TCP Capital Corp.
Form 497
July 08, 2016
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Filed pursuant to Rule 497(e)
File No. 333-204571

PROSPECTUS SUPPLEMENT
(To Prospectus dated May 6, 2016)

2,336,552 Shares

Common Stock
$35,258,570

We are offering directly to certain investors 2,336,552 shares of our common stock, par value $0.001 per share, pursuant to this prospectus supplement and the accompanying prospectus. We are offering these shares of our common stock to this investor at a purchase price of $15.09 per share, pursuant to that certain purchase agreement between us and the investor. Please refer to the section of this prospectus supplement titled Plan of Distribution for additional information. Our common stock is traded on The NASDAQ Global Select Market under the symbol TCPC. Our net asset value per share of our common stock at March 31, 2016 was $14.66.

We are a holding company (the Holding Company) with no direct operations of our own, and currently our only business and sole asset is our ownership of all of the common limited partner interests in Special Value Continuation Partners, LP (the Operating Company), which represents approximately 100% of the common equity and 100% of the combined common equity and general partner interests in the Operating Company as of March 31, 2016. We and the Operating Company are externally managed, closed-end, non-diversified management investment companies that have elected to be treated as business development companies under the Investment Company Act of 1940 (the 1940 Act). Our and the Operating Company s investment objective is to achieve high total returns through current income and capital appreciation, with an emphasis on principal protection. Both we and the Operating Company seek to achieve this investment objective primarily through investments in debt securities of middle-market companies as well as small businesses. Our primary investment focus is investing in and originating leveraged loans to performing middle-market companies as well as small businesses.

Tennenbaum Capital Partners, LLC (the Advisor) serves as our and the Operating Company s investment advisor. Our Advisor is a leading investment manager and specialty lender to middle-market companies that had in excess of $6.3 billion in capital commitments from investors (committed capital) under management as of March 31, 2016, approximately 25.3% of which consists of our committed capital. SVOF/MM, LLC, an affiliate of our Advisor, is the Operating Company s general partner and provides the administrative services necessary for us to operate.

You should read this prospectus supplement and the accompanying prospectus carefully before you invest in shares of our common stock.

This prospectus supplement and the accompanying prospectus contain important information you should know before investing in our common stock. Please read it carefully before you invest and keep it for future reference. We file annual, quarterly and current reports, proxy statements and other information about us with the Securities and Exchange Commission (the SEC). A Statement of Additional Information, dated July 7, 2016, containing additional information about the Holding Company and the Operating Company has been filed with the SEC and is incorporated by reference in its entirety into this prospectus. We maintain a website at http://www.tcpcapital.com and we make all of our annual, quarterly and current reports, proxy statements and other publicly filed information available, free of charge, on or through this website. You may also obtain free copies of our annual and quarterly reports, request a free copy of the Statement of Additional Information, the table of contents of which is on page 146 of this prospectus and make stockholder inquiries by contacting us at Tennenbaum Capital Partners, LLC, c/o Investor Relations, 2951 28th Street, Suite 1000, Santa Monica, California 90405 or by calling us collect at (310) 566-1094. The SEC maintains a website at http://www.sec.gov where such information is available without charge upon request. Information contained on our website is not incorporated by reference into this prospectus, and you should not consider information contained on our website to be part of this prospectus.

The debt securities in which we typically invest are either rated below investment grade by independent rating agencies or would be rated below investment grade if such securities were rated by rating agencies. Below investment grade securities, which are often referred to as hybrid securities, junk bonds or leveraged loans are regarded as having predominantly speculative characteristics with respect to the issuer s capacity to pay interest and repay principal. They may be illiquid and difficult to value and typically do not require repayment of principal prior to maturity, which potentially heightens the risk that we may lose all or part of our investment. In addition, a substantial majority of the Operating Company s debt investments include interest reset provisions that may make it more difficult for the borrowers to make debt repayments to the Operating Company if the reset provision has the effect of increasing the applicable interest rate.

Shares of closed-end investment companies, including business development companies, frequently trade at a discount from their net asset value. If our shares trade at a discount to our net asset value, it will likely increase the risk of loss for purchasers in the offerings. Investing in our securities involves a high degree of risk, including credit risk and the risk of the use of leverage. Before buying any securities, you should read the discussion of the material risks of investing in our securities in Risks beginning on page S-8 of this prospectus supplement and on page 20 of the accompanying prospectus.

Neither the SEC nor any state securities commission has approved or disapproved of these securities or determined if this this prospectus supplement or the accompanying prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

Prospectus Supplement dated July 7, 2016.

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SPECIAL NOTE REGARDING FORWARD-LOOKING STATEMENTS

In addition to factors previously identified elsewhere in this prospectus supplement and the accompanying prospectus, including the Risks section of the accompanying prospectus, the following factors, among others, could cause actual results to differ materially from forward-looking statements or historical performance:

- the introduction, withdrawal, success and timing of business initiatives and strategies;
- changes in political, economic or industry conditions, the interest rate environment or financial and capital markets, which could result in changes in the value of our assets;
- the valuation of our investments in portfolio companies, particularly those having no liquid trading market;
- the relative and absolute investment performance and operations of our Advisor;
- the impact of increased competition;
- the impact of future acquisitions and divestitures;
- the unfavorable resolution of legal proceedings;
- our business prospects and the financial condition and prospects of our portfolio companies;
- the adequacy of our cash resources and working capital;
- the timing of cash flows, if any, from the operations of our portfolio companies;
- the impact of legislative and regulatory actions and reforms and regulatory, supervisory or enforcement actions of government agencies relating to us, our Advisor or our portfolio companies;
- the ability of our Advisor to identify suitable investments for us and to monitor and administer our investments;
- our contractual arrangements and relationships with third parties;
- any future financings and investments by us;
- the ability of our Advisor to attract and retain highly talented professionals;
- fluctuations in interest rates or foreign currency exchange rates; and
- the impact of changes to tax legislation and, generally, our tax position.

This prospectus supplement and the accompanying prospectus contain, forward-looking statements with respect to future financial or business performance, strategies or expectations. Forward-looking statements are typically identified by words or phrases such as trend, opportunity, pipeline, believe, comfortable, expect, anticipate, intention, estimate, position, assume, potential, outlook, continue, remain, maintain, sustain, see expressions, or future or conditional verbs such as will, would, should, could, may or similar expressions.

Forward-looking statements are subject to numerous assumptions, risks and uncertainties, which change over time. Forward-looking statements speak only as of the date they are made, and we assume no duty to and do not undertake to update forward-looking statements. These forward-looking statements do not meet the safe harbor for forward-looking statements pursuant to Section 27A of the Securities Act or Section 21E of the Securities Exchange Act. Actual results could differ materially from those anticipated in forward-looking statements and future results could differ materially from historical performance.

Statistical and market data used in this prospectus supplement has been obtained from governmental and independent industry sources and publications. We have not independently verified the data obtained from these sources. Forward-looking information obtained from these sources is subject to the same qualifications and the additional uncertainties regarding the other forward-looking statements contained in this prospectus supplement, for which the safe harbor provided in Section 27A of the Securities Act and Section 21E of the Securities Exchange Act is not available.

You should rely only on the information contained in this prospectus supplement, the accompanying prospectus, the Statement of Additional Information, dated July 7, 2016, or SAI, incorporated by reference in its

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entirety in the accompanying prospectus, and the documents incorporated by reference herein or therein. We have not authorized any other person to provide you with different information. If anyone provides you with different or inconsistent information, you should not rely on it. We are not making an offer to sell these securities in any jurisdiction where the offer or sale is not permitted. You should assume that the information in this prospectus supplement and the accompanying prospectus is accurate only as of the date on the front of this prospectus supplement and of the accompanying prospectus, respectively, and the information in the SAI and the documents incorporated by reference herein or in the accompanying prospectus or the SAI is accurate only as of their respective dates. Our business, financial condition and prospects may have changed since that date. To the extent required by applicable law, we will update this prospectus supplement, the accompanying prospectus and the SAI during the offering period to reflect material changes to the disclosure herein.

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PROSPECTUS SUPPLEMENT

PROSPECTUS

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PROSPECTUS SUMMARY

This summary highlights some of the information in this prospectus supplement. This summary is not complete and may not contain all of the information that you may want to consider before investing in our common stock. You should read the entire prospectus supplement, the accompanying prospectus, including Risks, and the Statement of Additional Information, dated July 7, 2016 (the SAI).

Throughout this prospectus supplement, unless the context otherwise requires, a reference to:

Holding Company refers to Special Value Continuation Fund, LLC, a Delaware limited liability company, for the periods prior to the consummation of the Conversion (as defined below) described elsewhere in this prospectus supplement and to TCP Capital Corp. for the periods after the consummation of the Conversion;

Operating Company refers to Special Value Continuation Partners, LP, a Delaware limited partnership;

TCPC Funding refers to TCPC Funding I LLC, a Delaware limited liability company;

TCPC SBIC refers to TCPC SBIC, LP, a Delaware limited partnership;

Advisor refers to Tennenbaum Capital Partners, LLC, a Delaware limited liability company and the investment manager; and

General Partner and Administrator refer to SVOF/MM, LLC, a Delaware limited liability company, the general partner of the Operating Company and an affiliate of our Advisor and administrator of the Holding Company and the Operating Company.

For simplicity, this prospectus supplement uses the term Company, we, us and our to include the Holding Company and, where appropriate in the context, the Operating Company, TCPC Funding and TCPC SBIC on a consolidated basis. For example, (i) although all or substantially all of the net proceeds from the offerings will be invested in the Operating Company and all or substantially all of the Holding Company s investments will be made through the Operating Company, this prospectus supplement generally refers to the Holding Company s investments through the Operating Company as investments by the Company, and (ii) although the Operating Company and TCPC Funding and not the Holding Company has entered into the Leverage Program (defined below), this prospectus supplement generally refers to the Operating Company s use of the Leverage Program as borrowings by the Company, in all instances in order to make the operations and investment strategy easier to understand. The Holding Company and the Operating Company have the same investment objective and policies and the assets, liabilities and results of operations of the Holding Company are consolidated with those of the Operating Company as described in the accompanying prospectus under Prospectus Summary—Operating and Regulatory Tax Structure.

On April 2, 2012, we completed a conversion under which TCP Capital Corp. succeeded to the business of Special Value Continuation Fund, LLC and its consolidated subsidiaries, and the members of Special Value Continuation Fund, LLC became stockholders of TCP Capital Corp. In this prospectus supplement, we refer to such transactions as the Conversion. Unless otherwise indicated, the disclosure in this prospectus supplement gives effect to the Conversion.

The Company

We are an externally managed, non-diversified closed-end management investment company that has elected to be regulated as a business development company, or BDC, under the Investment Company Act of 1940, as amended, or the 1940 Act. See the accompanying prospectus Prospectus Summary— Company History and BDC Conversion. We completed our initial public offering on April 10, 2012.

Our investment objective is to achieve high total returns through current income and capital appreciation, with an emphasis on principal protection. We seek to achieve our investment objective primarily through investments in debt securities of middle-market companies, which we typically define as those with enterprise values between $100 million and $1.5 billion. While we primarily focus on privately negotiated investments in debt of middle-market companies, we make investments of all kinds and at all levels of the capital structure, including in equity interests such as preferred or common stock and warrants or options received in connection with our debt investments. Our investment activities benefit from what we believe are the competitive advantages of our Advisor, including its diverse in-house skills, proprietary deal flow, and consistent and rigorous investment process focused on established, middle-market companies. We expect to generate returns through a combination

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of the receipt of contractual interest payments on debt investments and origination and similar fees, and, to a lesser extent, equity appreciation through options, warrants, conversion rights or direct equity investments. There are no material operating differences between us and our predecessor, however, as a BDC we are deemphasizing distressed debt investments, which may adversely affect our investment returns. See the accompanying prospectus Prospectus Summary—Company History and BDC Conversion.

As described in the accompanying prospectus under Prospectus Summary—Company History and BDC Conversion, we have no employees of our own and currently our only business and sole asset is the ownership of all of the common limited partner interests of the Operating Company. Our investment activities are externally managed by our Advisor, a leading investment manager with in excess of $6.3 billion in capital commitments from investors (committed capital) under management, approximately 25.3% of which consists of the Holding Company s committed capital under management as of March 31, 2016, and a primary focus on providing financing to middle-market companies as well as small businesses. Additionally, the Holding Company expects that it will continue to seek to qualify as a regulated investment company, or RIC, under Subchapter M of the Internal Revenue Code, or the Code.

On April 22, 2014, TCPC SBIC, a wholly-owned subsidiary of the Operating Company, received a Small Business Investment Company (SBIC) license from the Small Business Administration (SBA). Pursuant to an exemptive order under the 1940 Act, we have been granted exemptive relief from the SEC to permit us to exclude the debt of TCPC SBIC guaranteed by the SBA from our 200% asset coverage test under the 1940 Act. Pursuant to the 200% asset coverage ratio limitation, we are permitted to borrow one dollar for every dollar we have in assets less all liabilities and indebtedness not represented by debt securities issued by us or loans obtained by us. For example, as of March 31, 2016, we had approximately $1,257.8 million in assets less all liabilities and indebtedness not represented by debt securities issued by us or loans obtained by us, which would permit us to borrow up to approximately $1,257.8 million, notwithstanding other limitations on our borrowings pursuant to our Leverage Program.

The exemptive relief provides us with increased flexibility under the 200% asset coverage test by permitting us to borrow up to $150 million more than we would otherwise be able to absent the receipt of this exemptive relief. As a result, we, in effect, will be permitted to have a lower asset coverage ratio than the 200% asset coverage ratio limitation under the 1940 Act and, therefore, we can have more debt outstanding than assets to cover such debt. For example, we will be able to borrow up to $150 million more than the approximately $1,257.8 million permitted under the 200% asset coverage ratio limit as of March 31, 2016. For additional information on SBA regulations that affect our access to SBA-guaranteed debentures, see the accompanying prospectus Risk Factors — Risks Relating to Our Business — TCPC SBIC is subject to SBA regulations, and any failure to comply with SBA regulations could have an adverse effect on our operations.

The SBIC license allows TCPC SBIC to obtain leverage by issuing SBA-guaranteed debentures, subject to the issuance of a capital commitment by the SBA and other customary procedures. SBA-guaranteed debentures are non-recourse, interest only debentures with interest payable semi-annually and have a ten year maturity. The principal amount of SBA-guaranteed debentures is not required to be paid prior to maturity but may be prepaid at any time without penalty. The interest rate of SBA-guaranteed debentures is fixed on a semi-annual basis at a market-driven spread over U.S. Treasury Notes with 10-year maturities. The SBA, as a creditor, will have a superior claim to TCPC SBIC s assets over our stockholders in the event we liquidate TCPC SBIC or the SBA exercises its remedies under the SBA-guaranteed debentures issued by TCPC SBIC upon an event of default.

Investment Portfolio

At March 31, 2016, our investment portfolio of $1,227.1 million (at fair value) consisted of 90 portfolio companies and was invested 95.6% in debt investments, substantially all of which was in senior secured debt. In aggregate, our investment portfolio was invested 81.6% in senior secured loans, 14.0% in senior secured notes, and 4.4% in equity investments. Our average portfolio company investment at fair value was approximately $13.6 million. Our largest portfolio company investment by value was approximately $45.0 million and our five largest portfolio company investments by value comprised approximately 15.0% of our portfolio at March 31, 2016. See the accompanying prospectus under Prospectus Summary—Investment Strategy for more information.

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Recent Developments

From April 1, 2016 through July 6, 2016, the Operating Company has invested approximately $124.2 million in five new senior secured loans, four add-on investments as well as draws made on existing commitments with a combined effective yield of approximately 11.4%.

Company Information

Our administrative and executive offices are located at 2951 28th Street, Suite 1000, Santa Monica, CA 90405, and our telephone number is (310) 566-1094. We maintain a website at http://www.tcpcapital.com. Information contained on this website is not incorporated by reference into prospectus supplement or the accompanying prospectus, and you should not consider information contained on our website to be part of this prospectus supplement or the accompanying prospectus.

Presentation of Historical Financial Information

Unless otherwise indicated, historical references contained in this prospectus supplement and the accompanying prospectus, as applicable, in — Selected Financial Data, Capitalization, Management s Discussion and Analysis of Financial Condition and Results of Operations, Senior Securities and Portfolio Companies relate to the Holding Company and the Operating Company on a consolidated basis.

For further information please see the Prospectus Summary in the accompanying prospectus.

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FEES AND EXPENSES

The following table is intended to assist you in understanding the costs and expenses that an investor in this offering will bear directly or indirectly. The expenses shown in the table under Annual Expenses (excluding incentive compensation payable under the investment management agreement) are based on the offering of our common stock at the purchase price of $15.09 per share, and an offering of 2,336,552 shares. **The following table and example should not be considered a representation of our future expenses. Actual expenses may be greater or less than shown**. The following table and example represent our best estimate of the fees and expenses that we expect to incur during the next twelve months. We currently do not intend to issue preferred stock in the next year. Further, the fees and expenses below are presented on a consolidated basis directly or indirectly to include expenses of the Company and the Operating Company that investors in this offering will bear.

Stockholder Transaction Expenses	
Sales Load (as a percentage of offering price)	— %
Offering Expenses (as a percentage of offering price)	0.46 %(1)
Dividend Reinvestment Plan Fees	— (2)
Total Stockholder Transaction Expenses (as a percentage of offering price)	0.46 %
Annual Expenses (as a Percentage of Net Assets Attributable to Common Stock)(3)	
Base Management Fees	2.91 %(4)
Incentive Compensation Payable Under the Investment Management Agreement (20% of ordinary income and capital gains)	2.45 %(5)
Interest Payments on Borrowed Funds	3.46 %(6)
Other Expenses	1.04 %(7)
Total Annual Expenses	9.86 %

(1) Amount reflects estimated offering expenses of approximately $162,500 and based on the shares of our common stock offered in this offering at a price of $15.09 per share.

(2) The expenses of the dividend reinvestment plan are included in other expenses. See Dividend Reinvestment Plan in the SAI.

(3) The net assets attributable to common stock used to calculate the percentages in this table is our average net assets of $733.5 million for the 12 month period ended March 31, 2016. The related prospectus supplement will disclose the offering price and the total stockholder transaction expenses as a percentage of the offering price.

(4) Base management fees are paid quarterly in arrears. The base management fee of 1.5% is calculated based on the value of our total assets (excluding cash and cash equivalents) at the end of the most recently completed calendar quarter. The percentage shown in the table, which assumes all capital and leverage is invested at the maximum level, is calculated by determining the ratio that the aggregate base management fee bears to our net assets attributable to common stock and not total assets. We make this conversion because all of our interest is indirectly borne by our common stockholders. If we borrow money or issue preferred stock and invest the proceeds other than in cash and cash equivalents, our base management fees will increase. The base management fee for any partial quarter is appropriately prorated. See the accompanying prospectus Management of the Company — Investment Management Agreements.

(5) Under the investment management agreements and the Amended and Restated Limited Partnership Agreement, no incentive compensation was incurred until after January 1, 2013. The incentive compensation has two components, ordinary income and capital gains. Each component is payable quarterly in arrears (or upon termination of our Advisor as the investment manager or the General Partner as of the termination date) and is calculated based on the cumulative return for periods beginning January 1, 2013 and ending on the relevant

calculation date.

