
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): November 15, 2024 (November 13, 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 (17 CFR §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 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On November 13, 2024, Terry Lee Brubaker gave notice that he will be retiring as the Chief Operating Officer of Gladstone Capital Corporation (the “Company”) effective December 2, 2024. Following Mr. Brubaker’s departure, Michael LiCalsi, the Company’s General Counsel and Secretary, who also serves as President of the Company’s administrator (Gladstone Administration, LLC), will assume certain additional operational responsibilities, while Gladstone Management Corporation, the Company’s investment adviser, will conduct a national search for a Chief Investment Officer to fill Mr. Brubaker’s investment committee responsibilities.

Item 7.01 Regulation FD Disclosure.

On November 15, 2024, the Company issued a press release (the “Press Release”) announcing Mr. Brubaker’s retirement. A copy of the Press Release is furnished as Exhibit 99.1 to this Current Report on Form 8-K.

The information in Item 7.01 of this Current Report on Form 8-K, as well as Exhibit 99.1 attached hereto, shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in such a filing.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release dated November 15, 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: November 15, 2024

By: /s/ Nicole Schaltenbrand

Nicole Schaltenbrand

Chief Financial Officer & Treasurer



Gladstone Capital Announces Retirement of Chief Operating Officer Terry Lee Brubaker

McLean, VA, November 15, 2024: Gladstone Capital Corporation (Nasdaq: GLAD) (the “Company”) announced that Terry Lee Brubaker will be retiring as Chief Operating Officer of the Company effective December 2, 2024. Mr. Brubaker is also retiring as director and executive officer of Gladstone Management Corporation, the Company’s investment adviser, and as a member of the board of managers and an executive officer of Gladstone Administration, LLC, the Company’s administrator, also effective December 2, 2024. Following Mr. Brubaker’s departure, Michael LiCalsi, the Company’s General Counsel and Secretary, who also serves as Gladstone Administration’s President, General Counsel and Secretary, will assume certain additional operational responsibilities while Gladstone Management will conduct a national search for a Chief Investment Officer to fill Mr. Brubaker’s investment committee responsibilities.

Chairman and Chief Executive Officer, David Gladstone, stated, “Terry has been an integral part of the Gladstone family since inception. His tenure at Gladstone has been marked by remarkable growth and steadfast dedication. Terry’s commitment to our funds and our shareholders will be missed.”

About Gladstone Capital Corporation: 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 the other publicly-traded Gladstone funds can be found at www.GladstoneCompanies.com.

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