

ARES CAPITAL CORP  
Form 8-K  
March 20, 2019

**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) **March 20, 2019**

**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**

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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 (*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))

Indicate by check mark whether the registrant is an emerging growth company as defined in as defined in Rule 405 of the Securities Act of 1933 (§ 230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§ 240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

**Item 8.01 Other Events.**

On March 20, 2019, Ares Capital Corporation (the Company) issued an additional \$52.5 million aggregate principal amount of its 4.625% Convertible Notes due 2024 (the Convertible Notes) pursuant to the underwriters' exercise in full of their option to purchase additional Convertible Notes. The Company granted this option to the underwriters in connection with its issuance of \$350 million aggregate principal amount of the Convertible Notes, which was completed on March 8, 2019.

The Company raised approximately \$51.1 million in net proceeds from the sale of the additional \$52.5 million aggregate principal amount, which brought the total net proceeds of the offering to approximately \$390.7 million after deducting underwriting discounts and estimated offering expenses. The Company expects to use the total net proceeds of this offering to repay or repurchase certain outstanding indebtedness under its debt facilities. The Company may reborrow under its debt facilities for general corporate purposes, which include investing in portfolio companies in accordance with its investment objective.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits:

| <b>Exhibit Number</b> | <b>Description</b>   |
|-----------------------|--|
| 5.1                   | <u>Opinion of Proskauer Rose LLP.</u>  |
| 23.1                  | <u>Consent of Proskauer Rose LLP (contained in the opinion filed as Exhibit 5.1 hereto).</u> |

**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: March 20, 2019

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