

Main Street Capital CORP  
Form 497  
November 04, 2016

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**Filed Pursuant to Rule 497**

**Registration Statement No. 333-203147**

Supplement, dated November 4, 2016  
to  
Prospectus, dated May 16, 2016  
and  
Prospectus Supplement, dated June 9, 2016

This supplement contains information which amends, supplements or modifies certain information contained in the Prospectus of Main Street Capital Corporation (the Company) dated May 16, 2016 (the Prospectus), as supplemented by the Prospectus Supplement dated June 9, 2016, as further supplemented from time to time including hereby (the Prospectus Supplement). Capitalized terms used but not defined herein shall have the same meaning given them in the Prospectus Supplement or Prospectus, as applicable.

*Investing in our common stock involves a high degree of risk, and should be considered highly speculative. See Risk Factors beginning on page 14 of the Prospectus and in Annex A hereto to read about factors you should consider, including the risk of leverage and dilution, before investing in our common stock.*

#### **STATUS OF OUR OFFERING**

On June 9, 2016, we established an at-the-market program to which the Prospectus Supplement relates and through which we may sell, from time to time and at our sole discretion up to 1,500,000 shares of our common stock. As of the date hereof, we have sold 1,215,326 shares of our common stock for net proceeds of approximately \$40.0 million, after commissions to the Sales Agents on shares sold and offering costs, under the at-the-market program. As a result, 284,674 shares of our common stock remain available for sale under the at-the-market program.

**FORM 10-Q**

On November 4, 2016, we filed our Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2016 (the Report ) with the Securities and Exchange Commission. We have attached the Report as Annex A hereto.

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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549  
**FORM 10-Q**

(Mark One)

**QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES  
EXCHANGE ACT OF 1934**

For the quarterly period ended September 30, 2016

OR

**TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES  
EXCHANGE ACT OF 1934**

For the transition period from: \_\_\_\_\_ to \_\_\_\_\_  
Commission File Number: 001-33723

**Main Street Capital Corporation**

(Exact name of registrant as specified in its charter)

**Maryland**  
(State or other jurisdiction of  
incorporation or organization)

**41-2230745**  
(I.R.S. Employer  
Identification No.)

**1300 Post Oak Boulevard, 8<sup>th</sup> floor**  
**Houston, TX**  
(Address of principal executive offices)

**77056**  
(Zip Code)

**(713) 350-6000**  
(Registrant's telephone number including area code)

**n/a**  
(Former name, former address and former fiscal year, if changed since last report)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

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Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes  No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer  Accelerated filer  Non-accelerated filer  Smaller reporting company   
Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes  No

The number of shares outstanding of the issuer's common stock as of November 3, 2016 was 53,036,148.

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	<b>September 30, 2016</b>	<b>December 31, 2015</b>
	<b>(Unaudited)</b>	
<b>ASSETS</b>		
Portfolio investments at fair value:		
Control investments (cost: \$401,190 and \$387,727 as of September 30, 2016 and December 31, 2015, respectively)	\$ 547,651	\$ 555,011
Affiliate investments (cost: \$368,553 and \$333,728 as of September 30, 2016 and December 31, 2015, respectively)	352,873	350,519
Non-Control/Non-Affiliate investments (cost: \$1,046,923 and \$945,187 as of September 30, 2016 and December 31, 2015, respectively)	1,019,743	894,466
Total portfolio investments (cost: \$1,816,666 and \$1,666,642 as of September 30, 2016 and December 31, 2015, respectively)	1,920,267	1,799,996
Marketable securities and idle funds investments (cost: \$0 and \$5,407 as of September 30, 2016 and December 31, 2015, respectively)		3,693
Total investments (cost: \$1,816,666 and \$1,672,049 as of September 30, 2016 and December 31, 2015, respectively)	1,920,267	1,803,689
Cash and cash equivalents	31,782	20,331
Interest receivable and other assets	33,500	27,737
Receivable for securities sold	503	9,901
Deferred financing costs (net of accumulated amortization of \$10,896 and \$8,965 as of September 30, 2016 and December 31, 2015, respectively)	12,259	13,267
Deferred tax asset, net	9,199	4,003
Total assets	\$ 2,007,510	\$ 1,878,928
<b>LIABILITIES</b>		
Credit facility	\$ 313,000	\$ 291,000
SBIC debentures (par: \$231,000 (\$15,000 due within one year) and \$225,000 as of September 30, 2016 and December 31, 2015, respectively. Par of \$75,200 is recorded at a fair value of \$74,680 and \$73,860 as of September 30, 2016 and December 31, 2015, respectively)	230,480	223,660
4.50% Notes	175,000	175,000
6.125% Notes	90,655	90,738
Accounts payable and other liabilities	11,581	12,292
Payable for securities purchased	29,100	2,311
Interest payable	3,561	3,959
Dividend payable	9,783	9,074
Total liabilities	863,160	808,034
Commitments and contingencies (Note M)		
<b>NET ASSETS</b>		
Common stock, \$0.01 par value per share (150,000,000 shares authorized; 52,901,113 and 50,413,744 shares issued and outstanding as of September 30, 2016 and December 31, 2015, respectively)	529	504
Additional paid-in capital	1,090,197	1,011,467
Accumulated net investment income, net of cumulative dividends of \$471,478 and \$417,347 as of September 30, 2016 and December 31, 2015, respectively	38,421	7,181
Accumulated net realized gain from investments (accumulated net realized gain from investments of \$52,352 before cumulative dividends of \$112,539 as of September 30, 2016 and accumulated net realized gain from investments of	(60,187)	(49,653)

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\$19,005 before cumulative dividends of \$68,658 as of December 31, 2015)

Net unrealized appreciation, net of income taxes	75,390	101,395
Total net assets	1,144,350	1,070,894
Total liabilities and net assets	\$ 2,007,510	\$ 1,878,928
<b>NET ASSET VALUE PER SHARE</b>	\$ 21.62	\$ 21.24

The accompanying notes are an integral part of these financial statements

Table of Contents**MAIN STREET CAPITAL CORPORATION****Consolidated Statements of Operations**

(dollars in thousands, except shares and per share amounts)

