

Main Street Capital CORP
Form POS EX
November 18, 2016

As filed with the Securities and Exchange Commission on November 18, 2016

Securities Act File No. 333-203147

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Form N-2

(Check appropriate box or boxes)

- REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933**
- Pre-Effective Amendment No.**
- Post-Effective Amendment No. 7**

Main Street Capital Corporation

(Exact name of registrant as specified in charter)

1300 Post Oak Boulevard, 8th Floor

Houston, TX 77056

(713) 350-6000

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(Address and telephone number,

including area code, of principal executive offices)

Vincent D. Foster

Chairman and Chief Executive Officer

Main Street Capital Corporation

1300 Post Oak Boulevard, 8th Floor

Houston, TX 77056

(Name and address of agent for service)

COPIES TO:

Jason B. Beauvais
Senior Vice President, General Counsel,
Chief Compliance Officer and Secretary
Main Street Capital Corporation
1300 Post Oak Boulevard, 8th Floor
Houston, TX 77056

Steven B. Boehm, Esq.
Harry S. Pangas, Esq.
Sutherland Asbill & Brennan LLP
700 Sixth Street, NW, Suite 700
Washington, DC 20001-3980
Tel: (202) 383-0100
Fax: (202) 637-3593

Approximate date of proposed public offering: **As soon as practicable after the effective date of this Registration Statement.**

If any securities being registered on this form will be offered on a delayed or continuous basis in reliance on Rule 415 under the Securities Act of 1933, other than securities offered in connection with a dividend reinvestment plan, check the following box. X

EXPLANATORY NOTE AND INCORPORATION BY REFERENCE

This Post-Effective Amendment No. 7 to the Registration Statement on Form N-2 (File No. 333-203147) is being filed pursuant to Rule 462(d) under the Securities Act of 1933, as amended (the Securities Act), solely for the purpose of adding additional exhibits to such Registration Statement. Accordingly, this Post-Effective Amendment No. 7 consists only of a facing page, this explanatory note, and Part C of the Registration Statement on Form N-2. This Post-Effective Amendment No. 7 does not change the form of prospectus declared effective on May 16, 2016. As permitted by Rule 462(d), this Post-Effective Amendment No. 7 shall become effective upon filing with the SEC.

PART C

Other Information

Item 25. Financial Statements And Exhibits

(1) *Financial Statements*

The following financial statements of Main Street Capital Corporation (the Registrant or the Company) are included in Part A of this Registration Statement:

Unaudited Financial Statements

| | |
|---|------|
| Consolidated Balance Sheets March 31, 2016 (unaudited) and December 31, 2015 | F-2 |
| Consolidated Statements of Operations (unaudited) Three months ended March 31, 2016 and 2015 | F-3 |
| Consolidated Statements of Changes in Net Assets (unaudited) Three months ended March 31, 2016 and 2015 | F-4 |
| Consolidated Statements of Cash Flows (unaudited) Three months ended March 31, 2016 and 2015 | F-5 |
| Consolidated Schedule of Investments (unaudited) March 31, 2016 | F-6 |
| Consolidated Schedule of Investments December 31, 2015 | F-22 |
| Notes to Consolidated Financial Statements (unaudited) | F-39 |

Audited Financial Statements

| | |
|--|-------|
| Report of Independent Registered Public Accounting Firm | F-74 |
| Consolidated Balance Sheets as of December 31, 2015 and 2014 | F-75 |
| Consolidated Statements of Operations for the Years Ended December 31, 2015, 2014, and 2013 | F-76 |
| Consolidated Statements of Changes in Net Assets for the Years Ended December 31, 2015, 2014, and 2013 | F-77 |
| Consolidated Statements of Cash Flows for the Years Ended December 31, 2015, 2014, and 2013 | F-78 |
| Consolidated Schedules of Investments as of December 31, 2015 and 2014 | F-79 |
| Notes to Consolidated Financial Statements | F-111 |

(2) *Exhibits*

- (a) Articles of Amendment and Restatement of Main Street Capital Corporation (previously filed as Exhibit (a) to Main Street Capital Corporation's Pre-Effective Amendment No. 2 to the Registration Statement on Form N-2 filed on August 15, 2007 (Reg. No. 333-142879))
- (b) Amended and Restated Bylaws of Main Street Capital Corporation (previously filed as Exhibit 3.1 to Main Street Capital Corporation's Current Report on Form 8-K filed on March 6, 2013 (File No. 1-33723))
- (c) Not Applicable
- (d)(1) Form of Common Stock Certificate (previously filed as Exhibit (d) to Main Street Capital Corporation's Pre-Effective Amendment No. 2 to the Registration Statement on Form N-2 filed on August 15, 2007 (Reg. No. 333-142879))
- (d)(2) Form of Subscription Certificate*

