
**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 1, 2024

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
7.75% notes due 2028	GLADZ	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 7.01 Regulation FD Disclosures.

On April 1, 2024, Gladstone Capital Corporation (the “Company”) announced that its Board of Directors has approved a 1-for-2 reverse stock split (the “Reverse Stock Split”) of the Company’s issued and outstanding common stock, par value \$0.001 per share. The Company will file Articles of Amendment (the “Amendment”) with the State Department of Assessments and Taxation of Maryland pursuant to the Maryland General Corporation Law and the Reverse Stock Split will become effective at 4:00 p.m. Eastern Time on April 4, 2024. The Reverse Stock Split will be effective for purposes of trading as of the opening of business on the Nasdaq Global Select Market on April 5, 2024. The Company’s Series A Preferred Stock will not be subject to the Reverse Stock Split and will remain unchanged.

A copy of the press release announcing the Reverse Stock Split is furnished as Exhibit 99.1 and incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release issued by Gladstone Capital Corporation on April 1, 2024.
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: April 1, 2024

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



Gladstone Capital Announces 1-for-2 Reverse Stock Split

MCLEAN, VA, April 1, 2024— Gladstone Capital Corporation (Nasdaq: GLAD) (the “Company”) announced today that its board of directors has approved a reverse stock split of its outstanding shares of common stock at a ratio of 1-for-2 that will be effective for purposes of trading as of the opening of business on the Nasdaq Global Select Market on April 5, 2024. As a result of the reverse stock split, every two shares of the Company’s issued and outstanding common stock will be automatically combined into one issued and outstanding share of common stock, without any change in the par value per share. Shareholder distributions will be unchanged as monthly distributions per share will adjust commensurate with the 1-for-2 ratio of the reverse stock split. The Company’s common stock will continue to trade on Nasdaq under the symbol GLAD. The new CUSIP number for the Company’s common stock following the reverse stock split will be 376535878.

The reverse stock split will reduce the number of shares of Common Stock outstanding from approximately 43.5 million shares to approximately 21.8 million shares. The number of authorized shares of common stock under the Company’s articles of incorporation will remain unchanged at 44.0 million shares.

In lieu of issuing fractional shares, the Company’s transfer agent, Computershare Trust Company, N.A., will aggregate all fractional shares and sell them as soon as practicable after the reverse stock split at then-prevailing prices on the open market. After this sale, record stockholders will receive a cash payment in an amount equal to their respective pro rata share of the total net proceeds of that sale. This cash payment may be subject to applicable U.S. federal, state and local income tax.

Holders of the Company’s common stock held in book-entry form or through a bank, broker or other nominee do not need to take any action in connection with the reverse stock split. Stockholders of record will receive information from Computershare regarding their post-split common stock ownership. Stockholders holding shares of common stock in certificate form will receive a transmittal letter from Computershare, accompanied by instructions specifying how to exchange stock certificates for a statement of holding, together with any payment of cash in lieu of fractional shares.

The Company’s preferred stock is not subject to the reverse stock split.

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 Gladstone Capital and all the Gladstone funds can be found at www.gladstonecompanies.com.

Source: Gladstone Capital Corporation

For further information: Gladstone Capital Corporation, (703) 287-5893