

TCP Capital Corp.  
Form 8-K  
May 16, 2014

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549

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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) **May 16, 2014 (May 15, 2014)**

**TCP CAPITAL CORP.**  
(Exact Name of Registrant as Specified in Charter)

**Delaware**                      **814-00899**    **56-2594706**  
(State or Other Jurisdiction (Commission (IRS Employer  
of Incorporation)              File Number) Identification No.)

**2951 28<sup>th</sup> Street, Suite 1000**  
**Santa Monica, California**              **90405**  
(Address of Principal Executive Offices) (Zip Code)

Registrant's telephone number, including area code **(310) 566-1000**

(Former Name or Former Address, if Changed Since Last Report)

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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))

Item 5.07. Submission of Matters to a Vote of Security Holders.

At 9:00 a.m. (Pacific Time) on May 15, 2014, TCP Capital Corp. ("TCPC") held its 2014 Annual Meeting of Stockholders at DoubleTree Suites, 1707 Fourth Street, Santa Monica, California 90401-3310 (the "Meeting"). At the Meeting, TCPC's common stockholders voted on two proposals, both of which were approved. The proposals are described in detail in TCPC's definitive proxy statement for the Meeting as filed with the Securities and Exchange Commission (the "SEC") on March 19, 2014. As of March 17, 2014, the record date, TCPC had 36,199,916 shares of common stock outstanding, which included 2,743,238 shares owned by affiliates. The final voting results from the Meeting were as follows:

**Proposal 1.** TCPC's stockholders elected five directors to the Board of Directors of TCPC. Each of Eric J. Draut, Franklin R. Johnson, Peter E. Schwab, Howard M. Levkowitz, and Rajneesh Vig will serve until the 2015 Annual Meeting and until his successor is duly elected and qualifies or until his earlier resignation, removal from office, death or incapacity. The five directors were re-elected pursuant to the voting results set forth below:

| <b>Name</b>         | <b>For</b> | <b>Withheld</b> | <b>Broker Non-Votes</b> |
|---------------------|------------|-----------------|-------------------------|
| Eric J. Draut       | 19,352,884 | 1,414,925       | 0                       |
| Franklin R. Johnson | 19,397,374 | 1,370,435       | 0                       |
| Peter E. Schwab     | 19,976,342 | 791,467         | 0                       |
| Howard M. Levkowitz | 19,986,512 | 781,297         | 0                       |
| Rajneesh Vig        | 18,822,991 | 1,944,818       | 0                       |

**Proposal 2.** TCPC's stockholders approved a proposal to authorize the TCPC, with the approval of its Board of Directors, to sell or otherwise issue shares of its common stock (during the next 12 months) at a price or prices below TCPC's then current net asset value per share in one or more offerings subject to certain limitations described in detail in TCPC's definitive proxy statement as filed with the SEC on March 19, 2014 (including, without limitation, that the number of shares sold on any given date does not exceed 25% of TCPC's then outstanding common stock immediately prior to such sale). The vote on the proposal, adjusted for 2,743,238 affiliated shares that voted for the proposal, was as follows:

| <b>For</b> | <b>Against</b> | <b>Abstained</b> | <b>Broker Non-Votes</b> |
|------------|----------------|------------------|-------------------------|
| 15,918,912 | 1,913,969      | 191,690          | 0                       |

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.

TCP CAPITAL CORP.

Date: May 16, 2014

By: /s/ Paul L. Davis

Name: Paul L. Davis

Title: Chief Financial Officer