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- (d)(3) Form of Subscription Agent Agreement*
- (d)(4) Form of Warrant Agreement*
- (d)(5) Form of Preferred Stock Certificate*
- (d)(6) Form of Indenture between Main Street Capital Corporation and The Bank of New York Mellon Trust Company, N.A. (previously filed as Exhibit (d)(6) to Main Street Capital Corporation's Post-Effective Amendment No. 2 to the Registration Statement on Form N-2 filed on March 28, 2013 (Reg. No. 333-183555))
- (d)(7) Statement of Eligibility of Trustee on Form T-1 of The Bank of New York Mellon Trust Company, N.A., as trustee with respect to the Indenture under Exhibit (d)(6) dated as of April 2, 2013***

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- (d)(8) Form of First Supplemental Indenture relating to the 6.125% Notes due 2023, between Main Street Capital Corporation and The Bank of New York Mellon Trust Company, N.A. (previously filed as Exhibit (d)(8) to Main Street Capital Corporation's Post-Effective Amendment No. 2 to the Registration Statement on Form N-2 filed on March 28, 2013 (Reg. No. 333-183555))
- (d)(9) Form of 6.125% Notes due 2023 (incorporated by reference to Exhibit (d)(8))
- (d)(10) Form of Second Supplemental Indenture relating to the 4.50% Notes due 2019, between Main Street Capital Corporation and The Bank of New York Mellon Trust Company, N.A. (previously filed as Exhibit (d)(10) to Main Street Capital Corporation's Post-Effective Amendment No. 9 to the Registration Statement on Form N-2 filed on November 4, 2014 (Reg. No. 333-183555))
- (d)(11) Form of 4.50% Notes due 2019 (incorporated by reference to Exhibit (d)(10))
- (e) Dividend Reinvestment Plan (previously filed as Exhibit (e) to Main Street Capital Corporation's Post-Effective Amendment No. 8 to the Registration Statement on Form N-2 filed on May 7, 2014 (Reg. No. 333-183555))
- (f)(1) Main Street Mezzanine Fund, LP SBIC debentures guaranteed by the SBA (previously filed as Exhibit (f)(1) to Main Street Capital Corporation's Pre-Effective Amendment No. 1 to the Registration Statement on Form N-2 filed on June 22, 2007 (Reg. No. 333-142879))
- (f)(2) Main Street Capital II, LP SBIC debentures guaranteed by the SBA (see Exhibit (f)(1) to Pre-Effective Amendment No. 1 to Form N-2 of Main Street Capital Corporation filed with the SEC on June 22, 2007 for a substantially identical copy of the form of debentures)
- (f)(3) Main Street Capital III, LP SBIC debentures guaranteed by the SBA (see Exhibit (f)(1) to Pre-Effective Amendment No. 1 to Form N-2 of Main Street Capital Corporation filed with the SEC on June 22, 2007 for a substantially identical copy of the form of debentures)
- (g)(1) Investment Sub-Advisory Agreement dated May 31, 2012 by and among HMS Adviser, LP, Main Street Capital Partners, LLC, Main Street Capital Corporation and HMS Income Fund, Inc. (previously filed as Exhibit (g)(2) to HMS Income Fund, Inc.'s Pre-Effective Amendment No. 3 to the Registration Statement on Form N-2 filed on May 31, 2012 (Reg. No. 333-178548))
- (g)(2) Assignment and Assumption of Investment Sub-Advisory Agreement dated December 31, 2013 by and among MSC Adviser I, LLC, HMS Adviser, LP, Main Street Capital Partners, LLC, Main Street Capital Corporation and HMS Income Fund, Inc. (previously filed as Exhibit 10.14 to Main Street Capital Corporation's Annual Report on Form 10-K for the year ended December 31, 2013 filed on February 28, 2014 (File. No. 1-33723))
- (h)(1) Form of Underwriting Agreement for equity securities*
- (h)(2) Form of Underwriting Agreement for debt securities*
- (h)(3) Form of Equity Distribution Agreement**
- (i)(1) Main Street Capital Corporation 2015 Equity and Incentive Plan (previously filed as Exhibit 4.4 to Main Street Capital Corporation's Registration Statement on Form S-8 filed on May 5, 2015 (Reg. No. 333-203893))
- (i)(2) Main Street Capital Corporation 2015 Non-Employee Director Restricted Stock Plan (previously filed as Exhibit 4.5 to Main Street Capital Corporation's Registration Statement on Form S-8 filed on May 5, 2015 (Reg. No. 333-203893))
- (i)(3) Main Street Capital Corporation Deferred Compensation Plan Adoption Agreement and Plan Document (previously filed as Exhibit 4.1 to Main Street Capital Corporation's Registration Statement on Form S-8 filed on December 18, 2015 (File No. 333-208643))
- (j) Custodian Agreement (previously filed as Exhibit (j) to Main Street Capital Corporation's Pre-Effective Amendment No. 3 to the Registration Statement on Form N-2 filed on September 21, 2007 (Reg. No. 333-142879))

