination date is ten years from the date of the modification. Due to the modification the Company had an additional stock option modification expense of \$2,350. All additional expense is recorded as share based compensation.

During 2015, a total of 1,575 new options were granted to four employees or directors. The options become exercisable in equal yearly installments on the anniversary date of each of the three years following the date of grant. The options expire in ten years from the date of grant.

During 2016, a total of 4,581 additional options were granted to eight employees or directors. The options become exercisable in equal yearly installments on the anniversary date of each of the three years following the date of grant. The options expire in ten years from the date of grant.

The fair value of each option award is estimated on the date of grant using a Black Scholes option valuation model that uses the assumptions noted in the table below. Expected volatilities are based on comparisons with similar companies. The expected term of the options are based on the exercisable period. The Company uses historical data to estimate employee termination within the valuation model. The risk-free rate for periods within the contractual life of the option is based on the U.S. Treasury yield curve in effect at the time of grant. The remaining weighted average life on the stock options approximates 8 years. The calculation fair value is then recorded net of expected forfeitures.

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DEFIANCE INTEGRATED TECHNOLOGIES, INC.  
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS  
December 31, 2017, 2016 and 2015

**NOTE 9—STOCK OPTIONS** (Continued)

	2017	2016	2015
Assumptions used for issuance of stock options			
Expected volatility	N/A	43%	35%
Expected dividends	N/A	0%	0%
Expected term	N/A	10 years	10 years
Risk-free rate	N/A	1.97%	2.55%

A summary of option activity under the Plan as of December 31, 2017, 2016 and 2015:

	2017		2016		2015	
	Shares	Weighted-Average Exercise Price	Shares	Weighted-Average Exercise Price	Shares	Weighted-Average Exercise Price
<b>Options</b>						
Outstanding, beginning of year	6,680	\$ 32.54	2,099	\$ 32.54	524	\$ 195.78
Granted	—	—	4,581	32.54	2,099	32.54
Exercised	—	—	—	—	—	—
Forfeited or expired	—	—	—	—	(524)	(195.78)
Outstanding, end of year	6,680	\$ 32.54	6,680	\$ 32.54	2,099	\$ 32.54
Exercisable, end of year	3,626	\$ 32.54	1,400	\$ 32.54	700	\$ 32.54

A summary of the status of the Company's options as of December 31, 2017, 2016 and 2015, and changes during the years ended are presented below:

	2017		2016		2015	
	Shares	Weighted-Average Grant Date	Shares	Weighted-Average Grant Date	Shares	Weighted-Average Grant Date
		Fair Value		Fair Value		Fair Value
<b>Options</b>						
Nonvested, beginning of year	4,644	\$ 17.66	1,399	\$ 15.88	350	\$ 104.06
Granted	—	—	4,581	17.97	2,099	15.88
Vested	(2,227)	(17.31)	(1,336)	(16.88)	(700)	(15.88)
Forfeited	—	—	—	—	(350)	(104.06)
Nonvested, end of year	2,417	\$ 17.97	4,644	\$ 17.66	1,399	\$ 15.88

As of December 31, 2017, 2016 and 2015, there was approximately \$39,108, \$82,042, and \$36,500, respectively, of total unrecognized compensation cost related to non-vested share-based compensation arrangements granted under the Plan. This expense will be recognized over the next 1.5 years. In accordance with ASC 718, due to the fact that the options vest with time, the Company has recognized approximately \$42,933, \$28,525, and \$20,582 of stock based compensation as of December 31, 2017, 2016 and 2015, respectively, related to options that the employees have earned.

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DEFIANCE INTEGRATED TECHNOLOGIES, INC.  
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS  
December 31, 2017, 2016 and 2015

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**NOTE 10 – LEASE COMMITMENTS**

The Company leases manufacturing and office facilities, and certain pieces of equipment under several operating leases. Rent expense for the years ending December 31, 2017, 2016 and 2015 approximated \$885,000, \$888,000, and \$1,095,000, respectively. Total minimum rentals under non-cancellable operating leases as of December 31, 2017 over future fiscal years are approximately:

2018	\$ 752,200
2019	540,100
2020	470,200
2021	465,700
2022	465,000
Thereafter	<u>891,300</u>
	<u>\$3,584,500</u>

**NOTE 11 – EMPLOYEE BENEFIT PLANS**

The Company maintains 401 (k) plans covering all full-time employees. The Company matches employee's contributions up to the first 4% contributed by the employee. The Company may also make a discretionary bonus contribution to the plan. During 2017, 2016 and 2015, the Company did not make a bonus contribution.

For the years ended December 31, 2017, 2016 and 2015, total contribution for the plans approximated \$133,200, \$121,700, and \$141,600.

**NOTE 12 – CONTINGENCIES**

On February 20, 2018, the Company received notice of a claim for damages by a major customer due to the delivery of defective products in July 2017. The Company is vigorously defending itself and has performed testing on the product. Based on the results of that testing, it is management's opinion that, while the products did not meet certain specifications, they were not defective. Due to the timing of the claim notice and on-going investigation, the Company is unable to estimate the possible loss or range of loss as relates to the matter. Accordingly, no amount has been accrued as of December 31, 2017.

**SUNSHINE MEDIA GROUP, INC.**

**CONSOLIDATED FINANCIAL STATEMENTS**  
DECEMBER 31, 2017 AND 2016

(UNAUDITED)



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**SUNSHINE MEDIA GROUP, INC.**

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SUNSHINE MEDIA GROUP, INC.  
CONSOLIDATED BALANCE SHEETS  
DECEMBER 31, 2017 AND 2016  
(UNAUDITED)

	2017	2016
<b>ASSETS</b>		
<b>CURRENT ASSETS</b>		
Cash	\$ 421,882	\$ 133,391
Accounts receivable, net of allowance for doubtful accounts of \$ 63,613 and \$86,626 at December 31, 2017 and 2016, respectively	1,289,443	1,920,223
Unbilled revenue	9,307	144,166
Prepaid expenses	73,108	75,502
Total current assets	<u>1,793,740</u>	<u>2,273,282</u>
<b>LONG-TERM ASSETS</b>		
Plant and equipment, net	280,244	659,732
Intangible assets, net	—	216,738
Total long-term assets	<u>280,244</u>	<u>876,470</u>
<b>TOTAL ASSETS</b>	<u>\$ 2,073,984</u>	<u>\$ 3,149,752</u>

The accompanying notes are an integral part of the financial statements.