Each of the two components of incentive compensation is separately subject to a total return limitation. Thus, notwithstanding the following provisions, we are not obligated to pay or distribute any ordinary income incentive compensation or any capital gains incentive compensation if our cumulative total return does not exceed an 8% annual return on daily weighted average contributed common equity. The incentive compensation we would pay is subject to a total return limitation. That is, no incentive compensation is paid if our cumulative annual total return is less than 8% of our average contributed common equity. If our cumulative annual total return is above 8%, the total cumulative incentive compensation we pay is not more than 20% of our cumulative total return, or, if lower, the amount of our cumulative total return that exceeds the 8% annual rate.

Subject to the above limitation, the ordinary income component is the amount, if positive, equal to 20% of the cumulative ordinary income before incentive compensation, less cumulative ordinary income incentive compensation previously paid or distributed.

Subject to the above limitation, the capital gains component is the amount, if positive, equal to 20% of the cumulative realized capital gains (computed net of cumulative realized losses and cumulative net unrealized capital depreciation), less cumulative capital gains incentive compensation previously paid or distributed. For assets held on January 1, 2013, capital gain, loss and depreciation are measured on an asset by asset basis against the value thereof as of December 31, 2012. The capital gains component is paid or distributed in full prior to payment or distribution of the ordinary income component.

(6) Interest Payments on Borrowed Funds represents interest and fees estimated to be accrued on the Term Loan, SVCP Revolver (defined below) and TCPC Funding Facility (defined below) and amortization of debt issuance costs, and assumes the SVCP Revolver and TCPC Funding Facility are fully drawn (subject to asset coverage limitations under the 1940 Act) and that the interest rate on the debt issued (i) under the Term Loan is the rate in effect as of March 31, 2016, which was 2.38%, (ii) under the SVCP Revolver is the

rate in effect as of March 31, 2016, which was 2.18% and (iii) under the TCPC Funding Facility is the rate in effect as of March 31, 2016, which was 3.12%. Interest Payments on Borrowed Funds additionally represents interest and fees estimated to be accrued on our $108.0 million in aggregate principal amount of our 5.25% convertible senior unsecured notes due 2019 (the 2019 Notes), which bear interest at an annual rate of 5.25%, payable semi-annually, and are convertible into shares of our common stock under certain circumstances and our $75.0 million of committed leverage from the SBA, which SBA debentures, once drawn, bear an interim interest rate of LIBOR plus 30 basis points, are non-recourse and may be prepaid at any time without penalty, and assumes that the committed leverage from the SBA is fully drawn. When we borrow money or issue preferred stock, all of our interest and preferred stock dividend payments are indirectly borne by our common stockholders.

(7) Other Expenses includes our estimated overhead expenses, including expenses of our Advisor reimbursable under the investment management agreements and of the Administrator reimbursable under the administration agreement except for certain administration overhead costs which are not currently contemplated to be charged to us. Such expense estimate, other than the Administrator expenses, is based on actual other expenses for the twelve month period ended March 31, 2016.

Example

The following example demonstrates the projected dollar amount of total cumulative expenses (including stockholder transaction expenses and annual expenses) that would be incurred over various periods with respect to a hypothetical investment in our common stock. In calculating the following expense amounts, we have assumed that our annual operating expenses remain at the levels set forth in the table above.

	1 year	3 years	5 years	10 years
You would pay the following expenses on a $1,000 investment, assuming a 5% annual return resulting entirely from net investment income[(1)]	$ 77	$ 218	$ 352	$ 659
You would pay the following expenses on a $1,000 investment, assuming a 5% annual return resulting entirely from net realized capital gains[(2)]	$ 77	$ 218	$ 352	$ 659

(1) All incentive compensation (on both net investment income and net realized gains) is subject to a total return hurdle of 8%. Consequently, no incentive compensation would be incurred in this scenario.

(2) All incentive compensation (on both net investment income and net realized gains) is subject to a total return hurdle of 8%. Consequently, no incentive compensation would be incurred in this scenario. Assumes no unrealized capital depreciation.

While the example assumes, as required by the SEC, a 5% annual return, our performance will vary and may result in a return greater or less than 5%. There is no incentive compensation either on income or on capital gains under our investment management agreements and the Amended and Restated Limited Partnership Agreement assuming a 5% annual return and therefore it is not included in the example. If we achieve sufficient returns on our investments, including through the realization of capital gains, to trigger an incentive compensation of a material amount, our distributions to our common stockholders and our expenses would likely be higher. In addition, while the example assumes reinvestment of all dividends and distributions at net asset value, participants in our dividend reinvestment plan will receive a number of shares of our common stock, determined by dividing the total dollar amount of the dividend or distribution payable to a participant by the market price per share of our common stock at the close of trading on the valuation date for the dividend. See the accompanying prospectus under Dividend Reinvestment Plan for additional information regarding our dividend reinvestment plan.

Except where the context suggests otherwise, whenever this prospectus supplement or the accompanying prospectus contains a reference to fees or expenses paid by you, the Company, the Holding Company, the Operating Company us, our common stockholders will indirectly bear such fees or expenses, including through the Company s investment in the Operating Company.

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SELECTED FINANCIAL DATA

The selected consolidated financial and other data below reflects the consolidated historical operations of the Holding Company and the Operating Company. This consolidated financial and other data is the Holding Company s historical financial and other data. The Operating Company will continue to be the Holding Company s sole investment following the completion of this offering.

The selected consolidated financial data below for the year ended December 31, 2015 has been derived from our consolidated financial statements that were audited by Deloitte & Touche LLP, our independent registered public accounting firm. The selected consolidated financial data below for the years ended December 31, 2014, 2013, 2012 and 2011 has been derived from our consolidated financial statements that were audited by Ernst & Young LLP, our former independent registered public accounting firm. The selected consolidated financial data at and for the three months ended March 31, 2016 and 2015 have been derived from unaudited financial data, but in the opinion of our management, reflects all adjustments (consisting only of normal recurring adjustments) that are necessary to present fairly the results for such interim periods. Interim results at and for the three months ended March 31, 2016 are not necessarily indicative of the results that may be expected for the year ending December 31, 2016. This selected financial data should be read in conjunction with our financial statements and related notes thereto, Management s Discussion and Analysis of Financial Condition and Results of Operations and Senior Securities included elsewhere in this prospectus supplement.

The historical and future financial information may not be representative of the Company s financial information in future periods.

	For the Three Months Ended March 31,		For the Year Ended December 31,				
	2016	2015	2015	2014	2013	2012	2011
Performance Data:							
Interest income	$ 32,874,523	$ 31,556,253	$ 142,012,553	$ 100,923,265	$ 66,979,064	$ 49,243,332	$ 42,113,358
Dividend income	—	—	—	1,968,748	—	1,811,189	10,610,159
Lease income	776,071	291,705	1,352,797	1,334,330	1,121,614	823,030	832,843
Other income	938,688	967,395	3,502,875	2,355,105	1,508,368	315,208	1,301,316
Total investment income	34,589,282	32,815,353	146,868,225	106,581,448	69,609,046	52,192,759	54,857,676
Interest and other debt expenses	5,545,281	4,104,617	18,895,977	9,821,751	2,339,447	857,757	942,288
Management and advisory fees	4,504,084	4,359,198	18,593,660	13,646,064	8,820,229	6,908,942	6,787,188
Other expenses	1,669,538	1,411,056	7,999,070	5,012,257	3,141,484	2,625,722	1,520,474
	11,718,903	9,874,871	45,488,707	28,480,072	14,301,160	10,392,421	9,249,950

Total expenses							
Net investment income before taxes	22,870,379	22,940,482	101,379,518	78,101,376	55,307,886	41,800,338	45,607,726
Excise tax expense	—	—	876,706	808,813	977,624	1,479,978	—
Net investment income	22,870,379	22,940,482	100,502,812	77,292,563	54,330,262	40,320,360	45,607,726
Realized and unrealized gains (losses)	(6,823,253)	435,554	(22,405,111)	(27,304,578)	9,071,361	(12,784,251)	(38,878,881)
Gain on repurchase of Series A preferred interests			1,675,000				
Dividends to preferred interest holders	0	(341,939)	(754,140)	(1,438,172)	(1,494,552)	(1,602,799)	(1,545,555)
Distributions of incentive allocation	(4,574,076)	(4,519,709)	(19,949,734)	(14,002,294)	(12,381,416)	—	—
Net increase in net assets from operations	$ 11,473,050	$ 18,514,388	$ 59,068,827	$ 34,547,519	$ 49,525,655	$ 25,933,310	$ 5,183,290
Per Share Data (at the end of the period):*							
Net increase in net assets from operations	$ 0.24	$ 0.38	$ 1.21	$ 0.88	$ 1.91	$ 1.21	$ 12.37
Distributions declared per share	(0.36)	(0.36)	(1.44)	(1.54)	(1.53)	(1.43)	(75.19)
Average weighted shares outstanding for the period	48,764,521	48,711,437	48,863,188	39,395,671	25,926,493	21,475,847	418,956

* Per share amounts prior to 2012 were calculated based on 418,986 pre-Conversion shares outstanding. Per share amounts for 2012 are calculated on 21,475,847 weighted-average post-Conversion shares outstanding.

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d s Data:							
ts	$ 1,227,144,628	$ 1,203,344,516	$ 1,182,919,725	$ 1,146,535,886	$ 766,262,959	$ 517,683,087	$ 378,9
ts	44,080,641	57,127,981	60,398,076	59,330,911	37,066,243	31,559,015	24,4
ts	1,271,225,269	1,260,472,497	1,243,317,801	1,205,866,797	803,329,202	549,242,102	403,4
	539,595,306	382,798,495	502,410,321	328,696,830	95,000,000	74,000,000	29,0
ilities	17,569,305	10,884,773	18,930,463	11,543,149	23,045,112	24,728,267	2,1
lities	557,164,611	393,683,268	521,340,784	340,239,979	118,045,112	98,728,267	31,1
imited p	—	134,477,056	—	134,497,790	134,504,252	134,526,285	134,4
olling	—	—	—	—	1,168,583	—	
	$ 714,060,658	$ 732,312,173	$ 721,977,017	$ 731,129,028	$ 549,611,255	$ 315,987,550	$ 237,8
nt Data:							
tfolio s at .	90	84	88	84	67	54	
ns	$ 114,337,781	$ 106,821,856	$ 500,928,009	$ 669,515,626	$ 471,087,319	$ 359,020,926	$ 237,8
s, and osals	$ 66,139,802	$ 50,432,745	$ 456,059,137	$ 266,008,974	$ 235,641,665	$ 211,216,033	$ 216,9
average ield at iod	11.0 %	10.9 %	10.9 %	10.9 %	10.9 %	11.3 %	

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RISKS

Investing in our common stock involves a high degree of risk. You should carefully consider the risks described below and in the accompanying prospectus on page 20, together with all of the other information included in this prospectus supplement and in the accompanying prospectus, before you decide whether to make an investment in our common stock. The risks set forth below and in the accompanying prospectus are not the only risks we face. If any of the adverse events or conditions described below or in the accompanying prospectus occur, our business, financial condition and results of operations could be materially adversely affected. In such case, our net asset value, or NAV, and the trading price of our common stock could decline, we could reduce or eliminate our dividend and you could lose all or part of your investment.

Our board of directors most recently approved NAV on June 7, 2016 and our NAV when calculated effective June 30, 2016 may be higher or lower.

Our NAV per share as of March 31, 2016 as reported in our most recently filed Form 10-Q was $14.66. Our NAV per share most recently approved by our board of directors is $15.02 as of June 7, 2016 and included accumulated earnings prior to deduction of the $0.36 dividend payable on June 30, 2016. We estimate our NAV per share as of July 6, 2016 is $14.79 including accumulated earnings through that date, however such estimate has not been approved by our board of directors, which retains ultimate authority for valuing our assets. Our NAV per share as of the date of this prospectus supplement may be higher or lower than the NAV per share approved or estimated, as applicable as of June 7, 2016 and July 6, 2016. Our board of directors has not yet approved the fair value of our portfolio investments at any date subsequent to June 7, 2016. Our board of directors approves the fair value of our portfolio investments on a quarterly basis in connection with the preparation of quarterly financial statements and based on input from an independent valuation firm, our Advisor and the audit committee of our board of directors.

If we incur additional leverage, it will increase the risk of investing in shares of our common stock.

The Company has indebtedness pursuant to the Leverage Program and expects, in the future, to borrow additional amounts under the SVCP Facility and TCPC Funding Facility and may increase the size of the SVCP Facility and TCPC Funding Facility or enter into other borrowing arrangements.

Illustration. The following table illustrates the effect of leverage on returns from an investment in our common stock assuming various annual returns, net of expenses. The calculations in the table below are hypothetical and actual returns may be higher or lower than those appearing below. The calculation is based on our level of leverage at March 31, 2016, which represented borrowings equal to 42.6% of our total assets. On such date, we also had $1,271.2 million in total assets; $1,227.1 million in total investments; an average cost of funds of 3.28%; $543.7 million aggregate principal amount of debt outstanding; and $714.1 million of total net assets. In order to compute the Corresponding Return to Common Stockholders, the Assumed Return on Portfolio (Net of Expenses Other than Interest) is multiplied by the total value of our investment portfolio at March 31, 2016 to obtain an assumed return to us. From this amount, interest expense multiplied the combined rate of interest of 3.28% by the $543.7 million of debt is subtracted to determine the return available to stockholders. The return available to stockholders is then divided by the total value of our net assets at March 31, 2016 to determine the Corresponding Return to Common Stockholders. Actual interest payments may vary.

Assumed Return on Portfolio (Net of Expenses Other than Interest)	**-10%**	**-5%**	**0%**	**5%**	**10%**
Corresponding Return to Common Stockholders	-20 %	-11 %	-2 %	6 %	15 %

The assumed portfolio return in the table is based on SEC regulations and is not a prediction of, and does not represent, our projected or actual performance. The table also assumes that we will maintain a constant level of leverage. The amount of leverage that we use will vary from time to time.

The results of the June 2016 referendum on the United Kingdom exiting the European Union and the United Kingdom's exit from the European Union could cause an extended period of uncertainty and market volatility in the United States and abroad, which may have material consequences for the Company.

On June 23, 2016, the United Kingdom voted to leave the European Union. If, as expected, the United Kingdom triggers the withdrawal procedures in Article 50 of the Treaty of Lisbon, there will be a two-year period (or longer) during which the arrangements for exit will be negotiated. This vote and the withdrawal process could cause an extended period of uncertainty and market volatility, in the United States and abroad. It is not possible to ascertain the precise impact these events may have on the Company from an economic, financial or regulatory perspective but any such impact could have material consequences for the Company.

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MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The information contained in this section should be read in conjunction with the selected financial data appearing elsewhere in this prospectus supplement and the accompanying prospectus and our consolidated financial statements and related notes thereto appearing elsewhere in this prospectus supplement and the accompanying prospectus.

Overview

The Holding Company is a Delaware corporation formed on April 2, 2012 and is an externally managed, closed-end, non-diversified management investment company. The Holding Company was formed through the conversion of a pre-existing closed-end investment company. The Holding Company elected to be treated as a business development company (BDC) under the Investment Company Act of 1940, as amended (the 1940 Act). Our investment objective is to seek to achieve high total returns through current income and capital appreciation, with an emphasis on principal protection. We invest primarily in the debt of middle-market companies as well as small businesses, including senior secured loans, junior loans, mezzanine debt and bonds. Such investments may include an equity component, and, to a lesser extent, we may make equity investments directly. Investment operations are conducted either in Special Value Continuation Partners, LP, a Delaware Limited Partnership (the Operating Company), of which the Holding Company owns 100% of the common limited partner interests, or in one of the Operating Company s wholly-owned subsidiaries, TCPC Funding I, LLC (TCPC Funding) and TCPC SBIC, LP (the SBIC). The Operating Company has also elected to be treated as a BDC under the 1940 Act. The General Partner of the Operating Company is SVOF/MM, LLC (SVOF/MM), which also serves as the administrator (the Administrator) of the Holding Company and the Operating Company. The managing member of SVOF/MM is Tennenbaum Capital Partners, LLC (the Advisor), which serves as the investment manager to the Holding Company, the Operating Company, TCPC Funding, and the SBIC. Most of the equity interests in the General Partner are owned directly or indirectly by the Advisor and its employees. The SBIC was organized as a Delaware limited partnership in June 2013. On April 22, 2014, the SBIC received a license from the United States Small Business Administration (the SBA) to operate as a small business investment company under the provisions of Section 301(c) of the Small Business Investment Act of 1958.

The Holding Company has elected to be treated as a regulated investment company (RIC) for U.S. federal income tax purposes. As a RIC, the Holding Company will not be taxed on its income to the extent that it distributes such income each year and satisfies other applicable income tax requirements. The Operating Company, TCPC Funding, and the SBIC have elected to be treated as partnerships for U.S. federal income tax purposes.

Our leverage program is comprised of $116.0 million in available debt under a senior secured revolving credit facility issued by the Operating Company (the SVCP Revolver), a $100.5 million term loan issued by the Operating Company (the Term Loan and together with the SVCP Revolver, the SVCP Facility), $350.0 million in available debt under a senior secured revolving credit facility issued by TCPC Funding (the TCPC Funding Facility), $108.0 million in convertible senior unsecured notes issued by the Holding Company (the Convertible Notes) and $75.0 million in committed leverage from the SBA (the SBA Program and, together with the SVCP Facility, the TCPC Funding Facility and the Convertible Notes the Leverage Program). Prior to the repurchase and retirement of the remaining preferred interests on September 3, 2015, the Leverage Program also included amounts outstanding under a preferred equity facility issued by the Operating Company (the Preferred Interests).

To qualify as a RIC, we must, among other things, meet certain source-of-income and asset diversification requirements and timely distribute to our stockholders generally at least 90% of our investment company taxable income, as defined by the Internal Revenue Code of 1986, as amended, for each year. Pursuant to this election, we generally will not have to pay corporate level taxes on any income that we distribute to our stockholders provided that we satisfy those requirements.

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Investments

Our level of investment activity can and does vary substantially from period to period depending on many factors, including the amount of debt and equity capital available to middle-market companies, the level of merger and acquisition activity, the general economic environment and the competitive environment for the types of investments we make.

As a BDC, we are required to comply with certain regulatory requirements. For instance, we generally have to invest at least 70% of our total assets in qualifying assets, including securities and indebtedness of private U.S. companies, public U.S. operating companies whose securities are not listed on a national securities exchange or registered under the Securities Exchange Act of 1934, as amended, public domestic operating companies having a market capitalization of less than $250.0 million, cash, cash equivalents, U.S. government securities and high-quality debt investments that mature in one year or less. We are also permitted to make certain follow-on investments in companies that were eligible portfolio companies at the time of initial investment but that no longer meet the definition. As of March 31, 2016, 81.1% of our total assets were invested in qualifying assets.

Revenues

We generate revenues primarily in the form of interest on the debt we hold. We also generate revenue from dividends on our equity interests, capital gains on the disposition of investments, and certain lease, fee, and other income. Our investments in fixed income instruments generally have an expected maturity of three to five years, although we have no lower or upper constraint on maturity. Interest on our debt investments is generally payable quarterly or semi-annually. Payments of principal of our debt investments may be amortized over the stated term of the investment, deferred for several years or due entirely at maturity. In some cases, our debt investments and preferred stock investments may defer payments of cash interest or dividends or PIK. Any outstanding principal amount of our debt investments and any accrued but unpaid interest will generally become due at the maturity date. In addition, we may generate revenue in the form of prepayment fees, commitment, origination, structuring or due diligence fees, end-of-term or exit fees, fees for providing significant managerial assistance, consulting fees and other investment related income.

