
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): March 4, 2019 (March 4, 2019)

KCAP Financial, Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

814-00735
(Commission File Number)

20-5951150
(I.R.S. Employer Identification No.)

295 MADISON AVENUE
NEW YORK, NY 10017
(Address of principal executive offices and zip code)

Registrant's telephone number, including area code: **(212) 455-8300**

Not applicable

Former name or former address, if changed since last report

Check the appropriate box below if the Form 8-K 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))

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 8.01. Other Events.

On March 4, 2019, KCAP Financial, Inc. (the “Company”) issued a press release announcing that the preliminary record date and the preliminary payment date for the \$25 million, or approximately \$0.67 per share, stockholder cash payment (the “Stockholder Payment”) from an affiliate of BC Partners Advisors, L.P. (“BCP”) to the Company’s stockholders are as of the close of business on March 29, 2019 (the “Preliminary Record Date”) and April 1, 2019 (the “Preliminary Payment Date”), respectively. The Preliminary Record Date and the Preliminary Payment Date are contingent on the closing of the externalization transaction described in the Company’s definitive proxy statement on Schedule 14A that was filed with the SEC on January 15, 2019 (the “Proxy Statement”), including the satisfaction of certain closing conditions, and are subject to change. As noted in the Proxy Statement, BCP will make the Stockholder Payment to the holders of record of the Company’s common stock (other than the Company or subsidiaries of the Company or BCP) immediately prior to the closing of the externalization transaction with BCP.

The full text of the press release is attached hereto as Exhibit 99.1 and incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

[Exhibit 99.1 Press Release dated March 4, 2019](#)

SIGNATURES

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.

Date: March 4, 2019

KCAP Financial, Inc.

By: /s/ Edward U. Gilpin
Name: Edward U. Gilpin
Title: Chief Financial Officer

KCAP FINANCIAL, INC. ANNOUNCES PRELIMINARY RECORD DATE AND PRELIMINARY PAYMENT DATE FOR \$0.67 PER SHARE STOCKHOLDER PAYMENT FROM AN AFFILIATE OF BC PARTNERS ADVISORS L.P.

PRELIMINARY RECORD DATE AND PRELIMINARY PAYMENT DATE ARE SUBJECT TO CHANGE BASED ON THE CLOSING DATE OF THE PREVIOUSLY ANNOUNCED EXTERNALIZATION TRANSACTION

NEW YORK, NEW YORK – March 4, 2019, KCAP Financial, Inc. (NASDAQ:KCAP) (“KCAP” or the “Company”) announced today that the preliminary record date and the preliminary payment date for the \$25 million, or approximately \$0.67 per share, stockholder cash payment (the “Stockholder Payment”) from an affiliate of BC Partners Advisors, L.P. (“BCP”) to the Company’s stockholders are as of the close of business on March 29, 2019 (the “Preliminary Record Date”) and April 1, 2019 (the “Preliminary Payment Date”), respectively. **The Preliminary Record Date and the Preliminary Payment Date are contingent on the closing of the externalization transaction described in the Company’s definitive proxy statement on Schedule 14A that was filed with the SEC on January 15, 2019 (the “Proxy Statement”), including the satisfaction of certain closing conditions, and are subject to change.** As noted in the Proxy Statement, BCP will make the Stockholder Payment to the holders of record of the Company’s common stock (other than the Company or subsidiaries of the Company or BCP) immediately prior to the closing of the externalization transaction with BCP.

The Stockholder Payment represents the consideration to be received from BCP at closing in connection with the externalization transaction through which, subject to certain closing conditions, Sierra Crest Investment Management LLC (the “Adviser”), an affiliate of BCP, will become the external investment adviser to the Company, as described in more detail in the Proxy Statement. The Company received stockholder approval of the investment advisory agreement between the Company and the Adviser at a special meeting of its stockholders held on February 19, 2019 and the parties are currently working together to prepare for the transition from an internally managed to an externally managed company.

If the externalization transaction with BCP does not close for any reason, the Stockholder Payment will not occur. Shares of the Company’s common stock will trade with “due bills” after the final record date, representing an assignment of the right to receive the Stockholder Payment through and including the day of the closing of the externalization transaction with BCP (the “Final Payment Date”). Stockholders who sell their shares of the Company’s common stock on or before the Final Payment Date will not be entitled to receive the Stockholder Payment.