SUNSHINE MEDIA GROUP, INC.  
CONSOLIDATED BALANCE SHEETS  
DECEMBER 31, 2017 AND 2016  
(UNAUDITED)

	2017	2016
<b>LIABILITIES AND STOCKHOLDERS' DEFICIT</b>		
<b>CURRENT LIABILITIES</b>		
Notes payable	\$ 27,648,000	\$ 27,648,000
Line of credit	1,328,000	1,328,000
Current portion of capital lease	—	28,646
Accounts payable	730,258	1,005,590
Accrued expenses	986,911	1,115,280
Accrued interest to related party	8,077,685	6,607,732
Customer deposits	7,582	23,777
Deferred revenue	39,749	11,670
Total current liabilities	<u>38,818,185</u>	<u>37,768,695</u>
<b>STOCKHOLDERS' DEFICIT</b>		
Common stock, \$.001 par value; 3,000 shares authorized, 1,868 shares issued and outstanding	2	2
Preferred stock, \$.001 par value; 20,000 shares authorized, 15,270 shares issued and outstanding	15	15
Additional paid-in capital	14,371,640	14,371,640
Accumulated deficit	(51,115,858)	(48,990,600)
Total stockholders' deficit	<u>(36,744,201)</u>	<u>(34,618,943)</u>
<b>TOTAL LIABILITIES AND STOCKHOLDERS' DEFICIT</b>	<u>\$ 2,073,984</u>	<u>\$ 3,149,752</u>

The accompanying notes are an integral part of the financial statements.

SUNSHINE MEDIA GROUP, INC.  
CONSOLIDATED STATEMENTS OF OPERATIONS  
YEARS ENDED DECEMBER 31, 2017 AND 2016  
(UNAUDITED)

	2017	2016
<b>NET SALES</b>	\$11,279,574	\$13,716,876
<b>COST OF SALES</b>	<u>7,575,710</u>	<u>8,715,688</u>
Gross profit	3,703,864	5,001,188
<b>OPERATING EXPENSES</b>		
Sales and marketing	1,341,508	2,246,851
Depreciation and amortization	606,680	602,656
General and administrative	<u>2,280,383</u>	<u>2,728,449</u>
Total operating expenses	4,228,571	5,577,956
<b>LOSS FROM OPERATIONS</b>	<u>(524,707)</u>	<u>(576,768)</u>
<b>OTHER INCOME (EXPENSE)</b>		
Interest expense	(1,710,353)	(1,697,217)
Other income	109,802	349,906
Total other income (expense)	<u>(1,600,551)</u>	<u>(1,347,311)</u>
<b>NET LOSS</b>	<u>\$ (2,125,258)</u>	<u>\$ (1,924,079)</u>

The accompanying notes are an integral part of the financial statements.

SUNSHINE MEDIA GROUP, INC.  
CONSOLIDATED STATEMENTS OF STOCKHOLDERS' DEFICIT  
YEARS ENDED DECEMBER 31, 2017 AND 2016  
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	Common Shares	Amount	Preferred Shares	Amount	Additional Paid-In Capital	Accumulated Deficit	Total
<b>BALANCE AT DECEMBER 31, 2015</b>	1,868	\$ 2	15,270	\$ 15	\$14,371,640	\$(47,066,521)	\$(32,694,864)
Net loss	—	—	—	—	—	(1,924,079)	(1,924,079)
<b>BALANCE AT DECEMBER 31, 2016</b>	1,868	2	15,270	15	14,371,640	(48,990,600)	(34,618,943)
Net loss	—	—	—	—	—	(2,125,258)	(2,125,258)
<b>BALANCE AT DECEMBER 31, 2017</b>	<u>1,868</u>	<u>\$ 2</u>	<u>15,270</u>	<u>\$ 15</u>	<u>\$14,371,640</u>	<u>\$(51,115,858)</u>	<u>\$(36,744,201)</u>

The accompanying notes are an integral part of the financial statements.

SUNSHINE MEDIA GROUP, INC.  
CONSOLIDATED STATEMENTS OF CASH FLOWS  
DECEMBER 31, 2017 AND 2016  
(UNAUDITED)

	2017	2016
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>		
Net loss	\$ (2,125,258)	\$ (1,924,079)
Adjustments to reconcile net loss to net cash from operating activities:		
Depreciation and amortization	606,680	602,656
Noncash interest expense	1,469,953	1,175,267
(Increase) decrease in operating assets:		
Accounts receivable	630,780	643,554
Unbilled revenue	134,859	(13,245)
Prepaid expense	2,394	(857)
Increase (decrease) in operating liabilities:		
Accounts payable	(275,332)	208,735
Accrued expenses	(128,369)	(611,198)
Customer deposits	(16,195)	(121,104)
Deferred revenue	28,079	(7,723)
Net cash from operating activities	<u>327,591</u>	<u>(47,994)</u>
<b>CASH FLOWS FROM INVESTING ACTIVITIES</b>		
Purchases of plant and equipment	<u>(10,454)</u>	<u>(165,161)</u>
Net cash from investing activities	<u>(10,454)</u>	<u>(165,161)</u>
<b>CASH FLOWS FROM FINANCING ACTIVITIES</b>		
Principal payment on capital lease	<u>(28,646)</u>	<u>(50,510)</u>
Net cash from financing activities	<u>(28,646)</u>	<u>(50,510)</u>
<b>CHANGE IN CASH</b>		
Cash—beginning of year	<u>133,391</u>	<u>397,056</u>
Cash—end of year	<u>\$ 421,882</u>	<u>\$ 133,391</u>
<b>SUPPLEMENTAL DISCLOSURE OF CASH FLOW INFORMATION</b>		
Cash paid during the year for interest	<u>\$ 240,400</u>	<u>\$ 521,950</u>

The accompanying notes are an integral part of the financial statements.

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SUNSHINE MEDIA GROUP, INC.  
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS  
DECEMBER 31, 2017 AND 2016  
(UNAUDITED)

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**NOTE 1 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

**Organization and Nature of Business**

Sunshine Media Group, Inc. (the “Company”), incorporated on December 20, 2000, is a fully integrated publisher of regionally focused specialty trade magazines headquartered in Chattanooga, Tennessee. The Company provides full service advertising campaigns for the Hospital industry (Digital, Print and CRM). It also publishes in house magazines for which it sells ad space across two different titles; Builder Architect™ and M.D. News™ for a number of licensed publishers.

