

Solar Capital Ltd.  
Form 10-Q  
November 02, 2016  
[Table of Contents](#)

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

Washington, D.C. 20549

**FORM 10-Q**

x **Quarterly Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**  
For the Quarter Ended September 30, 2016

.. **Transition Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**  
Commission File Number: 814-00754

**SOLAR CAPITAL LTD.**

(Exact name of registrant as specified in its charter)

Edgar Filing: Solar Capital Ltd. - Form 10-Q

**Maryland**  
(State of Incorporation)

**26-1381340**  
(I.R.S. Employer

Identification No.)

**500 Park Avenue**

**New York, N.Y.**  
(Address of principal executive offices)

**10022**  
(Zip Code)

**(212) 993-1670**

(Registrant's telephone number, including area code)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes  No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer. See definition of accelerated filer and large accelerated filer in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer  Accelerated filer   
Non-accelerated filer  Smaller Reporting company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes  No

The number of shares of the registrant's Common Stock, \$.01 par value, outstanding as of November 1, 2016 was 42,248,525.

**Table of Contents**

**SOLAR CAPITAL LTD.**

**FORM 10-Q FOR THE QUARTER ENDED SEPTEMBER 30, 2016**

**TABLE OF CONTENTS**

	<b>PAGE</b>
<b><u>PART I. FINANCIAL INFORMATION</u></b>	
Item 1. <u>Financial Statements</u>	
<u>Consolidated Statements of Assets and Liabilities as of September 30, 2016 (unaudited) and December 31, 2015</u>	3
<u>Consolidated Statements of Operations for the three and nine months ended September 30, 2016 (unaudited) and the three and nine months ended September 30, 2015 (unaudited)</u>	4
<u>Consolidated Statements of Changes in Net Assets for the nine months ended September 30, 2016 (unaudited) and the year ended December 31, 2015</u>	5
<u>Consolidated Statements of Cash Flows for the nine months ended September 30, 2016 (unaudited) and the nine months ended September 30, 2015 (unaudited)</u>	6
<u>Consolidated Schedule of Investments as of September 30, 2016 (unaudited)</u>	7
<u>Consolidated Schedule of Investments as of December 31, 2015</u>	10
<u>Notes to Consolidated Financial Statements (unaudited)</u>	13
<u>Report of Independent Registered Public Accounting Firm</u>	35
Item 2. <u>Management's Discussion and Analysis of Financial Condition and Results of Operations</u>	36
Item 3. <u>Quantitative and Qualitative Disclosures About Market Risk</u>	56
Item 4. <u>Controls and Procedures</u>	56
<b><u>PART II. OTHER INFORMATION</u></b>	
Item 1. <u>Legal Proceedings</u>	57
Item 1A. <u>Risk Factors</u>	57
Item 2. <u>Unregistered Sales of Equity Securities and Use of Proceeds</u>	57
Item 3. <u>Defaults Upon Senior Securities</u>	57
Item 4. <u>Mine Safety Disclosures</u>	57
Item 5. <u>Other Information</u>	57
Item 6. <u>Exhibits</u>	58
<u>Signatures</u>	60

**Table of Contents****PART I. FINANCIAL INFORMATION**

In this Quarterly Report, Solar Capital, Company, Fund, we, us, and our refer to Solar Capital Ltd. unless the context states otherwise.

**Item 1. Financial Statements****SOLAR CAPITAL LTD.****CONSOLIDATED STATEMENTS OF ASSETS AND LIABILITIES**

(in thousands, except share amounts)

	September 30, 2016 (unaudited)	December 31, 2015
<b>Assets</b>		
Investments at fair value:		
Companies less than 5% owned (cost: \$890,455 and \$926,055, respectively)	\$ 876,797	\$ 886,788
Companies 5% to 25% owned (cost: \$8,511 and \$8,511, respectively)	1,294	1,233
Companies more than 25% owned (cost: \$460,168 and \$410,142, respectively)	483,736	424,570
Total investments (cost: \$1,359,134 and \$1,344,708, respectively)	1,361,827	1,312,591
Cash	3,755	2,587
Cash equivalents (cost: \$289,940 and \$274,983, respectively)	289,940	274,983
Receivable for investments sold	9,368	11,374
Interest receivable	6,736	6,408
Dividends receivable	9,753	8,487
Prepaid expenses and other assets	987	874
<b>Total assets</b>	<b>\$ 1,682,366</b>	<b>\$ 1,617,304</b>
<b>Liabilities</b>		
Revolving credit facilities (see notes 6 and 8)	\$ 217,700	\$ 207,900
Unsecured senior notes (\$100,000 and \$100,000 face amounts, respectively, reported net of unamortized debt issuance costs of \$2,913 and \$2,996, respectively. See note 8)	97,087	97,004
Senior secured notes (see notes 6 and 8)	75,000	75,000
Term loan (see notes 6 and 8)	50,000	50,000
Distributions payable	16,899	16,986
Payable for cash equivalents purchased	289,940	274,983
Management fee payable (see note 3)	7,318	6,523
Performance-based incentive fee payable (see note 3)	4,251	1,408
Administrative services expense payable (see note 3)	2,388	2,324
Interest payable (see note 8)	2,713	1,665
Other liabilities and accrued expenses	1,507	813
<b>Total liabilities</b>	<b>\$ 764,803</b>	<b>\$ 734,606</b>
Commitments and contingencies (see notes 12 and 13)		
<b>Net Assets</b>		
Common stock, par value \$0.01 per share, 200,000,000 and 200,000,000 common shares authorized, respectively, and 42,248,525 and 42,464,762 shares issued and outstanding, respectively	\$ 422	\$ 425
Paid-in capital in excess of par	990,586	993,991

Edgar Filing: Solar Capital Ltd. - Form 10-Q

Distributions in excess of net investment income	(12,838)	(15,592)
Accumulated net realized loss	(63,300)	(64,009)
Net unrealized appreciation (depreciation)	2,693	(32,117)
<b>Total net assets</b>	\$ 917,563	\$ 882,698
<b>Net Asset Value Per Share</b>	\$ 21.72	\$ 20.79

See notes to consolidated financial statements.

