

GLADSTONE CAPITAL CORP  
Form 8-K  
October 07, 2014

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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):

October 7, 2014

Gladstone Capital Corporation

(Exact name of registrant as specified in its charter)

Maryland

814-00237

54-2040781

(State or other jurisdiction  
of incorporation)

(Commission  
File Number)

(I.R.S. Employer  
Identification No.)

1521 Westbrach Drive, Suite 100, McLean,  
Virginia

22102

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code:

(703) 287-5800

Not Applicable

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 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

On October 7, 2014, the board of directors of Gladstone Capital Corporation (the "Company") elected Walter H. Wilkinson, Jr. to the board to fill a vacancy resulting from the death of a former director. Mr. Wilkinson was also appointed a member of each of the Company's Compensation Committee and Ethics, Nominating and Corporate Governance Committee, effective immediately. Mr. Wilkinson is an "independent director" within the meaning of NASDAQ Stock Market Marketplace Rule 5605(a)(2) and Section 10A of the Securities and Exchange Act of 1934, as amended. Because Mr. Wilkinson is filling a vacancy on our board, Mr. Wilkinson's initial term will expire on the date of the Company's 2015 Annual Meeting of Shareholders.

Mr. Wilkinson is the founder and a general partner of Kitty Hawk Capital, a venture capital firm established in 1980 and based in Charlotte, North Carolina. He has served as a director of RF Micro Devices (NASDAQ: RFMD) since 1992 and has served as the Chairman of the Board of Directors since July 2008. He currently serves on the board of the N.C. State University Foundation and has previously served on the boards of other universities and related organizations. He is a past member and director of the National Venture Capital Association and is a past member and Chairman of the National Association of Small Business Investment Companies. He is currently Chairman of the Carolinas Chapter of the National Association of Corporate Directors ("NACD") and is a NACD Leadership Fellow, having completed the NACD's program for corporate directors. During his career he has helped to start or expand dozens of rapidly growing companies in a variety of industries. Mr. Wilkinson serves or has served as a director of numerous venture-backed companies, both public and private. The Company issued a press release announcing the election of Mr. Wilkinson, which is attached hereto as Exhibit 99.1.

**Item 7.01 Regulation FD Disclosure.**

On October 7, 2014, the Company issued a press release, filed herewith as Exhibit 99.2, announcing that its board of directors declared monthly cash distributions for the Company's common stock and 6.75% Series 2021 Term Preferred Stock for each of October, November and December, 2014. The Company also announced its intention to report earnings for its fourth quarter and year ended September 30, 2014, after the stock market closes on Wednesday, November 12, 2014. The Company's conference call will be held on Thursday, November 13, 2014 at 8:30 a.m. EDT.

The information disclosed under this Item 7.01, including Exhibit 99.2 hereto, is being furnished and shall not be deemed "filed" for purposes of Section 18 of the Securities and Exchange Act of 1934, and shall not be deemed incorporated by reference into any filings made under the Securities Act of 1933, except as expressly set forth by specific reference in such filing.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

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**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.

Gladstone Capital Corporation

*October 7, 2014*

By: */s/ Melissa Morrison*

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*Name: Melissa Morrison*

*Title: Chief Financial Officer*

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Exhibit Index

| <b>Exhibit No.</b> | <b>Description</b>   |
|--------------------|--|
| 99.1               | 99.1 Press Release issued by Gladstone Capital Corporation on October 7, 2014. |
| 99.2               | 99.2 Press Release issued by Gladstone Capital Corporation on October 7, 2014. |