**(Unaudited)**

	<b>Three Months Ended September 30,</b>		<b>Nine Months Ended September 30,</b>	
	<b>2016</b>	<b>2015</b>	<b>2016</b>	<b>2015</b>
<b>INVESTMENT INCOME:</b>				
Interest, fee and dividend income:				
Control investments	\$ 14,826	\$ 13,437	\$ 40,398	\$ 36,264
Affiliate investments	9,619	6,852	27,095	19,862
Non-Control/Non-Affiliate investments	22,149	22,090	63,841	64,124
Interest, fee and dividend income	46,594	42,379	131,334	120,250
Interest, fee and dividend income from marketable securities and idle funds investments	5	229	174	846
Total investment income	46,599	42,608	131,508	121,096
<b>EXPENSES:</b>				
Interest	(8,573)	(8,302)	(25,010)	(23,755)
Compensation	(4,309)	(3,727)	(12,081)	(11,055)
General and administrative	(2,247)	(2,212)	(6,808)	(6,271)
Share-based compensation	(2,137)	(1,651)	(5,977)	(4,592)
Expenses allocated to the External Investment Manager	1,224	1,145	3,739	3,133
Total expenses	(16,042)	(14,747)	(46,137)	(42,540)
<b>NET INVESTMENT INCOME</b>	<b>30,557</b>	<b>27,861</b>	<b>85,371</b>	<b>78,556</b>
<b>NET REALIZED GAIN (LOSS):</b>				
Control investments	17,862		32,220	3,324
Affiliate investments	(3,447)	5,964	25,260	5,827
Non-Control/Non-Affiliate investments	(10,033)	(6,195)	(22,452)	(16,836)
Marketable securities and idle funds investments	(96)	(1,112)	(1,681)	(1,352)
Total net realized gain (loss)	4,286	(1,343)	33,347	(9,037)
<b>NET CHANGE IN UNREALIZED APPRECIATION (DEPRECIATION):</b>				
Portfolio investments	8,376	(8,389)	(29,738)	21,716
Marketable securities and idle funds investments	235	(648)	1,729	(521)
SBIC debentures	(801)	(50)	(820)	(823)
Total net change in unrealized appreciation (depreciation)	7,810	(9,087)	(28,829)	20,372
<b>INCOME TAXES:</b>				
Federal and state income, excise and other taxes	(904)	495	(2,372)	(1,547)
Deferred taxes	1,432	2,742	3,390	8,551
Income tax benefit	528	3,237	1,018	7,004
<b>NET INCREASE IN NET ASSETS RESULTING FROM OPERATIONS</b>	<b>\$ 43,181</b>	<b>\$ 20,668</b>	<b>\$ 90,907</b>	<b>\$ 96,895</b>



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<b>NET INVESTMENT INCOME PER SHARE BASIC AND DILUTED</b>	\$	0.58	\$	0.56	\$	1.66	\$	1.61
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<b>NET INCREASE IN NET ASSETS RESULTING FROM OPERATIONS PER SHARE BASIC AND DILUTED</b>	\$	0.82	\$	0.41	\$	1.76	\$	1.99
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**DIVIDENDS PAID PER SHARE:**

Regular monthly dividends	\$	0.540	\$	0.525	\$	1.620	\$	1.560
Supplemental dividends						0.275		0.275

Total dividends	\$	0.540	\$	0.525	\$	1.895	\$	1.835
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<b>WEIGHTED AVERAGE SHARES OUTSTANDING BASIC AND DILUTED</b>	52,613,277	50,036,776	51,538,745	48,681,260
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The accompanying notes are an integral part of these financial statements

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## MAIN STREET CAPITAL CORPORATION

## Consolidated Statements of Changes in Net Assets

(dollars in thousands, except shares)

(Unaudited)

	Common Stock			Accumulated Net Investment Income, Net of Dividends	Accumulated Net Realized Gain From Investments, Net of Dividends	Net Unrealized Appreciation from Investments, Net of Income Taxes	Total Net Asset Value
	Number of Shares	Par Value	Additional Paid-In Capital				
<b>Balances at December 31, 2014</b>	45,079,150	\$ 451	\$ 853,606	\$ 23,665	\$ (20,456)	\$ 82,716	\$ 939,982
Public offering of common stock, net of offering costs	4,370,000	44	127,720				127,764
Share-based compensation			4,592				4,592
Purchase of vested stock for employee payroll tax withholding	(54,840)	(1)	(1,739)				(1,740)
Dividend reinvestment	444,957	4	13,654				13,658
Amortization of directors' deferred compensation			292				292
Issuance of restricted stock, net of forfeited shares	239,911	2	(2)				
Dividends to stockholders				(88,294)	(2,168)		(90,462)
Net increase (loss) resulting from operations				78,556	(9,037)	27,376	96,895
<b>Balances at September 30, 2015</b>	50,079,178	\$ 500	\$ 998,123	\$ 13,927	\$ (31,661)	\$ 110,092	\$ 1,090,981
<b>Balances at December 31, 2015</b>	50,413,744	\$ 504	\$ 1,011,467	\$ 7,181	\$ (49,653)	\$ 101,395	\$ 1,070,894
Public offering of common stock, net of offering costs	1,996,793	20	64,239				64,259
Share-based compensation			5,977				5,977
Purchase of vested stock for employee payroll tax withholding	(80,750)	(1)	(2,592)				(2,593)
Dividend reinvestment	339,544	3	10,645				10,648
Amortization of directors' deferred compensation			464				464
Issuance of restricted stock, net of forfeited shares	262,586	3	(3)				
Dividends to stockholders				(54,131)	(43,881)		(98,012)
Cumulative-effect to retained earnings for excess tax benefit						1,806	1,806
Net increase (loss) resulting from operations				85,371	33,347	(27,811)	90,907
<b>Balances at September 30, 2016</b>	52,931,917	\$ 529	\$ 1,090,197	\$ 38,421	\$ (60,187)	\$ 75,390	\$ 1,144,350

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The accompanying notes are an integral part of these financial statements

Table of Contents**MAIN STREET CAPITAL CORPORATION****Consolidated Statements of Cash Flows**