**Table of Contents****SOLAR CAPITAL LTD.****CONSOLIDATED STATEMENTS OF OPERATIONS (unaudited)**

(in thousands, except share amounts)

	Three months ended		Nine months ended	
	September 30, 2016	September 30, 2015	September 30, 2016	September 30, 2015
<b>INVESTMENT INCOME:</b>				
Interest:				
Companies less than 5% owned	\$ 29,076	\$ 21,066	\$ 83,375	\$ 56,219
Companies more than 25% owned	429	639	1,437	2,022
Dividends:				
Companies less than 5% owned	1	8	1	10
Companies more than 25% owned	9,852	8,393	29,604	25,329
Other income:				
Companies less than 5% owned	403	334	702	459
Companies more than 25% owned	37	5	81	14
<b>Total investment income</b>	<b>39,798</b>	<b>30,445</b>	<b>115,200</b>	<b>84,053</b>
<b>EXPENSES:</b>				
Management fees (see note 3)	\$ 7,318	\$ 6,254	\$ 21,245	\$ 18,155
Performance-based incentive fees (see note 3)	4,251	1,971	13,363	1,971
Interest and other credit facility expenses (see note 8)	8,519	3,875	19,083	11,105
Administrative services expense (see note 3)	1,617	1,245	4,417	3,844
Other general and administrative expenses	1,089	811	3,640	2,308
<b>Total expenses</b>	<b>22,794</b>	<b>14,156</b>	<b>61,748</b>	<b>37,383</b>
Performance-based incentive fees waived (see note 3)		(700)		(700)
<b>Net expenses</b>	<b>22,794</b>	<b>13,456</b>	<b>61,748</b>	<b>36,683</b>
<b>Net investment income</b>	<b>\$ 17,004</b>	<b>\$ 16,989</b>	<b>\$ 53,452</b>	<b>\$ 47,370</b>
<b>REALIZED AND UNREALIZED GAIN (LOSS) ON INVESTMENTS, CASH EQUIVALENTS AND FOREIGN CURRENCIES:</b>				
Net realized gain (loss) on investments and cash equivalents:				
Companies less than 5% owned	\$ 469	\$ 151	\$ 507	\$ (5,080)
Companies 5% to 25% owned	301	337	201	(1,063)
Companies more than 25% owned		(373)		(353)
<b>Net realized gain (loss) on investments and cash equivalents</b>	<b>770</b>	<b>115</b>	<b>708</b>	<b>(6,496)</b>
Net realized gain (loss) on foreign currencies	(1)	(42)	1	(45)
<b>Net realized gain (loss)</b>	<b>769</b>	<b>73</b>	<b>709</b>	<b>(6,541)</b>
Net change in unrealized gain (loss) on investments and cash equivalents	7,846	(17,008)	34,810	(12,577)
Net change in unrealized gain (loss) on foreign currencies		32		9

Edgar Filing: Solar Capital Ltd. - Form 10-Q

Net change in unrealized gain (loss)	7,846	(16,976)	34,810	(12,568)
Net realized and unrealized gain (loss) on investments, cash equivalents and foreign currencies	8,615	(16,903)	35,519	(19,109)
<b>NET INCREASE IN NET ASSETS RESULTING FROM OPERATIONS</b>	\$ 25,619	\$ 86	\$ 88,971	\$ 28,261
<b>EARNINGS PER SHARE (see note 5)</b>	\$ 0.61	\$ 0.00	\$ 2.11	\$ 0.67

See notes to consolidated financial statements.

**Table of Contents****SOLAR CAPITAL LTD.****CONSOLIDATED STATEMENTS OF CHANGES IN NET ASSETS****(in thousands, except share amounts)**

	Nine months ended September 30, 2016 (unaudited)	Year ended December 31, 2015
<b>Increase in net assets resulting from operations:</b>		
Net investment income	\$ 53,452	\$ 64,356
Net realized gain (loss)	709	(4,874)
Net change in unrealized gain (loss)	34,810	(45,402)
<b>Net increase in net assets resulting from operations</b>	<b>88,971</b>	<b>14,080</b>
<b>Distributions to stockholders:</b>		
From net investment income	(50,698)	(67,944)
<b>Capital transactions:</b>		
Repurchases of common stock	(3,408)	(6)
<b>Net decrease in net assets resulting from capital transactions</b>	<b>(3,408)</b>	<b>(6)</b>
<b>Total increase (decrease) in net assets</b>	<b>34,865</b>	<b>(53,870)</b>
Net assets at beginning of period	882,698	936,568
<b>Net assets at end of period<sup>(1)</sup></b>	<b>\$ 917,563</b>	<b>\$ 882,698</b>
<b>Capital stock activity:</b>		
Common stock repurchased	(216,237)	(400)
<b>Net decrease from capital stock activity</b>	<b>(216,237)</b>	<b>(400)</b>

(1) Includes overdistributed net investment income of (\$12,838) and (\$15,592), respectively.  
See notes to consolidated financial statements.



**Table of Contents****SOLAR CAPITAL LTD.****CONSOLIDATED STATEMENTS OF CASH FLOWS (unaudited)**

(in thousands)

	Nine months ended	
	September 30, 2016	September 30, 2015
<b>Cash Flows from Operating Activities:</b>		
<b>Net increase in net assets resulting from operations</b>	\$ 88,971	\$ 28,261
Adjustments to reconcile net increase in net assets resulting from operations to net cash used in operating activities:		
Net realized (gain) loss on investments and cash equivalents	(708)	6,496
Net realized (gain) loss on foreign currencies	(1)	45
Net change in unrealized (gain) loss on investments and cash equivalents	(34,810)	12,577
Net change in unrealized gain on foreign currencies		(9)
<b>(Increase) decrease in operating assets:</b>		
Purchase of investments	(372,727)	(320,568)
Proceeds from disposition of investments	358,767	115,889
Capitalization of payment-in-kind interest		(380)
Collections of payment-in-kind interest	243	
Receivable for investments sold	2,006	603
Interest receivable	(328)	(4,947)
Dividends receivable	(1,266)	16
Prepaid expenses and other assets	(113)	(44)
<b>Increase (decrease) in operating liabilities:</b>		
Payable for investments and cash equivalents purchased	14,957	(67,996)
Management fee payable	795	145
Performance-based incentive fee payable	2,843	(2,927)
Administrative services expense payable	64	(660)
Interest payable	1,048	1,186
Other liabilities and accrued expenses	694	210
<b>Net Cash Provided by (Used in) Operating Activities</b>	<b>60,435</b>	<b>(232,103)</b>
<b>Cash Flows from Financing Activities:</b>		
Cash distributions paid	(50,785)	(50,959)
Deferred financing costs	83	29
Repurchase of common stock	(3,408)	
Proceeds from borrowings	570,000	145,200
Repayment of borrowings	(560,200)	(71,800)
<b>Net Cash Provided by (Used in) Financing Activities</b>	<b>(44,310)</b>	<b>22,470</b>
<b>NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS</b>	<b>16,125</b>	<b>(209,633)</b>
<b>CASH AND CASH EQUIVALENTS AT BEGINNING OF PERIOD</b>	<b>277,570</b>	<b>635,340</b>
<b>CASH AND CASH EQUIVALENTS AT END OF PERIOD</b>	<b>\$ 293,695</b>	<b>\$ 425,707</b>
<b>Supplemental disclosure of cash flow information:</b>		
Cash paid for interest	\$ 18,035	\$ 9,919

See notes to consolidated financial statements.



