

Solar Capital Ltd.  
Form 8-K  
June 09, 2011

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 8-K**

**Current Report**

Pursuant to Section 13 or 15(d) of the

Securities Exchange Act of 1934

Date of Report (Date of earliest event reported):

June 9, 2011 (June 9, 2011)

**SOLAR CAPITAL LTD.**

(Exact name of registrant as specified in its charter)

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(State or other jurisdiction  
of incorporation)

(Commission  
File Number)  
500 Park Avenue

(I.R.S. Employer  
Identification No.)

New York, NY 10022

(Address of principal executive offices and zip code)

Registrant's telephone number, including area code: (212) 993-1670

Check the appropriate box below if the Form 8-K is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 5.07. Submission of Matters to a Vote of Security Holders**

Solar Capital Ltd. (the *Company*) held its Annual Meeting of Stockholders on June 9, 2011 and submitted four matters to the vote of the stockholders. A summary of the matters voted upon by shareholders is set forth below.

1. Stockholders elected two nominees for directors, each to serve for a three-year term to expire at the 2014 Annual Meeting of Stockholders based on the following votes:

| Name            | Votes For  | Votes Withheld | Broker Non-Votes |
|-----------------|------------|----------------|------------------|
| Bruce Spohler   | 26,957,031 | 1,578,788      | 2,591,040        |
| Steven Hochberg | 27,892,537 | 643,282        | 2,591,040        |

2. Stockholders ratified the appointment of KPMG LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2011 based on the following votes:

| Votes For  | Votes Against | Abstentions | Broker Non-Votes |
|------------|---------------|-------------|------------------|
| 30,815,431 | 252,914       | 58,514      |                  |

3. Stockholders approved a proposal to authorize the Company, with the approval of its Board of Directors, to sell shares of its common stock at a price or prices below the Company's then current net asset value per share in one or more offerings based on the following votes:

|                    | For        | Against   | Abstain | Broker Non Vote |
|--------------------|------------|-----------|---------|-----------------|
| With Affiliates    | 26,199,058 | 2,252,994 | 83,767  | 2,591,040       |
| % Outstanding      | 71.88%     | 6.18%     | 0.23%   | 7.11%           |
| Without Affiliates | 16,064,059 | 2,252,994 | 83,767  | 2,591,040       |
| % Outstanding      | 61.05%     | 8.56%     | 0.32%   | 9.85%           |

4. Stockholders approved a proposal to issue warrants, options or rights to subscribe to, convert to, or purchase shares of the Company's common stock in one or more offerings based on the following votes:

| <b>Votes For</b> | <b>Votes Against</b> | <b>Abstentions</b> | <b>Broker Non-Votes</b> |
|------------------|----------------------|--------------------|-------------------------|
| 16,730,940       | 11,706,783           | 98,096             | 2,591,040               |

**Item 9.01 Financial Statements and Exhibits.**

- (a) Not applicable.
- (b) Not applicable.
- (c) Not applicable.
- (d) Not applicable.

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: June 9, 2011

SOLAR CAPITAL LTD.

By: /s/ Nicholas Radesca  
Nicholas Radesca  
Chief Financial Officer