**Principles of Consolidation**

The consolidated financial statements include the accounts of the Company and its wholly-owned subsidiaries, Sunshine Media, Inc., Sunshine Media Printing, Inc., Sunshine Media Advertising, Inc., SMTN, Inc., Sunshine Custom Publishing, Inc., and True North Custom Publishing, LLC. All significant intercompany transactions and balances have been eliminated in consolidation.

**Use of Estimates**

The preparation of financial statements in accordance with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosures of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

**Fair Value of Financial Instruments**

The Company’s carrying amount for its financial instruments, which include cash, accounts receivable, and accounts payable and long-term debt, approximate fair value.

**Contingent Risk Regarding Cash Balances**

From time to time, the Company has on deposit, in institutions whose accounts are insured by the Federal Deposit Insurance Corporation (FDIC), funds that total in excess of the insured maximum. The at-risk amount is subject to significant fluctuations on a daily basis throughout the year. The Company does not believe it is exposed to any significant risk on cash and cash equivalents.

**Intangible Assets**

Intangible assets are amortized over their estimated useful life.

(Continued)

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SUNSHINE MEDIA GROUP, INC.  
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS  
DECEMBER 31, 2017 AND 2016  
(UNAUDITED)

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**NOTE 1 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES** (Continued)

**Accounts Receivable**

Accounts receivable are carried at original invoice amount less an estimate made for doubtful receivables based on a review of all outstanding amounts on a periodic basis. Interest is not normally charged on receivables. A valuation allowance is provided for known and anticipated credit losses, as determined by management in the course of regularly evaluating individual customer receivables. This evaluation takes into consideration a customer's financial condition and credit history, as well as current economic conditions. Accounts receivable are written off when deemed uncollectible. Recoveries of accounts receivable previously written off are recorded when received.

**Plant and Equipment**

Plant and equipment are recorded at cost less accumulated depreciation. Major additions and betterments are capitalized; maintenance and repairs are expensed as incurred. When plant and equipment are disposed of, the cost and related accumulated depreciation or amortization is removed from the respective amount, and resulting gains or losses are reflected in earnings. Depreciation and amortization are computed on the straight-line method. Leasehold improvements are depreciated over the lesser of the life of the lease or the estimated useful life of the asset. Plant and equipment are reviewed for impairment when events indicate the carrying amount may not be recoverable from future undiscounted cash flows. If impaired, the assets are recorded at fair value.

**Revenue Recognition**

Revenue from advertising and reprint sales is recognized upon distribution of the related magazines and reprints. Amounts received in advance of distribution are deferred as a customer deposit liability and are recognized as revenue upon distribution of the related magazines and reprints, generally within one to three months of receipt.

Revenues from publication contracts are recognized based on the established stages of completion.

Contract costs include direct job costs related to contract performance, such as mail prep costs, postage and custom photography. Direct labor payroll costs are charged to expense as incurred. Provisions for estimated losses on uncompleted contracts are made in the period in which such losses are determined. Changes in job performance, job conditions, and estimated profitability may result in revisions to costs and income and are recognized in the period in which the revisions are determined.

The asset "unbilled revenue" represents work performed on contracts not yet earned. The liability "deferred revenue" represents billings in excess of revenues earned.

(Continued)



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SUNSHINE MEDIA GROUP, INC.  
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS  
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(UNAUDITED)

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**NOTE 1 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES** (Continued)

**Revenue Recognition** (Continued)

The direct costs associated with print expenses are treated as a cost reimbursement and are recognized as revenue when incurred. Print costs incurred in excess of print billings are recorded as a receivable. Print billings in excess of print costs incurred are deferred as a liability.

**Shipping and Handling Costs**

The Company accounts for shipping and handling costs billed to customers as sales and totaled \$436,427 and \$479,606 for the years ended December 31, 2017 and 2016, respectively. Costs associated with shipping and handlings are included in cost of sales in the consolidated statement of operations and totaled \$348,963 and \$385,431 for the years ended December 31, 2017 and 2016, respectively.

**Advertising Costs**

The Company expenses advertising costs as incurred. Advertising costs for the years ended December 31, 2017 and 2016 totaled \$16,983 and \$39,731, respectively.

**Income Taxes**

Deferred taxes are provided on a liability method whereby deferred tax assets are recognized for taxable temporary differences and operating loss and tax credit carryforwards, and deferred tax liabilities are recognized for taxable temporary differences. Temporary differences are the differences between the reported amounts of assets and liabilities and their tax basis. Deferred tax assets are reduced by a valuation allowance when, in the opinion of management, it is more likely than not that some portion or all of the deferred tax assets will not be realized. Deferred tax assets and liabilities are adjusted for the effects of changes in tax laws and rates on the date of enactment.

The Company follows the guidance of FASB ASC Topic 740, *Income Taxes*. Using this guidance, tax positions initially need to be recognized in the financial statements when it is more-likely-than-not the position will be sustained upon examination by the tax authorities. Such tax positions initially and subsequently need to be measured as the largest amount of tax benefit that has a greater than 50% likelihood of being realized upon ultimate settlement with the tax authority assuming full knowledge of the position and relevant facts.

Based on its evaluation, the Company has concluded that there are no significant uncertain tax positions requiring recognition in its financial statements. The Company's evaluation was performed for the tax years ended December 31, 2014 through December 31, 2017, for both the United States Federal Income Tax and various states. These are the years which remain subject to examination by major tax jurisdictions as of December 31, 2017.

(Continued)

SUNSHINE MEDIA GROUP, INC.  
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**NOTE 2 – PLANT AND EQUIPMENT**

Property and equipment consist of the following at December 31:

	2017	2016
Leasehold improvements	\$ 313,342	\$ 313,342
Equipment	3,717,290	4,066,229
Furniture and fixtures	581,407	581,407
Software development costs	1,543,053	1,543,053
	<u>6,155,092</u>	<u>6,504,031</u>
Accumulated depreciation and amortization	<u>(5,874,848)</u>	<u>(5,844,299)</u>
	<u>\$ 280,244</u>	<u>\$ 659,732</u>

Depreciation expense on property and equipment was \$389,942 and \$384,656 for the years ended December 31, 2017 and 2016, respectively.