**Table of Contents****SOLAR CAPITAL LTD.****CONSOLIDATED SCHEDULE OF INVESTMENTS (unaudited)**

September 30, 2016

(in thousands, except share/unit amounts)

Description	Industry	Spread Above Index <sup>(10)</sup>	LIBOR Floor	Interest Rate <sup>(1)</sup>	Acquisition Date	Maturity Date	Par Amount	Cost	Fair Value
<b>Bank</b>									
<b>Debt/Senior</b>									
<b>Secured Loans</b>									
<b>94.0%</b>									
AccentCare, Inc.	Health Care Providers & Services	L+950	1.00%	10.50%	9/3/2015	9/3/2022	\$ 17,500	\$ 17,227	\$ 17,325
Achaogen, Inc.	Pharmaceuticals	L+699	1.00%	7.99%	8/5/2015	8/5/2019	25,000	25,156	24,750
Aegis Toxicology Sciences Corporation	Health Care Providers & Services	L+850	1.00%	9.50%	2/20/2014	8/24/2021	29,000	28,720	25,375
AgaMatrix, Inc.	Health Care Equipment & Supplies	L+835		8.87%	2/6/2015	2/1/2019	9,667	9,665	9,618
AirXpanders, Inc. (6)	Health Care Equipment & Supplies			7.34%	4/22/2016	7/14/2017	1,375	1,344	1,402
American Teleconferencing Services, Ltd. (PGI)	Communications Equipment	L+650	1.00%	7.50%	5/5/2016	12/8/2021	5,664	5,127	5,537
Amerilife Group, LLC	Insurance	L+875	1.00%	9.75%	7/9/2015	1/10/2023	15,000	14,735	14,700
Argo Turboserve Corporation & Argo Tech, LLC	Air Freight & Logistics	L+1025		11.09%	5/2/2014	5/2/2018	12,730	12,730	12,603
Asurion, LLC	Insurance	L+750	1.00%	8.50%	2/27/2014	3/3/2021	8,960	8,671	8,934
AviatorCap SII, LLC I <sup>(3)</sup>	Aerospace & Defense			12.00%	5/31/2011	1/31/2019	605	605	605
AviatorCap SII, LLC II <sup>(3)</sup>	Aerospace & Defense			11.00%	8/23/2011	1/31/2019	13	13	13
Axcella Health Inc.	Pharmaceuticals	L+880		9.32%	8/7/2015	8/31/2019	20,000	20,093	20,000
Bishop Lifting Products, Inc. <sup>(8)</sup>	Trading Companies & Distributors	L+800	1.00%	9.00%	3/24/2014	3/27/2022	25,000	24,819	20,000
Breathe Technologies, Inc.	Health Care Equipment & Supplies	L+830		8.82%	11/5/2015	11/5/2019	15,000	15,030	13,500
CardioDX, Inc.	Health Care Providers & Services	P+670		10.20%	6/18/2015	4/1/2019	7,500	7,597	7,275
Cardiva Medical, Inc.	Health Care Equipment & Supplies	L+870		9.22%	8/19/2015	8/19/2019	8,500	8,618	8,415
CAS Medical Systems, Inc.	Health Care Equipment & Supplies	L+875		9.27%	6/30/2016	7/1/2020	6,000	5,982	6,000
Cerapedics, Inc.	Health Care Equipment & Supplies			8.68- 8.78%	4/22/2016	3/1/2019	7,013	6,707	7,013
Cianna Medical, Inc.	Health Care Equipment & Supplies	L+900		9.52%	9/28/2016	9/28/2020	6,000	5,963	5,963
Clinical Ink, Inc.	Health Care Technology	L+850	0.70%	9.20%	3/8/2016	3/8/2020	6,500	6,472	6,435
Conventus Orthopaedics, Inc.	Health Care Equipment & Supplies	L+865		9.17%	6/15/2016	6/1/2020	5,250	5,159	5,171
Datapipe, Inc.	IT Services	L+800	1.00%	9.00%	8/14/2014	9/15/2019	27,000	26,599	26,595
Delphinus Medical Technologies, Inc.	Health Care Equipment & Supplies			9.25-9.30%	4/22/2016	2/23/2017	1,000	989	1,020
	Multiline Retail			12.00% PIK	11/5/2012	10/31/2019	10,782	8,511	1,294