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- (k)(1) Form of Confidentiality and Non-Compete Agreement by and between Main Street Capital Corporation and Vincent D. Foster (previously filed as Exhibit (k)(12) to Main Street Capital Corporation's Pre-Effective Amendment No. 3 to the Registration Statement on Form N-2 filed on September 21, 2007 (Reg. No. 333-142879))
- (k)(2) Form of Indemnification Agreement by and between Main Street Capital Corporation and each executive officer and director (previously filed as Exhibit (k)(13) to Main Street Capital Corporation's Pre-Effective Amendment No. 3 to the Registration Statement on Form N-2 filed on September 21, 2007 (Reg. No. 333-142879))
- (k)(3) Second Amended and Restated Credit Agreement dated September 27, 2013 (previously filed as Exhibit 10.1 to Main Street Capital Corporation's Current Report on Form 8-K filed on October 1, 2013 (File No. 1-33723))
- (k)(4) Second Amended and Restated General Security Agreement dated September 27, 2013 (previously filed as Exhibit 10.2 to Main Street Capital Corporation's Current Report on Form 8-K filed on October 1, 2013 (File No. 1-33723))
- (k)(5) Second Amended and Restated Equity Pledge Agreement dated September 27, 2013 (previously filed as Exhibit 10.3 to Main Street Capital Corporation's Current Report on Form 8-K filed on October 1, 2013 (File No. 1-33723))
- (k)(6) Amended and Restated Custodial Agreement dated September 20, 2010 (previously filed as Exhibit 10.3 to Main Street Capital Corporation's Current Report on Form 8-K filed September 21, 2010 (File No. 1-33723))
- (k)(7) Third Amendment to Amended and Restated Credit Agreement and First Amendment to Amended and Restated Custodial Agreement dated November 21, 2011 (previously filed as Exhibit 10.1 to Main Street Capital Corporation's Current Report on Form 8-K filed November 22, 2011 (File No. 1-33723))
- (k)(8) First Amendment to Second Amended and Restated Credit Agreement dated June 27, 2014 (previously filed as Exhibit 10.1 to Main Street Capital Corporation's Current Report on Form 8-K filed on July 1, 2014 (File No. 1-33723))
- (k)(9) Second Amendment to Second Amended and Restated Credit Agreement dated September 25, 2014 (previously filed as Exhibit 10.1 to Main Street Capital Corporation's Current Report on Form 8-K filed on September 30, 2014 (File No. 1-33723))
- (k)(10) Third Amendment to Second Amended and Restated Credit Agreement dated October 22, 2014 (previously filed as Exhibit (k)(6) to Main Street Capital Corporation's Post-Effective Amendment No. 9 to the Registration Statement on Form N-2 filed on November 4, 2014 (Reg. No. 333-183555))
- (k)(11) Supplement and Joinder Agreement dated December 11, 2014 (previously filed as Exhibit 10.1 to Main Street Capital Corporation's Current Report on Form 8-K filed on December 12, 2014 (File No. 1-33723))
- (k)(12) Fourth Amendment to Second Amended and Restated Credit Agreement dated April 29, 2015 (previously filed as Exhibit 10.1 to Main Street Capital Corporation's Current Report on Form 8-K filed on April 30, 2015 (File No. 1-33723))
- (k)(13) Fifth Amendment to Second Amended and Restated Credit Agreement and First Amendment to Security Agreement dated November 20, 2015 (previously filed as Exhibit 10.1 to Main Street Capital Corporation's Current Report on Form 8-K filed on November 24, 2015 (File No. 1-33723))
- (k)(14) Sixth Amendment to Second Amended and Restated Credit Agreement dated October 31, 2016 (previously filed as Exhibit 10.1 to Main Street Capital Corporation's Current Report on Form 8-K filed on November 1, 2016 (File No. 1-33723))
- (l)(1) Opinion and Consent of Counsel**
 - (m) Not Applicable
- (n)(1) Consent of Grant Thornton LLP regarding Main Street Capital Corporation***