**NOTE 3 – INTANGIBLES**

Intangibles consist of the following as of December 31:

	Original Cost	Accumulated Amortization	Net
<b>December 31, 2017</b>			
Customer relationships	\$ 123,000	\$ (123,000)	\$ —
Trademarks	967,000	(967,000)	—
Total	<u>\$1,090,000</u>	<u>\$(1,090,000)</u>	<u>\$ —</u>
<b>December 31, 2016</b>			
Customer relationships	\$ 123,000	\$ (99,662)	\$ 23,338
Trademarks	967,000	(773,600)	193,400
Total	<u>\$1,090,000</u>	<u>\$ (873,262)</u>	<u>\$216,738</u>

The Company's intangible assets are amortized on a straight-line basis over the amortization periods as follows:

	Amortization Period (Years)
Customer relationships	5
Trademarks	5

Amortization expense related to intangible assets totaled \$216,738 and \$218,000 for the years ended December 31, 2017 and 2016, respectively.

(Continued)

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SUNSHINE MEDIA GROUP, INC.  
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS  
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**NOTE 4 – LINE OF CREDIT AND NOTE PAYABLE**

The Company has a \$2,000,000 line of credit with Gladstone Capital, a related party, with a balance due of \$1,328,000 at December 31, 2017 and 2016. The line of credit matures on May 14, 2018. Principal is due in quarterly payments of 50% of excess cash flow, as defined in the credit agreement, with all outstanding principal due at maturity. Interest accrues on the outstanding principal balance at 8% and is due on demand. The line of credit is collateralized by substantially all assets and shares of stock of the Company.

The Company has term note A with Gladstone Capital, a related party, totaling \$16,948,000 at December 31, 2017 and 2016. Principal payments are due in annual payments of 50% of excess cash flow, as defined in the credit agreement, with all outstanding principal due on May 14, 2018. No excess cash flow payment was due for the year ended December 31, 2017. Interest accrues at LIBOR plus 3.75% on \$11,948,000 of the balance and 8% on the remaining \$5,000,000. The note payable is collateralized by substantially all assets and shares of stock of the Company.

The Company has term note B with Gladstone Capital, a related party, totaling \$10,700,000 at December 31, 2017 and 2016. Principal is due in full on May 14, 2018. Interest accrues at 5.50% and is due on demand. The note payable is collateralized by substantially all assets and shares of stock of the Company.

The Company has a covenant to provide audited consolidated financial statements within 120 days of year end, without qualification. The Company was in compliance with this covenant at December 31, 2017 and 2016.

Interest expense for the year ended December 31, 2017 and 2016 totaled \$1,710,353 and \$1,697,217, respectively. Accrued interest at December 31, 2017 and 2016 totaled \$8,077,685 and \$6,607,732, respectively, and is payable on demand. If no demand is made, then accrued interest will be paid at maturity.

**NOTE 5 – EQUITY**

The Company has available for issuance preferred and common stock as authorized in the Company's amended and restated articles of incorporation. All of the Company's stockholders hold the same voting rights based on the number of shares owned.

The preferred stock will earn cumulative preferred returns of 8% of each stockholder's unreturned original cost plus any unpaid preferred returns. These cumulative preferred returns are in preference to common stockholders' cumulative dividends. The preferred stock accrues dividends at an annual rate of 8% based on unreturned original costs, compounded annually. In the event of a liquidation, the holders of the preferred stock are entitled to receive, prior to and in preference to any distributions to the holders of common stock, an amount equal to the sum of the unreturned original cost plus the accrued and unpaid cumulative dividends.

(Continued)

SUNSHINE MEDIA GROUP, INC.  
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS  
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**NOTE 6 – EMPLOYEE BENEFIT PLAN**

The Company maintains a contributory 401(k) plan for the benefit of employees meeting certain age and service requirements. Employees who elect to participate can make personal contributions to the plan based on certain percentages of salary earned within limitations prescribed by the Internal Revenue Code. Employer matching and profit-sharing contributions to the plan are discretionary and determined annually. The Company made no matching contributions to the plan during the years ended December 31, 2017 and 2016.

**NOTE 7 – OPERATING LEASE**

The Company leases corporate office space in Chattanooga, Tennessee under an operating lease expiring in March 2022. The Company at times also leases other equipment as needed.

Total rent expense related to all operating leases was \$259,494 and \$262,007 for the years ended December 31, 2017 and 2016, respectively. Future minimum lease payments on operating leases are as follows:

2018	\$ 160,615
2019	160,361
2020	165,218
2021	170,211
2022	<u>42,867</u>
Total	<u>\$699,272</u>

**NOTE 8 – INCOME TAXES**

The Company incurred no income tax expense or benefit for the years ended December 31, 2017 and 2016. This consists of a deferred tax expense (benefit) of \$4,120,900 and (\$786,500) for December 31, 2017 and 2016 with a change in valuation allowance of \$(4,120,900) and \$786,500 for December 31, 2017 and 2016.

On December 22, 2017, the President of the United States signed into law the Tax Cuts and Jobs Act (The “Act”). The Act permanently reduces the U.S. Corporate income tax rate from a maximum of 35% to a flat 21%, effective January 1, 2018. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to reverse. As a result of the reduction in the U.S. corporate income tax rate, the Company revalued its ending deferred tax asset at December 31, 2017 and recognized a provisional \$4,997,300 tax expense in the Company’s consolidated statement of operations for the year ended December 31, 2017. The Company also decreased its valuation allowance by the same \$4,997,300 which caused the tax changes to have no effect on the statement of operations.

As the Company has generated net losses since inception, there is uncertainty regarding the Company’s ability to realize deferred tax assets. Accordingly, a valuation allowance has been established relating to the Company’s net deferred tax assets. The valuation allowance was based upon management’s analysis of available information.

(Continued)

SUNSHINE MEDIA GROUP, INC.  
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS  
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**NOTE 8 – INCOME TAXES (Continued)**

The income tax provision differs from the amount of income tax determined by applying the U.S. federal income tax rate to pretax loss due to non-deductible expenses, over/under accruals from the prior year, the change in the valuation allowance, and other timing differences. The Company will begin to release the valuation allowance when it is more likely than not the deferred tax asset will be realized.

