

Main Street Capital CORP  
Form 4  
June 24, 2015

**FORM 4**

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
FOSTER VINCENT D

(Last) (First) (Middle)

1300 POST OAK BLVD., STE. 800

(Street)

HOUSTON, TX 77056

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
Main Street Capital CORP [MAIN]

3. Date of Earliest Transaction (Month/Day/Year)  
06/22/2015

4. If Amendment, Date Original Filed (Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
CEO and President

6. Individual or Joint/Group Filing (Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |                |   |                                 |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|----------------|---|---------------------------------|
|                                 |                                      |  | Code                           | V   | Amount  | (A) or (D)   | Price   |                |   |                                 |
| Common Stock                    | 06/22/2015                           |  | F(1)                           |   | 14,572  | D  | \$ 31.8   | 1,447,227.0179 | D |                                 |
| Common Stock                    | 06/15/2015                           |  | P(2)                           | V   | 6.713   | A  | \$ 31.65  | 1,447,233.7309 | D |                                 |
| Common Stock                    | 06/15/2015                           |  | P(2)                           | V   | 1,925.8212  | A  | \$ 31.65  | 1,449,159.5521 | D |                                 |
| Common Stock                    | 06/15/2015                           |  | P(2)                           | V   | 516.9741  | A  | \$ 31.65  | 1,449,676.5262 | D |                                 |
| Common Stock                    | 06/15/2015                           |  | P(2)                           | V   | 70.6594   | A  | \$ 31.65  | 12,922.5808    | I | By Foster Irrevocable Trust (3) |

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|              |            |                  |   |         |   |            |            |   |                                |
|--------------|------------|------------------|---|---------|---|------------|------------|---|--------------------------------|
| Common Stock | 06/15/2015 | P <sup>(2)</sup> | V | 19.8491 | A | \$ 31.3817 | 3,599.4914 | I | By daughter                    |
| Common Stock | 06/15/2015 | P <sup>(2)</sup> | V | 19.4227 | A | \$ 31.3817 | 3,522.1556 | I | By daughter                    |
| Common Stock |            |                  |   |         |   |            | 30,000     | I | By MS Trust I <sup>(3)</sup>   |
| Common Stock |            |                  |   |         |   |            | 30,000     | I | By MS Trust II <sup>(3)</sup>  |
| Common Stock |            |                  |   |         |   |            | 30,000     | I | By MS Trust III <sup>(3)</sup> |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Beneficially (Instr. 3, 4, and 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title                                      | Amount or Number of Shares   |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                   |       |
|--|---------------|-----------|-------------------|-------|
|  | Director      | 10% Owner | Officer           | Other |
| FOSTER VINCENT D<br>1300 POST OAK BLVD.<br>STE. 800<br>HOUSTON, TX 77056 | X             |           | CEO and President |       |

## Signatures

/s/ Jason B. Beauvais as Attorney-in-Fact for Vincent D.  
Foster

06/23/2015

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Shares used to satisfy tax withholding requirements pursuant to the Main Street Capital Corporation 2008 Equity Incentive Plan.
- (2) The reporting person acquired these shares under a dividend reinvestment plan, pursuant to a dividend reinvestment transaction exempt from Section 16 under Rule 16a-11.
- (3) Family trust.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.  
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