Expenses

Our primary operating expenses include the payment of a base management fee and, depending on our operating results, incentive compensation, expenses reimbursable under the management agreement, administration fees and the allocable portion of overhead under the administration agreement. The base management fee and incentive compensation remunerates the Advisor for work in identifying, evaluating, negotiating, closing and monitoring our investments. Our administration agreement with SVOF/MM, LLC (the Administrator) provides that the Administrator may be reimbursed for costs and expenses incurred by the Administrator for office space rental, office equipment and utilities allocable to us under the administration agreement, as well as any costs and expenses incurred by the Administrator or its affiliates relating to any non-investment advisory, administrative or operating services provided by the Administrator or its affiliates to us. We also bear all other costs and expenses of our operations and transactions (and the Holding Company s common stockholders indirectly bear all of the costs and expenses of the Holding Company, the Operating Company, TCPC Funding and the SBIC), which may include those relating to:

- our organization;
- calculating our net asset value (including the cost and expenses of any independent valuation firms);
- interest payable on debt, if any, incurred to finance our investments;
- costs of future offerings of our common stock and other securities, if any;
- the base management fee and any incentive compensation;

- dividends and distributions on our preferred shares, if any, and common shares;
- administration fees payable under the administration agreement;
- fees payable to third parties relating to, or associated with, making investments;
- transfer agent and custodial fees;

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- registration fees;
- listing fees;
- taxes;
- director fees and expenses;
- costs of preparing and filing reports or other documents with the SEC;
- costs of any reports, proxy statements or other notices to our stockholders, including printing costs;
- our fidelity bond;
- directors and officers/errors and omissions liability insurance, and any other insurance premiums;
- indemnification payments;
- direct costs and expenses of administration, including audit and legal costs; and
- all other expenses reasonably incurred by us and the Administrator in connection with administering our business, such as the allocable portion of overhead under the administration agreement, including rent and other allocable portions of the cost of certain of our officers and their respective staffs.

The investment management agreement provides that the base management fee be calculated at an annual rate of 1.5% of our total assets (excluding cash and cash equivalents) payable quarterly in arrears. For purposes of calculating the base management fee, total assets is determined without deduction for any borrowings or other liabilities. The base management fee is calculated based on the value of our total assets (excluding cash and cash equivalents) at the end of the most recently completed calendar quarter.

Additionally, the investment management agreement and the Amended and Restated Limited Partnership Agreement provide that the Advisor or its affiliates may be entitled to incentive compensation under certain circumstances. According to the terms of such agreements, no incentive compensation was incurred prior to January 1, 2013. Beginning January 1, 2013, the incentive compensation equals the sum of (1) 20% of all ordinary income since January 1, 2013 and (2) 20% of all net realized capital gains (net of any net unrealized capital depreciation) since January 1, 2013, with each component being subject to a total return requirement of 8% of contributed common equity annually. The incentive compensation is payable to the General Partner by the Operating Company pursuant to the Amended and Restated Limited Partnership Agreement. If the Operating Company is terminated or for any other reason incentive compensation is not paid by the Operating Company, it would be paid pursuant to the investment management agreement between us and the Advisor. The determination of incentive compensation is subject to limitations under the 1940 Act and the Advisers Act.

Critical accounting policies

Our discussion and analysis of our financial condition and results of operations are based upon our financial statements, which have been prepared in accordance with GAAP. The preparation of these financial statements requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities, revenues and expenses. Changes in the economic environment, financial markets and any other parameters used in determining such estimates could cause actual results to differ. Management considers the following critical accounting policies important to understanding the financial statements. In addition to the discussion below, our critical accounting policies are further described in the notes to our financial statements.

Valuation of portfolio investments

We value our portfolio investments at fair value based upon the principles and methods of valuation set forth in policies adopted by our board of directors. Fair value is defined as the price that would be received to sell an asset in an orderly transaction between market participants at the measurement date. Market participants are buyers and sellers in the principal (or most advantageous) market for the asset that (i) are independent of us, (ii) are knowledgeable, having a reasonable understanding about the asset based on all available information (including information that might be obtained through due diligence efforts that are usual and customary), (iii) are able to transact for the asset, and (iv) are willing to transact for the asset or liability (that is, they are motivated but not forced or otherwise compelled to do so).

Investments for which market quotations are readily available are valued at such market quotations unless the quotations are deemed not to represent fair value. We generally obtain market quotations from recognized exchanges, market quotation systems, independent pricing services or one or more broker-dealers or market makers. However, short term debt investments with remaining maturities within 90 days are generally valued at amortized cost, which approximates fair value. Debt and equity securities for which market quotations are not readily available, which is the case for many of our investments, or for which market quotations are deemed not to represent fair value, are valued at fair value using a consistently applied valuation process in accordance with our documented valuation policy that has been reviewed and approved by our board of directors, who also approve in good faith the valuation of such securities as of the end of each quarter. Due to the inherent uncertainty and subjectivity of determining the fair value of investments that do not have a readily available market value, the fair value of our investments may differ significantly from the values that would have been used had a readily available market value existed for such investments and may differ materially from the values that we may ultimately realize. In addition, changes in the market environment and other events may have differing impacts on the market quotations used to value some of our investments than on the fair values of our investments for which market quotations are not readily available. Market quotations may be deemed not to represent fair value in certain circumstances where we believe that facts and circumstances applicable to an issuer, a seller or purchaser, or the market for a particular security cause current market quotations to not reflect the fair value of the security. Examples of these events could include cases where a security trades infrequently causing a quoted purchase or sale price to become stale, where there is a forced sale by a distressed seller, where market quotations vary substantially among market makers, or where there is a wide bid-ask spread or significant increase in the bid-ask spread.

The valuation process approved by our board of directors with respect to investments for which market quotations are not readily available or for which market quotations are deemed not to represent fair value is as follows:

- The investment professionals of the Advisor provide recent portfolio company financial statements and other reporting materials to independent valuation firms approved by our board of directors.
- Such firms evaluate this information along with relevant observable market data to conduct independent appraisals each quarter, and their preliminary valuation conclusions are documented and discussed with senior management of the Advisor.
- The fair value of smaller investments comprising in the aggregate less than 5% of our total capitalization may be determined by the Advisor in good faith in accordance with our valuation policy without the employment of an independent valuation firm.
- The audit committee of the board of directors discusses the valuations, and the board of directors approves the fair value of the investments in our portfolio in good faith based on the input of the Advisor, the respective independent valuation firms (to the extent applicable) and the audit committee of the board of directors.

Those investments for which market quotations are not readily available or for which market quotations are deemed not to represent fair value are valued utilizing a market approach, an income approach, or both approaches, as appropriate. The market approach uses prices and other relevant information generated by market transactions involving identical or comparable assets or liabilities (including a business). The income approach uses valuation techniques to convert future amounts (for example, cash flows or earnings) to a single present amount (discounted). The measurement is based on the value indicated by current market expectations about those future amounts. In following these approaches, the types of factors that we may take into account in determining the fair value of our investments include, as relevant and among other factors: available current market data, including relevant and applicable market trading and transaction comparables, applicable market yields and multiples, security covenants, call protection provisions, information rights, the nature and realizable value of any collateral, the portfolio company s ability to make payments, its earnings and discounted cash flows, the markets in which the portfolio company does business, comparisons of financial ratios of peer companies that are public, merger and acquisition comparables, our principal market (as the reporting entity) and enterprise values.

When valuing all of our investments, we strive to maximize the use of observable inputs and minimize the use of unobservable inputs. Inputs refer broadly to the assumptions that market participants would use in pricing

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an asset, including assumptions about risk. Inputs may be observable or unobservable. Observable inputs are inputs that reflect the assumptions market participants would use in pricing an asset or liability developed based on market data obtained from sources independent of us. Unobservable inputs are inputs that reflect our assumptions about the assumptions market participants would use in pricing an asset or liability developed based on the best information available in the circumstances.

Our investments may be categorized based on the types of inputs used in their valuation. The level in the GAAP valuation hierarchy in which an investment falls is based on the lowest level input that is significant to the valuation of the investment in its entirety. Investments are classified by GAAP into the three broad levels as follows:

Level 1 — Investments valued using unadjusted quoted prices in active markets for identical assets.

Level 2 — Investments valued using other unadjusted observable market inputs, e.g. quoted prices in markets that are not active or quotes for comparable instruments.

Level 3 — Investments that are valued using quotes and other observable market data to the extent available, but which also take into consideration one or more unobservable inputs that are significant to the valuation taken as a whole.

As of March 31, 2016, none of our investments were categorized as Level 1, 8.3% were categorized as Level 2, 91.5% were Level 3 investments valued based on valuations by independent third party sources, and 0.2% were Level 3 investments valued based on valuations by the Advisor.

Determination of fair value involves subjective judgments and estimates. Accordingly, the notes to our financial statements express the uncertainty with respect to the possible effect of such valuations, and any change in such valuations, on the financial statements.

Revenue recognition

Interest and dividend income, including income paid in kind, is recorded on an accrual basis. Origination, structuring, closing, commitment and other upfront fees, including original issue discounts, earned with respect to capital commitments are generally amortized or accreted into interest income over the life of the respective debt investment, as are end-of-term or exit fees receivable upon repayment of a debt investment. Other fees, including certain amendment fees, prepayment fees and commitment fees on broken deals, are recognized as earned. Prepayment fees and similar income due upon the early repayment of a loan or debt security are recognized when earned and are included in interest income.

Certain of our debt investments are purchased at a discount to par as a result of the underlying credit risks and financial results of the issuer, as well as general market factors that influence the financial markets as a whole. Discounts on the acquisition of corporate bonds are generally amortized using the effective-interest or constant-yield method assuming there are no questions as to collectability. When principal payments on a loan are received in an amount in excess of the loan s amortized cost, the excess principal payments are recorded as interest income.

Net realized gains or losses and net change in unrealized appreciation or depreciation

We measure realized gains or losses by the difference between the net proceeds from the repayment or sale and the amortized cost basis of the investment, without regard to unrealized appreciation or depreciation previously recognized. Realized gains and losses are computed using the specific identification method. Net change in unrealized appreciation or depreciation reflects the change in portfolio investment values during the reporting period, including the reversal of previously recorded unrealized appreciation or depreciation when gains or losses are realized.

Portfolio and investment activity

During the three months ended March 31, 2016, we invested approximately $114.1 million, comprised of new investments in four new and two existing portfolio companies, as well as draws made on existing commitments and PIK received on prior investments. Of these investments, 94.9% were in senior secured debt comprised of senior loans ($91.9 million, or 80.5% of the total) and senior secured notes ($16.4 million, or 14.4% of the total). The remaining $5.8 million (5.1% of total acquisitions) were comprised of $5.0 million in equity interests in two portfolios of debt and lease assets, as well as $0.8 million in two warrant positions received in connection with debt investments. Additionally, we received approximately $66.1 million in proceeds from sales or repayments of investments during the three months ended March 31, 2016. During the three months ended March 31, 2015, we invested approximately $106.8 million, comprised of new investments in 2 new and 7 existing portfolio companies, as well as draws made on existing commitments and PIK received on prior investments. Of these investments, 100.0% were in senior secured debt comprised of senior loans ($97.0 million, or 90.8% of the total) and senior secured notes ($9.8 million, or 9.2% of the total). Additionally, we received approximately $50.4 million in proceeds from sales or repayments of investments during the three months ended March 31, 2015.

At March 31, 2016, our investment portfolio of $1,227.1 million (at fair value) consisted of 90 portfolio companies and was invested 95.6% in debt investments, substantially all of which was in senior secured debt. In aggregate, our investment portfolio was invested 81.6% in senior secured loans, 14.0% in senior secured notes and 4.4% in equity investments. Our average portfolio company investment at fair value was approximately $13.6 million. Our largest portfolio company investment by value was approximately $45.0 million and our five largest portfolio company investments by value comprised approximately 15.0% of our portfolio at March 31, 2016.

At December 31, 2015, our investment portfolio of $1,182.9 million (at fair value) consisted of 88 portfolio companies and was invested 95.5% in debt investments, of which 99.9% was in senior secured debt and 0.1% in unsecured and subordinated debt. In aggregate, our investment portfolio was invested 81.5% in senior secured loans, 14.0% in senior secured notes, 0.1% in unsecured and subordinated debt, and 4.4% in equity investments. Our average portfolio company investment at fair value was approximately $13.4 million. Our largest portfolio company investment by value was approximately $43.3 million and our five largest portfolio company investments by value comprised approximately 15.7% of our portfolio at December 31, 2015.

The industry composition of our portfolio at fair value at March 31, 2016 was as follows:

Industry	**Percent of Total Investments**	
Software Publishing	16.8	%
Nondepository Credit Intermediation	5.4	%
Computer Systems Design and Related Services	4.7	%
Air Transportation	4.7	%
Other Information Services	4.4	%
Insurance Carriers	4.3	%
Business Support Services	4.1	%
Hospitals	3.3	%
Scientific Research and Development Services	3.2	%
Chemicals	3.0	%
Wired Telecommunications Carriers	2.8	%
Financial Investment Activities	2.7	%
Textile Furnishings Mills	2.6	%
Wireless Telecommunications Carriers	2.6	%
Advertising and Public Relations Services	2.3	%
Data Processing and Hosting Services	2.3	%
Utility System Construction	2.0	%

Electronic Component Manufacturing	2.0	%
Management, Scientific, and Technical Consulting Services	1.9	%
Apparel Manufacturing	1.9	%
Other Manufacturing	1.7	%
Retail	1.6	%
Lessors of Nonfinancial Licenses	1.5	%
Radio and Television Broadcasting	1.5	%
Communications Equipment Manufacturing	1.4	%

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Industry	Percent of Total Investments	
Computer Equipment Manufacturing	1.4	%
Restaurants	1.3	%
Accounting, Tax and Payroll Services	1.2	%
Equipment Leasing	1.2	%
Electrical Equipment Manufacturing	1.1	%
Other Telecommunications	1.0	%
Other	8.1	%
Total	**100.0**	**%**

The weighted average effective yield of the debt securities in our portfolio was 11.00% at March 31, 2016 and 10.95% at December 31, 2015. At March 31, 2016, 80.8% of our debt investments bore interest based on floating rates, such as LIBOR, EURIBOR, the Federal Funds Rate or the Prime Rate, and 19.2% bore interest at fixed rates. The percentage of our floating rate debt investments that bore interest based on an interest rate floor was 76.6% at March 31, 2016. At December 31, 2015, 80.4% of our debt investments bore interest based on floating rates, such as LIBOR, EURIBOR, the Federal Funds Rate or the Prime Rate, and 19.6% bore interest at fixed rates. The percentage of our floating rate debt investments that bore interest based on an interest rate floor was 77.9% at December 31, 2015.

Results of operations

Investment income

Investment income totaled $34.6 million and $32.8 million, respectively, for the three months ended March 31, 2016 and 2015, of which $32.9 million and $31.5 million were attributable to interest and fees on our debt investments, $0.8 million and $0.3 million to lease income, and $0.9 million and $1.0 million to other income, respectively. Included in interest and fees on our debt investments were $0.9 million and $0.2 million of non-recurring income related to prepayments for the three months ended March 31, 2016 and 2015, respectively. The increase in investment income in the three months ended March 31, 2016 compared to the three months ended March 31, 2015 reflects an increase in interest income due to the larger investment portfolio in the three months ended March 31, 2016 compared to the three months ended March 31, 2015.

Expenses

Total operating expenses for the three months ended March 31, 2016 and 2015 were $11.7 million and $9.9 million respectively, comprised of $5.5 million and $4.1 million in interest expense and related fees, $4.5 million and $4.4 million in base management fees, $0.5 million and $0.3 million in legal and other professional fees, and $1.2 million and $1.1 million in other expenses, respectively. The increase in expenses in the three months ended March 31, 2016 compared to the three months ended March 31, 2015 primarily reflects higher interest expense due to the conversion of the Preferred Interests to term debt, the increase in LIBOR, and other costs related to the increase in available and outstanding debt.

Net investment income

Net investment income was $22.9 million and $22.9 million respectively, for the three months ended March 31, 2016 and 2015. The relatively flat net investment income in the three months ended March 31, 2016 compared to the three months ended March 31, 2015 primarily reflects the increased interest income in the three months ended March 31, 2016, offset by the increase in expenses.

Net realized and unrealized gain or loss

Net realized losses for the three months ended March 31, 2016 and 2015 were $2.6 million and $0.1 million respectively. The net realized loss during the three months ended March 31, 2016 was due primarily to the taxable reorganization of our investment in Boomerang Tube, LLC.

For the three months ended March 31, 2016 and 2015, the change in net unrealized appreciation/depreciation was $(4.2) million and $0.5 million, respectively. The change in net unrealized

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appreciation for the three months ended March 31, 2016 was comprised primarily of a $1.7 million markdown on our loan to STG-Fairway Acquisitions, Inc. (aka First Advantage) to just under par, a $1.4 million markdown on our BPA Laboratories, Inc. debt to just above par as call protection expires, as well as various other mark to market adjustments resulting from generally wider market yield spreads during the quarter. These losses were partially offset by certain unrealized gains from improved credit, including a $3.9 million gain on our loan to Securus Technologies, Inc. due to favorable regulatory developments. The change in net unrealized appreciation for the three months ended March 31, 2015 was primarily due to various mark to market adjustments during the period.

Income tax expense, including excise tax

The Holding Company has elected to be treated as a RIC under Subchapter M of the Internal Revenue Code (the Code) and operates in a manner so as to qualify for the tax treatment applicable to RICs. To qualify as a RIC, the Holding Company must, among other things, timely distribute to its stockholders generally at least 90% of its investment company taxable income, as defined by the Code, for each year. The Company has made and intends to continue to make the requisite distributions to its stockholders which will generally relieve the Company from U.S. federal income taxes.

Depending on the level of taxable income earned in a tax year, we may choose to carry forward taxable income in excess of current year dividend distributions from such current year taxable income into the next tax year and pay a 4% excise tax on such income. Any excise tax expense is recorded at year end as such amounts are known. There was no U.S. federal excise tax recorded during the three months ended March 31, 2016 and 2015.

Dividends to preferred equity holders

Dividends on the Preferred Interests for the three months ended March 31, 2016 and 2015 were $0.0 million and $0.3 million, respectively. The decrease in dividends on Preferred Interests during the three months ended March 31, 2016 compared to the three months ended March 31, 2015 was due to the repurchase and retirement of all remaining Preferred Interests during 2015.

Incentive compensation

Incentive compensation distributable to the General Partner for the three months ended March 31, 2016 and 2015 was $4.6 million and $4.5 million, respectively. Incentive compensation for the three months ended March 31, 2016 and 2015 was distributable due to our performance exceeding the total return threshold. The change in reserve for incentive compensation to the General Partner for the three months ended March 31, 2016 and 2015 was $0.0 million and $0.0 million, respectively.

