

MVC CAPITAL, INC.
Filed by
METAGE CAPITAL LTD

FORM PX14A6G
(Notice of exempt solicitation. Definitive material.)

Filed 10/25/17

Address	RIVERVIEW AT PURCHASE 287 BOWMAN AVENUE, 3RD FLOOR PURCHASE, NY, 10577
Telephone	914-701-0310
CIK	0001099941
Symbol	MVC
Industry	Closed End Funds
Sector	Financials
Fiscal Year	10/31

U.S. SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

NOTICE OF EXEMPT SOLICITATION

1. **NAME OF THE REGISTRANT** : MVC Capital Inc.
2. **NAME OF PERSON RELYING ON EXEMPTION** : Metage Capital Limited
3. **ADDRESS OF PERSON RELYING ON EXEMPTION** : Princes House, 38 Jermyn Street, London, United Kingdom, SW1Y 6DN
4. **WRITTEN MATERIALS** . Written material are submitted pursuant to Rule 14a-6(g)(1) promulgated under the Securities Exchange Act of 1934:

Tom Sharp
Metage Capital Limited
Email: tom.sharp@metage.com
Tel: +(44) 203 813 8590

For Immediate Release

October 19, 2017

Metage Capital Limited: Institutional Shareholder Services Recommends that Shareholders Vote in Favor of Metage ' s Proposal at MVC Capital ' s Upcoming AGM

Institutional Shareholder Services Inc. (ISS) has announced its voting recommendations ¹ at the upcoming AGM for MVC Capital Inc. (NYSE: MVC) on October 31, 2017. Following independent review and consultation with both MVC ' s management and Metage, ISS has recommended that shareholders vote in favor of the Metage shareholder proposal ² . The ISS report concluded:

“ ... the persistent discount to NAV; the fund's underperformance compared to its peers; and the fact that investors were not given the opportunity to approve the change in investment strategy from private equity investment to lending ... justify supporting Metage's proposal. ”

Metage encourages all Shareholders to follow ISS guidance and support our proposal. Please vote without delay to ensure that your vote is counted

This is not a solicitation of authority to vote your proxy. The cost of this filing is being borne entirely by Metage.

PLEASE NOTE: METAGE IS NOT ASKING FOR YOUR PROXY CARD AND CANNOT ACCEPT YOUR PROXY CARD. PLEASE DO NOT SEND US YOUR PROXY CARD.

¹ ISS Proxy & Benchmark policy voting recommendation released on October 18th, 2017.

² Proposal 3 on MVC Capital ' s definitive proxy form; The definitive proxy can be found at www.mvccapital.com/sec.cfm under Date Filed: Sep 21, 2017; Filing: DEF 14A; Description: Definitive Proxy Statement or at www.sec.gov/edgar/searchedgar/companysearch.html under CIK 0001099941, MVC CAPITAL, INC.; on the same Filed/ Effective date.