The tax effects of temporary differences that give rise to significant portions of deferred tax assets and liabilities consist of the following:

	2017	2016
Allowance for doubtful accounts	\$ 16,500	\$ 33,800
Accrued vacation and bonuses	46,000	38,100
Accrued interest	2,100,200	2,577,000
Sales tax reserve	24,900	85,600
Intangible assets	—	84,500
Charitable contributions carryforward	5,800	9,900
Federal net operating loss carryforward	6,303,000	9,860,000
State net operating loss carryforward	650,000	650,000
Deferred revenue	7,900	(51,700)
Depreciation	(12,400)	(24,400)
	9,141,900	13,262,800
Valuation allowance	<u>(9,141,900)</u>	<u>(13,262,800)</u>
Net deferred tax	<u>\$ —</u>	<u>\$ —</u>

**NOTE 9 – SUBSEQUENT EVENTS**

Management has evaluated events and transactions subsequent to the balance sheet date through March 2, 2018 (the date the financial statements were available to be issued) for potential recognition or disclosure in the financial statements. Management has not identified any items requiring recognition or disclosure.

**NOTE 10 – MANAGEMENT'S PLAN**

Management recognizes the Company has experienced losses since inception and has negative working capital as of December 31, 2017. Management has taken several steps to help reverse the situation and improve financial operations moving forward. First, the Company has undertaken several cost saving initiatives that have led to reduced overhead expenses by streamlining operations and updating software to both better serve clients and increase in-house efficiencies. Secondly, management is consistently taking their printing needs to market to ensure they are receiving the most reduced costs in their printing needs. They are also converting as many publications to electronic format eliminating printing costs altogether which will increase gross profit margins. Lastly, management is in process of hiring a new Chief Executive Officer that will be focused on sales growth through innovative sales strategies and acquisition of new clients.

The Company is dependent on financing, which is subject to certain covenants, to support its operations. The Company was in compliance with these covenants as of December 31, 2017. Gladstone Capital, a related party, has agreed to demand interest payments only to the extent the operating cash flows support the payment of interest.

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SUNSHINE MEDIA GROUP, INC.  
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS  
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**NOTE 11 – NEW ACCOUNTING PRONOUNCEMENTS**

The FASB issued ASU 2016-02, *Leases* (Topic 842), in February 2016. ASU 2016-02 requires the recognition by lessees of assets and liabilities that arise from all lease transactions, except for leases with a lease term of 12 months or less. The lessee accounting model under ASU 2016-02 retains two types of leases: finance leases, which are to be accounted for in substantially the same manner as the existing accounting for capital leases, and operating leases, which are to be accounted for (both in the statement of activities and the statement of cash flows) in a manner consistent with existing accounting for operating leases. ASU 2016-02 also requires expanded qualitative and quantitative disclosures regarding the amount, timing, and uncertainty of cash flows arising from leases. ASU 2016-02 applies to the Company's financial statements for the year ending December 31, 2020, with earlier implementation permitted. The Company's management has not determined the impact on its financial statements as a result of implementing ASU 2016-02.

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**SUNSHINE MEDIA GROUP, INC.**  
**CONSOLIDATED FINANCIAL STATEMENTS**  
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SUNSHINE MEDIA GROUP, INC.

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INDEPENDENT AUDITOR'S REPORT

Board of Directors and Stockholders  
Sunshine Media Group, Inc.  
Chattanooga, Tennessee

**Report on the Financial Statements**

We have audited the accompanying consolidated financial statements of Sunshine Media Group, Inc., which comprise the consolidated balance sheets as of December 31, 2016 and 2015, and the related consolidated statements of operations, stockholders' deficit, and cash flows for the years then ended, and the related notes to the consolidated financial statements.

***Management's Responsibility for the Financial Statements***

Management is responsible for the preparation and fair presentation of these consolidated financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of the consolidated financial statements that are free from material misstatement, whether due to fraud or error.

***Auditor's Responsibility***

Our responsibility is to express an opinion on these consolidated financial statements based on our audits. We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the consolidated financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

1200 Market Street, Chattanooga, TN 37402 | T 423.756.7771 | F 423.265.8125

AN INDEPENDENT MEMBER OF THE BDO ALLIANCE USA

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**Opinion**

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of Sunshine Media Group, Inc. as of December 31, 2016 and 2015, and the results of its operations and its cash flows for the years then ended in accordance with accounting principles generally accepted in the United States of America.

Chattanooga, Tennessee  
March 21, 2017

*Henderson Hutcherson*

SUNSHINE MEDIA GROUP, INC.  
CONSOLIDATED BALANCE SHEETS  
DECEMBER 31, 2016 AND 2015

	2016	2015
<b>ASSETS</b>		
<b>CURRENT ASSETS</b>		
Cash	\$ 133,391	\$ 397,056
Accounts receivable, net of allowance for doubtful accounts of \$ 86,626 and \$85,499 at December 31, 2016 and 2015, respectively	1,920,223	2,563,777
Unbilled revenue	144,166	130,921
Prepaid expenses	75,502	74,645
Total current assets	<u>2,273,282</u>	<u>3,166,399</u>
<b>LONG-TERM ASSETS</b>		
Plant and equipment, net	659,732	879,227
Intangible assets, net	216,738	434,738
Total long-term assets	<u>876,470</u>	<u>1,313,965</u>
TOTAL ASSETS	<u>\$ 3,149,752</u>	<u>\$ 4,480,364</u>

The accompanying notes are an integral part of the financial statements.

SUNSHINE MEDIA GROUP, INC.  
CONSOLIDATED BALANCE SHEETS  
DECEMBER 31, 2016 AND 2015

	2016	2015
<b>LIABILITIES AND STOCKHOLDERS' DEFICIT</b>		
<b>CURRENT LIABILITIES</b>		
Current portion of capital lease	\$ 28,646	\$ 56,412
Accounts payable	1,005,590	796,855
Accrued expenses	1,115,280	1,726,478
Accrued interest to related party	6,607,732	5,432,465
Customer deposits	23,777	144,881
Deferred revenue	11,670	19,393
Total current liabilities	<u>8,792,695</u>	<u>8,176,484</u>
<b>LONG-TERM LIABILITIES</b>		
Notes payable	27,648,000	27,648,000
Line of credit	1,328,000	1,328,000
Capital lease	—	22,744
Total long-term liabilities	<u>28,976,000</u>	<u>28,998,744</u>
<b>STOCKHOLDERS' DEFICIT</b>		
Common stock, \$.001 par value; 3,000 shares authorized, 1,868 shares issued and outstanding	2	2
Preferred stock, \$.001 par value; 20,000 shares authorized, 15,270 shares issued and outstanding	15	15
Additional paid-in capital	14,371,640	14,371,640
Accumulated deficit	<u>(48,990,600)</u>	<u>(47,066,521)</u>
Total stockholders' deficit	<u>(34,618,943)</u>	<u>(32,694,864)</u>
<b>TOTAL LIABILITIES AND STOCKHOLDERS' DEFICIT</b>	<u>\$ 3,149,752</u>	<u>\$ 4,480,364</u>

The accompanying notes are an integral part of the financial statements.