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- (n)(2) Report of Grant Thornton LLP regarding the senior security table contained herein***
- (r) Code of Ethics (previously filed as Exhibit (r) to Main Street Capital Corporation's Pre-Effective Amendment No. 2 to the Registration Statement on Form N-2 filed on August 15, 2007 (Reg. No. 333-142879))
- (s) Power of Attorney (see signature page to this registration statement)

- 99.1 Statement of Computation of Ratios of Earnings to Fixed Charges (previously filed as Exhibit 12.1 to Main Street Capital Corporation's Annual Report on Form 10-K for the year ended December 31, 2015 filed on February 26, 2016 (File No. 1-33723))
- 99.2 Code of Business Conduct and Ethics (previously filed as Exhibit 14.1 to Main Street Capital Corporation's Quarterly Report on Form 10-Q for the quarter ended September 30, 2016 filed on November 4, 2016 (File No. 1-33723))
- 99.3 Form of Preliminary Prospectus Supplement for Common Stock Offerings (previously filed as Exhibit 99.3 to Main Street Capital Corporation's Registration Statement on Form N-2 filed on August 24, 2012 (Reg. No. 333-183555))
- 99.4 Form of Preliminary Prospectus Supplement for Preferred Stock Offerings (previously filed as Exhibit 99.4 to Main Street Capital Corporation's Registration Statement on Form N-2 filed on August 24, 2012 (Reg. No. 333-183555))
- 99.5 Form of Preliminary Prospectus Supplement for Warrant Offerings (previously filed as Exhibit 99.5 to Main Street Capital Corporation's Registration Statement on Form N-2 filed on August 24, 2012 (Reg. No. 333-183555))
- 99.6 Form of Preliminary Prospectus Supplement for Rights Offerings (previously filed as Exhibit 99.6 to Main Street Capital Corporation's Registration Statement on Form N-2 filed on August 24, 2012 (Reg. No. 333-183555))
- 99.7 Form of Preliminary Prospectus Supplement for Debt Securities Offerings (previously filed as Exhibit 99.7 to Main Street Capital Corporation's Registration Statement on Form N-2 filed on August 24, 2012 (Reg. No. 333-183555))
- 99.8 Form of Preliminary Prospectus Supplement for Unit Offerings (previously filed as Exhibit 99.8 to Main Street Capital Corporation's Registration Statement on Form N-2 filed on August 24, 2012 (Reg. No. 333-183555))

* To be filed by post-effective amendment, if applicable.

** Filed herewith.

*** Previously filed as an exhibit to this registration statement.

Item 26. Marketing Arrangements

The information contained under the heading "Plan of Distribution" on this Registration Statement is incorporated herein by reference and any information concerning any underwriters will be contained in the accompanying prospectus supplement, if any.

Item 27. Other Expenses Of Issuance And Distribution

| | | |
|--|----|-----------|
| SEC registration fee | \$ | 174,300 |
| New York Stock Exchange additional listing fee | | 150,000* |
| FINRA filing fee | | 225,500 |
| Accounting fees and expenses | | 225,000* |
| Legal fees and expenses | | 300,000* |
| Printing and engraving | | 150,000* |
| Miscellaneous fees and expenses | | 50,000* |
| Total | \$ | 1,274,800 |

* Estimated for filing purposes.

All of the expenses set forth above shall be borne by the Registrant.

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Item 28. *Persons Controlled By Or Under Common Control*

Main Street Capital Corporation, directly or indirectly, owns 100% of each the following consolidated subsidiaries:

- Main Street Mezzanine Fund, LP a Delaware limited partnership
- Main Street Mezzanine Management, LLC a Delaware limited liability company
- Main Street Capital Partners, LLC a Delaware limited liability company
- Main Street Equity Interests, Inc. a Delaware corporation
- Main Street Capital II, LP a Delaware limited partnership
- Main Street Capital II GP, LLC a Delaware limited liability company
- MSCII Equity Interests, LLC a Delaware limited liability company

In addition, Main Street Capital Corporation may be deemed to control certain portfolio companies that are not consolidated by Main Street Capital Corporation. For a more detailed discussion of these entities, see *Portfolio Companies* in the prospectus.

Item 29. *Number Of Holders Of Securities*

The following table sets forth the number of record holders of the Registrant's capital stock at May 13, 2016.

| Title of Class | Number of Record Holders |
|-----------------------|-------------------------------------|
|-----------------------|-------------------------------------|