Net increase in net assets resulting from operations

The net increase in net assets resulting from operations was $11.5 million and $18.5 million for the three months ended March 31, 2016 and 2015, respectively. The lower net increase in net assets resulting from operations during the three months ended March 31, 2016 is primarily due to the higher net realized and unrealized losses during the three months ended March 31, 2016 compared to the three months ended March 31, 2015.

Liquidity and capital resources

Since our inception, our liquidity and capital resources have been generated primarily through the initial private placement of common shares of SVCF (the predecessor entity) which were subsequently converted to common stock of the Holding Company, the net proceeds from the initial and secondary public offerings of our common stock, amounts outstanding under our Leverage Program, and cash flows from operations, including investments sales and repayments and income earned from investments and cash equivalents. The primary uses of cash have been investments in portfolio companies, cash distributions to our equity holders, payments to service our Leverage Program and other general corporate purposes.

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The following table summarizes the total shares issued and proceeds received in public offerings of the Company s common stock net of underwriting discounts and offering costs as well as shares issued in connection with the Company s dividend reinvestment plan for the three months ended March 31, 2016.

	Shares Issued	Price Per Share	Net Proceeds
Shares issued from dividend reinvestment plan	154	$ 14.88 *	$ 2,291

* Weighted-average price per share.

The following table summarizes the total shares issued and proceeds received in public offerings of the Company s common stock net of underwriting discounts and offering costs as well as shares issued in connection with the Company s dividend reinvestment plan for the year ended December 31, 2015.

	Shares Issued	Price Per Share	Net Proceeds
At-the-market offerings	248,614	$ 15.87 *	$ 3,946,066
Shares issued from dividend reinvestment plan	555	14.62 *	8,116

* Weighted-average price per share.

On October 3, 2014, we entered into an at-the-market equity offering program (the ATM Program) with Raymond James & Associates Inc. and Cantor Fitzgerald & Co. through which we may offer and sell, by means of at-the-market offerings from time to time, shares of our common stock having an aggregate offering price of up to $100,000,000.

On February 24, 2015, the Company s board of directors approved a stock repurchase plan (the Company Repurchase Plan) to acquire up to $50.0 million in the aggregate of the Company s common stock at prices at certain thresholds below the Company s net asset value per share, in accordance with the guidelines specified in Rule 10b-18 and Rule 10b5-1 of the Securities Exchange Act of 1934. The Company Repurchase Plan is designed to allow the Company to repurchase its common stock at times when it otherwise might be prevented from doing so under insider trading laws. The Company Repurchase Plan requires an agent selected by the Company to repurchase shares of common stock on the Company s behalf if and when the market price per share is at certain thresholds below the most recently reported net asset value per share. Under the plan, the agent will increase the volume of purchases made if the price of the Company s common stock declines, subject to volume restrictions. The timing and amount of any stock repurchased depends on the terms and conditions of the Company Repurchase Plan, the market price of the common stock and trading volumes, and no assurance can be given that any particular amount of common stock will be repurchased. The Company Repurchase Plan was re-approved on February 24, 2016, and, unless further extended or terminated by our board of directors, we expect that the Company Repurchase Plan will be in effect through the earlier of two trading days after our first quarter 2016 earnings release or such time as the approved $50.0 million repurchase amount has been fully utilized, subject to certain conditions. The following table summarizes the total shares repurchased and amounts paid by the Company under the Company Repurchase Plan, including broker fees, for the three months ended March 31, 2016:

	Shares Repurchased	Price Per Share	Total Cost
Company Repurchase Plan	140,596	$ 13.23 *	$ 1,860,737

* Weighted-average price per share.

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Total leverage outstanding and available under the combined Leverage Program at March 31, 2016 were as follows:

	Maturity	Rate	Carrying Value*	Available	Total Capacity	
SVCP Facility						
SVCP Revolver	2018	L+1.75 %†	$ 44,000,000	$ 72,000,000	$ 116,000,000	
Term Loan	2018	L+1.75 %†	100,500,000	—	100,500,000	
Convertible Notes ($108 million par)	2019	5.25 %	106,217,915	—	106,217,915	
TCPC Funding Facility	2020	L+2.50 %†‡	244,000,000	106,000,000	350,000,000	
SBA Debentures	2024-2025	2.81 %§	49,000,000	26,000,000	75,000,000	**
Total leverage			543,717,915	$ 204,000,000	$ 747,717,915	
Unamortized issuance costs			(4,122,609)			
Debt, net of unamortized issuance costs			$ 539,595,306			

* Except for the Convertible Notes, all carrying values are the same as the principal amounts outstanding.

† Based on either LIBOR or the lender’s cost of funds, subject to certain limitations.

‡ Or L+2.25% subject to certain funding requirements.

§ Weighted-average interest rate on pooled loans of $42.8 million, excluding fees of 0.36%. As of March 31, 2016, the remaining $6.2 million of the outstanding amount was not yet pooled, and bore interest at a temporary rate of 1.20% plus fees of 0.36% through September 23, 2016, the date of the next SBA pooling.

** Anticipated total capacity of $150.0 million, subject to approval by the SBA following complete funding of our initial $75.0 million commitment.

On July 13, 2015, we obtained exemptive relief from the SEC to permit us to exclude the debt of our SBA Debentures from our 200% asset coverage test under the 1940 Act. The exemptive relief provides us with increased flexibility under the 200% asset coverage test by permitting the SBIC to borrow up to $150.0 million more than it would otherwise be able to absent the receipt of this exemptive relief. The SBIC currently has a $75.0 million commitment from the SBA. Once this commitment is fully drawn, the SBIC intends to submit an application to the SBA for an additional $75.0 million commitment.

Net cash used in operating activities during the three months ended March 31, 2016 was $34.6 million. Our primary use of cash in operating activities during this period consisted of the settlement of acquisitions of investments (net of dispositions) of $46.5 million, partially offset by net investment income less incentive allocation (net of non-cash income and expenses) of approximately $11.9 million.

Net cash provided by financing activities was $21.7 million during the three months ended March 31, 2016, consisting primarily of $41.2 million of net borrowings reduced by the $17.5 million in regular dividends on common equity, payment of $0.1 million in debt issuance costs, and $1.9 million in common shares repurchases.

At March 31, 2016, we had $22.7 million in cash and cash equivalents.

The SVCP Facility and the TCPC Funding Facility are secured by substantially all of the assets in our portfolio, including cash and cash equivalents, and are subject to compliance with customary affirmative and negative covenants, including the maintenance of a minimum shareholders equity, the maintenance of a ratio of not less than 200% of total assets (less total liabilities other than indebtedness) to total indebtedness, and restrictions on certain payments and issuance of debt. Unfavorable economic conditions may result in a decrease in the value of our investments, which would affect both the asset coverage ratios and the value of the collateral securing the SVCP Facility and the TCPC Funding Facility, and may therefore impact our ability to borrow under the SVCP Facility and the TCPC Funding Facility. In addition to regulatory restrictions that restrict our ability to raise capital, the Leverage Program contains various covenants which, if not complied with, could accelerate repayment of debt, thereby materially and adversely affecting our liquidity, financial condition and results of operations. At March 31, 2016, we were in compliance with all financial and operational covenants required by the Leverage Program.

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Unfavorable economic conditions, while potentially creating attractive opportunities for us, may decrease liquidity and raise the cost of capital generally, which could limit our ability to renew, extend or replace the Leverage Program on terms as favorable as are currently included therein. If we are unable to renew, extend or replace the Leverage Program upon the various dates of maturity, we expect to have sufficient funds to repay the outstanding balances in full from our net investment income and sales of, and repayments of principal from, our portfolio company investments, as well as from anticipated debt and equity capital raises, among other sources. Unfavorable economic conditions may limit our ability to raise capital or the ability of the companies in which we invest to repay our loans or engage in a liquidity event, such as a sale, recapitalization or initial public offering. The SVCP Facility, the Convertible Notes and the TCPC Funding Facility mature in July 2018, December 2019, and March 2020, respectively. Any inability to renew, extend or replace the Leverage Program could adversely impact our liquidity and ability to find new investments or maintain distributions to our stockholders.

Challenges in the market are intensified for us by certain regulatory limitations under the Code and the 1940 Act. To maintain our qualification as a RIC, we must satisfy, among other requirements, an annual distribution requirement to pay out at least 90% of our ordinary income and short-term capital gains to our stockholders. Because we are required to distribute our income in this manner, and because the illiquidity of many of our investments may make it difficult for us to finance new investments through the sale of current investments, our ability to make new investments is highly dependent upon external financing. While we anticipate being able to continue to satisfy all covenants and repay the outstanding balances under the Leverage Program when due, there can be no assurance that we will be able to do so, which could lead to an event of default.

Contractual obligations

In addition to obligations under our Leverage Program, we have entered into several contracts under which we have future commitments. Pursuant to an investment management agreement, the Advisor manages our day-to-day operations and provides investment advisory services to us. Payments under the investment management agreement are equal to a percentage of the value of our gross assets (excluding cash and cash equivalents) and an incentive compensation, plus reimbursement of certain expenses incurred by the Advisor. Under our administration agreement, the Administrator provides us with administrative services, facilities and personnel. Payments under the administration agreement are equal to an allocable portion of overhead and other expenses incurred by the Administrator in performing its obligations to us, and may include rent and our allocable portion of the cost of certain of our officers and their respective staffs. We are responsible for reimbursing the Advisor for due diligence and negotiation expenses, fees and expenses of custodians, administrators, transfer and distribution agents, counsel and directors, insurance, filings and registrations, proxy expenses, expenses of communications to investors, compliance expenses, interest, taxes, portfolio transaction expenses, costs of responding to regulatory inquiries and reporting to regulatory authorities, costs and expenses of preparing and maintaining our books and records, indemnification, litigation and other extraordinary expenses and such other expenses as are approved by the directors as being reasonably related to our organization, offering, capitalization, operation or administration and any portfolio investments, as applicable. The Advisor is not responsible for any of the foregoing expenses and such services are not investment advisory services under the 1940 Act. Either party may terminate each of the investment management agreement and administration agreement without penalty upon not less than 60 days written notice to the other.

Distributions

Our quarterly dividends and distributions to common stockholders are recorded on the ex-dividend date. Distributions are declared considering our estimate of annual taxable income available for distribution to stockholders and the amount of taxable income carried over from the prior year for distribution in the current year. We do not have a policy to pay distributions at a specific level and expect to continue to distribute substantially all of our taxable income. We cannot assure stockholders that they will receive any distributions or distributions at a particular level.

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The following tables summarize dividends declared for the three months ended March 31, 2016 and March 31, 2015:

Date Declared	Record Date	Payment Date	Type	Amount Per Share	Total Amount
February 24, 2016	March 17, 2016	March 31, 2016	Regular	$ 0.36	$ 17,530,963

Date Declared	Record Date	Payment Date	Type	Amount Per Share	Total Amount
March 10, 2015	March 19, 2015	March 31, 2015	Regular	$ 0.36	$ 17,535,826

The following table summarizes the total shares issued in connection with our dividend reinvestment plan for the three months ended March 31, 2016 and 2015:

	2016	2015
Shares Issued	154	122
Average Price Per Share	$ 14.88	$ 16.02
Proceeds	$ 2,291	$ 1,959

We have elected to be taxed as a RIC under Subchapter M of the Code. In order to maintain favorable RIC tax treatment, we must distribute annually to our stockholders at least 90% of our ordinary income and realized net short-term capital gains in excess of realized net long-term capital losses, if any, out of the assets legally available for distribution. In order to avoid certain excise taxes imposed on RICs, we must distribute during each calendar year an amount at least equal to the sum of:

- 98% of our ordinary income (not taking into account any capital gains or losses) for the calendar year;
- 98.2% of the amount by which our capital gains exceed our capital losses (adjusted for certain ordinary losses) for the one-year period generally ending on October 31 of the calendar year; and
- certain undistributed amounts from previous years on which we paid no U.S. federal income tax.

We may, at our discretion, carry forward taxable income in excess of calendar year distributions and pay a 4% excise tax on this income. If we choose to do so, all other things being equal, this would increase expenses and reduce the amounts available to be distributed to our stockholders. We will accrue excise tax on estimated taxable income as required. In addition, although we currently intend to distribute realized net capital gains (i.e., net long-term capital gains in excess of short-term capital losses), if any, at least annually, out of the assets legally available for such distributions, we may in the future decide to retain such capital gains for investment.

We have adopted an opt in dividend reinvestment plan for our common stockholders. As a result, if we declare a dividend or other distribution payable in cash, each stockholder that has not opted in to our dividend reinvestment plan will receive such dividends in cash, rather than having their dividends automatically reinvested in additional shares of our common stock.

We may not be able to achieve operating results that will allow us to make dividends and distributions at a specific level or to increase the amount of these dividends and distributions from time to time. Also, we may be limited in our ability to make dividends and distributions due to the asset coverage test applicable to us as a BDC under the 1940 Act and due to provisions in our existing and future credit facilities. If we do not distribute a certain percentage of our income annually, we will suffer adverse tax consequences, including possible loss of favorable RIC tax treatment. In addition, in accordance with U.S. generally accepted accounting principles and tax regulations, we include in income certain amounts that we have not yet received in cash, such as PIK interest, which represents contractual interest added to the loan balance that becomes due at the end of the loan term, or the accrual of original issue or market discount. Since we may recognize income before or without receiving cash representing such income, we may have difficulty meeting the requirement to distribute at least 90% of our investment company taxable income to obtain tax benefits as a RIC and may be subject to an excise tax.

In order to satisfy the annual distribution requirement applicable to RICs, we have the ability to declare a large portion of a dividend in shares of our common stock instead of in cash. As long as a portion of such dividend is paid in cash and certain requirements are met, the entire distribution would be treated as a dividend for U.S. federal income tax purposes.

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Related Parties

We have entered into a number of business relationships with affiliated or related parties, including the following:

- Each of the Holding Company, the Operating Company, TCPC Funding, and the SBIC has entered into an investment management agreement with the Advisor.
- The Administrator provides us with administrative services necessary to conduct our day-to-day operations. For providing these services, facilities and personnel, the Administrator may be reimbursed by us for expenses incurred by the Administrator in performing its obligations under the administration agreement, including our allocable portion of the cost of certain of our officers and the Administrator’s administrative staff and providing, at our request and on our behalf, significant managerial assistance to our portfolio companies to which we are required to provide such assistance.
- We have entered into a royalty-free license agreement with the Advisor, pursuant to which the Advisor has agreed to grant us a non-exclusive, royalty-free license to use the name TCP.
- Pursuant to its limited partnership agreement, the general partner of the Operating Company is SVOF/MM, LLC. SVOF/MM, LLC is an affiliate of the Advisor and the general partners or managing member of certain other funds managed by the Advisor.

The Advisor and its affiliates, employees and associates currently do and in the future may manage other funds and accounts. The Advisor and its affiliates may determine that an investment is appropriate for us and for one or more of those other funds or accounts. Accordingly, conflicts may arise regarding the allocation of investments or opportunities among us and those accounts. In general, the Advisor will allocate investment opportunities pro rata among us and the other funds and accounts (assuming the investment satisfies the objectives of each) based on the amount of committed capital each then has available. The allocation of certain investment opportunities in private placements is subject to independent director approval pursuant to the terms of the co-investment exemptive order applicable to us. In certain cases, investment opportunities may be made other than on a pro rata basis. For example, we may desire to retain an asset at the same time that one or more other funds or accounts desire to sell it or we may not have additional capital to invest at a time the other funds or accounts do. If the Advisor is unable to manage our investments effectively, we may be unable to achieve our investment objective. In addition, the Advisor may face conflicts in allocating investment opportunities between us and certain other entities that could impact our investment returns. While our ability to enter into transactions with our affiliates is restricted under the 1940 Act, we have received an exemptive order from the SEC permitting certain affiliated investments subject to certain conditions. As a result, we may face conflict of interests and investments made pursuant to the exemptive order conditions which could in certain circumstances affect adversely the price paid or received by us or the availability or size of the position purchased or sold by us.

Recent Developments

On April 18, 2016, the Company issued $30.0 million in aggregate principal amount of a 5.25% convertible note due 2021 (the Note) pursuant to a purchase agreement, dated as of April 18, 2016, between the Company and CNO Financial Investments Corp. The conversion price is the greater of (a) the closing price of the Company s common shares on the conversion date and (b) the then-current net asset value of the Company. There were no placement agent or underwriting fees in connection with the transaction. The Note will mature on April 30, 2021, unless previously converted. The holder may convert the Note at its option at any time prior to the close of business on the business day immediately preceding April 30, 2021, in integral multiples of $1,000,000 principal amount. Additionally, the Note will be automatically converted in its entirety, without any further action by the holder, on the date on which the closing price of the common stock of the Company has been at or above the Company s most recent publicly reported net asset value per share of common stock for at least ten trading days (whether or not consecutive) in a 20 consecutive trading day period.

On May 4, 2016, the Company s board of directors re-approved the Company Repurchase Plan, to be in effect through the earlier of two trading days after the Company s second quarter 2016 earnings release or such time as the approved $50.0 million repurchase amount has been fully utilized, subject to certain conditions.

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On May 10, 2016, the Company s board of directors declared a second quarter regular dividend of $0.36 per share payable on June 30, 2016 to stockholders of record as of the close of business on June 16, 2016.

From April 1, 2016 through July 6, 2016, the Operating Company has invested approximately $124.2 million in five new senior secured loans, four add-on investments as well as draws made on existing commitments with a combined effective yield of approximately 11.4%.

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QUANTITATIVE AND QUALITATIVE DISCLOSURE ABOUT MARKET RISK

We are subject to financial market risks, including changes in interest rates. At March 31, 2016, 80.8% of our debt investments bore interest based on floating rates, such as LIBOR, EURIBOR, the Federal Funds Rate or the Prime Rate. The interest rates on such investments generally reset by reference to the current market index after one to six months. At March 31, 2016, the percentage of our floating rate debt investments that bore interest based on an interest rate floor was 76.6%. Floating rate investments subject to a floor generally reset by reference to the current market index after one to six months only if the index exceeds the floor.

Interest rate sensitivity refers to the change in earnings that may result from changes in the level of interest rates. Because we fund a portion of our investments with borrowings, our net investment income is affected by the difference between the rate at which we invest and the rate at which we borrow. As a result, there can be no assurance that a significant change in market interest rates will not have a material adverse effect on our net investment income. We assess our portfolio companies periodically to determine whether such companies will be able to continue making interest payments in the event that interest rates increase. There can be no assurances that the portfolio companies will be able to meet their contractual obligations at any or all levels of increases in interest rates.

Based on our March 31, 2016 balance sheet, the following table shows the annual impact on net income (excluding the related incentive compensation impact) of base rate changes in interest rates (considering interest rate floors for variable rate instruments) assuming no changes in our investment and borrowing structure:

Basis Point Change	**Interest Income**	**Interest Expense**	**Net Income**
Up 300 basis points	$ 25,163,174	$ (12,675,000)	$ 12,488,174
Up 200 basis points	15,939,131	(8,450,000)	7,489,131
Up 100 basis points	6,715,496	(4,225,000)	2,490,496
Down 100 basis points	(1,676,324)	2,668,933	992,609
Down 200 basis points	(1,676,324)	2,668,933	992,609
Down 300 basis points	(1,676,324)	2,668,933	992,609

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USE OF PROCEEDS

The net proceeds of the offering are estimated to be approximately $35.1 million, after deducting the estimated offering expenses of approximately $162,500 payable by us.