Edgar Filing: Solar Capital Ltd. - Form 10-Q

Direct Buy Inc. <sup>(4)**</sup>										
DISA Holdings Acquisition Subsidiary Corp	Professional Services	L+850	1.00%	9.50%	12/9/2014	6/9/2021		51,476	50,873	49,932
Easyfinancial Services, Inc. <sup>(5)(6)</sup>	Consumer Finance	BA+699	1.00%	7.99%	9/27/2012	10/4/2019	C\$	10,000	9,261	7,586
Emerging Markets Communications, LLC	Wireless Telecommunication Services	L+962.5	1.00%	10.63%	6/29/2015	7/1/2022	\$	27,000	26,646	27,000
Entegriion, Inc.	Health Care Equipment & Supplies			10.03%	4/22/2016	4/1/2017		700	687	707
Falmouth Group Holdings Corp. (AMPAC)	Chemicals	L+675	1.00%	7.75%	12/7/2015	12/14/2021		3,915	3,862	3,915
Genoa, A QoL Healthcare Company, LLC	Health Care Providers & Services	L+775	1.00%	8.75%	4/21/2015	4/30/2023		14,000	13,878	14,000
Global Tel*Link Corporation	Communications Equipment	L+375	1.25%	5.00%	11/6/2015	5/23/2020		7,349	5,915	7,137
Global Tel*Link Corporation	Communications Equipment	L+775	1.25%	9.00%	5/21/2013	11/23/2020		18,500	18,253	17,613
Greystone Select Holdings LLC & Greystone & Co., Inc.	Thrifths & Mortgage Finance	L+800	1.00%	9.00%	3/25/2014	3/26/2021		9,704	9,665	9,558
Hyland Software, Inc.	Software	L+725	1.00%	8.25%	6/12/2015	6/30/2023		5,000	4,978	4,963
IHS Intermediate, Inc.	Health Care Providers & Services	L+825	1.00%	9.25%	6/19/2015	7/20/2022		25,000	24,564	24,000
Inmar Acquisition Sub, Inc.	Professional Services	L+700	1.00%	8.00%	1/27/2014	1/27/2022		10,000	9,926	9,925
K2 Pure Solutions NoCal, L.P	Chemicals	L+900	1.00%	10.00%	8/19/2013	8/19/2019		7,475	7,392	7,326
Kore Wireless Group, Inc.	Wireless Telecommunication Services	L+825	1.00%	9.25%	9/12/2014	3/12/2021		55,500	54,666	54,945
LegalZoom.com, Inc.	Internet Software & Services	L+700	1.00%	8.00%	5/13/2015	5/13/2020		38,278	37,620	38,661
Lumeris Solutions Company, LLC	Health Care Technology			9.42%	4/22/2016	12/27/2017		9,981	10,051	10,081
Mitralign, Inc.	Health Care Equipment & Supplies			9.48%	4/22/2016	12/1/2018		1,875	1,788	1,866
Nabsys 2.0 LLC	Life Sciences Tools & Services			8.90%	4/22/2016	10/13/2018		5,524	5,318	5,524
OraMetrix, Inc.	Health Care Technology			9.50%	4/22/2016	11/21/2017		7,000	6,740	6,930
PhyMed Management LLC	Health Care Providers & Services	L+875	1.00%	9.75%	12/18/2015	5/18/2021		32,321	31,174	31,189
PQ Bypass, Inc.	Health Care Equipment & Supplies	L+885		9.37%	4/21/2016	4/21/2020		5,000	4,913	4,925
PSKW, LLC & PDR, LLC	Health Care Providers & Services	L+425	1.00%	5.25%	11/25/2015	11/25/2021		1,017	1,009	1,017
PSKW, LLC & PDR, LLC	Health Care Providers & Services	L+839	1.00%	9.39%	11/25/2015	11/25/2021		8,900	8,741	8,744
Rapid Micro Biosystems, Inc.	Life Sciences Tools & Services	L+880		9.32%	6/30/2015	6/30/2019		16,000	16,257	15,760
Rug Doctor LLC <sup>(3)</sup>	Diversified Consumer Services	L+975	1.50%	11.25%	12/23/2013	12/31/2018		9,111	8,904	9,111
Salient Partners, L.P	Asset Management	L+850	1.00%	9.50%	6/10/2015	6/9/2021		15,307	15,054	15,001
Scynexis, Inc.	Pharmaceuticals	L+849		9.01%	9/30/2016	9/30/2020		15,000	14,745	14,745
SOINT, LLC <sup>(3)</sup>	Aerospace & Defense			15.00%	6/8/2012	11/30/2018		3,213	3,204	3,213
Southern Auto Finance Company <sup>(6)</sup>	Consumer Finance			11.15%	10/19/2011	12/4/2018		25,000	24,794	24,750
Sunesis Pharmaceuticals, Inc.	Pharmaceuticals	L+854		9.06%	3/31/2016	4/1/2020		7,500	7,370	7,462
Syngen, Inc.	Life Sciences Tools & Services			11.18%	4/22/2016	6/1/2017		225	222	232
T2 Biosystems, Inc.	Health Care Equipment & Supplies	L+705		7.57%	7/11/2014	7/1/2019		23,611	23,919	23,611
TierPoint, LLC				9.75-						
	IT Services	L+875-887.5	1.00%	9.88%	12/2/2014	12/2/2022		34,000	33,643	33,082
	Trading Companies and Distributors	L+750	1.00%	8.50%	9/26/2014	10/1/2022		20,000	19,838	20,000

Edgar Filing: Solar Capital Ltd. - Form 10-Q

TMK Hawk Parent, Corp. (TriMark)										
TouchTunes Interactive Networks, Inc.	Media	L+825	1.00%	9.25%	5/28/2015	5/27/2022	14,000	13,820	13,685	
Trevi Therapeutics, Inc.	Pharmaceuticals	L+775		8.27%	12/29/2014	6/29/2018	6,875	7,016	6,875	
U.S. Anesthesia Partners Inc.	Health Care Providers & Services	L+925	1.00%	10.25%	9/24/2014	9/24/2020	30,000	29,783	29,700	
Varilease Finance, Inc.	Multi-Sector Holdings	L+825	1.00%	9.25%	8/22/2014	8/24/2020	48,000	47,371	47,760	
<b>Total Bank Debt/Senior Secured Loans</b>								<b>\$ 880,392</b>	<b>\$ 862,074</b>	

**Subordinated Debt/Corporate Notes 3.0%**

Alegeus Technologies Holdings Corp	Health Care Technology	L+1200	1.00%	13.00%	6/24/2012	2/15/2019	28,200	<b>\$ 27,910</b>	<b>\$ 27,918</b>	
------------------------------------	------------------------	--------	-------	--------	-----------	-----------	--------	------------------	------------------	--

See notes to consolidated financial statements.