(dollars in thousands)

(Unaudited)

	<b>Nine Months Ended September 30,</b>	
	<b>2016</b>	<b>2015</b>
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>		
Net increase in net assets resulting from operations	\$ 90,907	\$ 96,895
Adjustments to reconcile net increase in net assets resulting from operations to net cash provided by (used in) operating activities:		
Investments in portfolio companies	(420,036)	(727,099)
Proceeds from sales and repayments of debt investments in portfolio companies	274,907	421,933
Proceeds from sales and return of capital of equity investments in portfolio companies	73,017	29,289
Investments in marketable securities and idle funds investments	(523)	(4,483)
Proceeds from sales and repayments of marketable securities and idle funds investments	4,316	7,094
Net change in net unrealized (appreciation) depreciation	28,829	(20,372)
Net realized (gain) loss	(33,347)	9,037
Accretion of unearned income	(7,073)	(6,474)
Payment-in-kind interest	(4,911)	(2,485)
Cumulative dividends	(1,470)	(1,242)
Share-based compensation expense	5,977	4,592
Amortization of deferred financing costs	1,931	1,899
Deferred tax benefit	(3,390)	(8,551)
Changes in other assets and liabilities:		
Interest receivable and other assets	(685)	(3,493)
Interest payable	(398)	147
Accounts payable and other liabilities	(247)	(1,618)
Deferred fees and other	1,644	1,438
Net cash provided by (used in) operating activities	9,448	(203,493)
<b>CASH FLOWS FROM FINANCING ACTIVITIES</b>		
Proceeds from public offering of common stock, net of offering costs	64,259	127,764
Dividends paid	(86,655)	(75,453)
Proceeds from issuance of SBIC debentures	6,000	
Proceeds from credit facility	254,000	473,000
Repayments on credit facility	(232,000)	(345,000)
Payment of deferred loan costs and SBIC debenture fees	(925)	(132)
Purchases of vested stock for employee payroll tax withholding	(2,593)	(1,740)
Other	(83)	(83)
Net cash provided by financing activities	2,003	178,356
Net increase (decrease) in cash and cash equivalents	11,451	(25,137)
<b>CASH AND CASH EQUIVALENTS AT BEGINNING OF PERIOD</b>	<b>20,331</b>	<b>60,432</b>
<b>CASH AND CASH EQUIVALENTS AT END OF PERIOD</b>	<b>\$ 31,782</b>	<b>\$ 35,295</b>

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**Supplemental cash flow disclosures:**

Interest paid	\$	23,368	\$	21,708
Taxes paid	\$	1,762	\$	2,504
<b>Non-cash financing activities:</b>				
Shares issued pursuant to the DRIP	\$	10,648	\$	13,658

The accompanying notes are an integral part of these financial statements

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<b>Portfolio Company(1)</b>	<b>Business Description</b>	<b>Type of Investment(2)(3)</b>	<b>Principal(4)</b>	<b>Cost(4)</b>	<b>Fair Value</b>
<b><u>Control Investments(5)</u></b>					
<b>Access Media Holdings, LLC(10)</b>	Private Cable Operator	5% Current / 5% PIK Secured Debt (Maturity July 22, 2020)	\$ 22,380	\$ 22,380	\$ 19,720
		Preferred Member Units (6,232,500 units; 12% cumulative)		6,126	250
		Member Units (45 units)		1	
				28,507	19,970
<b>AmeriTech College, LLC</b>	For-Profit Nursing and Healthcare College	10% Secured Debt (Maturity November 30, 2019)	1,004	1,004	1,004
		10% Secured Debt (Maturity January 31, 2020)	3,025	3,025	3,025
		Preferred Member Units (294 units; 5%)(8)		2,291	2,291
				6,320	6,320
<b>ASC Interests, LLC</b>	Recreational and Educational Shooting Facility	11% Secured Debt (Maturity July 31, 2018)	2,250	2,230	2,250
		Member Units (1,500 units)(8)		1,500	2,680
				3,730	4,930
<b>Bond-Coat, Inc.</b>	Casing and Tubing Coating Services	12% Secured Debt (Maturity December 28, 2017)	11,596	11,547	11,596
		Common Stock (57,508 shares)		6,350	5,090
				17,897	16,686
<b>Café Brazil, LLC</b>	Casual Restaurant Group	Member Units (1,233 units)(8)		1,742	6,570
<b>CBT Nuggets, LLC</b>	Produces and Sells IT Training Certification Videos	Member Units (416 units)(8)		1,300	52,800
<b>CMS Minerals Investments</b>	Oil & Gas Exploration & Production				

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Preferred Member Units (CMS Minerals LLC) (458 units)(8)	2,207	3,371
Member Units (CMS Minerals II, LLC) (100 units)(8)	3,955	3,893
	6,162	7,264

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<b>Portfolio Company(1)</b>	<b>Business Description</b>	<b>Type of Investment(2)(3)</b>	<b>Principal(4)</b>	<b>Cost(4)</b>	<b>Fair Value</b>
<b>Datacom, LLC</b>	Technology and Telecommunications Provider	8% Secured Debt (Maturity May 30, 2017)	900	900	900
		5.25% Current / 5.25% PIK Secured Debt (Maturity May 30, 2019)	11,558	11,491	10,888
		Class A Preferred Member Units (15% cumulative)(8)		1,181	1,318
		Class B Preferred Member Units (6,453 units)		6,030	1,769
				19,602	14,875
<b>Gamber-Johnson Holdings, LLC</b>	Manufacturer of Ruggedized Computer Mounting Systems	LIBOR Plus 11.00% (Floor 1.00%), Current Coupon 12.00%, Secured Debt (Maturity June 24, 2021)(9)	20,000	19,798	19,798
		Member Units (7,040 units)		12,124	12,124
				31,922	31,922
<b>Garreco, LLC</b>	Manufacturer and Supplier of Dental Products	14% Secured Debt (Maturity January 12, 2018)	5,550	5,511	5,511
		Member Units (1,200 units)(8)		1,200	1,150
				6,711	6,661
<b>GRT Rubber Technologies LLC</b>	Manufacturer of Engineered Rubber Products	LIBOR Plus 9.00% (Floor 1.00%), Current Coupon 10.00%, Secured Debt (Maturity December 19, 2019)(9)	13,484	13,390	13,484
		Member Units (5,879 units)(8)		13,065	18,030
				26,455	31,514
<b>Gulf Manufacturing, LLC</b>	Manufacturer of Specialty Fabricated Industrial Piping Products	9% PIK Secured Debt (Ashland Capital IX, LLC) (Maturity June 30, 2017)	777	777	777
		Member Units (438 units)		2,980	8,770
				3,757	9,547



