

Stellus Capital Investment Corp  
Form 8-K  
July 09, 2014

**UNITED STATES**

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 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): July 9, 2014 (July 7, 2014)

**Stellus Capital Investment Corporation**

(Exact name of registrant as specified in its charter)

**Maryland**                      **814-00971**                      **46-0937320**  
(State or other jurisdiction                      (Commission File Number) (I.R.S. Employer Identification No.)  
of incorporation)

**4400 Post Oak Parkway, Suite 2200**  
**Houston, Texas 77027**

(Address of principal executive offices and zip code)

Registrant's telephone number, including area code: **(713) 292-5400**

Not Applicable

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Former name or former address, if changed since last report

Check the appropriate box below if the Form 8-K 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 5.07 Submission of Matters to a Vote of Security Holders.**

Stellus Capital Investment Corporation (the “Company”) held its Annual Meeting of Shareholders on July 7, 2014 (the “Annual Meeting”). The Annual Meeting, originally scheduled for June 26, 2014, was postponed until July 7, 2014 in order to provide the Company with additional time to solicit additional votes to approve the three proposals to be considered at the Annual Meeting. At the Annual Meeting, the Company submitted three proposals to the vote of the shareholders, which are described in detail in the Company’s proxy statement dated April 29, 2014. As of April 21, 2014, the record date for the Annual Meeting, 12,113,257 shares of common stock were eligible to be voted. Of the shares eligible to be voted, 6,324,655 were voted in person or by proxy in connection with the proposals.

Each of the proposals submitted to a vote of the shareholders of the Company at the Annual Meeting was approved as follows:

**Proposal 1: Election of Directors**

The Company’s shareholders elected Joshua T. Davis and Bruce R. Bilger as directors to each serve for a three year term, or until their successors are duly elected and qualified. The following votes were taken in connection with this proposal:

<u>Nominee</u>	<u>Total Votes For</u>	<u>Total Votes Withheld</u>
Joshua T. Davis	5,869,295	455,360
Bruce R. Bilger	6,050,755	273,900

**Proposal 2: Issuance of Shares Below Net Asset Value**

The proposal to authorize the Company, with the approval of the Board, to sell or otherwise issue up to 25% of the Company’s outstanding common stock at an offering price that is below the Company’s then current NAV per share was approved. The following votes were taken in connection with this proposal:

	<u>Votes For</u>	<u>Votes Against</u>	<u>Abstentions</u>
All Stockholders	5,650,489	520,758	153,409
All Stockholders Excluding Affiliates*	5,371,831	520,758	153,409

\* Of the 12,113,257 shares of the Company's common stock eligible to vote as of the record date for the Annual Meeting, 11,834,599 shares of the Company's common stock were held by persons or entities not affiliated with the Company.

**Proposal 3: Issuance of Warrants, Options, or Rights**

The proposal to authorize the Company to issue warrants, options or rights to subscribe to, convert to, or purchase our common stock in one or more offerings was approved. The following votes were taken in connection with this proposal:

	<u>Votes For</u>	<u>Votes Against</u>	<u>Abstentions</u>
All Stockholders	5,756,910	402,035	165,709

**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.

Date: July 9, 2014 **Stellus Capital Investment Corporation**

By: /s/ W. Todd Huskinson  
Name: W. Todd Huskinson  
Title: Chief Financial Officer