**Table of Contents****SOLAR CAPITAL LTD.****CONSOLIDATED SCHEDULE OF INVESTMENTS (unaudited) (continued)**

September 30, 2016

(in thousands, except share/unit amounts)

Description	Industry	Interest Rate <sup>(1)</sup>	Acquisition Date	Maturity	Shares/ Units	Cost	Fair Value
				Date			
<b>Preferred Equity 1.7%</b>							
SOAGG LLC (3)(6)(7)	Aerospace & Defense	8.00%	12/14/2010	6/30/2018	6,064	\$ 6,064	\$ 6,277
SOINT, LLC (3)(6)(7)	Aerospace & Defense	15.00%	6/8/2012	6/30/2018	86,667	8,667	9,317
<b>Total Preferred Equity</b>						<b>\$ 14,731</b>	<b>\$ 15,594</b>
<b>Common Equity/Equity Interests/Warrants 49.7%</b>							
AgaMatrix Inc. Warrants*	Health Care Equipment & Supplies		2/6/2015		125,314	\$ 144	\$ 108
Ark Real Estate Partners LP (2)(3)*	Diversified Real Estate Activities		3/12/2007			527	364
Ark Real Estate Partners II LP (2)(3)*	Diversified Real Estate Activities		10/23/2012			12	9
B Riley Financial Inc. (6)	Research & Consulting Services		3/16/2007		38,015	2,684	508
CardioDx, Inc. Warrants*	Health Care Providers & Services		6/18/2015		39,863	129	
CAS Medical Systems, Inc. Warrants*	Health Care Equipment & Supplies		6/30/2016		48,518	38	24
Cianna Medical, Inc. Warrants*	Health Care Equipment & Supplies		9/28/2016		89,726	37	39
Conventus Orthopaedics, Inc. Warrants*	Health Care Equipment & Supplies		6/15/2016		157,500	65	50
Crystal Financial LLC (3)(6)	Diversified Financial Services		12/28/2012		280,303	280,737	303,000
Direct Buy Inc.(4)*	Multiline Retail		11/5/2012		76,999		
PQ Bypass, Inc. Warrants*	Health Care Equipment & Supplies		4/21/2016		176,471	70	47
RD Holdco Inc. (Rug Doctor)(3)*	Diversified Consumer Services		12/23/2013		231,177	15,683	16,348
RD Holdco Inc. (Rug Doctor) Class B (3)*	Diversified Consumer Services		12/23/2013		522	5,216	5,216
RD Holdco Inc. (Rug Doctor) Warrants (3)*	Diversified Consumer Services		12/23/2013		30,370	381	301
Scynexis, Inc. Warrants*	Pharmaceuticals		9/30/2016		122,435	105	110
Senior Secured Unitranche Loan Program LLC (3)(6)	Asset Management		11/25/2015			86,512	84,827
Senior Secured Unitranche Loan Program II LLC (3)(6)	Asset Management		8/5/2016			43,643	45,135
Sunesis Pharmaceuticals, Inc. Warrants*	Pharmaceuticals		3/31/2016		104,001	118	155
<b>Total Common Equity/Equity Interests/Warrants</b>						<b>\$ 436,101</b>	<b>\$ 456,241</b>
<b>Total Investments (9) 148.4%</b>						<b>\$ 1,359,134</b>	<b>\$ 1,361,827</b>
<b>Par Amount</b>							
<b>Cash Equivalents 31.6%</b>							
U.S. Treasury Bill	Government		9/29/2016	11/25/2016	\$ 290,000	\$ 289,940	\$ 289,940
<b>Total Investments &amp; Cash Equivalents 180.0%</b>						<b>\$ 1,649,074</b>	<b>\$ 1,651,767</b>

## Edgar Filing: Solar Capital Ltd. - Form 10-Q

Liabilities in Excess of Other Assets (80.0%)

(734,204)

**Net Assets 100.0%** **\$ 917,563**

- (1) Floating rate debt investments typically bear interest at a rate determined by reference to the London Interbank Offered Rate ( LIBOR ), and which typically reset monthly, quarterly or semi-annually. For each debt investment we have provided the current interest rate in effect as of September 30, 2016.
- (2) Ark Real Estate Partners is held through SLRC ADI Corp., a taxable subsidiary.
- (3) Denotes investments in which we are deemed to exercise a controlling influence over the management or policies of a company, as defined in the Investment Company Act of 1940 ( 1940 Act ), due to beneficially owning, either directly or through one or more controlled companies, more than 25% of the outstanding voting securities of the investment. Transactions during the nine months ended September 30, 2016 in these controlled investments are as follows:

Name of Issuer	Fair Value at December 31, 2015	Gross Additions	Gross Reductions	Realized Gain (Loss)	Interest/ Dividend /Other Income	Fair Value at September 30, 2016
ARK Real Estate Partners LP	\$ 364	\$	\$	\$	\$	\$ 364
ARK Real Estate Partners II LP	9					9
AviatorCap SII, LLC I	914		309		69	605
AviatorCap SII, LLC II	350		337		15	13
Crystal Financial LLC	290,000	5,737			23,700	303,000
RD Holdco Inc. (Rug Doctor, common equity).	14,335					16,348
RD Holdco Inc. (Rug Doctor, class B)	5,216					5,216
RD Holdco Inc. (Rug Doctor, warrants)	214					301
Rug Doctor LLC	8,838				862	9,111
Senior Secured Unitranche Loan Program LLC	80,677	34,726	28,875		4,558	84,827
Senior Secured Unitranche Loan Program II LLC		43,642			9	45,135
SOAGG LLC	8,632		2,148		428	6,277
SOINT, LLC	5,705		2,492		505	3,213
SOINT, LLC (preferred equity)	9,316				976	9,317
	\$ 424,570	\$ 84,105	\$ 34,161	\$	\$ 31,122	\$ 483,736

- (4) Denotes investments in which we are an Affiliated Person but not exercising a controlling influence, as defined in the 1940 Act, due to beneficially owning, either directly or through one or more controlled companies, more than 5% but less than 25% of the outstanding voting securities of the investment. Transactions during the nine months ended September 30, 2016 in these affiliated investments are as follows:

Name of Issuer	Fair Value at December 31, 2015	Gross Additions	Gross Reductions	Realized Gain (Loss)	Interest/ Dividend Income	Fair Value at September 30, 2016
Direct Buy Inc. (common equity)	\$	\$	\$	\$	\$	\$
Direct Buy Inc. (senior secured loan)	1,233	915				1,294
DSW Group Holdings LLC				201		
	\$ 1,233	\$ 915	\$	\$ 201	\$	\$ 1,294

See notes to consolidated financial statements.

