

**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): October 10, 2023

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 7.75% notes due 2028	GLAD GLADZ	The Nasdaq Stock Market LLC 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 5.03. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

On October 10, 2023, the board of directors (the “Board”) of Gladstone Capital Corporation (the “Company”) approved and adopted the Fifth Amendment to the Company’s Bylaws, effective as of October 10, 2023 (the “Bylaw Amendment”). The Bylaw Amendment amended Article IV, Section 26 to revise the potential composition of the Executive Committee of the Board to not less than two members of the Board, one of whom will be the Chairman of the Board.

The foregoing description of the Bylaw Amendment does not purport to be complete and is qualified in its entirety by reference to the full text of the Bylaw Amendment. A copy of the Bylaw Amendment is attached hereto as Exhibit 3.1 and is incorporated by reference herein.

Item 7.01. Regulation FD Disclosure.

On October 10, 2023, 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 and 6.25% Series A Cumulative Redeemable Preferred Stock for each of October, November and December 2023.

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 and 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>
3.1	Fifth Amendment to Bylaws of Gladstone Capital Corporation
99.1	Press Release issued by Gladstone Capital Corporation on October 10, 2023.
104	Cover Page Interactive Data File (embedded within the Inline XBRL document).

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: October 10, 2023

By: /s/ Nicole Schaltenbrand
Nicole Schaltenbrand
Chief Financial Officer & Treasurer

FIFTH AMENDMENT TO BYLAWS
OF
GLADSTONE CAPITAL CORPORATION

The following Amendment is hereby made to the Bylaws (the "Bylaws") of Gladstone Capital Corporation, a Maryland corporation (the "Corporation"), as of October 10, 2023:

Article IV, Section 26 is hereby deleted in its entirety and replaced with the following:

Section 26. Executive Committee. The Board of Directors may, but need not, appoint an Executive Committee consisting of not fewer than two members, all of whom must also be members of the Board of Directors, one of whom shall be the Chairman of the Board of Directors, and one of whom shall be designated as the Chairman of the Executive Committee. Furthermore, the composition of the Executive Committee shall meet any applicable Securities and Exchange Commission regulations or any applicable Nasdaq or New York Stock Exchange listing requirements. The Executive Committee shall have and may exercise those rights, powers, and authority of the Board of Directors as may from time to time be granted to it by the Board of Directors, subject to any limitations imposed by law.



GLADSTONE CAPITAL

Gladstone Capital Announces Monthly Cash Distributions for October, November and December 2023 and Conference Call Date

MCLEAN, VA, October 10, 2023 – Gladstone Capital Corporation (Nasdaq: GLAD) (the “Company”) announced today that its board of directors declared the following monthly cash distributions for October, November and December 2023 and also announced its plan to report earnings for its fourth fiscal quarter ended September 30, 2023.

Cash Distributions:

Common Stock: \$0.0825 per share of common stock for each of October, November and December 2023, payable per the table below.

<u>Record Date</u>	<u>Payment Date</u>	<u>Cash Distribution</u>
October 20	October 31	\$ 0.0825
November 20	November 30	\$ 0.0825
December 18	December 29	\$ 0.0825
Total for the Quarter:		\$ 0.2475

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

Series A Preferred Stock (Unlisted): \$0.130208 per share of 6.25% Series A Cumulative Redeemable Preferred Stock for each of October, November and December 2023, payable per the table below:

<u>Record Date</u>	<u>Payment Date</u>	<u>Amount</u>
October 25	November 3	\$ 0.130208
November 28	December 5	0.130208
December 27	January 5	0.130208
Total for the Quarter:		\$ 0.390624

Earnings Announcement:

The Company also announced today that it plans to report earnings for the fourth fiscal quarter ended September 30, 2023, after the stock market closes on Monday, November 13, 2023. The Company will hold a conference call Tuesday, November 14, 2023 at 8:30 a.m. ET 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 November 21, 2023. To hear the replay, please dial (877)660-6853 and use playback conference number 13740895.

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.

Investor Relations Inquiries: Please visit www.gladstonecompanies.com or (703) 287-5893.

Source: Gladstone Capital Corporation