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<b>Gulf Publishing Holdings, LLC</b>	Energy Focused Media and Publishing	12.5% Secured Debt (Maturity April 29, 2021)	10,000	9,907	9,907
		Member Units (3,124 units)		3,124	3,124
				13,031	13,031
<b>Harrison Hydra-Gen, Ltd.</b>	Manufacturer of Hydraulic Generators	Common Stock (107,456 shares)(8)		718	3,340

Table of Contents**MAIN STREET CAPITAL CORPORATION****Consolidated Schedule Of Investments (Continued)****September 30, 2016****(dollars in thousands)****(Unaudited)**

<b>Portfolio Company(1)</b>	<b>Business Description</b>	<b>Type of Investment(2)(3)</b>	<b>Principal(4)</b>	<b>Cost(4)</b>	<b>Fair Value</b>
<b>Hawthorne Customs and Dispatch Services, LLC</b>	Facilitator of Import Logistics, Brokerage, and Warehousing	Member Units (500 units)		589	280
		Member Units (Wallisville Real Estate, LLC) (588,210 units)(8)		1,215	2,040
				1,804	2,320
<b>HW Temps LLC</b>	Temporary Staffing Solutions	LIBOR Plus 9.50% (Floor 1.00%), Current Coupon 10.50%, Secured Debt (Maturity July 2, 2020)(9) Preferred Member Units (3,200 units)(8)	10,376	10,296 3,942	10,296 4,360
				14,238	14,656
<b>Hydratec, Inc.</b>	Designer and Installer of Micro-Irrigation Systems	Common Stock (7,095 shares)(8)		7,095	15,760
<b>IDX Broker, LLC</b>	Provider of Marketing and CRM Tools for the Real Estate Industry	12.5% Secured Debt (Maturity November 15, 2018)	11,250	11,197	11,250
		Member Units (5,400 units)(8)		5,606	6,690
				16,803	17,940
<b>Indianapolis Aviation Partners, LLC</b>	Fixed Base Operator	15% Secured Debt (Maturity January 15, 2017)	3,100	3,100	3,100
		Warrants (1,046 equivalent units)		1,129	2,649
				4,229	5,749
<b>Jensen Jewelers of Idaho, LLC</b>	Retail Jewelry Store	Prime Plus 6.75% (Floor 2.00%), Current Coupon 10.25%, Secured Debt (Maturity November 14, 2016)(9)	4,205	4,200	4,205
		Member Units (627 units)(8)		811	4,650
				5,011	8,855
<b>Lamb Ventures, LLC</b>	Aftermarket Automotive Services Chain	LIBOR Plus 5.75%, Current Coupon 6.27%, Secured Debt (Maturity March 3, 2017)	139	139	139

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11% Secured Debt (Maturity May 31, 2018)	7,735	7,735	7,735
Preferred Equity (non-voting)		400	400
Member Units (742 units)(8)		5,273	5,880
9.5% Secured Debt (Lamb's Real Estate Investment I, LLC) (Maturity October 1, 2025)	882	882	882
Member Units (Lamb's Real Estate Investment I, LLC) (1,000 units)(8)		625	1,620
		15,054	16,656

Table of Contents**MAIN STREET CAPITAL CORPORATION****Consolidated Schedule Of Investments (Continued)****September 30, 2016****(dollars in thousands)****(Unaudited)**

<b>Portfolio Company(1)</b>	<b>Business Description</b>	<b>Type of Investment(2)(3)</b>	<b>Principal(4)</b>	<b>Cost(4)</b>	<b>Fair Value</b>
<b>Lighting Unlimited, LLC</b>	Commercial and Residential Lighting Products and Design Services	8% Secured Debt (Maturity August 22, 2017)	1,514	1,514	1,514
		Preferred Equity (non-voting)		434	430
		Warrants (71 equivalent units)		54	10
		Member Units (700 units)		100	80
					2,102
<b>Marine Shelters Holdings, LLC</b>	Fabricator of Marine and Industrial Shelters	12% PIK Secured Debt (Maturity December 28, 2017)	9,967	9,905	9,379
		Preferred Member Units (3,810 units)		5,352	906
				15,257	10,285
<b>MH Corbin Holding LLC</b>	Manufacturer and Distributor of Traffic Safety Products	10% Secured Debt (Maturity August 31, 2020)	13,475	13,365	13,365
		Preferred Member Units (4,000 shares)		6,000	6,000
				19,365	19,365
<b>Mid-Columbia Lumber Products, LLC</b>	Manufacturer of Finger-Jointed Lumber Products	10% Secured Debt (Maturity December 18, 2017)	1,750	1,750	1,750
		12% Secured Debt (Maturity December 18, 2017)	3,900	3,900	3,900
		Member Units (3,554 units)		1,244	2,300
		9.5% Secured Debt (Mid Columbia Real Estate, LLC) (Maturity May 13, 2025)	847	847	847
		Member Units (Mid Columbia Real Estate, LLC) (250 units)(8)		250	600
				7,991	9,397
<b>MSC Adviser I, LLC(16)</b>	Third Party Investment Advisory Services	Member Units (Fully diluted 100.0%)(8)			30,133
<b>Mystic Logistics Holdings, LLC</b>	Logistics and Distribution Services Provider for Large				

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## Volume Mailers

12% Secured Debt (Maturity August 15, 2019)	9,176	9,043	9,176
Common Stock (5,873 shares)		2,720	5,150
		11,763	14,326

Table of Contents**MAIN STREET CAPITAL CORPORATION****Consolidated Schedule Of Investments (Continued)****September 30, 2016****(dollars in thousands)****(Unaudited)**