**Table of Contents****SOLAR CAPITAL LTD.****CONSOLIDATED SCHEDULE OF INVESTMENTS (unaudited) (continued)****September 30, 2016****(in thousands, except share/unit amounts)**

- (5) The following entity is domiciled outside the United States and the investments are denominated in Canadian Dollars: Easyfinancial Services, Inc. in Canada.
- (6) Indicates assets that the Company believes may not represent qualifying assets under Section 55(a) of the Investment Company Act of 1940 ( 1940 Act ), as amended. If we fail to invest a sufficient portion of our assets in qualifying assets, we could be prevented from making follow-on investments in existing portfolio companies or could be required to dispose of investments at inappropriate times in order to comply with the 1940 Act. As of September 30, 2016, on a fair value basis, non-qualifying assets in the portfolio represented 28.4% of the total assets of the Company.
- (7) Solar Capital Ltd. s investments in SOAGG, LLC and SOINT, LLC include a two and one dollar investment in common shares, respectively.
- (8) Bishop Lifting Products, Inc., SEI Holding I Corporation, Singer Equities, Inc. & Hampton Rubber Company are co-borrowers.
- (9) Aggregate net unrealized depreciation for U.S. federal income tax purposes is \$7,800; aggregate gross unrealized appreciation and depreciation for federal tax purposes is \$28,080 and \$35,880, respectively, based on a tax cost of \$1,369,627. All of the Company s investments are pledged as collateral against the borrowings outstanding on the revolving credit facilities.
- (10) Floating rate instruments accrue interest at a predetermined spread relative to an index, typically the LIBOR or PRIME rate. These instruments are typically subject to a LIBOR or PRIME rate floor.
- \* Non-income producing security.
- \*\* Investment is on non-accrual status.  
Represents estimated change in receivable balance.

<b>Industry Classification</b>	<b>Percentage of Total Investments (at fair value) as of September 30, 2016</b>
Diversified Financial Services	22.3%
Health Care Providers & Services	11.7%
Asset Management	10.6%
Health Care Equipment & Supplies	6.6%
Wireless Telecommunications Services	6.0%
Pharmaceuticals	5.5%
Professional Services	4.4%
IT Services	4.4%
Health Care Technology	3.8%
Multi-Sector Holdings	3.5%
Trading Companies & Distributors	2.9%
Internet Software & Services	2.8%
Consumer Finance	2.4%
Diversified Consumer Services	2.3%
Communications Equipment	2.2%
Insurance	1.7%
Life Sciences Tools & Services	1.6%
Aerospace & Defense	1.4%
Media	1.0%
Air Freight & Logistics	0.9%
Chemicals	0.8%
Thrifts & Mortgage Finance	0.7%
Software	0.4%
Multiline Retail	0.1%
Research & Consulting Services	0.0%
Diversified Real Estate Activities	0.0%
<b>Total Investments</b>	<b>100.0%</b>



Edgar Filing: Solar Capital Ltd. - Form 10-Q

See notes to consolidated financial statements.

**Table of Contents****SOLAR CAPITAL LTD.****CONSOLIDATED SCHEDULE OF INVESTMENTS**

December 31, 2015

(in thousands, except share/unit amounts)

Description	Industry	Spread Above Index <sup>(11)</sup>	LIBOR Floor	Interest Rate <sup>(1)</sup>	Acquisition Date	Maturity Date	Par Amount	Cost	Fair Value
<b>Bank Debt/Senior Secured Loans 94.8%</b>									
AccentCare, Inc.	Health Care Providers & Services	L+575	1.00%	6.75%	9/3/2015	9/3/2021	\$ 5,000	\$ 4,952	\$ 4,925
AccentCare, Inc.	Health Care Providers & Services	L+950	1.00%	10.50%	9/3/2015	9/3/2022	17,500	17,203	16,975
Achaogen, Inc.	Pharmaceuticals	L+699	1.00%	7.99%	8/5/2015	8/5/2019	15,000	14,964	14,700
Aegis Toxicology Sciences Corporation	Health Care Providers & Services	L+850	1.00%	9.50%	2/20/2014	8/24/2021	29,000	28,688	26,100
AgMatrix, Inc.	Health Care Equipment & Supplies	L+835		8.59%	2/6/2015	2/1/2019	6,667	6,611	6,544
Amerilife Group, LLC	Insurance	L+875	1.00%	9.75%	7/9/2015	1/10/2023	15,000	14,713	14,550
Argo Turboserve Corporation & Argo Tech, LLC	Air Freight & Logistics	L+825		8.66%	5/2/2014	5/2/2018	13,932	13,932	13,444
Asurion, LLC	Insurance	L+750	1.00%	8.50%	2/27/2014	3/3/2021	13,200	12,823	11,359
AviatorCap SII, LLC I <sup>(3)</sup>	Aerospace & Defense			12.00%	5/31/2011	1/31/2019	914	914	914
AviatorCap SII, LLC II <sup>(3)</sup>	Aerospace & Defense			11.00%	8/23/2011	1/31/2019	350	350	350
Bishop Lifting Products, Inc. <sup>(8)</sup>	Trading Companies & Distributors	L+800	1.00%	9.00%	3/24/2014	3/27/2022	25,000	24,798	20,250
Breathe Technologies, Inc.	Health Care Technology	L+830		8.53%	11/5/2015	11/5/2019	15,000	14,863	14,550
CAMP International Holding Company	Aerospace & Defense	L+725	1.00%	8.25%	12/2/2013	11/30/2019	5,000	5,000	4,871
CardioDx, Inc.	Health Care Equipment & Supplies	P+670		10.20%	6/18/2015	4/1/2019	7,500	7,413	7,050
Cardiva Medical, Inc.	Health Care Equipment & Supplies	L+870		8.93%	8/19/2015	8/19/2019	8,500	8,533	8,373
Concentra, Inc.	Health Care Facilities	L+800	1.00%	9.00%	5/8/2015	6/1/2023	18,500	18,324	18,130
Datapipe, Inc.	IT Services	L+750	1.00%	8.50%	8/14/2014	9/15/2019	27,000	26,513	26,190
Direct Buy Inc. <sup>(4)**</sup>	Multiline Retail			12.00% PIK	11/5/2012	10/31/2019	9,867	8,511	1,233
DISA Holdings Acquisition Subsidiary Corp	Professional Services	L+850	1.00%	9.50%	12/9/2014	6/9/2021	51,476	50,799	48,902
Easyfinancial Services, Inc. <sup>(5)(6)</sup>	Consumer Finance	BA+699	1.00%	7.99%	9/27/2012	10/4/2019	C\$ 10,000	9,261	7,080
Emerging Markets Communications, LLC	Wireless Telecommunication Services	L+962.5	1.00%	10.63%	6/29/2015	7/1/2022	\$ 27,000	26,614	27,000
Falmouth Group Holdings Corp. (AMPAC)	Chemicals	L+675	1.00%	9.25%	12/7/2015	12/14/2021	15,000	14,776	14,775
Filtration Group Corp	Industrial Conglomerates	L+725	1.00%	8.25%	11/15/2013	11/21/2021	1,571	1,559	1,533
Genoa, A QoL Healthcare Company, LLC	Health Care Providers & Services	L+775	1.00%	8.75%	4/21/2015	4/30/2023	14,000	13,868	13,580
Global Tel*Link Corporation	Communications Equipment	L+375	1.25%	5.00%	11/6/2015	5/23/2020	6,716	5,240	4,940
Global Tel*Link Corporation	Communications Equipment	L+775	1.25%	9.00%	5/21/2013	11/23/2020	18,500	18,217	13,042
Greystone Select Holdings LLC & Greystone & Co., Inc.	Thrifts & Mortgage Finance	L+800	1.00%	9.00%	3/25/2014	3/26/2021	9,826	9,781	9,532
Hyland Software, Inc.	Software	L+725	1.00%	8.25%	6/12/2015	6/30/2023	5,000	4,976	4,750
HS Intermediate, Inc.	Health Care Providers & Services	L+825	1.00%	9.25%	6/19/2015	7/20/2022	25,000	24,523	24,250
Immar Acquisition Sub, Inc.	Professional Services	L+700	1.00%	8.00%	1/27/2014	1/27/2022	10,000	9,919	9,700
IC2 Pure Solutions NoCal, L.P	Chemicals	L+1000	1.00%	11.00%	8/19/2013	8/19/2019	11,069	10,919	10,515
Core Wireless Group, Inc.	Wireless Telecommunication Services	L+825	1.00%	9.25%	9/12/2014	3/12/2021	55,500	54,557	53,835
Landslide Holdings, Inc.	Software	L+725	1.00%	8.25%	2/25/2014	2/25/2021	16,300	16,279	15,322
LegalZoom.com, Inc.	Internet Software & Services	L+700	1.00%	8.00%	5/13/2015	5/13/2020	49,625	48,625	48,384
PhyMed Management LLC	Health Care Providers & Services	L+875	1.00%	9.75%	12/18/2015	5/18/2021	32,321	31,035	31,028
Pronutria Biosciences, Inc.	Pharmaceuticals	L+880		9.03%	8/7/2015	8/31/2019	20,000	19,922	19,650
SKW, LLC & PDR, LLC	Health Care Providers & Services	L+425	1.00%	5.25%	11/25/2015	11/25/2021	1,100	1,089	1,089
SKW, LLC & PDR, LLC	Health Care Providers & Services	L+842	1.00%	9.42%	11/25/2015	11/25/2021	8,900	8,724	8,722
Rapid Micro Biosystems, Inc.	Life Sciences Tools & Services	L+880		9.04%	6/30/2015	6/30/2019	16,000	16,019	15,520