SUNSHINE MEDIA GROUP, INC.  
CONSOLIDATED STATEMENTS OF OPERATIONS  
YEARS ENDED DECEMBER 31, 2016 AND 2015

	2016	2015
<b>NET SALES</b>	\$13,716,876	\$ 16,335,552
<b>COST OF SALES</b>	<u>8,715,688</u>	<u>9,190,779</u>
Gross profit	5,001,188	7,144,773
<b>OPERATING EXPENSES</b>		
Sales and marketing	2,246,851	3,182,147
Depreciation and amortization	602,656	550,474
General and administrative	<u>2,728,449</u>	<u>2,994,760</u>
Total operating expenses	5,577,956	6,727,381
<b>(LOSS) INCOME FROM OPERATIONS</b>	<u>(576,768)</u>	<u>417,392</u>
<b>OTHER INCOME (EXPENSE)</b>		
Interest expense	(1,697,217)	(1,704,605)
Other income	<u>349,906</u>	<u>349,906</u>
Total other income (expense)	<u>(1,347,311)</u>	<u>(1,354,699)</u>
<b>NET LOSS</b>	<u>\$ (1,924,079)</u>	<u>\$ (937,307)</u>

The accompanying notes are an integral part of the financial statements.

SUNSHINE MEDIA GROUP, INC.  
CONSOLIDATED STATEMENTS OF STOCKHOLDERS' DEFICIT  
YEARS ENDED DECEMBER 31, 2016 AND 2015

	Common Shares	Amount	Preferred Shares	Amount	Additional Paid-In Capital	Accumulated Deficit	Total
<b>BALANCE AT DECEMBER 31, 2014</b>	1,868	\$ 2	15,270	\$ 15	\$ 14,371,640	\$ (46,129,214)	\$ (31,757,557)
Net loss	—	—	—	—	—	(937,307)	(937,307)
<b>BALANCE AT DECEMBER 31, 2015</b>	1,868	2	15,270	15	14,371,640	(47,066,521)	(32,694,864)
Net loss	—	—	—	—	—	(1,924,079)	(1,924,079)
<b>BALANCE AT DECEMBER 31, 2016</b>	<u>1,868</u>	<u>\$ 2</u>	<u>15,270</u>	<u>\$ 15</u>	<u>\$ 14,371,640</u>	<u>\$ (48,990,600)</u>	<u>\$ 34,618,943</u>

The accompanying notes are an integral part of the financial statements.

SUNSHINE MEDIA GROUP, INC.  
CONSOLIDATED STATEMENTS OF CASH FLOWS  
YEARS ENDED DECEMBER 31, 2016 AND 2015

	2016	2015
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>		
Net loss	\$(1,924,079)	\$ (937,307)
Adjustments to reconcile net loss to net cash from operating activities:		
Depreciation and amortization	602,656	550,474
Noncash interest expense	1,175,267	1,169,106
(Increase) decrease in operating assets:		
Accounts receivable	643,554	(453,414)
Unbilled revenue	(13,245)	(58,039)
Prepaid expense	(857)	4,382
Increase (decrease) in operating liabilities:		
Accounts payable	208,735	(151,471)
Accrued expenses	(611,198)	(95,464)
Customer deposits	(121,104)	61,823
Deferred revenue	(7,723)	5,991
Net cash from operating activities	<u>(47,994)</u>	<u>96,081</u>
<b>CASH FLOWS FROM INVESTING ACTIVITIES</b>		
Purchases of plant and equipment	<u>(165,161)</u>	<u>(423,973)</u>
Net cash from investing activities	<u>(165,161)</u>	<u>(423,973)</u>
<b>CASH FLOWS FROM FINANCING ACTIVITIES</b>		
Principal payment on capital lease	(50,510)	(53,464)
Net change in revolving line of credit	<u>—</u>	<u>(272,000)</u>
Net cash from financing activities	<u>(50,510)</u>	<u>(325,464)</u>
<b>CHANGE IN CASH</b>	<u>(263,665)</u>	<u>(653,356)</u>
Cash - beginning of year	397,056	1,050,412
Cash - end of year	<u>\$ 133,391</u>	<u>\$ 397,056</u>
<b>SUPPLEMENTAL DISCLOSURE OF CASH FLOW INFORMATION</b>		
Cash paid during the year for interest	<u>\$ 521,950</u>	<u>\$ 535,499</u>

The accompanying notes are an integral part of the financial statements.

**NOTE 1 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

**Organization and Nature of Business**

Sunshine Media Group, Inc. (the “Company”), incorporated on December 20, 2000, is a fully integrated publisher of regionally focused specialty trade magazines headquartered in Chattanooga, Tennessee. The Company provides full service advertising campaigns for the Hospital industry (Digital, Print and CRM). It also publishes in house magazines for which it sells ad space across two different titles; Builder Architect <sup>TM</sup> and M.D. News <sup>TM</sup> for a number of licensed publishers.

**Principles of Consolidation**

The consolidated financial statements include the accounts of the Company and its wholly-owned subsidiaries, Sunshine Media, Inc., Sunshine Media Printing, Inc., Sunshine Media Advertising, Inc., SMTN, Inc., Sunshine Custom Publishing, Inc., and True North Custom Publishing, LLC. All significant intercompany transactions and balances have been eliminated in consolidation.

**Use of Estimates**

The preparation of financial statements in accordance with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosures of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

**Fair Value of Financial Instruments**

The Company’s carrying amount for its financial instruments, which include cash, accounts receivable, and accounts payable and long-term debt, approximate fair value.

**Contingent Risk Regarding Cash Balances**

From time to time, the Company has on deposit, in institutions whose accounts are insured by the Federal Deposit Insurance Corporation (FDIC), funds that total in excess of the insured maximum. The at-risk amount is subject to significant fluctuations on a daily basis throughout the year. The Company does not believe it is exposed to any significant risk on cash and cash equivalents.

**Intangible Assets**

Intangible assets are amortized over their estimated useful life.