<b>Portfolio Company(1)</b>	<b>Business Description</b>	<b>Type of Investment(2)(3)</b>	<b>Principal(4)</b>	<b>Cost(4)</b>	<b>Fair Value</b>
<b>NAPCO Precast, LLC</b>	Precast Concrete Manufacturing	Prime Plus 2.00% (Floor 7.00%), Current Coupon 9.00%, Secured Debt (Maturity February 1, 2019)(9)	2,713	2,690	2,713
		18% Secured Debt (Maturity February 1, 2019)	3,952	3,919	3,952
		Member Units (2,955 units)(8)		2,975	10,670
				9,584	17,335
<b>NRI Clinical Research, LLC</b>	Clinical Research Service Provider	14% Secured Debt (Maturity September 8, 2017)	4,510	4,464	4,510
		Warrants (251,723 equivalent units)		252	650
		Member Units (1,454,167 units)		765	2,321
				5,481	7,481
<b>NRP Jones, LLC</b>	Manufacturer of Hoses, Fittings and Assemblies	6% Current / 6% PIK Secured Debt (Maturity December 22, 2016)	13,703	13,631	13,631
		Warrants (14,331 equivalent units)		817	130
		Member Units (50,877 units)		2,900	410
				17,348	14,171
<b>OMi Holdings, Inc.</b>	Manufacturer of Overhead Cranes	Common Stock (1,500 shares)		1,080	14,390
<b>Pegasus Research Group, LLC</b>	Provider of Telemarketing and Data Services	Member Units (460 units)(8)		1,290	8,620
<b>PPL RVs, Inc.</b>	Recreational Vehicle Dealer	11.1% Secured Debt (Maturity December 31, 2016)	9,710	9,710	9,710
		Common Stock (1,962 shares)(8)		2,150	11,780
				11,860	21,490
<b>Principle Environmental, LLC</b>	Noise Abatement Service Provider	12% Secured Debt (Maturity April 30, 2017)	4,060	4,060	4,060
		3,361	3,361	3,361	

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		12% Current / 2% PIK Secured Debt (Maturity April 30, 2017)			
		Preferred Member Units (19,631 units)		4,663	4,600
		Warrants (1,036 equivalent units)		1,200	20
				13,284	12,041
<b>Quality Lease Service, LLC</b>	Provider of Rigsite Accommodation Unit Rentals and Related Services				
		8% PIK Secured Debt (Maturity June 8, 2020)	6,929	6,929	6,929
		Member Units (1,000 units)		818	2,888
				7,747	9,817

Table of Contents**MAIN STREET CAPITAL CORPORATION****Consolidated Schedule Of Investments (Continued)****September 30, 2016****(dollars in thousands)****(Unaudited)**

<b>Portfolio Company(1)</b>	<b>Business Description</b>	<b>Type of Investment(2)(3)</b>	<b>Principal(4)</b>	<b>Cost(4)</b>	<b>Fair Value</b>
<b>River Aggregates, LLC</b>	Processor of Construction Aggregates	Zero Coupon Secured Debt (Maturity June 30, 2018)	750	609	609
		Member Units (1,150 units)(8)		1,150	4,600
		Member Units (RA Properties, LLC) (1,500 units)		369	2,510
				2,128	7,719
<b>SoftTouch Medical Holdings LLC</b>	Home Provider of Pediatric Durable Medical Equipment	LIBOR Plus 9.00% (Floor 1.00%), Current Coupon 10.00%, Secured Debt (Maturity October 31, 2019)(9)	7,225	7,177	7,225
		Member Units (4,450 units)(8)		4,930	8,670
				12,107	15,895
<b>The MPI Group, LLC</b>	Manufacturer of Custom Hollow Metal Doors, Frames and Accessories	9% Secured Debt (Maturity October 2, 2018)	2,924	2,922	2,922
		Series A Preferred Units (2,500 units; 10% Cumulative)		2,500	360
		Warrants (1,424 equivalent units)		1,096	
		Member Units (MPI Real Estate Holdings, LLC) (100% Fully diluted)(8)		2,300	2,300
				8,818	5,582
<b>Uvalco Supply, LLC</b>	Farm and Ranch Supply Store	9% Secured Debt (Maturity January 1, 2019)	986	986	986
		Member Units (2,011 units)(8)		3,843	4,860
				4,829	5,846
<b>Vision Interests, Inc.</b>	Manufacturer / Installer of Commercial Signage	13% Secured Debt (Maturity December 23, 2016)	2,889	2,885	2,885
		Series A Preferred Stock (3,000,000 shares)		3,000	3,370
		Common Stock (1,126,242 shares)		3,706	140
				9,591	6,395



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Ziegler's NYPD, LLC

Casual Restaurant Group

6.5% Secured Debt (Maturity October 1, 2019)	1,000	993	993
12% Secured Debt (Maturity October 1, 2019)	300	300	300
14% Secured Debt (Maturity October 1, 2019)	2,750	2,750	2,750
Warrants (587 equivalent units)		600	220
Preferred Member Units (10,072 units)		2,834	3,700
		7,477	7,963

