

OFS Capital Corp
Form N-2/A
June 08, 2018
As filed with the Securities and Exchange Commission on June 8, 2018
Securities Act File No. 333-222419

U.S. SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM N-2
REGISTRATION STATEMENT
UNDER THE SECURITIES ACT OF 1933
Pre-Effective Amendment No. 2
Post-Effective Amendment No.

OFS CAPITAL CORPORATION
(Exact name of Registrant as specified in charter)

10 S. Wacker Drive, Suite 2500
Chicago, IL 60606
(Address of Principal Executive Offices)

Registrant's telephone number, including Area Code: (847) 734-2000
Bilal Rashid
10 S. Wacker Drive, Suite 2500
Chicago, IL 60606
(Name and address of agent for service)

COPIES TO:
Cynthia M. Krus
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Washington, DC 20001
(202) 383-0100

Approximate date of proposed public offering: From time to time after the effective date of this Registration Statement.

If any securities being registered on this form will be offered on a delayed or continuous basis in reliance on Rule 415 under the Securities Act of 1933, other than securities offered in connection with a dividend reinvestment plan, check the following box.

It is proposed that this filing will become effective (check appropriate box):

when declared effective pursuant to section 8(c).

CALCULATION OF REGISTRATION FEE UNDER THE SECURITIES ACT OF 1933

Title of Securities Being Registered	Proposed Maximum Aggregate Offering Price ⁽¹⁾	Amount of Registration Fee ⁽¹⁾
Common Stock, \$0.01 par value per share ⁽²⁾⁽³⁾		

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Preferred Stock, \$0.01 par value per share ⁽²⁾

Warrants⁽⁴⁾

Subscription Rights⁽³⁾

Debt Securities⁽⁵⁾

Total \$200,000,000 \$ 6,225⁽⁶⁾

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Estimated pursuant to Rule 457(o) under the Securities Act of 1933 solely for the purpose of determining the registration fee. The proposed maximum offering price per security will be determined, from time to time, by the

(1) Registrant in connection with the sale by the Registrant of the securities registered under this Registration Statement.

(2) Subject to Note 6 below, there is being registered hereunder an indeterminate number of shares of common stock, preferred stock, warrants, or subscription rights to purchase shares of common stock as may be sold, from time to time, or debt securities.

Includes such indeterminate number of shares of common stock as may be issued upon, from time to time,

(3) conversion or exchange of other securities registered hereunder, to the extent any such securities are, by their terms, convertible or exchangeable for common stock.

(4) There is being registered hereunder an indeterminate number of warrants as may be sold, from time to time.

There is being registered hereunder an indeterminate number of debt securities as may be sold, from time to time.

(5) If any debt securities are issued at an original issue discount, then the offering price shall be in such greater principal amount as shall result in an aggregate price to investors not to exceed \$200.0 million.

(6) Previously paid.

The Registrant hereby amends this Registration Statement on such date or dates as may be necessary to delay its effective date until the Registrant shall file a further amendment which specifically states that this Registration Statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933 or until the Registration Statement shall become effective on such date as the Securities and Exchange Commission, acting pursuant to said Section 8(a), may determine.

EXPLANATORY NOTE

The purpose of this Pre-Effective Amendment No. 2 to the Registration Statement on Form N-2 is to file exhibits to the Registration Statement as set forth in Item 25(2) of Part C, and to incorporate by reference the preliminary prospectus filed with Pre-Effective Amendment No. 1 to the Registration Statement on Form N-2 filed on May 18, 2018 (SEC File No. 333-222419). Accordingly, this Pre-Effective Amendment No. 2 to the Registration Statement on Form N-2 consists only of a facing page to the registration statement, the aforementioned preliminary prospectus incorporated by reference herein, this explanatory note and Part C of the Registration Statement on Form N-2, including all exhibits identified as being filed herewith or incorporated by reference herein. This Pre-Effective Amendment No. 2 does not modify any other part of the Registration Statement on Form N-2 included or incorporated by reference into the aforementioned Pre-Effective Amendment No. 1 to the Registration Statement on Form N-2. As a result, the remainder of the contents of the Registration Statement previously filed in Pre-Effective Amendment No. 1 to the Registration Statement on Form N-2 are hereby incorporated by reference herein.

PART C - OTHER INFORMATION

ITEM 25. FINANCIAL STATEMENTS AND EXHIBITS

1. Financial Statements

The following financial statements of OFS Capital Corporation (the “Registrant” or the “Company”) are included in Part A “Information Required to be in the Prospectus” of the Registration Statement.

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OFS Capital Corporation and Subsidiaries

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2. Exhibits

- (a)(1) Certificate of Incorporation of OFS Capital Corporation ⁽²⁾
- (a)(2) Certificate of Correction to Certificate of Incorporation of OFS Capital Corporation ⁽⁴⁾
- (b) Bylaws of OFS Capital Corporation ⁽²⁾
- (c) Not applicable
- (d)(1) Form of Stock Certificate of OFS Capital Corporation ⁽²⁾
- (d)(2) Form of Base Indenture ⁽⁶⁾
- (d)(3) Statement of Eligibility of Trustee on Form T-1⁽¹⁾
- (d)(4) Form of Warrant Agreement ⁽⁷⁾
- (d)(5) Form of Subscription Agent Agreement ⁽⁷⁾
- (d)(6) Form of Subscription Certificate ⁽⁷⁾
- (d)(7) Form of Certificate of Designation ⁽⁷⁾
- (d)(8) First Supplemental Indenture dated as of April 16, 2018, between OFS Capital Corporation and U.S. Bank National Association, as trustee⁽¹²⁾
- (d)(9) Form of 6.375% Note due 2025 (incorporated by reference to Exhibit (d)(7) hereto and Exhibit A therein)
- (e) Form of Dividend Reinvestment Plan ⁽²⁾
- (f)