

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**FORM 8-K**

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**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 17, 2009**

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**Kohlberg Capital Corporation**

(Exact name of registrant as specified in its charter)

**Delaware**

(State or other jurisdiction of incorporation)

**814-00735**

(Commission File Number)

**20-5951150**

(IRS Employer Identification No.)

**295 MADISON AVENUE**

**NEW YORK, NY**

(Address of principal executive offices)

**10017**

(Zip Code)

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

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(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))
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**Item 3.01. Notice of Delisting or Failure to Satisfy a Continued Listing Rule or Standard; Transfer of Listing.**

On November 17, 2009, Kohlberg Capital Corporation (the "Company") received a letter from the NASDAQ Stock Market notifying it that the Company is no longer in compliance with NASDAQ Listing Rule 5250(c)(1) because it did not timely file its Quarterly Report on Form 10-Q for the quarter ended September 30, 2009 with the Securities and Exchange Commission.

Under the NASDAQ Listing Rules, the Company has 60 calendar days, or until January 19, 2010, to submit to NASDAQ a plan to regain compliance with NASDAQ Listing Rule 5250(c)(1). If the NASDAQ Stock Market staff accepts the plan, the NASDAQ staff can grant an exception of up to 180 calendar days from the filing's due date, or until May 17, 2010, for the Company to regain compliance. The Company intends by January 19, 2010 either to file its Quarterly Report on Form 10-Q for the quarter ended September 30, 2009 or to submit to NASDAQ a plan to regain compliance.

The Company issued a press release on November 20, 2009 disclosing its receipt of the letter from NASDAQ. A copy of the press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits

<u>ExhibitNo.</u>	<u>Document</u>
99.1	Press Release issued by Kohlberg Capital Corporation dated November 20, 2009

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**SIGNATURE**

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

**Kohlberg Capital Corporation**

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(Registrant)

/s/ Michael I. Wirth

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Michael I. Wirth  
*Chief Financial Officer*

**November 20, 2009**

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(Date)

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**Exhibit Index to Current Report on Form 8-K**

Exhibit No.

Document

99.1 Press Release issued by Kohlberg Capital Corporation dated November 20, 2009

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## **Kohlberg Capital Corporation Receives Notification of Noncompliance from NASDAQ**

NEW YORK, November 20, 2009 -- Kohlberg Capital Corporation (Nasdaq: KCAP) (the "Company") announces that the Company received a letter on November 17, 2009 from the NASDAQ Stock Market notifying it that the Company is no longer in compliance with NASDAQ Listing Rule 5250(c)(1), Obligation to File Periodic Financial Reports, because it did not timely file its Quarterly Report on Form 10-Q for the quarter ended September 30, 2009 with the Securities and Exchange Commission. As previously announced in the Company's press release dated November 9, 2009, the Company has delayed the filing of its Quarterly Report on Form 10-Q for the quarter ended September 30, 2009 while it is in discussions with its independent public accountants, Deloitte & Touche LLP, regarding valuation determinations under Statement of Financial Accounting Standards No. 157 -- Fair Value Measurements, included in its financial statements for the fiscal year ended December 31, 2008 and for subsequent interim periods in 2009.

Under the NASDAQ Listing Rules, the Company has 60 calendar days, or until January 19, 2010, to submit to NASDAQ a plan to regain compliance with NASDAQ Listing Rule 5250(c)(1). If the NASDAQ Stock Market staff accepts the plan, the NASDAQ staff can grant an exception of up to 180 calendar days from the filing's due date, or until May 17, 2010, for the Company to regain compliance. The Company intends by January 19, 2010 either to file its Quarterly Report on Form 10-Q for the quarter ended September 30, 2009 or to submit to NASDAQ a plan to regain compliance.

This notification has no effect on the listing of the Company's common stock at this time.

About Kohlberg Capital Corporation:

Kohlberg Capital Corporation is a publicly traded, internally managed business development company. Our middle market investment business originates, structures, finances and manages a portfolio of term loans, mezzanine investments and selected equity securities in middle market companies. Our wholly-owned portfolio company, Katonah Debt Advisors, manages CLO funds that invest in broadly syndicated corporate term loans, high-yield bonds and other credit instruments.

The Kohlberg Capital logo is available at <http://www.globenewswire.com/newsroom/prs/?pkgid=3121>

Kohlberg Capital Corporation's filings with the Securities and Exchange Commission, earnings releases, press releases and other financial, operational and governance information are available on the Company's website at [www.kohlbergcapital.com](http://www.kohlbergcapital.com).

This press release contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. The matters discussed in this press release, as well as in future oral and written statements by management of Kohlberg Capital Corporation, that are forward-looking statements are based on current management expectations that involve substantial risks and uncertainties which could cause actual results to differ materially from the results expressed in, or implied by, these forward-looking statements. Forward-looking statements relate to future events or our future financial performance. We generally identify forward-looking statements by terminology such as "may," "will," "should," "expects," "plans," "anticipates," "could," "intends," "target," "projects," "contemplates," "believes," "estimates," "predicts," "potential" or "continue" or the negative of these terms or other similar words. Important assumptions include our ability to originate new investments, and achieve certain margins and levels of profitability, the availability of additional capital, the ability to complete additional CLO funds and the ability to maintain certain debt to asset ratios. In light of these and other uncertainties, the inclusion of a projection or forward-looking statement in this press release should not be regarded as a representation by us that our plans or objectives will be achieved. 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.

This press release does not constitute an offer to sell or the solicitation of an offer to buy the securities of any CLO fund. Such securities have not been, and will not be, registered under the Securities Act of 1933 and may not be offered or sold in the United States absent registration or an applicable exemption from the registration requirements of the Securities Act of 1933.

SOURCE: Kohlberg Capital Corporation

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