

EQUUS TOTAL RETURN, INC.

Form 8-K

June 30, 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): June 24, 2014

**EQUUS TOTAL RETURN, INC.**

(Exact Name of Registrant as Specified in its Charter)

<b>Delaware</b>	<b>814-00098</b>	<b>76-0345915</b>
(State or Other Jurisdiction Of Incorporation)	(Commission File Number)	(IRS Employer Identification No.)

**Eight Greenway Plaza, Suite 930, Houston, Texas**

(Address of Principal Executive Offices) **77046**  
(Zip Code)

**Registrant's telephone number, including area code: (713) 529-0900**

N/A

(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))

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

On June 24, 2014, Equus Total Return, Inc. (the “Fund”) and its Board of Directors (“Board”) appointed Robert L. Knauss, an independent director, as its Chairman, effective immediately. A summary of Mr. Knauss’ business background and experience is as follows:

Mr. Knauss has served as an independent director of the Fund since 1991 and as the Chairman of the Fund’s independent directors since June 2010. From 1998 to 2003, Mr. Knauss was Chairman of the Board of Philip Services Corp. (industrial services), and Chairman of the Board and CEO of Baltic International USA, Inc. from 1995 to 2003. During the past twenty years, Mr. Knauss has served on the Boards of Directors of eight public companies. Mr. Knauss was the former Dean and Distinguished University Professor of University of Houston Law School and was also Dean of Vanderbilt Law School.

**Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.**

On June 24, 2014, the Board amended and restated its Bylaws to eliminate the title of Executive Chairman from the list of officers that may be appointed by the Board.

**Item 9.01 Financial Statements and Exhibits.**

**(d) Exhibits.**

3.2 Amended and Restated Bylaws of Equus Total Return, Inc.

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.

Equus Total Return, Inc.

Date: June 27, 2014 By: /s/ Kenneth I. Denos  
Name: Kenneth I. Denos  
Title: Secretary