We intend to use the net proceeds from any offering to repay amounts outstanding under the SVCP Facility and TCPC Funding Facility, if any, (which will increase the funds under the SVCP Facility and TCPC Funding Facility available to us to make additional investments in portfolio companies) and to make investments in portfolio companies in accordance with our investment objective and for other general corporate purposes, including payment of operating expenses. We anticipate that substantially all of such remainder of the net proceeds of this offering will be invested in accordance with our investment objective within six to twelve months following completion of this offering, depending on the availability of appropriate investment opportunities consistent with our investment objective and market conditions. We cannot assure you that we will achieve our targeted investment pace.

As of July 6, 2016, we had $178.5 million outstanding under the SVCP Facility, with advances generally bearing interest at LIBOR plus 1.75% per annum through July 31, 2016 and LIBOR plus 2.50% per annum thereafter until the maturity date, subject to certain limitations. The SVCP Facility matures July 31, 2018, subject to extension by the lender at our request.

As of July 6, 2016, we had $175.0 million outstanding under the TCPC Funding Facility, with advances generally bearing interest at LIBOR plus either 2.25% or 2.50% per annum, subject to certain limitations. The TCPC Funding Facility matures on March 6, 2020, subject to extension by the lender at our request.

Pending investments in portfolio companies by the Company, the Company will invest the remaining net proceeds of an offering primarily in cash, cash equivalents, U.S. Government securities and other high-quality debt investments that mature in one year or less. These securities may have lower yields than our other investments and accordingly may result in lower distributions, if any, during such period. See Regulation — Temporary Investments and Management of the Company — Investment Management Agreements in the accompanying prospectus.

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PRICE RANGE OF COMMON STOCK

Our common stock began trading on April 5, 2012 and is currently traded on The Nasdaq Global Select Market under the symbol TCPC. The following table lists the high and low closing sale price for our common stock, the closing sale price as a premium (discount) to net asset value, or NAV, and quarterly distributions per share for the last two completed fiscal years and each quarter since the beginning of the current fiscal year.

		Stock Price							
	NAV(1)	High(2)	Low(2)	Premium (Discount) of High Sales Price to NAV(3)		Premium (Discount) of Low Sales Price to NAV(3)		Declared Distributions	
Fiscal year ended December 31, 2014									
First Quarter	$ 15.32	$ 17.97	$ 16.36	17.3	%	6.8	%	$ 0.36	
Second Quarter	$ 15.31	$ 18.31	$ 15.80	19.6	%	3.2	%	$ 0.41	(4)
Third Quarter	$ 15.43	$ 18.31	$ 16.07	18.7	%	4.1	%	$ 0.36	
Fourth Quarter	$ 15.01	$ 17.47	$ 15.25	16.4	%	1.6	%	$ 0.41	(4)
Fiscal year ended December 31, 2015									
First Quarter	$ 15.03	$ 16.91	$ 15.22	12.5	%	1.3	%	$ 0.36	
Second Quarter	$ 15.10	$ 16.49	$ 15.29	9.2	%	1.3	%	$ 0.36	
Third Quarter	$ 15.10	$ 15.87	$ 13.50	5.1	%	(10.6	)%	$ 0.36	
Fourth Quarter	$ 14.78	$ 15.40	$ 13.80	4.2	%	(6.6	)%	$ 0.36	
Fiscal year ended December 31, 2016									
First Quarter	$ 14.66	$ 14.91	$ 12.36	1.7	%	(15.7	)%	$ 0.36	
Second Quarter (through July 6, 2016)	$ (5)	$ 15.43	$ 14.21		%(5)		%(5)	$ 0.36	

(1) NAV per share is determined as of the last day in the relevant quarter and therefore may not reflect the NAV per share on the date of the high and low sales prices. The NAVs shown are based on outstanding shares at the end of each period.
(2) The High/Low Stock Price is calculated as of the closing price on a given day in the applicable quarter.
(3) Calculated as the respective High/Low Stock Price minus the quarter end NAV, divided by the quarter end NAV.
(4) Includes a special dividend of $0.05 per share.
(5) NAV has not yet been determined.

On July 6, 2016, the closing price of our common stock was $15.43 per share. As of July 6, 2016, we had 32 stockholders of record.

The table below sets forth each class of our outstanding securities as of July 6, 2016.

Title of Class	Amount Authorized	Amount Held by Registrant or for its Account	Amount Outstanding
Common Stock	200,000,000	—	50,706,349

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CAPITALIZATION

The following table sets forth (1) our actual capitalization at March 31, 2016 and (2) our capitalization on an as adjusted basis giving effect to the sale of 2,336,552 shares of our common stock at a purchase price of $15.09 per share, after deducting the offering expenses payable by us and the application of the estimated net proceeds of this offering. You should read this table together with Use of Proceeds in this prospectus supplement and the accompanying prospectus.

	As of March 31, 2016	
	Actual	**Pro forma**
Assets:		
Cash and cash equivalents	$ 22,691,133	$ 22,691,133
Investments	1,227,144,628	1,227,144,628
Other assets	21,389,508	21,389,508
Total assets	$ 1,271,225,269	$ 1,271,225,269
Liabilities:		
SVCP Revolver	$ 44,000,000	$ 8,903,930
Term Loan	100,500,000	100,500,000
2019 Notes	106,217,915	106,217,915
TCPC Funding Facility	244,000,000	244,000,000
SBA Debentures	49,000,000	49,000,000
Unamortized debt issuance costs	(4,122,609)	(4,122,609)
Other liabilities	17,569,305	17,569,305
Total liabilities	$ 557,164,611	$ 522,068,541
Stockholders' equity:		
Common stock, par value $0.001 per share; 200,000,000 shares of common stock authorized; 48,694,292 common stock issued and outstanding, actual; 51,030,844 common stock outstanding, pro forma	48,694	51,030
Paid-in capital in excess of par	876,525,050	911,618,784
Accumulated net investment income	23,027,133	23,027,133
Accumulated net realized losses	(136,678,194)	(136,678,194)
Accumulated net unrealized depreciation	(48,862,025)	(48,862,025)
Non-controlling interest	—	—
Net assets applicable to common shareholders	$ 714,060,658	$ 749,156,728
Total capitalization	$ 1,271,225,269	$ 1,271,225,269

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SENIOR SECURITIES

Information about our senior securities is shown in the following table as of the end of each fiscal year ended since the Company commenced operations. The senior securities table below has been audited by Deloitte & Touche LLP, our independent registered public accounting firm, for the fiscal year ending December 31, 2015 and by Ernst & Young LLP, our former independent registered public accounting firm, for each prior fiscal year.

Class and Year	Total Amount Outstanding[(4)]	Asset Coverage Per Unit[(5)]	Involuntary Liquidating Preference Per Unit[(6)]	Average Market Value Per Unit[(7)]
SVCP Facility[(1)]				
Fiscal Year 2016 (as of March 31, 2016, unaudited)	$ 144,500	$ 2,868	$ —	N/A
Fiscal Year 2015	124,500	3,076	—	N/A
Fiscal Year 2014	70,000	5,356	—	N/A
Fiscal Year 2013	45,000	8,176	—	N/A
Fiscal Year 2012	74,000	7,077	—	N/A
Fiscal Year 2011	29,000	13,803	—	N/A
Fiscal Year 2010	50,000	8,958	—	N/A
Fiscal Year 2009	75,000	5,893	—	N/A
Fiscal Year 2008	34,000	10,525	—	N/A
Fiscal Year 2007	207,000	3,534	—	N/A
Preferred Interests[(2)]				
Fiscal Year 2016 (as of March 31, 2016, unaudited)	N/A	N/A	N/A	N/A
Fiscal Year 2015	N/A	N/A	N/A	N/A
Fiscal Year 2014	$ 134,000	$ 51,592	$ 20,074	N/A
Fiscal Year 2013	134,000	68,125	20,075	N/A
Fiscal Year 2012	134,000	50,475	20,079	N/A
Fiscal Year 2011	134,000	49,251	20,070	N/A
Fiscal Year 2010	134,000	48,770	20,056	N/A
Fiscal Year 2009	134,000	42,350	20,055	N/A
Fiscal Year 2008	134,000	42,343	20,175	N/A
Fiscal Year 2007	134,000	43,443	20,289	N/A
TCPC Funding Facility[(3)]				
Fiscal Year 2016 (as of March 31, 2016, unaudited)	$ 244,000	$ 2,868	$ —	N/A
Fiscal Year 2015	229,000	3,076	—	N/A
Fiscal Year 2014	125,000	5,356	—	N/A
Fiscal Year 2013	50,000	8,176	—	N/A
SBA Debentures				

Fiscal Year 2016 (as of March 31, 2016, unaudited)	$ 49,000	$ 2,868	$ —	N/A
Fiscal Year 2015	42,800	3,076	—	N/A
Fiscal Year 2014	28,000	5,356	—	N/A
2014 Notes				
Fiscal Year 2016 (as of March 31, 2016, unaudited)	$ 108,000	$ 2,303	$ —	N/A
Fiscal Year 2015	108,000	2,429	—	N/A
Fiscal Year 2014	108,000	3,617	—	N/A

(1) The Operating Company entered into the SVCP Facility, comprised of a fully drawn senior secured term loan and a senior secured revolving credit facility, pursuant to which amounts may currently be drawn up to $116.0 million. The SVCP Facility matures July 31, 2018, subject to extension by the lender at our request.

(2) We repurchased and retired the remaining Preferred Interests on September 3, 2015.

(3) TCPC Funding entered into the TCPC Funding Facility, pursuant to which amounts may currently be drawn up to $350 million. The TCPC Funding Facility matures on March 6, 2020, subject to extension by the lender at our request.

(4) Total amount of each class of senior securities outstanding at the end of the period presented (in 000's).

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(5) The asset coverage ratio for a class of senior securities representing indebtedness is calculated as our consolidated total assets, less all liabilities and indebtedness not represented by senior securities, divided by senior securities representing indebtedness. For the SVCP Facility and TCPC Funding Facility, the asset coverage ratio with respect to indebtedness is multiplied by $1,000 to determine the Asset Coverage Per Unit.

(6) The amount to which such class of senior security would be entitled upon the voluntary liquidation of the issuer in preference to any security junior to it. The — in this column indicates that the SEC expressly does not require this information to be disclosed for certain types of senior securities.

(7) Not applicable because our senior securities are not registered for public trading.

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PLAN OF DISTRIBUTION

We have entered into a purchase agreement with the investors, providing for the sale of 2,336,552 shares of our common stock, par value $0.001 per share, at a purchase price equal to $15.09 per share.

LEGAL MATTERS

Certain legal matters in connection with the offering of our common stock will be passed upon for us by Skadden, Arps, Slate, Meagher & Flom LLP, New York, New York.

ADDITIONAL INFORMATION

We have filed a registration statement with the SEC on Form N-2, including amendments, relating to the shares we are offering, and the SAI. This prospectus supplement and the accompanying prospectus do not contain all of the information set forth in the registration statement, including any exhibits and schedules it may contain. For further information concerning us or the shares we are offering, please refer to the registration statement. Statements contained in this prospectus supplement and the accompanying prospectus as to the contents of any contract or other document referred to describe the material terms thereof but are not necessarily complete and in each instance reference is made to the copy of any contract or other document filed as an exhibit to the registration statement. Each statement is qualified in all respects by this reference.

We file with or submit to the SEC annual, quarterly and current periodic reports, proxy statements and other information meeting the informational requirements of the Securities Exchange Act of 1934. You may inspect and copy these reports, proxy statements and other information, as well as the registration statement of which the accompanying prospectus forms a part and the related exhibits and schedules, at the Public Reference Room of the SEC at 100 F Street, N.E., Washington, D.C. 20549. You may obtain information on the operation of the Public Reference Room by calling the SEC at 1-800-SEC-0330. Copies of these reports, proxy and information statements and other information may be obtained, after paying a duplicating fee, by electronic request at the following e-mail address: publicinfo@sec.gov, or by writing the SEC s Public Reference Section, 100 F Street, N.E., Washington, D.C. 20549-0102. In addition, the SEC maintains an Internet website that contains reports, proxy and information statements and other information filed electronically by us with the SEC at http://www.sec.gov.

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TABLE OF CONTENTS OF STATEMENT OF ADDITIONAL INFORMATION

An SAI dated as of July 6, 2016, has been filed with the SEC and is incorporated by reference in this prospectus supplement. An SAI may be obtained without charge by writing to us at Tennenbaum Capital Partners, LLC, c/o Investor Relations, 2951 28th Street, Suite 1000, Santa Monica, California 90405 or by calling us at (310) 566-1094. The Table of Contents of the SAI is as follows:

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TCP Capital Corp.
(successor to Special Value Continuation Fund, LLC)

Financial Statements

Special Value Continuation Partners, LP

Financial Statements

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TCP Capital Corp.

Consolidated Statements of Assets and Liabilities

	March 31, 2016 (unaudited)	December 31, 2015
Assets		
Investments, at fair value:		
Companies less than 5% owned (cost of $1,157,582,658 and $1,123,682,687, respectively)	$ 1,131,433,680	$ 1,099,208,475
Companies 5% to 25% owned (cost of $71,578,769 and $68,862,518, respectively)	70,467,574	69,008,931
Companies more than 25% owned (cost of $50,326,748 and $39,162,221 respectively)	25,243,374	14,702,319
Total investments (cost of $1,279,488,175 and $1,231,707,426, respectively)	1,227,144,628	1,182,919,725
Cash and cash equivalents	22,691,133	35,629,435
Accrued interest income:		
Companies less than 5% owned	10,803,929	8,842,528
Companies 5% to 25% owned	1,011,550	741,306
Companies more than 25% owned	480,715	29,230
Deferred debt issuance costs	4,991,822	5,390,241
Unrealized appreciation on swaps	2,634,515	3,229,442
Options (cost of $331,077 and $51,750, respectively)	232,362	—
Prepaid expenses and other assets	1,234,615	2,331,044
Total assets	1,271,225,269	1,239,112,951
Liabilities		
Debt, net of unamortized issuance costs	539,595,306	498,205,471
Payable for investments purchased	5,285,571	6,425,414
Incentive allocation payable	4,574,076	5,207,606
Interest payable	4,151,389	2,911,257
Payable to the Advisor	682,970	508,334
Accrued expenses and other liabilities	2,875,299	3,877,852
Total liabilities	557,164,611	517,135,934
Commitments and contingencies (Note 5)		
Non-controlling interest		
General Partner interest in Special Value Continuation Partners, LP	—	—
Net assets applicable to common shareholders	**$ 714,060,658**	**$ 721,977,017**
Composition of net assets applicable to common		

shareholders		
Common stock, $0.001 par value; 200,000,000 shares authorized, 48,694,292 and 48,834,734 shares issued and outstanding as of March 31, 2016 and December 31, 2015, respectively	$ 48,694	$ 48,834
Paid-in capital in excess of par	876,525,050	878,383,356
Accumulated net investment income	23,027,133	22,261,793
Accumulated net realized losses	(136,678,194)	(132,483,593)
Accumulated net unrealized depreciation	(48,862,025)	(46,233,373)
Net assets applicable to common shareholders	$ 714,060,658	$ 721,977,017
Net assets per share	$ 14.66	$ 14.78

See accompanying notes to the consolidated financial statements.

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TCP Capital Corp.

Consolidated Schedule of Investments (Unaudited)

March 31, 2016

	Instrument	Ref	Floor	Spread	Total Coupon	Maturity	Principal	Cost	Fair Value	% of Total Cash and Investm
ents (A)										
ing, Payroll										
dings, ert s)	Holdco PIK Notes	LIBOR (A)	3.00 %	10.00 %	13.00%	10/3/2018	$ 64,783	$ 64,783	$ 64,754	0.01
lobal s, LLC	Second Lien Term Loan	LIBOR (Q)	1.50 %	11.00 %	12.50%	10/3/2018	$ 15,249,675	15,051,498	15,239,000	1.22
								15,116,281	15,303,754	1.23
ing,										
s										
ay III n United n)	First Lien Facility A1 Term Loan	EURIBOR (Q)	1.25 %	5.75 %	7.00%	3/18/2018	€12,249,157	16,015,147	13,659,550	1.09
Inc. re)	First Lien Delayed Draw Tranche 1 Term Loan (1.25% Exit Fee)	LIBOR (M)	0.33 %	10.17 %	10.80%	9/1/2018	$ 15,000,000	14,606,937	14,658,000	1.17
Inc. re)	First Lien Delayed Draw Tranche 1 Term Loan (1.25% Exit	LIBOR (M)	0.33 %	10.17 %	N/A	9/1/2018	$ —	—	—	—

	Fee)									
Inc. re)	First Lien Delayed Draw Tranche 1 Term Loan (1.25% Exit Fee)	LIBOR (M)	0.33 %	10.17 %	N/A	9/1/2018	$ —	—	—	-
								30,622,084	28,317,550	2.26
rtation										
Leased Air c.										
	Aircraft Secured Mortgage	Fixed	—	8.00 %	8.00%	3/15/2017	$ 90,314	90,314	91,195	0.01
	Aircraft Secured Mortgage	Fixed	—	8.00 %	8.00%	8/15/2018	$ 212,078	212,078	215,376	0.02
	Aircraft Secured Mortgage	Fixed	—	8.00 %	8.00%	3/20/2019	$ 312,265	312,265	317,288	0.03
	Aircraft Secured Mortgage	Fixed	—	8.00 %	8.00%	6/20/2019	$ 338,869	338,869	344,628	0.03
	Aircraft Secured Mortgage	Fixed	—	8.00 %	8.00%	5/20/2019	$ 334,628	334,628	340,255	0.03
	Aircraft Secured Mortgage	Fixed	—	8.00 %	8.00%	6/20/2019	$ 341,833	341,833	347,640	0.03
	Aircraft Secured Mortgage	Fixed	—	8.00 %	8.00%	7/20/2019	$ 348,975	348,975	354,960	0.03
	Aircraft Secured Mortgage	Fixed	—	8.00 %	8.00%	10/20/2019	$ 373,128	373,128	379,681	0.03
	Aircraft Secured Mortgage	Fixed	—	8.00 %	8.00%	8/20/2019	$ 362,070	362,070	368,332	0.03
	Aircraft Secured Mortgage	Fixed	—	8.00 %	8.00%	2/15/2018	$ 190,145	190,145	192,780	0.02
Leased l Inc.										

