

ARES CAPITAL CORP  
Form 8-K  
May 01, 2015

**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) **April 29, 2015**

**ARES CAPITAL CORPORATION**

(Exact Name of Registrant as Specified in Charter)

**Maryland**  
(State or Other Jurisdiction  
of Incorporation)

**814-00663**  
(Commission  
File Number)

**33-1089684**  
(IRS Employer  
Identification No.)

**245 Park Avenue, 44th Floor, New York, NY**  
(Address of Principal Executive Offices)

**10167**  
(Zip Code)

Registrant's telephone number, including area code **(212) 750-7300**

**N/A**

## Edgar Filing: ARES CAPITAL CORP - Form 8-K

(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 (*see* General Instruction A.2. below):

- ☐ 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 5.07 Submission of Matters to a Vote of Security Holders.*****Annual Meeting of Stockholders***

On April 29, 2015, Ares Capital Corporation (the Company) held its annual meeting of stockholders (the Annual Meeting) at The Century Plaza Towers, 2029 Century Park East, Concourse Level, Conference Room B, Los Angeles, California 90067. The issued and outstanding shares of stock of the Company entitled to vote at the Annual Meeting consisted of the 314,108,062 shares of common stock outstanding on the record date, March 4, 2015. The common stockholders of the Company voted on two matters at the Annual Meeting, both of which were approved. The final voting results from the Annual Meeting as of April 29, 2015, as certified by the inspector of election, were as follows:

- (1) A proposal to elect three directors to serve for a term of three years, and until their successors are duly elected and qualify.

|                   | <b>FOR</b>  | <b>WITHHELD</b> | <b>BROKER NON-VOTES</b> |
|-------------------|-------------|-----------------|-------------------------|
| Steve Bartlett    | 143,829,764 | 5,296,136       | 125,521,170             |
| Robert L. Rosen   | 144,345,078 | 4,780,822       | 125,521,170             |
| Bennett Rosenthal | 141,815,589 | 7,310,311       | 125,521,170             |

- (2) A proposal to ratify the selection of KPMG LLP as the Company's independent registered public accounting firm for the year ending December 31, 2015.

| <b>FOR</b>  | <b>AGAINST</b> | <b>ABSTAIN</b> |
|-------------|----------------|----------------|
| 267,528,441 | 6,093,046      | 1,025,583      |

***Special Meeting of Stockholders***

On April 29, 2015, the Company also held a special meeting of stockholders (the Special Meeting) at The Century Plaza Towers, 2029 Century Park East, Concourse Level, Conference Room B, Los Angeles, California 90067. The issued and outstanding shares of stock of the Company entitled to vote at the Special Meeting consisted of the 314,108,062 shares of common stock outstanding on the record date, March 4, 2015. The common stockholders of the Company voted on one matter at the Special Meeting, which was approved. The final voting results from the Special Meeting as of April 29, 2015, as certified by the inspector of election, were as follows:

- (1) A proposal to authorize the Company, with the approval of its board of directors, to sell or otherwise issue shares of its common stock at a price below its then current net asset value per share subject to certain limitations (including, without limitation, that the number of shares issued does not exceed 25% of its then outstanding common stock).

| <b>FOR</b>  | <b>AGAINST</b> | <b>ABSTAIN</b> |
|-------------|----------------|----------------|
| 130,927,855 | 28,498,696     | 2,535,937      |



**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.

ARES CAPITAL CORPORATION

Date: May 1, 2015

|        |                         |
|--------|-------------------------|
| By:    | /s/ Penni F. Roll       |
| Name:  | Penni F. Roll           |
| Title: | Chief Financial Officer |