(Continued)



**NOTE 1 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES** (Continued)

**Accounts Receivable**

Accounts receivable are carried at original invoice amount less an estimate made for doubtful receivables based on a review of all outstanding amounts on a periodic basis. Interest is not normally charged on receivables. A valuation allowance is provided for known and anticipated credit losses, as determined by management in the course of regularly evaluating individual customer receivables. This evaluation takes into consideration a customer's financial condition and credit history, as well as current economic conditions. Accounts receivable are written off when deemed uncollectible. Recoveries of accounts receivable previously written off are recorded when received.

**Plant and Equipment**

Plant and equipment are recorded at cost less accumulated depreciation. Major additions and betterments are capitalized; maintenance and repairs are expensed as incurred. When plant and equipment are disposed of, the cost and related accumulated depreciation or amortization is removed from the respective amount, and resulting gains or losses are reflected in earnings. Depreciation and amortization are computed on the straight-line method. Leasehold improvements are depreciated over the lesser of the life of the lease or the estimated useful life of the asset. Plant and equipment are reviewed for impairment when events indicate the carrying amount may not be recoverable from future undiscounted cash flows. If impaired, the assets are recorded at fair value.

**Revenue Recognition**

Revenue from advertising and reprint sales is recognized upon distribution of the related magazines and reprints. Amounts received in advance of distribution are deferred as a customer deposit liability and are recognized as revenue upon distribution of the related magazines and reprints, generally within one to three months of receipt.

Revenues from publication contracts are recognized based on the established stages of completion.

Contract costs include direct job costs related to contract performance, such as mail prep costs, postage and custom photography. Direct labor payroll costs are charged to expense as incurred. Provisions for estimated losses on uncompleted contracts are made in the period in which such losses are determined. Changes in job performance, job conditions, and estimated profitability may result in revisions to costs and income and are recognized in the period in which the revisions are determined.

The asset "unbilled revenue" represents work performed on contracts not yet earned. The liability "deferred revenue" represents billings in excess of revenues earned.

(Continued)

**NOTE 1 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES** (Continued)

**Revenue Recognition** (Continued)

The direct costs associated with print expenses are treated as a cost reimbursement and are recognized as revenue when incurred. Print costs incurred in excess of print billings are recorded as a receivable. Print billings in excess of print costs incurred are deferred as a liability.

**Shipping and Handling Costs**

The Company accounts for shipping and handling costs billed to customers as sales and totaled \$479,606 and \$550,509 for the years ended December 31, 2016 and 2015, respectively. Costs associated with shipping and handlings are included in cost of sales in the consolidated statement of operations and totaled \$385,431 and \$490,546 for the years ended December 31, 2016 and 2015, respectively.

**Advertising Costs**

The Company expenses advertising costs as incurred. Advertising costs for the years ended December 31, 2016 and 2015 totaled \$39,721 and \$50,334, respectively.

**Income Taxes**

Deferred taxes are provided on a liability method whereby deferred tax assets are recognized for taxable temporary differences and operating loss and tax credit carryforwards, and deferred tax liabilities are recognized for taxable temporary differences. Temporary differences are the differences between the reported amounts of assets and liabilities and their tax basis. Deferred tax assets are reduced by a valuation allowance when, in the opinion of management, it is more likely than not that some portion or all of the deferred tax assets will not be realized. Deferred tax assets and liabilities are adjusted for the effects of changes in tax laws and rates on the date of enactment.

The Company follows the guidance of FASB ASC Topic 740, *Income Taxes*. Using this guidance, tax positions initially need to be recognized in the financial statements when it is more-likely-than-not the position will be sustained upon examination by the tax authorities. Such tax positions initially and subsequently need to be measured as the largest amount of tax benefit that has a greater than 50% likelihood of being realized upon ultimate settlement with the tax authority assuming full knowledge of the position and relevant facts.

Based on its evaluation, the Company has concluded that there are no significant uncertain tax positions requiring recognition in its financial statements. The Company's evaluation was performed for the tax years ended December 31, 2013 through December 31, 2016, for both the United States Federal Income Tax and various states. These are the years which remain subject to examination by major tax jurisdictions as of December 31, 2016.

(Continued)

SUNSHINE MEDIA GROUP, INC.  
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS  
DECEMBER 31, 2016 AND 2015

**NOTE 2 – PLANT AND EQUIPMENT**

Property and equipment consist of the following at December 31:

	2016	2015
Leasehold improvements	\$ 313,342	\$ 313,342
Equipment	4,066,229	3,960,361
Furniture and fixtures	581,407	575,153
Software development costs	<u>1,543,053</u>	<u>1,490,014</u>
	6,504,031	6,338,870
Less accumulated depreciation and amortization	<u>(5,844,299)</u>	<u>(5,459,643)</u>
	<u>\$ 659,732</u>	<u>\$ 879,227</u>

Depreciation expense on property and equipment was \$384,656 and \$290,247 for the years ended December 31, 2016 and 2015, respectively.

**NOTE 3 – INTANGIBLES**

Intangibles consist of the following as of December 31:

	Original Cost	Accumulated Amortization	Net
<b>December 31, 2016</b>			
Customer relationships	\$ 123,000	\$ (99,662)	\$ 23,338
Trademarks	<u>967,000</u>	<u>(773,600)</u>	<u>193,400</u>
Total	<u>\$1,090,000</u>	<u>\$ (873,262)</u>	<u>\$216,738</u>
<b>December 31, 2015</b>			
Customer relationships	\$ 123,000	\$ (75,062)	\$ 47,938
Trademarks	<u>967,000</u>	<u>(580,200)</u>	<u>386,800</u>
Total	<u>\$1,090,000</u>	<u>\$ (655,262)</u>	<u>\$434,738</u>

The Company's intangible assets are amortized on a straight-line basis over the amortization periods as follows:

	Amortization Period (Years)
Customer relationships	5
Trademarks	5

Amortization expense related to intangible assets totaled \$218,000 and \$260,227 for the years ended December 31, 2016 and 2015, respectively. Future amortization of intangible assets is as follows:

2017	<u>\$216,738</u>
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(Continued)

SUNSHINE MEDIA GROUP, INC.  
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS  
DECEMBER 31, 2016 AND 2015

**NOTE 4 – CAPITAL LEASE**

In August 2014, the Company entered into a software capital lease agreement which expires in August 2017. The gross amount of the asset acquired under capital lease was \$181,391 and the accumulated amortization was \$161,297 and \$100,833 as of December 31, 2016 and 2015, respectively.