	Aircraft Secured Mortgage	Fixed	—	12.00 %	12.00%	5/4/2016	$ 226,408	226,408	229,295	0.02
LTD.	Aircraft Acquisition Loan A	LIBOR (M)	—	8.50 %	9.00%	1/31/2023	$ 13,994,102	13,739,602	13,908,738	1.11
LTD.	Aircraft Acquisition Loan A1	LIBOR (M)	—	8.50 %	9.00%	1/31/2023	$ 14,317,957	14,040,160	14,223,458	1.14
r Group,	Acquisition Delayed Draw Loan	LIBOR (M)	—	7.25 %	N/A	6/17/2019	$ —	—	359,738	0.03
r Group,	Acquisition Loan	LIBOR (M)	—	7.25 %	7.75%	7/15/2022	$ 15,522,081	15,266,476	15,933,416	1.27
								46,176,951	47,606,780	3.83
cturing										
ros.,	First Lien Term Loan A (First Out)	LIBOR (Q)	1.25 %	5.75 %	7.00%	6/3/2021	$ 9,880,000	9,694,096	9,682,400	0.77
ros.,	First Lien Term Loan B (Last Out)	LIBOR (Q)	1.25 %	12.25 %	13.50%	6/3/2021	$ 9,920,000	9,737,390	9,721,600	0.78
rel , LLC	First Lien FILO Term Loan	LIBOR (M)	1.00 %	9.60 %	10.60%	4/8/2019	$ 3,431,102	3,410,355	3,430,416	0.27
								22,841,841	22,834,416	1.82
Global gies,	Sr Secured Revolving Loan	LIBOR (Q)	0.23 %	8.52 %	8.75%	11/30/2017	$ —	(60,846)	(9,375)	0.00
Global gies,	Sr Secured Term Loan (1.0% Exit Fee)	LIBOR (Q)	0.23 %	9.27 %	9.90%	11/30/2019	$ 17,062,500	16,851,192	17,041,172	1.36
rway ons, t ge)	Second Lien Term Loan	LIBOR (Q)	1.00 %	9.25 %	10.25%	6/30/2023	$ 31,000,000	30,557,032	30,631,100	2.45
								47,347,378	47,662,897	3.81

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TCP Capital Corp.

Consolidated Schedule of Investments (Unaudited) (Continued)

March 31, 2016

Issuer	Instrument	Ref	Floor	Spread	Total Coupon	Maturity	Principal	Cost	Fair Value	% of Total Cash and Investments	Notes
Debt Investments (continued)											
Chemicals											
Anuvia Plant Nutrients Holdings, LLC	Sr Secured Term Loan (8.0% Exit Fee)	LIBOR (M)	0.23 %	10.27 %	10.96%	2/1/2018	$ 11,131,431	11,479,236	11,533,832	0.92 %	L
BioAmber, Inc.	Sr Secured Term Loan (8.0% Exit Fee)	LIBOR (M)	0.23 %	9.27 %	9.96%	12/1/2017	$ 9,195,542	9,502,449	9,803,827	0.78 %	L
Green Biologics, Inc.	Sr Secured Delayed Draw Term Loan (10.0% Exit Fee)	Prime Rate	—	7.75 %	11.25%	5/1/2018	$ 15,000,000	15,064,708	15,388,500	1.23 %	L
								36,046,393	36,726,159	2.93 %	
Communications Equipment Manufacturing											
Globecomm Systems, Inc.	First Lien Term Loan	LIBOR (Q)	1.25 %	7.63 %	10.13%	12/11/2018	$ 14,591,960	14,446,040	14,030,899	1.12 %	B

Computer Equipment Manufacturing											
Silicon Graphics International Corp.	First Lien Term Loan	LIBOR (Q)	1.00 %	9.00 %	10.00%	7/27/2018	$ 17,133,845	16,902,683	17,262,349	1.38 %	J
Computer Systems Design and Related Services											
Dealersocket, Inc.	Senior Secured 1st Lien Term Loan	LIBOR (M)	1.00 %	10.00 %	11.00%	2/10/2021	$ 17,500,000	16,818,334	17,272,500	1.38 %	
MSC Software Corporation	Second Lien Term Loan	LIBOR (M)	1.00 %	7.50 %	8.50%	5/29/2021	$ 6,993,035	6,942,215	6,014,011	0.48 %	
OnX Enterprise Solutions, Ltd. (Canada)	First Lien Term Loan B	LIBOR (Q)	—	8.00 %	8.62%	9/3/2018	$ 2,331,800	2,331,800	2,313,729	0.19 %	H
OnX Enterprise Solutions, Ltd. (Canada)	First Lien Term Loan	LIBOR (Q)	—	7.00 %	7.62%	9/3/2018	$ 10,400,000	10,325,072	10,319,400	0.83 %	H
OnX USA, LLC	First Lien Term Loan B	LIBOR (Q)	—	8.00 %	8.62%	9/3/2018	$ 4,663,600	4,663,600	4,627,457	0.37 %	
OnX USA, LLC	First Lien Term Loan	LIBOR (Q)	—	7.00 %	7.62%	9/3/2018	$ 5,200,000	5,166,205	5,159,700	0.41 %	
Vistronix, LLC	First Lien Revolver	LIBOR (Q)	0.50 %	8.50 %	9.00%	12/4/2018	$ 570,996	567,311	570,996	0.05 %	
Vistronix, LLC	First Lien Term Loan	LIBOR (M)	0.50 %	8.50 %	9.00%	12/4/2018	$ 6,123,145	6,078,080	5,971,597	0.48 %	

Vaterfall nternational, Inc.	First Lien Delayed Draw Term Loan	LIBOR (Q)	—	11.67%	12.30%	9/1/2018	$ 4,800,000	4,746,857	4,775,040	0.38 %	
								57,639,474	57,024,430	4.57 %	
Data Processing nd Hosting ervices											
sset nternational, Inc.	Delayed Draw Term Loan	LIBOR (M)	1.00 %	7.00 %	8.00%	7/31/2020	$ 3,430,383	3,397,572	3,285,964	0.26 %	
sset nternational, Inc.	Revolver Loan	LIBOR (M)	1.00 %	7.00 %	8.00%	7/31/2020	$ 807,920	800,627	807,920	0.06 %	
sset nternational, Inc.	First Lien Term Loan	LIBOR (M)	1.00 %	7.00 %	8.00%	7/31/2020	$ 8,088,844	7,965,280	7,755,988	0.62 %	
ightside Group, td.	Second Lien Term Loan	LIBOR (Q)	0.50 %	8.75 %	9.44%	8/6/2019	$ 4,687,500	3,981,596	4,701,094	0.38 %	
nited TLD oldco, Ltd. Rightside) Cayman Islands)	Second Lien Term Loan	LIBOR (Q)	0.50 %	8.75 %	9.44%	8/6/2019	$ 9,375,000	7,963,193	9,402,188	0.75 %	H
								24,108,268	25,953,154	2.07 %	
lectric Power eneration, ransmission nd Distribution											
olocene enewable nergy Fund 3, LC (Conergy)	First Lien Term Loan	Fixed	—	9% Cash + 1% PIK	10.00%	9/10/2017	$ 7,480,101	$ 7,425,016	$ 7,405,300	0.59 %	
GY UK ortfolio I orrower LLC, Conergy)	Senior Secured 1st Lien Term Loan	LIBOR (Q)	—	9.00 %	9.63%	3/3/2018	$ 3,951,020	3,836,273	3,911,510	0.31 %	
								11,261,289	11,316,810	0.90 %	
lectrical quipment lanufacturing											

API Technologies Corp.	First Lien Term Loan	LIBOR (Q)	1.50 %	8.50 %	1.00%	2/6/2018	$ 6,165,986	6,134,699	6,209,456	0.50 %	
API Technologies Corp.	First Lien Term Loan	LIBOR (Q)	1.50 %	8.50 %	1.00%	2/6/2018	$ 3,991,338	3,929,828	4,019,477	0.32 %	
								10,064,527	10,228,933	0.82 %	
Electronic Component Manufacturing											
Redaptive, Inc.	First Lien Delayed Draw Term Loan	LIBOR (Q)	—	10.72 %	N/A	7/1/2018	$ —	(109,040)	—	—	K
Soraa, Inc.	Tranche A Term Loan (3.0% Exit Fee)	LIBOR (M)	0.44 %	9.33 %	9.96%	3/1/2018	$ 22,500,000	21,639,076	22,066,875	1.77 %	L
Soraa, Inc.	Tranche B Term Loan	LIBOR (M)	0.44 %	9.33 %	9.96%	9/1/2017	$ 1,687,500	1,586,960	1,677,459	0.13 %	
								23,116,996	23,744,334	1.90 %	

TCP Capital Corp.

Consolidated Schedule of Investments (Unaudited) (Continued)

March 31, 2016

Issuer	Instrument	Ref	Floor	Spread	Total Coupon	Maturity	Principal	Cost	Fair Value	% of Total Cash and Investments	Notes
Debt Investments (continued)											
Equipment Leasing											
36th Street Capital Partners Holdings, LLC	Senior Note	Fixed	—	12.00%	12.00%	11/1/2020	$ 9,951,348	9,951,348	9,951,348	0.80 %	E/F
Essex Ocean, LLC (Solexel)	Sr Secured Term Loan	Fixed	—	8.00 %	8.00%	8/15/2018	$ 2,401,475	2,401,475	2,416,724	0.19 %	
								12,352,823	12,368,072	0.99 %	
Financial Investment Activities											
Institutional Shareholder Services, Inc.	Second Lien Term Loan	LIBOR (Q)	1.00 %	7.50 %	8.50%	4/30/2022	$ 4,471,492	4,440,346	4,113,773	0.33 %	
iPayment, Inc.	First Lien Term Loan B2	LIBOR (Q)	1.50 %	5.25 %	6.75%	5/8/2017	$ 5,795,079	5,551,283	5,537,951	0.44 %	
Magnolia Finance V plc (Cayman Islands)	Asset-Backed Credit Linked Notes	Fixed	—	13.13%	13.13%	8/2/2021	$ 15,000,000	15,000,000	14,712,000	1.18 %	E/H
								24,991,629	24,363,724	1.95 %	
Gaming											
AP Gaming I, LLC	First Lien Revolver	LIBOR (M)	—	8.25 %	8.42%	12/20/2018	$ —	(1,810,948)	(1,562,500)	(0.13 %)	K

Grocery Stores											
Bashas, Inc.	First Lien FILO Term Loan	LIBOR (M)	1.50 %	8.80%	10.30%	10/8/2019	$ 9,961,649	9,923,539	10,002,491	0.80 %	
Hospitals											
Evidera, Inc.	First Lien Term Loan	LIBOR (Q)	1.00 %	9.00%	10.00%	7/1/2018	$ 3,759,668	3,740,870	3,813,243	0.31 %	
KPC Healthcare, Inc.	First Lien Term Loan	Prime Rate	—	8.25%	11.75%	8/28/2020	$ 17,112,571	16,761,359	16,902,086	1.35 %	
RegionalCare Hospital Partners, Inc.	Second Lien Term Loan	LIBOR (M)	1.00 %	10.25%	11.25%	10/23/2019	$ 19,589,099	19,378,416	19,784,990	1.58 %	G
								39,880,645	40,500,319	3.24 %	
Insurance Carriers											
Acrisure, LLC	Second Lien Notes	LIBOR (Q)	1.00 %	9.00%	10.00%	11/19/2022	$ 28,999,999	28,602,684	28,930,399	2.31 %	
Acrisure, LLC	Second Lien Incremental Notes	LIBOR (Q)	1.00 %	9.00%	10.00%	11/19/2022	$ —	—	—	0.00 %	
JSS Holdings, Inc.	First Lien Term Loan	LIBOR (Q)	1.00 %	6.50 %	7.50%	8/31/2021	$ 3,900,000	3,828,505	3,705,000	0.30 %	
US Apple Holdco, LLC(Ventiv Technology)	First Lien Term Loan	LIBOR (Q)	0.50 %	11.50%	12.19%	8/29/2019	$ 20,000,000	19,409,136	19,945,000	1.60 %	
								51,840,325	52,580,399	4.21 %	
Insurance Related Activities											
Confie Seguros Holding II Co.	Second Lien Term Loan	LIBOR (M)	1.25 %	9.00%	10.25%	5/8/2019	$ 11,061,809	10,955,152	10,149,210	0.81 %	G

Lessors of Nonfinancial Licenses											
ABG Intermediate Holdings 2, LLC	Second Lien Term Loan	LIBOR (Q)	1.00 %	8.50 %	9.50%	5/27/2022	$ 15,990,714	15,857,265	15,311,109	1.23 %	
ABG Intermediate Holdings 2, LLC	Second Lien Incremental Term Loan	LIBOR (Q)	1.00 %	8.50 %	9.50%	5/27/2022	$ 3,474,715	3,441,943	3,327,039	0.27 %	
								19,299,208	18,638,148	1.50 %	
Management, Scientific, and Technical Consulting Services											
Dodge Data & Analytics, LLC	First Lien Term Loan	LIBOR (Q)	1.00 %	8.75 %	9.75%	10/31/2019	$ 24,519,068	24,022,010	23,761,429	1.90 %	
Medical Equipment and Supplies Manufacturing											
Bioventus, LLC	Second Lien Term Loan	LIBOR (Q)	1.00 %	10.00 %	11.00%	4/10/2020	$ 11,000,000	10,827,494	10,835,000	0.87 %	
Motion Picture and Video Industries											
CORE Entertainment, Inc.	First Lien Term Loan	Fixed	—	11.00 %	11.00%	6/21/2017	$ 9,462,231	9,497,311	4,388,110	0.35 %	C
CORE Entertainment, Inc.	Second Lien Term Loan	Fixed	—	15.50 %	15.50%	6/21/2018	$ 7,569,785	7,700,187	283,488	0.02 %	C
								17,197,498	4,671,598	0.37 %	

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TCP Capital Corp.

Consolidated Schedule of Investments (Unaudited) (Continued)

March 31, 2016

	Instrument	Ref	Floor	Spread	Total Coupon	Maturity	Principal	Cost	Fair Value	% of Total Cash and Investm
estments d)										
sitory										
iation										
Financial ayman	Sr Secured Notes	Fixed	—	11.50 %	11.50%	11/15/2019	$ 28,678,000	28,544,430	28,713,848	2.30
Financial ce, LLC	First Lien Delayed Draw Term Loan	LIBOR (Q)	—	9.50 %	9.93%	1/12/2020	$ 7,500,000	7,251,261	7,279,850	0.58
Select LLC	First Lien Term Loan	LIBOR (Q)	1.00 %	8.00 %	9.00%	3/26/2021	$ 16,224,469	16,051,432	15,762,072	1.26
ance , Ltd. Islands)	Secured Class B Notes	Fixed	—	10.75 %	10.75%	11/13/2018	$ 15,084,000	15,084,000	14,857,740	1.19
								66,931,123	66,613,510	5.33
as n										
rica Energy,	Second Lien Term Loan	LIBOR (Q)	1.00 %	8.50 %	9.50%	8/4/2019	$ 8,095,238	7,796,529	6,213,095	0.50
emical and turing										
Inc.	Senior Secured 1st Lien Delayed Draw Term Loan (3.0% Exit Fee)	LIBOR (Q)	—	9.81 %	10.50%	4/1/2019	$7,000,000	6,265,874	6,260,461	0.50

formation										
Research,	First Lien Term Loan	LIBOR (Q)	0.50 %	10.50 %	11.13%	12/11/2020	$5,064,824	4,968,032	4,963,528	0.40
ud Ltd. ingdom)	Sr Secured Term Loan (2.0% Exit Fees)	LIBOR (Q)	0.28 %	10.72 %	11.00%	10/1/2018	$31,550,000	31,417,165	31,521,605	2.52
oldings, LLC ick)	Second Lien Term Loan	LIBOR (M)	1.00 %	7.75 %	8.75%	11/6/2021	$19,988,392	19,744,021	17,789,669	1.42
								56,129,218	54,274,802	4.34
turing										
ding Corp.	Sr Secured Term Loan	Fixed	—	12.00 %	12.00%	9/15/2016	$4,869,577	4,869,577	4,869,577	0.39
ding Corp.	Second Lien Notes	Fixed	—	11.00 %	11.00%	11/15/2016	$9,268,000	7,586,317	9,268,000	0.74
g Tube,	Subordinated Notes	LIBOR (M)	—	17.50 %	17.50%	2/1/2021	$1,030,741	1,030,741	316,437	0.03
								13,486,635	14,454,014	1.16
munications										
echnologies,	Second Lien Term Loan	LIBOR (Q)	1.25 %	7.75 %	9.00%	4/30/2021	$14,000,000	13,860,000	11,812,500	0.95
blishing										
ia USA, Inc.	First Lien Revolver	LIBOR (M)	—	6.75 %	7.19%	5/20/2018	$2,092,500	$1,581,943	$1,814,043	0.15
ia USA, Inc.	First Lien Term Loan	LIBOR (Q)	1.25 %	6.75 %	8.00%	11/20/2018	$5,681,239	5,590,849	5,553,412	0.44
								7,172,792	7,367,455	0.59
eutical**s**										
Medical Inc.	First Lien Term Loan	LIBOR (Q)	1.00 %	6.00 %	7.00%	6/30/2022	$5,955,000	5,867,304	5,210,625	0.42
turing										
ternational,	Sr Secured Notes	Fixed	—	9.50 %	9.50%	6/1/2018	$13,600,000	13,600,000	8,636,000	0.69
d Television ting										
C	Sr Secured Notes	Fixed	—	10.38 %	10.38%	7/1/2019	$7,312,000	7,312,000	5,672,890	0.45

' Holdco,	Second Lien Term Loan	LIBOR (M)	1.25 %	8.75 %	10.00%	7/22/2020	$13,837,830	13,597,041	12,834,587	1.03
								20,909,041	18,507,477	1.48

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TCP Capital Corp.