Edgar Filing: Solar Capital Ltd. - Form 10-Q

Aug Doctor LLC <sup>(3)</sup>	Diversified Consumer Services	L+975	1.50%	11.25%	12/23/2013	12/31/2018	9,111	8,836	8,838
Salient Partners, L.P	Asset Management	L+650	1.00%	7.50%	6/10/2015	6/9/2021	15,760	15,467	15,208
POINT, LLC <sup>(3)</sup>	Aerospace & Defense			15.00%	6/8/2012	11/30/2018	5,705	5,685	5,705
Southern Auto Finance Company <sup>(6)</sup>	Consumer Finance			11.00%	10/19/2011	12/4/2018	25,000	24,735	24,375
2 Biosystems, Inc. <sup>(6)</sup>	Health Care Equipment & Supplies	L+705		7.28%	7/11/2014	7/1/2019	25,000	25,088	24,875
The Robbins Company TLA	Construction & Engineering	L+1150		11.92%	5/31/2013	5/31/2017	10,352	11,961	10,779
The Robbins Company TLB	Construction & Engineering	L+1150		11.92%	5/31/2013	4/15/2016	2,432	2,421	2,481
TierPoint, LLC	IT Services	L+875	1.00%	9.75%	12/2/2014	12/2/2022	34,000	33,599	33,320
TMK Hawk Parent, Corp. (TriMark)	Trading Companies and Distributors	L+750	1.00%	8.50%	9/26/2014	10/1/2022	20,000	19,823	19,600
TouchTunes Interactive Networks, Inc.	Media	L+825	1.00%	9.25%	5/28/2015	5/27/2022	14,000	13,802	13,370
Previ Therapeutics, Inc.	Pharmaceuticals	L+775		7.99%	12/29/2014	6/29/2018	7,500	7,516	7,388
U.S. Anesthesia Partners Inc.	Health Care Providers & Services	L+925	1.00%	10.25%	9/24/2014	9/24/2020	30,000	29,751	29,400
Varilease Finance, Inc.	Multi-Sector Holdings	L+825	1.00%	9.25%	8/22/2014	8/24/2020	48,000	47,275	47,040

**Total Bank Debt/Senior Secured Loans**

**\$ 871,766 \$ 836,036**

**Subordinated Debt/Corporate Notes 7.6%**

Allegeus Technologies Holdings Corp	Health Care Technology			12.00%	6/24/2012	2/15/2019	28,200	\$ 27,835	\$ 27,354
WireCo Worldgroup Inc.	Building Products			9.00%	6/28/2012	5/15/2017	48,000	47,837	39,960

**Total Subordinated Debt/Corporate Notes**

**\$ 75,672 \$ 67,314**

							Shares/ Units			
<b>Preferred Equity 2.0%</b>										
COAGG LLC <sup>(3)(6)(7)</sup>	Aerospace & Defense			8.00%	12/14/2010	6/30/2018	8,212	\$ 8,212	\$ 8,632	
POINT, LLC <sup>(3)(6)(7)</sup>	Aerospace & Defense			15.00%	6/8/2012	6/30/2018	86,667	8,667	9,316	

**Total Preferred Equity**

**\$ 16,879 \$ 17,948**

See notes to consolidated financial statements.

