
UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Form 8-K

CURRENT REPORT
Pursuant to Section 13 or 15(d)
of the Securities Exchange Act of 1934

Date of Report (Date of earliest event Reported): April 12, 2022

Gladstone Capital Corporation

(Exact Name of Registrant as Specified in Charter)

Maryland
(State or Other Jurisdiction
of Incorporation)

814-00237
(Commission
File Number)

54-2040781
(I.R.S. Employer
Identification Number)

1521 Westbranch Drive, Suite 100
McLean, Virginia
(Address of Principal Executive Offices)

22102
(Zip Code)

(703) 287-5800
(Registrant's telephone number, including area code)

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- ☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- ☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- ☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- ☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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

Title of each class	Trading symbol	Name of each exchange on which registered
Common Stock, \$0.001 par value per share	GLAD	The Nasdaq Stock Market LLC

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17CFR §240.12b-2). Emerging growth company ☐

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

Item 1.01. Entry into a Material Definitive Agreement.

On April 12, 2022, Gladstone Capital Corporation (the “Company”) amended and restated its existing advisory agreement, as amended (the “Agreement”), with Gladstone Management Corporation, a registered investment adviser (the “Adviser”), by entering into the Fourth Amended and Restated Investment Advisory and Management Agreement between the Company and the Adviser (the “Amended Agreement”). The Company’s entrance into the Amended Agreement was approved unanimously by its board of directors (the “Board”), including, specifically, its independent directors.

The Amended Agreement maintains the temporary revised higher “hurdle rate” included in the calculation of the Incentive Fee at 2% per quarter (8% annualized) for the period beginning April 1, 2022 through March 31, 2023. Such revised “hurdle rate” initially went into effect on April 1, 2020.

The Amended Agreement maintains the revised “hurdle rate” of 2.00% per quarter (8% annualized), which has been in effect since April 1, 2020, and increases the excess Incentive Fee hurdle from 2.1875% per quarter (8.75% annualized) to 2.50% per quarter (10.00% annualized), up from the 2.4375% per quarter (9.75% annualized) in effect since April 1, 2020.

The calculation of the other fees in the Advisory Agreement remain unchanged. The revised Incentive Fee calculations will begin with the fee calculations for the quarter ending June 30, 2022. All other terms of the Agreement remained the same. All capitalized terms not defined in this Current Report on Form 8-K are defined in the Amended Agreement.

The description above is only a summary of the material provisions of the Amended Agreement and is qualified in its entirety by reference to a copy of the Amended Agreement, which will be filed with the Company’s next periodic report.

Item 7.01. Regulation FD Disclosure.

On April 12, 2022, the Company issued a press release, filed herewith as Exhibit 99.1, announcing that its board of directors declared monthly cash distributions for its common stock for each of April, May and June 2022.

The information disclosed under this Item 7.01, including Exhibit 99.1 hereto, is being furnished and shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, and shall not be deemed incorporated by reference into any filing made under the Securities Act of 1933, except as expressly set forth by specific reference in such filing.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
99.1	<u>Press Release issued by Gladstone Capital Corporation on April 12, 2022.</u>

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Gladstone Capital Corporation

Date: April 12, 2022

By: /s/ Nicole Schaltenbrand

Nicole Schaltenbrand

Chief Financial Officer & Treasurer



**Gladstone Capital Announces Increased Monthly Cash Distributions for
April, May and June 2022 and Conference Call Date**

MCLEAN, VA, April 12, 2022—Gladstone Capital Corporation (Nasdaq: GLAD) (the “Company”) announced today that its board of directors increased and declared the following monthly cash distributions for April, May and June 2022 and also announced its plan to report earnings for its second fiscal quarter ended March 31, 2022.

Cash Distributions:

Common Stock: \$0.0675 per share of common stock for each of April, May and June 2022, payable per the table below.

<u>Record Date</u>	<u>Payment Date</u>	<u>Cash Distribution</u>
April 22	April 29	\$ 0.0675
May 20	May 31	\$ 0.0675
June 22	June 30	\$ 0.0675
Total for the Quarter:		<u>\$ 0.2025</u>

The Company offers a dividend reinvestment plan (the “DRIP”) to its common stockholders. For more information regarding the DRIP, please visit www.gladstonecapital.com.

Earnings Announcement:

The Company also announced today that it plans to report earnings for the second fiscal quarter ended March 31, 2022, after the stock market closes on Tuesday, May 3, 2022. The Company will hold a conference call Wednesday, May 4, 2022 at 8:30 a.m. EDT to discuss its earnings results. Please call (866) 424-3437 to enter the conference call. An operator will monitor the call and set a queue for questions.

A conference call replay will be available after the call and will be accessible through May 11, 2022. To hear the replay, please dial (877) 660-6853 and use playback conference number 13727660.

The live audio broadcast of the Company’s conference call will be available online at www.gladstonecapital.com. The event will be archived and available for replay on the Company’s website.

If you have questions prior to or following the earnings release you may e-mail them to capital@gladstonecompanies.com.

Gladstone Capital Corporation is a publicly traded business development company that invests in debt and equity securities consisting primarily of secured first and second lien term loans to lower middle market businesses in the United States. Information on the business activities of all the Gladstone funds can be found at www.gladstonecompanies.com.

For Investor Relations inquiries related to any of the monthly dividend paying Gladstone funds, please visit www.gladstone.com.

Source: Gladstone Capital Corporation