

ARES CAPITAL CORP  
Form DEFA14A  
June 03, 2011

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

**SCHEDULE 14A**

Proxy Statement Pursuant to Section 14(a) of  
the Securities Exchange Act of 1934 (Amendment No. )

Filed by the Registrant  X

Filed by a Party other than the Registrant  O

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to §240.14a-12

ARES CAPITAL CORPORATION  
(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.
  - (1) Title of each class of securities to which transaction applies:
  - (2) Aggregate number of securities to which transaction applies:
  - (3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):
  - (4) Proposed maximum aggregate value of transaction:
  - (5) Total fee paid:
- Fee paid previously with preliminary materials.
- Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.
  - (1) Amount Previously Paid:
  - (2) Form, Schedule or Registration Statement No.:
  - (3) Filing Party:
  - (4) Date Filed:

June 3, 2011

Dear Stockholder:

In connection with the upcoming 2011 Annual Meeting of Stockholders (the "Annual Meeting") of Ares Capital Corporation (the "Company") on June 6, 2011, you are being asked to (i) elect three directors of the Company, (ii) ratify the selection of KPMG LLP as the Company's independent registered public accounting firm, (iii) approve 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 ("NAV") subject to certain limitations (including, without limitation, that the number of shares issued not exceed 25% of its then outstanding common stock), (iv) approve a proposed amendment to the hurdle rate in the Company's investment advisory and management agreement (the "Advisory Agreement") with its investment adviser (the "Hurdle Rate Amendment") and (v) approve a proposed amendment to the calculation of the capital gains portion of the incentive fee in the Advisory Agreement (the "Capital Gains Amendment").

Set forth below is information confirming the voting standard required to approve each of the proposals:

	<b>Proposal</b>	<b>Approval Standard</b>
1.	Election of Directors	The affirmative vote of the holders of at least a majority of the total outstanding shares of the Company's common stock.
2.	Ratification of KPMG LLP	The affirmative vote of at least a majority of all of the votes cast at a meeting at which a quorum is present.
3.	Issuance of Common Stock at Below NAV	The affirmative vote of the holders of at least a majority, as defined in the Investment Company Act of 1940, as amended (the "Investment Company Act"), of (1) the outstanding shares of the Company's common stock and (2) the outstanding shares of the Company's common stock held by persons that are not affiliated persons of the Company. Under the Investment Company Act, the vote of holders of a majority means the vote of the holders of the lesser of (a) 67% or more of the outstanding shares of the Company's common stock present at the Annual Meeting or represented by proxy if the holders of more than 50% of the shares of the Company's common stock are present or represented by proxy and (b) more than 50% of the Company's outstanding shares of common stock.
4.	Hurdle Rate Amendment	The affirmative vote of the holders of at least a majority of the outstanding shares of the Company's common stock, as defined in the Investment Company Act. Under the Investment Company Act, the vote of holders of a majority means the vote of the holders of the lesser of (a) 67% or more of the outstanding shares of the Company's common stock present at the Annual Meeting or represented by proxy if the holders of more than 50% of the shares of the Company's common stock are present or represented by proxy and (b) more than 50% of the Company's outstanding shares of common stock.
5.	Capital Gains Amendment	

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The affirmative vote of the holders of at least a majority of the outstanding shares of the Company's common stock, as defined in the Investment Company Act. Under the Investment Company Act, the vote of holders of a majority means the vote of the holders of the lesser of (a) 67% or more of the outstanding shares of the Company's common stock present at the Annual Meeting or represented by proxy if the holders of more than 50% of the shares of the Company's common stock are present or represented by proxy and (b) more than 50% of the Company's outstanding shares of common stock.

Your Board of Directors recommends that you vote **FOR** all director nominees in Proposal 1 and **FOR** Proposals 2, 3, 4 and 5. **Please refer to the proxy materials previously provided to you in connection with the Annual Meeting for additional detail on each of these proposals.**

On behalf of your Board of Directors, thank you for your continued support.

Sincerely,

Bennett Rosenthal  
Chairman

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