Consolidated Schedule of Investments (Unaudited) (Continued)

March 31, 2016

	Instrument	Ref	Floor	Spread	Total Coupon	Maturity	Principal	Cost	Fair Value	% o Tot Cash Investn
tments										
)										
s										
LLC (Real	Convertible Second Lien Term Loan Tranche B-1	Fixed	—	8.50 %	8.50%	3/30/2018	$ 1,821,621	1,821,621	1,821,621	0.1
LLC (Real	First Lien Term Loan Tranche A	Fixed	—	7.00 %	7.00%	3/30/2018	$ 4,851,479	4,568,092	4,851,479	0.3
LLC (Real	Second Lien Term Loan Tranche B	Fixed	—	8.50 %	8.50%	3/30/2018	$ 9,076,512	9,076,512	4,173,380	0.3
LLC (Real	Second Lien Term Loan Tranche B-1	Fixed	—	8.50 %	8.50%	3/30/2018	$ 2,858,503	2,843,081	2,858,503	0.2
LLC (Real	Sr Convertible Second Lien Term Loan B	Fixed	—	8.50 %	8.50%	3/30/2018	$ 2,235,586	2,235,586	2,235,586	0.1
								20,544,892	15,940,569	1.2
Inc.	First Lien Term Loan	LIBOR (Q)	1.00 %	10.00 %	11.00%	2/13/2020	$ 6,274,125	6,274,125	5,987,397	0.4
le , Inc.	First Lien FILO Term Loan	LIBOR (M)	1.00 %	8.50 %	9.50%	9/25/2020	$ 12,961,897	12,836,513	13,091,516	1.0
								19,110,638	19,078,913	1.5
unications										
ations C (United	Sr Secured Notes	Fixed	—	10.00 %	10.00%	10/1/2019	$ 9,393,000	9,393,000	6,860,807	0.5

Research opment										
atories,	Senior Secured Notes	Fixed	—	12.25 %	12.25%	4/1/2017	$ 38,932,000	39,001,750	39,126,660	3.1
ublishing										
ernational itzerland)	First Lien Term Loan	LIBOR (Q)	1.00 %	9.50 %	10.50%	6/9/2017	$ 29,102,364	29,017,558	28,459,202	2.2
USA), LLC	Second Lien Term Loan	LIBOR (Q)	0.50 %	8.50 %	9.13%	1/31/2020	$ 30,000,000	29,553,221	27,810,000	2.2
LLC	First Lien Term Loan	LIBOR (Q)	0.25 %	4.75% Cash + 4% PIK	9.44%	3/31/2019	$ 34,914,412	34,452,971	34,807,923	2.7
Systems,	First Lien Term Loan	LIBOR (Q)	1.50 %	0.4% Cash + 7.6% PIK	9.50%	9/25/2018	$ 14,865,144	14,204,371	15,013,796	1.2
Systems,	Senior Secured 1st Lien Incremental Term Loan	LIBOR (Q)	1.50 %	0.4% Cash + 7.6% PIK	9.50%	9/25/2018	$ 3,746,911	3,672,813	3,784,381	0.3
Systems,	Senior Secured Revolver	LIBOR (Q)	0.50 %	6.00 %	6.50%	9/25/2018	$ —	—	—	0.0
Networks,	First Lien Term Loan	LIBOR (Q)	—	9.50 %	10.13%	12/3/2020	$ 5,986,525	5,816,826	5,806,930	0.4
Inc.	Jr Revolving Facility	Fixed	—	5.00 %	5.00%	6/9/2020	$ 1,179,005	1,179,005	1,179,008	0.0
Ultimate LLC	Sr PIK Notes	Fixed	—	8.50 %	8.50%	6/9/2020	$ 2,668,539	2,668,539	2,668,539	0.2
Ultimate LLC	Jr PIK Notes	Fixed	—	10.00 %	10.00%	6/9/2020	$ 12,089,634	11,502,196	11,630,228	0.9
uisitionco,	First Lien Term Loan	LIBOR (Q)	1.00 %	8.00 %	9.00%	11/4/2019	$ 42,136,100	41,435,793	41,872,749	3.3
uisitionco,	Sr Secured Revolver	LIBOR (Q)	1.00 %	8.00 %	9.00%	11/4/2019	$ 3,182,143	3,182,143	3,162,254	0.2
	Senior Secured 1st Lien Term Loan (4.0% Exit Fees)	LIBOR (M)	—	9.56 %	10.25%	4/1/2019	$ 17,880,435	17,531,265	17,546,071	1.4

nc.	First Lien Delayed Draw Term Loan (1.0% Exit Fee)	LIBOR (M)	0.62 %	9.88 %	10.50%	1/1/2019	$ 3,200,000	2,935,491	2,960,000	0.2
e Inc.	First Lien Term Loan	LIBOR (Q)	—	8.00 %	8.69%	5/21/2020	$ 7,500,000	7,405,248	7,500,000	0.6
								204,557,440	204,201,081	16.3
Hospitals										
st ıvestment,	Senior Secured 1st Lien Delayed Draw Term Loan	LIBOR (M)	2.00 %	9.70 %	11.70%	10/23/2019	$ 10,828,233	10,682,146	10,778,964	0.8
rnishings										
arpet Mills,	First Lien Term Loan	LIBOR (Q)	1.00 %	10.00 %	11.00%	12/19/2019	$ 23,740,530	23,740,530	23,538,736	1.8
arpet Mills,	First Lien Term Loan B	LIBOR (Q)	1.00 %	10.00 %	11.00%	12/19/2019	$ 8,143,554	7,966,820	8,074,333	0.6
								31,707,350	31,613,069	2.5

TCP Capital Corp.

Consolidated Schedule of Investments (Unaudited) (Continued)

March 31, 2016

	Instrument	Ref	Floor	Spread	Total Coupon	Maturity	Principal or Shares	Cost	Fair Value	% To Cash Invest
ments										
em n										
Holdings	Revolving Credit Facility	Fixed	—	8.20 %	8.20%	7/2/2017	$ 25,000,000	25,000,000	25,000,000	2.
nications										
tions,	First Lien Delayed Draw FILO Term Loan	LIBOR (Q)	1.00 %	7.42 %	8.42%	5/31/2018	$ 1,057,865	1,040,826	1,053,025	0.
tions,	First Lien FILO Term Loan	LIBOR (Q)	1.00 %	7.42 %	8.42%	5/31/2018	$ 7,887,269	7,808,859	7,857,297	0.
com c.	Second Lien Term Loan	LIBOR (Q)	1.25 %	8.50 %	9.75%	2/22/2020	$ 13,231,193	13,049,863	12,644,125	1.
nty nd ompany	First Lien Term Loan	LIBOR (Q)	1.00 %	7.13 %	8.13%	8/31/2020	$ 3,985,000	3,931,343	3,888,364	0.
								25,830,891	25,442,811	2.
nications										
	First Lien Term Loan	LIBOR (Q)	1.50 %	9.75 %	11.25%	3/21/2018	$ 31,282,448	31,392,951	31,595,272	2.
								1,204,409,154	1,173,308,440	93.
rities										
and tions										

	Warrants to Purchase Stock	562,496	$ 230,569	$ 232,936	0.
ortation					
sed to nes, Inc.					
	Trust Beneficial Interests	1,396	84,539	104,727	0.
	Trust Beneficial Interests	1,111	84,851	125,377	0.
	Trust Beneficial Interests	1,027	92,696	79,295	0.
	Trust Beneficial Interests	986	88,799	107,287	0.
	Trust Beneficial Interests	996	88,771	103,825	0.
	Trust Beneficial Interests	986	89,120	104,669	0.
	Trust Beneficial Interests	976	89,472	105,536	0.
	Trust Beneficial Interests	949	90,874	105,396	0.
	Trust Beneficial Interests	967	90,478	101,106	0.
	Trust Beneficial Interests	1,196	86,870	100,450	0.
sed to nes, Inc.					
UA-767, UA)	Trust Beneficial Interests	683	3,522,337	3,400,136	0.
UA-767, UA)	Trust Beneficial Interests	665	3,437,565	3,350,908	0.

nc. (One	Warrants to Purchase Common Stock	1,843	855,313	2,574,168	0.
			8,701,685	10,362,880	0.
pport					
t, LLC	Membership Units	708,229	230,938	143,062	0.
y LC (First	Class A Units	841,479	325,432	2,190,875	0.
			556,370	2,333,937	0.
gics, Inc.	Warrants to Purchase Stock	615,000	272,594	224,847	0.
tions					
ing					
Cosmos .P. n)	Limited Partnership Units	5,000,000	5,000,000	3,721,000	0.

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TCP Capital Corp.

Consolidated Schedule of Investments (Unaudited) (Continued)

March 31, 2016

Issuer	Instrument	Ref	Floor	Spread	Total Coupon	Maturity	Shares	Cost	Fair Value	% of Total Cash and Investments	Notes
Equity Securities (continued)											
Computer Systems Design and Related Services											
Waterfall International, Inc.	Series B Preferred Stock						1,428,571	1,000,000	999,143	0.08 %	C/E
Waterfall International, Inc.	Warrants to Purchase Stock						600,000	57,026	61,540	—	C/E
								1,057,026	1,060,683	0.08 %	
Data Processing and Hosting Services											
Anacomp, Inc.	Class A Common Stock						1,255,527	26,711,048	1,581,964	0.12 %	C/E/F
Rightside Group, Ltd.	Warrants						498,855	2,778,622	713,622	0.06 %	C/E
								29,489,670	2,295,586	0.18 %	
Electrical Equipment Manufacturing											
NEXTracker, Inc.	Series B Preferred Stock						558,884	—	3,120,920	0.24 %	C/E
NEXTracker, Inc.	Series C Preferred Stock						17,640	—	98,505	0.01 %	C/E
								—	3,219,425	0.25 %	

Electronic Component Manufacturing						
Soraa, Inc.	Warrants to Purchase Common Stock	3,150,000	499,189	452,970	0.04 %	C/E
Equipment Leasing						
36th Street Capital Partners Holdings, LLC	Membership Units	2,487,837	2,487,837	2,550,282	0.20 %	C/E/F
Essex Ocean II, LLC	Membership Units	199,430	199,430	189,638	0.02 %	C/E/F
			2,687,267	2,739,920	0.22 %	
Financial Investment Activities						
GACP I, LP	Membership Units	8,394,061	8,513,198	8,512,444	0.68 %	E/I
Marsico Holdings, LLC	Common Interest Units	168,698	172,694	1,687	—	C/E/I
			8,685,892	8,514,131	0.68 %	
Metal and Mineral Mining						
EPMC HoldCo, LLC	Membership Units	1,312,720	—	315,053	0.03 %	B/E
Other Chemical Products and Mineral Manufacturing						
Nanosys, Inc.	Warrants to Purchase Common Stock	800,000	635,135	635,069	0.05 %	C/E
Other Information Services						
SoundCloud, Ltd. (United Kingdom)	Warrants to Purchase Preferred	946,498	79,082	79,221	0.01 %	C/E/H

	Stock					
Other Manufacturing						
Boomerang Tube Holdings, Inc.	Common Stock	24,288	243	243	—	C/E
KAGY Holding Company, Inc.	Series A Preferred Stock	9,778	1,091,200	6,164,483	0.49 %	B/C/E
Precision Holdings, LLC	Class C Membership Interest	33	—	1,434	—	C/E
			1,091,443	6,166,160	0.49 %	
Radio and Television Broadcasting						
Fuse Media, LLC	Warrants to Purchase Common Stock	233,470	300,322	23	—	C/E
Restaurants						
RM Holdco, LLC (Real Mex)	Equity Participation	24	—	—	—	B/C/E
RM Holdco, LLC (Real Mex)	Membership Units	13,161,000	2,010,777	—	—	B/C/E
			2,010,777	—	—	

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TCP Capital Corp.

Consolidated Schedule of Investments (Unaudited) (Continued)

March 31, 2016

suer	Instrument	Ref	Floor	Spread	Total Coupon	Maturity	Shares		Cost		Fair Value	% of Total Cash and Investments		No
quity Securities ontinued)														
etail														
hop Holding, LLC Connexity)	Class A Units						507,167		480,049		59,947	—		C/
hop Holding, LLC Connexity)	Warrants to Purchase Class A Units						326,691		—		33	—		C/
									480,049		59,980	—		
oftware Publishing														
lackline Intermediate, nc.	Warrants to Purchase Common Stock						1,232,731	$	522,678	$	1,475,702	0.11	%	C/
dmentum Ultimate oldings, LLC	Class A Common Units						159,515		680,226		680,218	0.05	%	B/
basta, Inc.	Warrants to Purchase Series F Preferred Stock						715,217		192,651		19,311	0.00	%	C/
tilidata, Inc.	Warrants to Purchase Stock						719,998		216,336		204,999	0.02	%	C/
									1,611,891		2,380,230	0.18	%	
/ired elecommunications arriers														
tegra Telecom, Inc.	Common Stock						1,274,522		8,433,884		5,269,511	0.42	%	C/
tegra Telecom, Inc.	Warrants						346,939		19,920		221,174	0.02	%	C/

Telecom Investment C.A. /ivacom)(Luxembourg)	Common Shares	1,393	3,236,256	3,551,452	0.28 %	C/
			11,690,060	9,042,137	0.72 %	
otal Equity Securities			75,079,021	53,836,188	4.31 %	
otal Investments			$ 1,279,488,175	$ 1,227,144,628		
ash and Cash quivalents						
ash Denominated in oreign Currencies		€ 119,081	781,555	135,503	0.01 %	
ash Held on Account at arious Institutions		$ 22,555,630	22,555,630	22,555,630	1.81 %	
ash and Cash quivalents			23,337,185	22,691,133	1.82 %	
otal Cash and ivestments				$ 1,249,835,761	100.00 %	M

Notes to Consolidated Schedule of Investments:

(A) Investments in bank debt generally are bought and sold among institutional investors in transactions not subject to registration under the Securities Act of 1933. Such transactions are generally subject to contractual restrictions, such as approval of the agent or borrower.

(B) Non-controlled affiliate – as defined under the Investment Company Act of 1940 (ownership of between 5% and 25% of the outstanding voting securities of this issuer). See Consolidated Schedule of Changes in Investments in Affiliates.

(C) Non-income producing security.

(D) Investment denominated in foreign currency. Amortized cost and fair value converted from foreign currency to US dollars. Foreign currency denominated investments are generally hedged for currency exposure. At March 31, 2016, such hedging activities included the derivatives listed at the end of the Consolidated Schedule of Investments. (See Note 2)

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TCP Capital Corp.

Consolidated Schedule of Investments (Unaudited) (Continued)

March 31, 2016

(E) Restricted security. (See Note 2)

(F) Controlled issuer – as defined under the Investment Company Act of 1940 (ownership of 25% or more of the outstanding voting securities of this issuer). Investment is not more than 50% owned nor deemed to be a significant subsidiary. See Consolidated Schedule of Changes in Investments in Affiliates.

(G) Investment has been segregated to collateralize certain unfunded commitments.

(H) Non-U.S. company or principal place of business outside the U.S. and as a result the investment is not a qualifying asset under Section 55(a) of the Investment Company Act. Under the Investment Company Act, the Company may not acquire any non-qualifying asset unless, at the time such acquisition is made, qualifying assets represent at least 70% of the Company's total assets.

(I) Deemed an investment company under Section 3(c) of the Investment Company Act and as a result the investment is not a qualifying asset under Section 55(a) of the Investment Company Act. Under the Investment Company Act, the Company may not acquire any non-qualifying asset unless, at the time such acquisition is made, qualifying assets represent at least 70% of the Company's total assets.

(J) Publicly traded company with a market capitalization greater than $250 million and as a result the investment is not a qualifying asset under Section 55(a) of the Investment Company Act. Under the Investment Company Act, the Company may not acquire any non-qualifying asset unless, at the time such acquisition is made, qualifying assets represent at least 70% of the Company's total assets.

(K) Negative balances relate to an unfunded commitment that was acquired and/or valued at a discount.

(L) In addition to the stated coupon, investment has an exit fee payable upon repayment of the loan in an amount equal to the percentage of the original principal amount shown.

(M) All cash and investments, except those referenced in Notes G above, are pledged as collateral under certain debt as described in Note 4 to the Consolidated Financial Statements.

LIBOR or EURIBOR resets monthly (M), quarterly (Q), semiannually (S), or annually (A).

Aggregate acquisitions and aggregate dispositions of investments, other than government securities, totaled $114,058,454 and $66,139,802 respectively, for the three months ended March 31, 2016. Aggregate acquisitions includes investment assets received as payment in kind. Aggregate dispositions includes principal paydowns on and maturities of debt investments. The total value of restricted securities and bank debt as of March 31, 2016 was $1,226,828,191, or 98.2% of total cash and investments of the Company. As of March 31, 2016, approximately 18.9% of the total assets of the Company were not qualifying assets under Section 55(a) of the 1940 Act.

Options and swaps at March 31, 2016 were as follows:

Investment		**Notional Amount**		**Fair Value**
Interest Rate Cap with Deutsche Bank AG, 4%, expires 5/15/2016	$	25,000,000	$	—
Euro/US Dollar Cross-Currency Basis Swap with Wells Fargo Bank, N.A., Pay Euros/Receive USD, Expires 3/31/2017	$	16,401,467	$	2,634,515
GBP, Put Option, $1.47370, expires 3/3/17	£	2,681,021	$	232,362

See accompanying notes to the consolidated financial statements.

TCP Capital Corp.

Consolidated Schedule of Investments

December 31, 2015

	Instrument	Ref	Floor	Spread	Total Coupon	Maturity	Principal	Cost	Fair Value	% of Total Cash a Investm
nts (A)										
ng, Payroll										
lings, ert										
)	Holdco PIK Notes	LIBOR (A)	3.00 %	10.00 %	13.00%	10/3/2018	$ 64,783	$ 64,783	$ 64,783	0.01
obal LLC	Second Lien Term Loan	LIBOR (Q)	1.50 %	11.00 %	12.50%	10/3/2018	$ 15,249,675	15,041,186	15,249,675	1.25
								15,105,969	15,314,458	1.26
ng,										
ay III nited)	First Lien Facility A1 Term Loan	EURIBOR (Q)	1.25 %	5.75 %	7.00%	3/18/2018	€12,249,157	15,931,220	13,171,984	1.08
nc. e)	First Lien Delayed Draw Tranche 1 Term Loan (1.25% Exit Fee)	LIBOR (M)	0.33 %	10.17 %	10.50%	9/1/2018	$ 13,145,041	12,695,719	12,776,341	1.05
nc. e)	First Lien Delayed Draw Tranche 1 Term Loan (1.25% Exit Fee)	LIBOR (M)	0.33 %	10.17 %	N/A	9/1/2018	$ —	—	—	–

nc. e)	First Lien Delayed Draw Tranche 1 Term Loan (1.25% Exit Fee)	LIBOR (M)	0.33 %	10.17 %	N/A	9/1/2018	$	—	—	—		-
									28,626,939	25,948,325	2.13	
rtation												
eased Air .												
	Aircraft Secured Mortgage	Fixed	—	8.00 %	8.00%	3/15/2017	$	114,196	114,196	115,617	0.01	
	Aircraft Secured Mortgage	Fixed	—	8.00 %	8.00%	8/15/2018	$	233,219	233,219	237,494	0.02	
	Aircraft Secured Mortgage	Fixed	—	8.00 %	8.00%	3/20/2019	$	336,554	336,554	342,734	0.03	
	Aircraft Secured Mortgage	Fixed	—	8.00 %	8.00%	6/20/2019	$	362,232	362,232	369,162	0.03	
	Aircraft Secured Mortgage	Fixed	—	8.00 %	8.00%	5/20/2019	$	358,380	358,380	365,197	0.03	
	Aircraft Secured Mortgage	Fixed	—	8.00 %	8.00%	6/20/2019	$	365,401	365,401	372,392	0.03	
	Aircraft Secured Mortgage	Fixed	—	8.00 %	8.00%	7/20/2019	$	372,361	372,361	379,522	0.03	
	Aircraft Secured Mortgage	Fixed	—	8.00 %	8.00%	10/20/2019	$	396,169	396,169	403,869	0.03	
	Aircraft Secured Mortgage	Fixed	—	8.00 %	8.00%	8/20/2019	$	385,667	385,667	393,115	0.03	
	Aircraft Secured Mortgage	Fixed	—	8.00 %	8.00%	2/15/2018	$	214,686	214,686	218,321	0.02	
eased Inc.												
		Fixed	—	12.00 %	12.00%	2/28/2016	$	313,315	313,315	318,980	0.03	

	Aircraft Secured Mortgage									
	Aircraft Secured Mortgage	Fixed	—	12.00 %	12.00%	5/4/2016	$ 557,684	557,684	570,303	0.05
LTD.	Aircraft Acquisition Loan A	LIBOR (M)	—	8.50 %	8.75%	1/31/2023	$ 14,250,773	13,982,969	14,252,198	1.17
LTD.	Aircraft Acquisition Loan A1	LIBOR (M)	—	8.50 %	N/A	1/31/2023	$ —	—	—	-
Group,	Acquisition Delayed Draw Loan	LIBOR (M)	—	7.25 %	N/A	6/17/2019	$ —	—	278,288	0.02
Group,	Acquisition Loan	LIBOR (M)	—	7.25 %	7.62%	7/15/2022	$ 15,997,019	15,724,234	16,324,958	1.34
								33,717,067	34,942,150	2.87
turing										
os.,	First Lien Term Loan A (First Out)	LIBOR (Q)	1.25 %	5.75 %	7.00%	6/3/2021	$ 9,940,000	9,743,116	9,741,200	0.80
os.,	First Lien Term Loan B (Last Out)	LIBOR (Q)	1.25 %	12.25 %	13.50%	6/3/2021	$ 9,960,000	9,762,553	9,760,800	0.80
el LLC	First Lien FILO Term Loan	LIBOR (M)	1.00 %	9.60 %	10.60%	4/8/2019	$ 3,669,926	3,645,226	3,669,926	0.30
								23,150,895	23,171,926	1.90
Global gies,	Sr Secured Revolving Loan	LIBOR (Q)	0.23 %	8.52 %	8.75%	11/30/2017	$ —	(69,938)	(123,750)	(0.01
Global gies,	Sr Secured Term Loan (1.0% Exit Fee)	LIBOR (Q)	0.23 %	9.27 %	9.50%	11/30/2019	$ 17,281,250	17,043,402	16,996,109	1.39
way ons,	Second Lien Term Loan	LIBOR (Q)	1.00 %	9.25 %	10.25%	6/30/2023	$ 31,000,000	30,546,700	31,883,500	2.62

e)

	47,520,164	48,755,859	4.00

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TCP Capital Corp.

