

TCP Capital Corp.
Form 8-K
June 10, 2014

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
WASHINGTON, DC 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 10, 2014 (June 10, 2014)**

TCP CAPITAL CORP.

(Exact Name of Registrant as Specified in Charter)

Delaware
(State or Other Jurisdiction
of Incorporation)

814-00899
(Commission
File Number)

56-2594706
(IRS Employer
Identification No.)

2951 28th Street, Suite 1000
Santa Monica, California
(Address of Principal Executive Offices)

90405
(Zip Code)

Registrant's telephone number, including area code **(310) 566-1000**

(Former Name or Former Address, if Changed Since Last Report)

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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 7.01. Other Events

On June 10, 2014, TCP Capital Corp. (the Company) announced that it intends to privately offer \$100 million in aggregate principal amount of convertible senior unsecured notes due 2019 (the Notes). In connection with the private offering of the Notes, the Company intends to disclose certain information to potential investors. Attached hereto as Exhibit 99.1 are excerpts from a confidential preliminary offering memorandum containing certain of such information, some of which has not been previously reported.

In addition, on June 10, 2014, the Company issued a press release announcing that it intends to privately offer, subject to market and other conditions, \$100 million in aggregate principal amount of the Notes. The Company also plans to grant the initial purchasers an option to purchase up to an additional \$15 million principal amount of the Notes to cover overallocments, if any. The Company intends to use the net proceeds of this offering to repay amounts outstanding under its revolving credit facilities (which will increase the funds under the revolving credit facilities available to the Company to make additional investments in portfolio companies) and to make investments in portfolio companies in accordance with its investment objective and for other general corporate purposes, including payment of operating expenses. A copy of the press release is filed herewith as Exhibit 99.2 and incorporated herein by reference.

Neither the Notes nor the common stock that may be issued upon conversion thereof will be registered under the Securities Act of 1933 (the Securities Act). Neither the Notes nor the common stock that may be issued upon conversion thereof may be offered or sold in the United States absent registration or an applicable exemption from the registration requirements of the Securities Act.

The information disclosed under this Item 7.01, including Exhibit 99.1 and Exhibit 99.2 hereto, is being furnished and shall not be deemed filed for purposes of Section 18 of the Securities Exchange Act of 1934, and shall not be deemed incorporated by reference into any filing made under the Securities Act, except as expressly set forth by specific reference in such filing. The furnishing of this information pursuant to Item 7.01 shall not be deemed an admission by the Company as to the materiality of such information.

Item 9.01. Financial Statements and Exhibits

d) Exhibits.

Exhibit Number	Description
99.1	Regulation FD Disclosure.
99.2	Press Release, dated June 10, 2014

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.

TCP CAPITAL CORP.

Date: June 10, 2014

By:	/s/ Paul L. Davis	
Name:		Paul L. Davis
Title:		Chief Financial Officer