Future minimum lease payments on capital lease are as follows:

2017	\$ 29,796
Amount representing interest	(1,150)
Present value of net minimum lease payments	28,646
Less: Current portion of capital lease	(28,646)
Noncurrent portion of capital lease	<u>\$ —</u>

**NOTE 5 – LINE OF CREDIT AND NOTE PAYABLE**

The Company has a \$2,000,000 line of credit with Gladstone Capital, a related party, with a balance due of \$1,328,000 at December 31, 2016 and 2015. The line of credit matures on May 14, 2018. Principal is due in quarterly payments of 50% of excess cash flow, as defined in the credit agreement, with all outstanding principal due at maturity. Interest accrues on the outstanding principal balance at 8% and is due on demand. The line of credit is collateralized by substantially all assets and shares of stock of the Company.

The Company has term note A with Gladstone Capital, a related party, totaling \$16,948,000 at December 31, 2016 and 2015. Principal payments are due in annual payments of 50% of excess cash flow, as defined in the credit agreement, with all outstanding principal due on May 14, 2018. No excess cash flow payment was due for the year ended December 31, 2016. Interest accrues at 4.75% on \$11,948,000 of the balance and 8% on the remaining \$5,000,000. The note payable is collateralized by substantially all assets and shares of stock of the Company.

The Company has term note B with Gladstone Capital, a related party, totaling \$10,700,000 at December 31, 2016 and 2015. Principal is due in full on May 14, 2018. Interest accrues at 5.50% and is due on demand. The note payable is collateralized by substantially all assets and shares of stock of the Company.

The Company has a covenant to provide audited consolidated financial statements within 120 days of year end, without qualification. The Company was in compliance with this covenant at December 31, 2016 and 2015.

Interest expense for the year ended December 31, 2016 and 2015 totaled \$1,697,217 and \$1,704,605, respectively. Accrued interest at December 31, 2016 and 2015 totaled \$6,607,732 and \$5,432,465, respectively, and is payable on demand. If no demand is made, then accrued interest will be paid at maturity.

(Continued)

SUNSHINE MEDIA GROUP, INC.  
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS  
DECEMBER 31, 2016 AND 2015

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**NOTE 6 – EQUITY**

The Company has available for issuance preferred and common stock as authorized in the Company’s amended and restated articles of incorporation. All of the Company’s stockholders hold the same voting rights based on the number of shares owned.

The preferred stock will earn cumulative preferred returns of 8% of each stockholder’s unreturned original cost plus any unpaid preferred returns. These cumulative preferred returns are in preference to common stockholders’ cumulative dividends. The preferred stock accrues dividends at an annual rate of 8% based on unreturned original costs, compounded annually. In the event of a liquidation, the holders of the preferred stock are entitled to receive, prior to and in preference to any distributions to the holders of common stock, an amount equal to the sum of the unreturned original cost plus the accrued and unpaid cumulative dividends.

**NOTE 7 – EMPLOYEE BENEFIT PLAN**

The Company maintains a contributory 401(k) plan for the benefit of employees meeting certain age and service requirements. Employees who elect to participate can make personal contributions to the plan based on certain percentages of salary earned within limitations prescribed by the Internal Revenue Code. Employer matching and profit-sharing contributions to the plan are discretionary and determined annually. The Company made no matching contributions to the plan during the years ended December 31, 2016 and 2015.

**NOTE 8 – OPERATING LEASE**

The Company leases corporate office space in Chattanooga, Tennessee under an operating lease expiring in February 2018. The Company at times also leases other equipment as needed.

Total rent expense related to all operating leases was \$262,007 and \$262,107 for the years ended December 31, 2016 and 2015, respectively.

Future minimum lease payments on operating leases are as follows:

2017	\$258,120
2018	<u>43,020</u>
Total	<u>\$301,140</u>

(Continued)

SUNSHINE MEDIA GROUP, INC.  
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS  
DECEMBER 31, 2016 AND 2015

**NOTE 9 – INCOME TAXES**

The tax effects of temporary differences that give rise to significant portions of deferred tax assets and liabilities consist of the following:

	2016	2015
Allowance for doubtful accounts	\$ 33,800	\$ 33,300
Accrued vacation and bonuses	38,100	85,000
Accrued interest	2,577,000	2,118,700
Sales tax reserve	85,600	210,900
Intangible assets	84,500	169,500
Charitable contributions carryforward	9,900	10,200
Federal net operating loss carryforward	9,860,000	9,112,000
State net operating loss carryforward	650,000	825,000
Deferred revenue	(51,700)	(43,500)
Depreciation	(24,400)	(44,800)
	<u>13,262,800</u>	<u>12,476,300</u>
Valuation allowance	<u>(13,262,800)</u>	<u>(12,476,300)</u>
Net deferred tax	<u>\$ —</u>	<u>\$ —</u>

As the Company has generated net losses since inception, there is uncertainty regarding the Company's ability to realize deferred tax assets. Accordingly, a valuation allowance has been established relating to the Company's net deferred tax assets. The valuation allowance was based upon management's analysis of available information. The income tax provision differs from the amount of income tax determined by applying the U.S. federal income tax rate to pretax loss due to non-deductible expenses, over/under accruals from the prior year, the change in the valuation allowance, and other timing differences. The Company will begin to release the valuation allowance when it is more likely than not the deferred tax asset will be realized.

**NOTE 10 – SUBSEQUENT EVENTS**

Management has evaluated events and transactions subsequent to the balance sheet date through the date of the independent auditor's report (the date the financial statements were available to be issued) for potential recognition or disclosure in the financial statements. Management has not identified any items requiring recognition or disclosure.

**NOTE 11 – MANAGEMENT'S PLAN**

Management recognizes the Company has experienced losses since inception and has negative working capital as of December 31, 2016. Management has taken several steps to help reverse the situation and improve financial operations moving forward.

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**NOTE 11 – MANAGEMENT’S PLAN** (Continued)

First, the Company has undertaken several cost saving initiatives that have led to reduced overhead expenses by streamlining operations and updating software to both better serve clients and increase in-house efficiencies. Secondly, management is consistently taking their printing needs to market to ensure they are receiving the most reduced costs in their printing needs. They are also converting as many publications to electronic format eliminating printing costs altogether which will increase gross profit margins. Lastly, management has hired a new chief executive officer that is focused on sales growth through innovative sales strategies and acquisition of new clients.

The Company is dependent on financing, which is subject to certain covenants, to support its operations. The Company was in compliance with these covenants as of December 31, 2016. Gladstone Capital, a related party, has agreed to demand interest payments only to the extent the operating cash flows support the payment of interest.