Consolidated Schedule of Investments (Continued)

December 31, 2015

	Instrument	Ref	Floor	Spread	Total Coupon	Maturity	Principal	Cost	Fair Value	% of Total Cash and Investm
estments ed)										
ls										
lant Holdings,	Sr Secured Term Loan (8.0 % Exit Fee)	LIBOR (M)	0.23 %	10.27 %	10.50%	2/1/2018	$ 7,700,000	7,993,675	8,059,280	0.66
er, Inc.	Sr Secured Term Loan (8.25% Exit Fee)	LIBOR (M)	0.23 %	9.27 %	9.50%	12/1/2017	$ 10,000,000	10,226,245	10,509,000	0.86
ologics,	Sr Secured Delayed Draw Term Loan (10.0% Exit Fee)	Prime Rate	—	7.75 %	11.25%	5/1/2018	$ 15,000,000	14,927,838	15,175,500	1.25
								33,147,758	33,743,780	2.77
nications ent cturing										
mm Inc.	First Lien Term Loan	LIBOR (Q)	1.25 %	7.63 %	8.88%	12/11/2018	$ 14,629,280	14,482,987	14,256,233	1.17
er ent cturing										
raphics onal Corp.	First Lien Term Loan	LIBOR (Q)	1.00 %	9.00 %	10.00%	7/27/2018	$ 18,432,723	18,157,715	18,570,968	1.52
er Systems nd Related										
, LLC			0.25 %		9.00%	3/31/2019	$ 34,564,922	34,069,278	34,459,499	2.83

	First Lien Term Loan	LIBOR (Q)		4.75% Cash + 4% PIK						
ftware ion	Second Lien Term Loan	LIBOR (M)	1.00 %	7.50 %	8.50%	5/29/2021	$ 6,993,035	6,938,605	6,153,871	0.51
erprise , Ltd.	First Lien Term Loan B	LIBOR (Q)	—	8.00 %	8.32%	9/3/2018	$ 2,337,733	2,337,733	2,355,266	0.19
erprise , Ltd.	First Lien Term Loan	LIBOR (Q)	—	7.00 %	7.32%	9/3/2018	$ 10,426,667	10,343,578	10,322,400	0.85
A, LLC	First Lien Term Loan B	LIBOR (Q)	—	8.00 %	8.32%	9/3/2018	$ 4,675,467	4,675,467	4,710,533	0.39
A, LLC	First Lien Term Loan	LIBOR (Q)	—	7.00 %	7.32%	9/3/2018	$ 5,213,333	5,175,467	5,161,200	0.42
, LLC	First Lien Revolver	LIBOR (Q)	0.50 %	8.50 %	9.00%	12/4/2018	$ 365,437	361,329	365,437	0.03
, LLC	First Lien Term Loan	LIBOR (M)	0.50 %	8.50 %	9.00%	12/4/2018	$ 6,205,583	6,155,701	6,050,443	0.50
l onal, Inc.	First Lien Delayed Draw Term Loan	LIBOR (Q)	—	11.67 %	12.00%	9/1/2018	$ 4,800,000	4,678,943	4,733,280	0.39
								74,736,101	74,311,929	6.11
ocessing ting										
ernational,	Delayed Draw Term Loan	LIBOR (M)	1.00 %	7.00 %	8.00%	7/31/2020	$ 3,430,383	3,396,023	3,404,827	0.28
ernational,	Revolver Loan	LIBOR (M)	1.00 %	7.00 %	8.00%	7/31/2020	$ 242,376	234,663	242,376	0.02
ernational,	First Lien Term Loan	LIBOR (M)	1.00 %	7.00 %	8.00%	7/31/2020	$ 8,109,426	7,979,611	8,050,389	0.66
e Group,	Second Lien Term Loan	LIBOR (Q)	0.50 %	8.75 %	9.38%	8/6/2019	$ 4,750,000	3,991,890	4,828,375	0.40
LD Holdco, e)(Cayman	Second Lien Term Loan	LIBOR (Q)	0.50 %	8.75 %	9.38%	8/6/2019	$ 9,500,000	7,983,779	9,656,750	0.79
								23,585,966	26,182,717	2.15
Power ion, ssion and										

tion											
e le Energy LLC)	First Lien Term Loan	Fixed	—	9% Cash + 1% PIK	10.00%	9/10/2017	$ 7,461,240	$ 7,397,199	$ 7,386,628	0.61
al ent cturing											
nnologies	First Lien Term Loan	LIBOR (Q)	1.50 %	8.50 %	10.00%	2/6/2018	$ 6,165,986	6,130,433	6,058,081	0.50
nnologies	First Lien Term Loan	LIBOR (Q)	1.50 %	8.50 %	10.00%	2/6/2018	$ 3,991,338	3,921,387	3,921,490	0.32
								10,051,820	9,979,571	0.82
ic ent cturing											
MN les, LLC iologics)	Sr Secured Revolver (3.0% Exit Fee)	Fixed	—	8.25 %	N/A	1/1/2016	$ —	—	—	—
e, Inc.	First Lien Delayed Draw Term Loan	LIBOR (Q)	—	10.72 %	N/A	7/1/2018	$ —	(121,106)	—	—
c.	Tranche A Term Loan (3.0% Exit Fee)	LIBOR (M)	0.44 %	9.33 %	9.77%	3/1/2018	$ 22,500,000	21,452,673	21,411,000	1.76
c.	Tranche B Term Loan	LIBOR (M)	0.44 %	9.33 %	9.77%	9/1/2017	$ 1,687,500	1,571,025	1,567,434	0.13
								22,902,592	22,978,434	1.89

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TCP Capital Corp.

Consolidated Schedule of Investments (Continued)

December 31, 2015

	Instrument	Ref	Floor	Spread	Total Coupon	Maturity	Principal	Cost	Fair Value	% of Total Cash an Investme
ments nued)										
ment g										
reet Partners gs, LLC	Senior Note	Fixed	—	12.00 %	12.00%	11/1/2020	$ 900,000	900,000	900,000	0.07
Ocean,	Sr Secured Term Loan	Fixed	—	8.00 %	8.00%	3/25/2019	$ —	—	—	–
Ocean, Solexel)	Sr Secured Term Loan	Fixed	—	8.00 %	8.00%	8/15/2018	$ 2,631,033	2,631,033	2,641,294	0.22
								3,531,033	3,541,294	0.29
cial ment ies										
ional older es, Inc.	Second Lien Term Loan	LIBOR (Q)	1.00 %	7.50 %	8.50%	4/30/2022	$ 4,471,492	4,437,802	4,270,275	0.35
ent, Inc.	First Lien Term Loan B2	LIBOR (Q)	1.50 %	5.25 %	6.75%	5/8/2017	$ 6,763,751	6,425,563	6,502,839	0.53
lia e V plc an) Linked	Asset-Backed Fixed		—	13.13 %	13.13%	8/2/2021	$ 15,000,000	15,000,000	14,881,500	1.22
								25,863,365	25,654,614	2.10
g										
ming I,	First Lien Revolver	LIBOR (M)	—	8.25 %	N/A	12/20/2018	$ —	(1,862,302)	(1,250,000)	(0.10
ry Stores										
, Inc.			1.50 %	7.00 %	8.50%	10/8/2019	$ 10,033,866	9,995,480	10,111,127	0.83

	First Lien FILO Term Loan	LIBOR (M)								
als										
a, Inc.	First Lien Term Loan	LIBOR (Q)	1.00 %	9.00 %	10.00%	7/1/2018	$ 3,907,686	3,888,148	3,912,571	0.32
ealthcare,	First Lien Term Loan	Prime Rate	—	8.25 %	11.75%	8/28/2020	$ 17,157,214	16,790,143	17,043,118	1.40
alCare al s, Inc.	Second Lien Term Loan	LIBOR (M)	1.00 %	10.25 %	11.25%	10/23/2019	$ 21,017,525	20,777,746	20,807,350	1.71
								41,456,037	41,763,039	3.43
nce rs										
re, LLC	Second Lien Incremental Notes	LIBOR (Q)	1.00 %	9.00 %	10.00%	11/19/2022	$ 7,080,555	6,944,926	7,063,562	0.58
re, LLC	Second Lien Notes	LIBOR (Q)	1.00 %	9.00 %	10.00%	11/19/2022	$ 12,720,998	12,542,859	12,690,468	1.04
re, LLC	Second Lien Incremental Notes	LIBOR (Q)	1.00 %	9.00 %	10.00%	11/19/2022	$ 3,846,850	3,795,306	3,837,597	0.31
oldings,	First Lien Term Loan	LIBOR (Q)	1.00 %	6.25 %	7.25%	8/31/2021	$ 3,950,000	3,874,773	3,732,750	0.31
ple , LLC y ology)	First Lien Term Loan	LIBOR (Q)	0.50 %	11.50 %	12.00%	8/29/2019	$ 20,000,000	19,375,352	19,936,000	1.64
								46,533,216	47,260,377	3.88
nce d ies										
Seguros g II Co.	Second Lien Term Loan	LIBOR (M)	1.25 %	9.00 %	10.25%	5/8/2019	$ 11,061,809	10,950,946	10,951,191	0.90
s of ancial es										
ediate gs 2, LLC	Second Lien Term Loan	LIBOR (Q)	1.00 %	8.50 %	9.50%	5/27/2022	$ 15,990,714	15,853,293	15,690,888	1.29
ediate gs 2, LLC	Second Lien Incremental Term Loan	LIBOR (Q)	1.00 %	8.50 %	9.50%	5/27/2022	$ 3,474,715	3,440,934	3,409,564	0.28
								19,294,227	19,100,452	1.57

gement, fic, and cal lting es										
Data & ics, LLC	First Lien Term Loan	LIBOR (Q)	1.00 %	8.75 %	9.75%	10/31/2019	$ 24,693,587	24,159,891	24,267,623	1.99
al ment and es facturing										
tus, LLC	Second Lien Term Loan	LIBOR (Q)	1.00 %	10.00 %	11.00%	4/10/2020	$ 11,000,000	10,819,241	10,835,000	0.89
n Picture deo ries										
inment,	First Lien Term Loan	Fixed	—	11.00 %	11.00%	6/21/2017	$ 9,462,231	9,425,030	4,667,719	0.38
inment,	Second Lien Term Loan	Fixed	—	15.50 %	15.50%	6/21/2018	$ 7,569,785	7,700,187	291,058	0.02
								17,125,217	4,958,777	0.40

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TCP Capital Corp.

Consolidated Schedule of Investments (Continued)

December 31, 2015

	Instrument	Ref	Floor	Spread	Total Coupon	Maturity	Principal	Cost	Fair Value	Inv
ents										
y										
n										
ancial n	Sr Secured Notes	Fixed	—	11.50 %	11.50%	11/15/2019	$ 26,975,000	26,829,614	26,705,250	
ncial LC	First Lien Delayed Draw Term Loan	LIBOR (Q)	—	9.50 %	9.92%	1/12/2020	$ 5,000,000	4,621,333	4,919,250	
ect C	First Lien Term Loan	LIBOR (Q)	1.00 %	8.00 %	9.00%	3/26/2021	$ 16,305,999	16,125,251	16,133,156	
. ds)	Secured Class B Notes	Fixed	—	10.75 %	10.75%	11/13/2018	$ 15,084,000	15,084,000	14,857,740	
								62,660,198	62,615,396	
Coast rs, LLC	First Lien Term Loan B	Prime Rate	—	7.50 %	11.00%	2/27/2018	$ 14,812,500	14,714,767	13,479,375	
Energy,	Second Lien Term Loan	LIBOR (Q)	1.00 %	8.50 %	9.50%	8/4/2019	$ 8,095,238	7,784,717	6,773,043	
								22,499,484	20,252,418	
ation										
arch,	First Lien Term Loan	LIBOR (Q)	0.50 %	10.50 %	11.13%	12/11/2020	$ 5,128,936	5,026,844	5,026,357	
gs, LLC	Second Lien Term Loan	LIBOR (M)	1.00 %	7.75 %	8.75%	11/6/2021	$ 19,988,392	19,735,864	18,789,089	
								24,762,708	23,815,446	
g										
Corp.	Sr Secured Term Loan	Fixed	—	12.00 %	12.00%	9/15/2016	$ 4,869,577	4,869,577	4,869,577	

Corp.	Second Lien Notes	Fixed	—	11.00 %	11.00%	11/15/2016	$ 9,268,000	7,586,317	9,268,000
be,	Second Lien Term Loan	LIBOR (Q)	1.50 %	9.50 %	11.00%	10/11/2017	$ 3,825,453	4,010,758	1,759,709
be,	Super Priority Debtor-in-Possession	Prime Rate	—	10.00 %	13.50%	11/30/2015	$ 1,124,444	1,124,444	1,124,444
								17,591,096	17,021,730
cations									
ologies,	Second Lien Term Loan	LIBOR (Q)	1.25 %	7.75 %	9.00%	4/30/2021	$ 14,000,000	13,860,000	7,924,000
ing									
SA, Inc.	First Lien Revolver	LIBOR (M)	—	6.75 %	7.18%	5/20/2018	$ 3,456,500	$ 2,886,378	$ 3,003,668
SA, Inc.	First Lien Term Loan	LIBOR (Q)	1.25 %	6.75 %	8.00%	11/20/2018	$ 5,681,239	5,582,994	5,425,584
								8,469,372	8,429,252
als									
cal	First Lien Term Loan	LIBOR (Q)	1.00 %	6.00 %	7.00%	6/30/2022	$ 5,970,000	5,879,117	5,492,400
g									
tional,	Sr Secured Notes	Fixed	—	9.50 %	9.50%	6/1/2018	$ 13,600,000	13,600,000	8,918,010
levision									
	Sr Secured Notes	Fixed	—	10.38 %	10.38%	7/1/2019	$ 7,312,000	7,312,000	5,776,480
dco,	Second Lien Term Loan	LIBOR (M)	1.25 %	8.75 %	10.00%	7/22/2020	$ 10,000,000	10,019,257	9,450,000
annel,	First Lien Term Loan	LIBOR (Q)	—	8.50 %	8.88%	5/29/2017	$ 32,520,727	32,351,929	32,675,201
								49,683,186	47,901,681
C (Real	Convertible Second Lien Term Loan Tranche B-1	Fixed	—	8.50 %	8.50%	3/30/2018	$ 1,783,036	1,779,352	1,783,036
C (Real	First Lien Term Loan Tranche A	Fixed	—	7.00 %	7.00%	3/21/2016	$ 3,719,155	3,717,664	3,719,155
C (Real	Second Lien Term Loan Tranche	Fixed	—	8.50 %	8.50%	3/30/2018	$ 8,884,258	8,884,258	4,490,993

	B									
C (Real	Second Lien Term Loan Tranche B-1	Fixed	—	8.50 %	8.50%	3/30/2018	$	2,797,956	2,782,534	2,797,956
C (Real	Sr Convertible Second Lien Term Loan B	Fixed	—	8.50 %	8.50%	3/30/2018	$	2,188,233	2,188,233	2,188,233
									19,352,041	14,979,373

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TCP Capital Corp.

Consolidated Schedule of Investments (Continued)

December 31, 2015

	Instrument	Ref	Floor	Spread	Total Coupon	Maturity	Principal	Cost	Fair Value	% of Total Cash and Investments
stments d)										
ole s, Inc.	First Lien FILO Term Loan	LIBOR (M)	1.00 %	8.50 %	9.50%	9/25/2020	$ 13,185,494	13,049,991	13,317,349	1.09
, Inc.	First Lien Term Loan	LIBOR (Q)	1.00 %	10.00 %	11.00%	2/13/2020	$ 6,354,563	6,354,563	6,237,956	0.51
								19,404,554	19,555,305	1.60
unications										
cations C (United	Sr Secured Notes	Fixed	—	10.00 %	10.00%	10/1/2019	$ 9,393,000	9,393,000	7,336,027	0.60
Research opment										
ratories,	Senior Secured Notes	Fixed	—	12.25 %	12.25%	4/1/2017	$ 38,932,000	39,001,750	40,489,280	3.32
Publishing										
ternational vitzerland)	First Lien Term Loan	LIBOR (Q)	1.00 %	9.50 %	10.50%	2/21/2017	$ 29,485,290	29,375,415	28,170,246	2.31
USA), LLC	Second Lien Term Loan	LIBOR (Q)	0.50 %	8.50 %	9.00%	1/31/2020	$ 30,000,000	29,529,480	28,023,000	2.30
Systems,	First Lien Term Loan	LIBOR (Q)	1.50 %	0.4% Cash + 7.6% PIK	9.50%	9/25/2018	$ 14,619,396	13,946,601	14,765,590	1.21
t Networks,	First Lien Term Loan	LIBOR (Q)	—	9.50 %	10.11%	12/3/2020	$ 6,062,304	5,881,725	5,880,435	0.48

, Inc.	Jr Revolving Facility	Fixed	—	5.00 %	5.00%	6/9/2020	$ —	—	—	
Ultimate LLC	Sr PIK Notes	Fixed	—	8.50 %	8.50%	6/9/2020	$ 2,612,408	2,612,408	2,612,408	0.21
Ultimate LLC	Jr PIK Notes	Fixed	—	10.00 %	10.00%	6/9/2020	$ 11,791,569	11,176,985	11,343,490	0.93
quisitionco,	First Lien Term Loan	LIBOR (Q)	1.00 %	8.00 %	9.00%	11/4/2019	$ 41,924,150	41,178,969	42,029,025	3.45
quisitionco,	Sr Secured Revolver	LIBOR (Q)	1.00 %	8.00 %	9.00%	11/4/2019	$ 1,272,857	1,272,857	1,276,039	0.10
nd Ltd. ngdom)	Sr Secured Term Loan (2.0% Exit Fees)	LIBOR (Q)	0.28 %	10.72 %	11.00%	10/1/2018	$ 31,550,000	31,341,229	31,395,405	2.58
nc.	First Lien Delayed Draw Term Loan (1.0% Exit Fee)	LIBOR (Q)	0.62 %	9.88 %	10.50%	1/1/2019	$ 3,200,000	2,906,672	2,903,680	0.24
se Inc.	First Lien Term Loan	LIBOR (Q)	—	8.00 %	8.63%	5/21/2020	$ 7,500,000	7,398,976	7,471,875	0.61
								176,621,317	175,871,193	14.42
rnishings										
Carpet Mills,	First Lien Term Loan	LIBOR (Q)	1.00							