About KCAP Financial, Inc.

KCAP Financial, Inc. is a publicly traded, internally managed business development company (“BDC”). The Company’s middle market investment business originates, structures, finances and manages a portfolio of term loans, mezzanine investments and selected equity securities in middle market companies.

As previously announced, the Company has entered into a stock purchase and transaction agreement (the “Externalization Agreement”) with BCP, an affiliate of BC Partners LLP (“BC Partners”), pursuant to which the Company’s management function would be externalized. At the Special Meeting held on February 19, 2019, the Company’s stockholders approved entrance into an investment advisory agreement between the Company and the Adviser, an affiliate of BC Partners. If the transactions contemplated by the Externalization Agreement are completed and closing conditions are satisfied or appropriately waived, upon closing of the externalization transaction, the Company will commence operations as an externally managed BDC managed by the Adviser.

For further information please contact Ted Gilpin, Chief Financial Officer, at (212) 455-8300 or gilpin@kcapinc.com.

About BC Partners Advisors L.P. and BC Partners Credit

BC Partners is a leading international investment firm with over \$24 billion of assets under management in private equity, private credit and real estate strategies. Established in 1986, BC Partners has played an active role in developing the European buyout market for three decades. Today, BC Partners executives operate across markets as an integrated team through the firm's offices in North America and Europe. Since inception, BC Partners has completed 105 private equity investments in companies with a total enterprise value of €130 billion and is currently investing its tenth private equity fund. For more information, please visit www.bcpartners.com.

BC Partners Credit was launched in February 2017 and has pursued a strategy focused on identifying attractive credit opportunities in any market environment and across sectors, leveraging the deal sourcing and infrastructure made available from BC Partners.

Cautionary Statement Regarding Forward-Looking Statements

This communication contains “forward-looking” statements, including statements regarding the externalization transaction. All statements, other than historical facts, including but not limited to statements regarding the expected timing of the closing of the externalization transaction; the ability of the parties to complete the externalization transaction considering the various closing conditions; the expected benefits of the externalization transaction; the competitive ability and position of the Company following completion of the externalization transaction; and any assumptions underlying any of the foregoing, are forward-looking statements. Forward-looking statements concern future circumstances and results and other statements that are not historical facts and are sometimes identified by the words “may,” “will,” “should,” “potential,” “intend,” “expect,” “endeavor,” “seek,” “anticipate,” “estimate,” “overestimate,” “underestimate,” “believe,” “could,” “project,” “predict,” “continue,” “target” or other similar words or expressions. Forward-looking statements are based upon current plans, estimates and expectations that are subject to risks, uncertainties and assumptions. Should one or more of these risks or uncertainties materialize, or should underlying assumptions prove to be incorrect, actual results may vary materially from those indicated or anticipated by such forward-looking statements. The inclusion of such statements should not be regarded as a representation that such plans, estimates or expectations will be achieved. Important factors that could cause actual results to differ materially from such plans, estimates or expectations include, among others, (1) that one or more closing conditions to the externalization transaction may not be satisfied or waived, on a timely basis or otherwise, including that a governmental entity may prohibit, delay or refuse to grant approval for the consummation of the externalization transaction, may require conditions, limitations or restrictions in connection with such approvals; (2) the risk that the externalization transaction contemplated by the stock purchase and transaction agreement may not be completed in the time frame expected by parties, or at all; (3) unexpected costs, charges or expenses resulting from the externalization transaction; (4) uncertainty of the expected financial performance of the Company following completion of the externalization transaction; (5) failure to realize the anticipated benefits of the externalization transaction, including as a result of delay in completing the externalization transaction; (6) the ability of the Company and/or BC Partners to implement its business strategy; (7) the occurrence of any event that could give rise to termination of the agreement; (8) the risk that stockholder litigation in connection with the externalization transaction may affect the timing or occurrence of the contemplated externalization transaction or result in significant costs of defense, indemnification and liability; (9) evolving legal, regulatory and tax regimes; and (10) changes in general economic and/or industry specific conditions. Further information about factors that could affect our financial and other results is included in our filings with the Securities and Exchange Commission. We do not undertake to publicly update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, except as required to be reported under the rules and regulations of the Securities and Exchange Commission.

Contact

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