

GLADSTONE CAPITAL CORP
Form 8-K
February 15, 2005

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549**

FORM 8-K

**CURRENT REPORT
Pursuant to Section 13 OR 15(d) of the Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported) **February 9, 2005**

Gladstone Capital Corporation

(Exact name of registrant as specified in its charter)

Maryland
(State or other jurisdiction
of incorporation)

814-00237
(Commission
File Number)

54-2040781
(IRS Employer
Identification No.)

**1616 Anderson Road, Suite 208
McLean, Virginia**
(Address of principal executive offices)

22102
(Zip Code)

Registrant's telephone number, including area code: **(703) 286-7000**

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

- o Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

- o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

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- o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 1.01 Entry into a Material Definitive Agreement.

On February 9, 2005, Gladstone Capital Corporation (the "Company") held its 2005 annual meeting of stockholders at which the Company's stockholders approved an amendment to the Company's Amended and Restated 2001 Equity Incentive Plan (the "Plan"). The amendment increased the aggregate number of shares of capital stock authorized for issuance under the Plan to 2,250,000 shares. The amendment also gives the Company's Board of Directors the discretion to elect to reduce the exercise price of any outstanding stock option by an amount equal to the cash dividend per share paid to all holders of the Company's outstanding common stock.

Item 9.01 Financial Statements and Exhibits.

(a) Not applicable.

(b) Not applicable.

(c) Exhibits.

| Exhibit No. | Description |
|--------------------|---------------------------------------------------------------------|
| 10.30 | Fourth Amendment to Amended and Restated 2001 Equity Incentive Plan |

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.

February 15, 2005

Gladstone Capital Corporation
(Registrant)
By: /s/ Harry Brill
(Harry Brill, Chief Financial Officer)

EXHIBIT INDEX

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