<b>Subtotal Control Investments (28.5% of total investments at fair value)</b>	<b>\$ 401,190</b>	<b>\$ 547,651</b>
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<b>Portfolio Company(1) <u>Affiliate Investments(6)</u></b>	<b>Business Description</b>	<b>Type of Investment(2)(3)</b>	<b>Principal(4)</b>	<b>Cost(4)</b>	<b>Fair Value</b>
<b>AFG Capital Group, LLC</b>	Provider of Rent-to-Own Financing Solutions and Services	Warrants (42 equivalent units)		\$ 259	\$ 620
		Member Units (186 units)		1,200	2,530
				1,459	3,150
<b>Barfly Ventures, LLC(10)</b>	Casual Restaurant Group	12% Secured Debt (Maturity August 31, 2020)	5,958	5,854	5,761
		Options (2 equivalent units)		397	420
		Warrant (1 equivalent unit)		473	240
				6,724	6,421
<b>BBB Tank Services, LLC</b>	Maintenance, Repair and Construction Services to the Above-Ground Storage Tank Market	LIBOR Plus 7.50% (Floor 1.00%), Current Coupon 8.50%, Secured Debt (Maturity April 8, 2021)(9)	336	332	332
		12% Current / 1% PIK Secured Debt (Maturity April 8, 2021)	4,020	3,982	3,982
		Member Units (800,000 units)		800	800
				5,114	5,114
<b>Boss Industries, LLC</b>	Manufacturer and Distributor of Air, Power and Other Industrial Equipment	Preferred Member Units (2,242 units)(8)		2,379	2,606
<b>Bridge Capital Solutions Corporation</b>	Financial Services and Cash Flow Solutions Provider	13% Secured Debt (Maturity July 25, 2021)	7,500	5,550	5,550
		Warrants (63 equivalent shares)		2,132	3,312
		13% Secured Debt (Mercury Service Group, LLC) (Maturity July 25, 2021)	1,000	990	990
		Preferred Member Units (Mercury Service Group, LLC) (17,742 units)(8)		1,000	1,000
				9,672	10,852
<b>Buca C, LLC</b>	Casual Restaurant Group				

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LIBOR Plus 7.25% (Floor 1.00%), Current Coupon 8.25%, Secured Debt (Maturity June 30, 2020)(9)	22,371	22,197	22,371
Preferred Member Units (6 units; 6% cumulative)(8)		3,879	5,599
		26,076	27,970

Table of Contents**MAIN STREET CAPITAL CORPORATION****Consolidated Schedule Of Investments (Continued)****September 30, 2016****(dollars in thousands)****(Unaudited)**

<b>Portfolio Company(1)</b>	<b>Business Description</b>	<b>Type of Investment(2)(3)</b>	<b>Principal(4)</b>	<b>Cost(4)</b>	<b>Fair Value</b>
<b>CAI Software LLC</b>	Provider of Specialized Enterprise Resource Planning Software	12% Secured Debt (Maturity October 10, 2019)	3,780	3,754	3,780
		Member Units (65,356 units)(8)		654	2,150
				4,408	5,930
<b>CapFusion, LLC(13)</b>	Non-Bank Lender to Small Businesses	13% Secured Debt (Maturity March 25, 2021)	12,800	11,566	11,566
		Warrants (1,600 equivalent units)		1,200	1,200
				12,766	12,766
<b>Chandler Signs Holdings, LLC(10)</b>	Sign Manufacturer	12% Secured Debt (Maturity July 4, 2021)	4,500	4,459	4,500
		Class A Units (1,500,000 units)(8)		1,500	2,950
				5,959	7,450
<b>Condit Exhibits, LLC</b>	Tradeshaw Exhibits / Custom Displays Provider	Member Units (3,936 units)(8)		100	1,780
<b>Congruent Credit Opportunities Funds(12)(13)</b>	Investment Partnership	LP Interests (Congruent Credit Opportunities Fund II, LP) (Fully diluted 19.8%)(8)		5,778	1,439
		LP Interests (Congruent Credit Opportunities Fund III, LP) (Fully diluted 17.4%)(8)		15,754	15,976
				21,532	17,415
<b>Daseke, Inc.</b>	Specialty Transportation Provider	12% Current / 2.5% PIK Secured Debt (Maturity July 31, 2018)	21,660	21,471	21,660
		Common Stock (19,467 shares)		5,213	21,640
				26,684	43,300
<b>Dos Rios Partners(12)(13)</b>	Investment Partnership	LP Interests (Dos Rios Partners, LP) (Fully diluted 20.2%)		5,237	4,121
				1,663	1,191

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		LP Interests (Dos Rios Partners A, LP) (Fully diluted 6.4%)	6,900	5,312
<b>Dos Rios Stone Products LLC(10)</b>	Limestone and Sandstone Dimension Cut Stone Mining Quarries	Class A Units (2,000,000 units)(8)	2,000	2,000
<b>East Teak Fine Hardwoods, Inc.</b>	Distributor of Hardwood Products	Common Stock (6,250 shares)(8)	480	860

Table of Contents**MAIN STREET CAPITAL CORPORATION****Consolidated Schedule Of Investments (Continued)****September 30, 2016****(dollars in thousands)****(Unaudited)**

<b>Portfolio Company(1)</b>	<b>Business Description</b>	<b>Type of Investment(2)(3)</b>	<b>Principal(4)</b>	<b>Cost(4)</b>	<b>Fair Value</b>
<b>East West Copolymer &amp; Rubber, LLC</b>	Manufacturer of Synthetic Rubbers	12% Current / 2% PIK Secured Debt (Maturity October 17, 2019) Warrants (2,510,790 equivalent units)	9,650	9,534 50	9,534 50
				9,584	9,584
<b>EIG Fund Investments(12)(13)</b>	Investment Partnership	LP Interests (EIG Global Private Debt fund-A, L.P.) (Fully diluted 11.1%)(8)		2,788	2,788
<b>EIG Traverse Co-Investment, L.P.(12)(13)</b>	Investment Partnership	LP Interests (Fully diluted 22.2%)(8)		9,805	10,027
<b>Freeport Financial Funds(12)(13)</b>	Investment Partnership	LP Interests (Freeport Financial SBIC Fund LP) (Fully diluted 9.3%)(8) LP Interests (Freeport First Lien Loan Fund III LP) (Fully diluted 6.0%)(8)		5,974 3,564	5,620 3,564
				9,538	9,184
<b>Gault Financial, LLC (RMB Capital, LLC)</b>	Purchases and Manages Liquidation of Distressed Assets	10% Current Secured Debt (Maturity November 21, 2016) Warrants (29,025 equivalent units)	13,046	13,018 400	11,053
				13,418	11,053
<b>Glowpoint, Inc.</b>	Provider of Cloud Managed Video Collaboration Services	12% Secured Debt (Maturity October 18, 2018) Common Stock (7,711,517 shares)	9,000	8,943 3,958	6,639 2,160
				12,901	8,799
<b>Guerdon Modular Holdings, Inc.</b>	Multi-Family and Commercial Modular Construction Company	9% Current / 4% PIK Secured Debt (Maturity August 13, 2019) Preferred Stock (404,998 shares) Common Stock (212,033 shares)	10,599	10,476 1,140 2,983	10,476 1,140 80
				14,599	11,696

