

# MVC CAPITAL, INC.

## **FORM 8-K** (Current report filing)

Filed 01/04/18 for the Period Ending 01/04/18

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

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**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)

**January 2, 2018**

**MVC CAPITAL, INC.**

(the "Fund")

(Exact name of registrant as specified in its charter)

**DELAWARE, 943346760**

(Jurisdiction of Incorporation) (IRS Employer Identification Number)

**287 Bowman Avenue**

**2nd Floor**

**Purchase, NY 10577**

(Address of registrant's principal executive office)

**914-701-0310**

(Registrant's telephone number)

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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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

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.

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## Item 1.02 Termination of a Material Definitive Agreement

### Satisfaction and Discharge of 2023 Senior Notes

On November 21, 2017, MVC Capital Inc. (the “Company”) issued a notice of redemption with respect to all of its outstanding 7.25% senior notes due 2023 (the “Notes”). Following such date, the Issuer deposited with U.S. Bank, National Association, the trustee for the Notes (the “Trustee”), funds sufficient to satisfy all obligations remaining to the date of redemption, which redemption date was December 21, 2017, under the Indenture, dated as of February 26, 2013 (“the Indenture”), and the First Supplemental Indenture, dated as of February 26, 2013 (the “First Supplemental Indenture”). On January 2, 2018, the Trustee entered into a Satisfaction and Discharge of Indenture with respect to the Indenture and the First Supplemental Indenture, as to the Notes.

This description of the Satisfaction and Discharge of Indenture is not complete and is qualified in its entirety by the actual terms of such Satisfaction and Discharge of Indenture, a copy of which is incorporated herein by reference and attached hereto as Exhibit 4.1.

### Item 9.01. Financial Statements and Exhibits

(d) Exhibits:

The following exhibits are filed herewith:

<u>Exhibit No.</u>	<u>Description</u>
4.1	Satisfaction and Discharge of Indenture, dated January 2, 2018, and relating to the Indenture, dated as of February 26, 2013, as supplemented by the First Supplemental Indenture, dated as of February 26, 2013, among the Company and U.S. Bank, National Association, relating to the 7.25% Senior Notes due 2023.

## EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description</u>
4.1	<a href="#"><u>Satisfaction and Discharge of Indenture, dated January 2, 2018, and relating to the Indenture, dated as of February 26, 2013, as supplemented by the First Supplemental Indenture, dated as of February 26, 2013, among the Company and U.S. Bank, National Association, relating to the 7.25% Senior Notes due 2023.</u></a>

SIGNATURE

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

MVC Capital, Inc.

DATE: January 2, 2018

/s/ Michael Tokarz

Michael Tokarz  
Chairman

U.S. BANK, NATIONAL ASSOCIATION

*As trustee (the "Trustee") under the Indenture, dated as of February 26, 2013, among MVC Capital, Inc., a Delaware corporation (the "Company") and the Trustee, as amended prior to the date hereof.*

TO

MVC Capital, Inc.  
a Delaware Corporation

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Satisfaction and Discharge of Indenture

Dated as of January 2, 2018

Discharging the Indenture, dated as of February 26, 2013, as amended prior to the date hereof and as supplemented by the First Supplemental Indenture, dated as of February 26, 2013, among the Company and the Trustee.

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**SATISFACTION AND DISCHARGE OF INDENTURE**

THIS DOCUMENT, dated as of January 2, 2018 (hereinafter referred to as the "Satisfaction of Indenture"), relates to the Indenture, dated as of February 26, 2013 (the "Base Indenture"), as supplemented by the First Supplemental Indenture, dated as of February 26, 2013 (the "First Supplemental Indenture" and, together with the Base Indenture, the "Indenture"), among the Company and the Trustee. Capitalized terms used herein but not defined herein shall have the meanings assigned to them in the Indenture.

WHEREAS, on November 21, 2017, all of the Company's outstanding 7.25% Senior Notes due 2023 (the "Notes") were called for redemption under arrangements satisfactory to the Trustee for the giving of notice of redemption by the Trustee in the name, and at the expense, of the Company;

WHEREAS, the Company has irrevocably deposited or caused to be deposited with the Trustee as trust funds in trust for redemption of the Notes, solely for the benefit of the Holders, an amount in U.S. dollars sufficient to pay and discharge the entire indebtedness on such Notes not theretofore delivered to the Trustee for cancellation, for principal and interest to December 21, 2017;

WHEREAS, the Company has irrevocably paid or caused to be irrevocably paid all other sums payable under the Indenture by the Company;

WHEREAS, the Company has delivered to the Trustee an Officers' Certificate and an Opinion of Counsel, each stating that all conditions precedent provided in the Indenture relating to the satisfaction and discharge of the Indenture as to the Notes have been complied with;

WHEREAS, pursuant to Section 4.01 of the Indenture, the Company has requested the Trustee to cancel and discharge the Indenture as to the Notes and to execute and deliver to the Company this Satisfaction of Indenture;

NOW, THEREFORE, THIS SATISFACTION OF INDENTURE WITNESSETH:

The Trustee, pursuant to the provisions of Section 4.01 of the Indenture, hereby acknowledges that the Company's obligations under the Indenture as to the Notes have been satisfied and hereby cancels the Indenture as to the Notes, and the Indenture is hereby discharged as to the Notes and hereby ceases to be of further effect as to all Notes outstanding except with respect to those obligations that the Indenture provides shall survive the satisfaction and discharge thereof.

[ *Signature Page Follows* ]

IN WITNESS WHEREOF, U.S. BANK, NATIONAL ASSOCIATION has caused its corporate name to be hereunto affixed, and this instrument to be signed by one of its responsible officers, all as of the day and year first above written.

**U.S. BANK, NATIONAL ASSOCIATION, as Trustee**

/s/ Karen Beard

Name: Karen Beard

Title: Vice President

[ *Signature Page to 7.25% Notes Satisfaction and Discharge* ]