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<b>Houston Plating and Coatings, LLC</b>	Provider of Plating and Industrial Coating Services	Member Units (265,756 units)	1,429	4,380
<b>I-45 SLF LLC(12)(13)</b>	Investment Partnership	Member units (Fully diluted 20.0%; 24.4% profits interest)(8)	12,200	12,586

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<b>Portfolio Company(1)</b>	<b>Business Description</b>	<b>Type of Investment(2)(3)</b>	<b>Principal(4)</b>	<b>Cost(4)</b>	<b>Fair Value</b>
<b>Indianhead Pipeline Services, LLC</b>	Provider of Pipeline Support Services	12% Secured Debt (Maturity February 6, 2017)	5,325	5,273	5,273
		Preferred Member Units (33,819 units; 8% cumulative)(8)		2,332	2,670
		Warrants (31,928 equivalent units)		459	
		Member Units (14,732 units)		1	
					8,065
<b>KBK Industries, LLC</b>	Manufacturer of Specialty Oilfield and Industrial Products	10% Secured Debt (Maturity September 28, 2017)	700	700	700
		12.5% Secured Debt (Maturity September 28, 2017)	5,900	5,886	5,886
		Member Units (250 units)		341	3,090
				6,927	9,676
<b>L.F. Manufacturing Holdings, LLC(10)</b>	Manufacturer of Fiberglass Products	Member Units (2,179,001 units)(8)		2,019	1,380
<b>OnAsset Intelligence, Inc.</b>	Provider of Transportation Monitoring / Tracking Products and Services	12% PIK Secured Debt (Maturity December 31, 2015)(17)	4,384	4,384	4,384
		Preferred Stock (912 shares; 7% cumulative)		1,981	
		Warrants (5,333 equivalent shares)		1,919	
				8,284	4,384
<b>OPI International Ltd.(13)</b>	Provider of Man Camp and Industrial Storage Services	10% Unsecured Debt (Maturity April 8, 2018)	473	473	473
		Common Stock (20,766,317 shares)		1,371	3,200
				1,844	3,673
<b>PCI Holding Company, Inc.</b>	Manufacturer of Industrial Gas Generating Systems		13,000	12,888	13,000



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12% Secured Debt (Maturity March 31, 2019)			
Preferred Stock (1,500,000 shares; 20% cumulative)(8)		3,212	5,040
		16,100	18,040

<b>Rocacea, LLC (Quality Lease and Rental Holdings, LLC)</b>	Provider of Rigsite Accommodation Unit Rentals and Related Services				
		12% Secured Debt (Maturity January 8, 2018)(14)(18)	30,785	30,281	250
		Preferred Member Units (250 units)		2,500	
				32,781	250

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<b>Portfolio Company(1)</b>	<b>Business Description</b>	<b>Type of Investment(2)(3)</b>	<b>Principal(4)</b>	<b>Cost(4)</b>	<b>Fair Value</b>
<b>Tin Roof Acquisition Company</b>	Casual Restaurant Group	12% Secured Debt (Maturity November 13, 2018)	13,682	13,539	13,539
		Class C Preferred Stock (Fully diluted 10.0%; 10% cumulative)(8)		2,670	2,670
				16,209	16,209
<b>UniTek Global Services, Inc.(11)</b>	Provider of Outsourced Infrastructure Services	LIBOR Plus 7.50% (Floor 1.00%), Current Coupon 8.50%, Secured Debt (Maturity January 13, 2019)(9)	2,826	2,826	2,813
		LIBOR Plus 8.50% (Floor 1.00%), Current Coupon 9.50%, Secured Debt (Maturity January 13, 2019)(9)	822	822	815
		15% PIK Unsecured Debt (Maturity July 13, 2019)	718	718	714
		Preferred Stock (4,935,377 shares; 13.5% cumulative)(8)		5,430	6,200
		Common Stock (705,054 shares)			2,580
			9,796	13,122	
<b>Universal Wellhead Services Holdings, LLC(10)</b>	Provider of Wellhead Equipment, Designs, and Personnel to the Oil & Gas Industry	Class A Preferred Units (4,000,000 units; 4.5% cumulative)(8)		4,000	1,160
<b>Valley Healthcare Group, LLC</b>	Provider of Durable Medical Equipment	LIBOR Plus 12.50% (Floor 0.50%), Current Coupon 13.02%, Secured Debt (Maturity December 29, 2020)(9)	10,716	10,622	10,622
		Preferred Member Units (Valley Healthcare Holding, LLC) (1,600 units)		1,600	1,600
				12,222	12,222
<b>Volusion, LLC</b>	Provider of Online Software-as-a-Service eCommerce Solutions	10.5% Secured Debt (Maturity January 26, 2020)	17,500	16,391	16,391
		Preferred Member Units (4,876,670 units)		14,000	14,000
		Warrants (950,618 equivalent units)		1,400	1,400
			31,791	31,791	

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<b>Subtotal Affiliate Investments (18.4% of total investments at fair value)</b>	<b>\$ 368,553</b>	<b>\$ 352,873</b>
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<b>Portfolio Company(1) Non-Control/Non-Affiliate Investments(7)</b>	<b>Business Description</b>	<b>Type of Investment(2)(3)</b>	<b>Principal(4)</b>	<b>Cost(4)</b>	<b>Fair Value</b>
<b>AccuMED Corp.(10)</b>	Medical Device Contract Manufacturer	LIBOR Plus 6.50% (Floor 1.00%), Current Coupon 7.50%, Secured Debt (Maturity October 29, 2020)(9)	\$ 10,306	\$ 10,218	\$ 10,306
<b>Adams Publishing Group, LLC(10)</b>	Local Newspaper Operator	LIBOR Plus 7.00% (Floor 1.00%), Current Coupon 8.00%, Secured Debt (Maturity November 3, 2020)(9)	7,955	7,826	7,753
<b>Ahead, LLC(10)</b>	IT Infrastructure Value Added Reseller	LIBOR Plus 6.50%, Current Coupon 7.34%, Secured Debt (Maturity November 2, 2020)	14,438	14,070	14,401
<b>Allflex Holdings III Inc.(11)</b>	Manufacturer of Livestock Identification Products	LIBOR Plus 7.00% (Floor 1.00%), Current Coupon 8.00%, Secured Debt (Maturity July 19, 2021)(9)	14,795	14,701	14,869
<b>American Scaffold Holdings, Inc.(10)</b>	Marine Scaffolding Service Provider	LIBOR Plus 6.50% (Floor 1.00%), Current Coupon 7.50%, Secured Debt (Maturity March 31, 2022)(9)	7,406	7,300	7,369
<b>American Seafoods Group, LLC(11)</b>	Catcher-Processor of Alaskan Pollock	LIBOR Plus 5.00% (Floor 1.00%), Current Coupon 6.00%, Secured Debt (Maturity August 19, 2021)(9)	9,634	9,624	9,610
<b>American Teleconferencing Services, Ltd.(11)</b>	Provider of Audio Conferencing and Video Collaboration Solutions	LIBOR Plus 6.50% (Floor 1.00%), Current Coupon 7.50%, Secured Debt (Maturity December 8, 2021)(9)	12,309	11,122	12,016
<b>Anchor Hocking, LLC(11)</b>	Household Products Manufacturer	LIBOR Plus 9.00% (Floor 1.00%), Current Coupon 10.00%, Secured Debt (Maturity June 4, 2018)(9) Member Units (440,620 units)	2,283	2,283 4,928	2,111 3,084



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<b>Portfolio Company(1)</b>	<b>Business Description</b>	<b>Type of Investment(2)(3)</b>	<b>Principal(4)</b>	<b>Cost(4)</b>	<b>Fair Value</b>
<b>AP Gaming I, LLC(10)</b>	Developer, Manufacturer, and Operator of Gaming Machines	LIBOR Plus 8.25% (Floor 1.00%), Current Coupon 9.25%, Secured Debt (Maturity December 20, 2020)(9)	11,256	11,076	10,813
<b>Apex Linen Service, Inc.</b>	Industrial Launderers	LIBOR Plus 6.00% (Floor 1.00%), Current Coupon 7.00%, Secured Debt (Maturity October 30, 2022)(9) 13% Secured Debt (Maturity October 30, 2022)	2,400 14,416	2,400 14,335	2,400 14,335
				16,735	16,735
<b>Applied Products, Inc.(10)</b>	Adhesives Distributor	LIBOR Plus 6.50% (Floor 1.00%), Current Coupon 7.50%, Secured Debt (Maturity September 30, 2019)(9)	3,927	3,895	3,818
<b>Arcus Hunting LLC.(10)</b>	Manufacturer of Bowhunting and Archery Products and Accessories	LIBOR Plus 7.00% (Floor 1.00%), Current Coupon 8.00%, Secured Debt (Maturity November 13, 2019)(9)	16,922	16,760	16,760
<b>Artel, LLC(11)</b>	Provider of Secure Satellite Network and IT Solutions	LIBOR Plus 7.00% (Floor 1.25%), Current Coupon 8.25%, Secured Debt (Maturity November 27, 2017)(9)	7,252	7,085	6,237
<b>ATI Investment Sub, Inc.(11)</b>	Manufacturer of Solar Tracking Systems	LIBOR Plus 7.25% (Floor 1.00%), Current Coupon 8.25%, Secured Debt (Maturity June 22, 2021)(9)	9,750	9,560	9,726
<b>ATS Workholding, Inc.(10)</b>	Manufacturer of Machine Cutting Tools and Accessories	LIBOR Plus 9.50% (Floor 1.00%), Current Coupon 10.50%, Secured Debt (Maturity March 10, 2019)(9)	6,253	6,223	6,000
<b>ATX Networks Corp.(11)(13)</b>	Provider of Radio Frequency Management Equipment				

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LIBOR Plus 6.00% (Floor 1.00%), Current Coupon 7.00%, Secured Debt (Maturity June 11, 2021)(9)	11,850	11,654	11,613
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<b>Portfolio Company(1)</b>	<b>Business Description</b>	<b>Type of Investment(2)(3)</b>	<b>Principal(4)</b>	<b>Cost(4)</b>	<b>Fair Value</b>
<b>Berry Aviation, Inc.(10)</b>	Airline Charter Service Operator	12.00% Current / 1.75% PIK Secured Debt (Maturity January 30, 2020) Common Stock (553 shares)	5,627	5,585 400	5,585 760
				5,985	6,345
<b>Bioventus LLC(10)</b>	Production of Orthopedic Healing Products	LIBOR Plus 10.00% (Floor 1.00%), Current Coupon 11.00%, Secured Debt (Maturity April 10, 2020)(9)	5,000	4,929	5,013
<b>Blackhawk Specialty Tools LLC(11)</b>	Oilfield Equipment & Services	LIBOR Plus 5.25% (Floor 1.25%), Current Coupon 6.50%, Secured Debt (Maturity August 1, 2019)(9)	5,643	5,622	4,233
<b>Blue Bird Body Company(11)(13)</b>	School Bus Manufacturer	LIBOR Plus 5.50% (Floor 1.00%), Current Coupon 6.50%, Secured Debt (Maturity June 26, 2020)(9)	1,716	1,705	1,722
<b>Bluestem Brands, Inc.(11)</b>	Multi-Channel Retailer of General Merchandise	LIBOR Plus 7.50% (Floor 1.00%), Current Coupon 8.50%, Secured Debt (Maturity November 6, 2020)(9)	13,068	12,808	11,451
<b>Brainworks Software, LLC(10)</b>	Advertising Sales and Newspaper Circulation Software	Prime Plus 7.25% (Floor 3.25%), Current Coupon 10.75%, Secured Debt (Maturity July 22, 2019)(9) Prime Plus 7.25% (Floor 3.25%), Current Coupon 10.75%, Secured Debt (Maturity July 22, 2019)(9)	626 6,107	621 6,059	621 5,981
				6,680&n	