**Table of Contents****SOLAR CAPITAL LTD.****CONSOLIDATED SCHEDULE OF INVESTMENTS (continued)****December 31, 2015****(in thousands, except share/unit amounts)**

Description	Industry	Acquisition Date	Maturity Date	Shares/Units	Cost	Fair Value
<b>Common Equity/Equity Interests/Warrants 44.3%</b>						
AgaMatrix Inc. Warrants*	Health Care Equipment & Supplies	2/6/2015		83,543	\$ 100	\$ 101
Ark Real Estate Partners LP <sup>(2)(3)*</sup>	Diversified Real Estate Activities	3/12/2007			526	364
Ark Real Estate Partners II LP <sup>(2)(3)*</sup>	Diversified Real Estate Activities	10/23/2012			12	9
B Riley Financial Inc. (Great American).	Research & Consulting Services	3/16/2007		38,015	2,684	377
CardioDx, Inc. Warrants*	Health Care Equipment & Supplies	6/18/2015		39,863	129	
Crystal Financial LLC <sup>(3)(6)(9)</sup>	Diversified Financial Services	12/28/2012		275,000	275,000	290,000
Direct Buy Inc. <sup>(4)*</sup>	Multiline Retail	11/5/2012		76,999		
RD Holdco Inc. (Rug Doctor) <sup>(3)*</sup>	Diversified Consumer Services	12/23/2013		231,177	15,683	14,335
RD Holdco Inc. (Rug Doctor) Class B <sup>(3)*</sup>	Diversified Consumer Services	12/23/2013		522	5,216	5,216
RD Holdco Inc. (Rug Doctor) Warrants <sup>(3)*</sup>	Diversified Consumer Services	12/23/2013		30,370	381	214
Senior Secured Unitranche Loan Program LLC <sup>(3)(6)</sup>	Asset Management	11/25/2015			80,660	80,677
<b>Total Common Equity/Equity Interests/Warrants</b>					<b>\$ 380,391</b>	<b>\$ 391,293</b>
<b>Total Investments (10) 148.7%</b>					<b>\$ 1,344,708</b>	<b>\$ 1,312,591</b>
<b>Par Amount</b>						
<b>Cash Equivalents 31.2%</b>						
U.S. Treasury Bill	Government	12/28/2015	1/21/2016	\$ 275,000	\$ 274,983	\$ 274,983
<b>Total Investments &amp; Cash Equivalents 179.9%</b>					<b>\$ 1,619,691</b>	<b>\$ 1,587,574</b>
Liabilities in Excess of Other Assets (79.9%)						(704,876)
<b>Net Assets 100.0%</b>						<b>\$ 882,698</b>

- (1) Floating rate debt investments typically bear interest at a rate determined by reference to the London Interbank Offered Rate ( LIBOR ), and which typically reset monthly, quarterly or semi-annually. For each debt investment we have provided the current interest rate in effect as of December 31, 2015.
- (2) Ark Real Estate Partners is held through SLRC ADI Corp., a taxable subsidiary.
- (3) Denotes investments in which we are deemed to exercise a controlling influence over the management or policies of a company, as defined in the Investment Company Act of 1940 ( 1940 Act ), due to beneficially owning, either directly or through one or more controlled companies, more than 25% of the outstanding voting securities of the investment. Transactions during the year ended December 31, 2015 in these controlled investments are as follows:

Name of Issuer	Fair Value at December 31, 2014	Gross Additions	Gross Reductions	Realized Gain (Loss)	Interest/Dividend/Other Income	Fair Value at December 31, 2015
----------------	---------------------------------	-----------------	------------------	----------------------	--------------------------------	---------------------------------

Edgar Filing: Solar Capital Ltd. - Form 10-Q

ARK Real Estate Partners LP	\$ 885	\$	\$	\$ (347)	\$	\$ 364
ARK Real Estate Partners II LP	21			2		9
AviatorCap SII, LLC I	1,421		507		142	914
AviatorCap SII, LLC II	1,358		1,008		81	350
Crystal Financial LLC	297,500				31,600	290,000
National Specialty Alloys LLC				198		
RD Holdco Inc. (Rug Doctor, common equity).	16,263					14,335
RD Holdco Inc. (Rug Doctor, class B)	5,216					5,216
RD Holdco Inc. (Rug Doctor, warrants)	290					214
Rug Doctor LLC	9,020				1,226	8,838
Senior Secured Unitranche Loan Program LLC		80,660			229	80,677
SOAGG LLC	13,564	469	5,161		823	8,632
SOINT, LLC	8,733		3,029		1,173	5,705
SOINT, LLC (preferred equity)	9,533				1,299	9,316
	\$ 363,804	\$ 81,129	\$ 9,705	\$ (147)	\$ 36,573	\$ 424,570

- (4) Denotes investments in which we are an Affiliated Person but not exercising a controlling influence, as defined in the 1940 Act, due to beneficially owning, either directly or through one or more controlled companies, more than 5% but less than 25% of the outstanding voting securities of the investment. Transactions during the year ended December 31, 2015 in these affiliated investments are as follows:

Name of Issuer	Fair Value at December 31, 2014	Gross Additions	Gross Reductions	Realized Gain (Loss)	Interest/ Dividend Income	Fair Value at December 31, 2015
Direct Buy Inc. (common equity)	\$	\$	\$	\$	\$	\$
Direct Buy Inc. (senior secured loan)	4,646	1,100				1,233
DSW Group Holdings LLC				(1,163)		
	\$ 4,646	\$ 1,100	\$	\$ (1,163)	\$	\$ 1,233

- (5) The following entity is domiciled outside the United States and the investments are denominated in Canadian Dollars: Easyfinancial Services, Inc. in Canada. See notes to consolidated financial statements.

**Table of Contents****SOLAR CAPITAL LTD.****CONSOLIDATED SCHEDULE OF INVESTMENTS (continued)****December 31, 2015****(in thousands, except share/unit amounts)**

- (6) Indicates assets that the Company believes may not represent qualifying assets under Section 55(a) of the Investment Company Act of 1940 ( 1940 Act ), as amended. If we fail to invest a sufficient portion of our assets in qualifying assets, we could be prevented from making follow-on investments in existing portfolio companies or could be required to dispose of investments at inappropriate times in order to comply with the 1940 Act. As of December 31, 2015, on a fair value basis, non-qualifying assets in the portfolio represented 27.2% of the total assets of the Company.
- (7) Solar Capital Ltd. s investments in SOAGG, LLC and SOINT, LLC include a two and one dollar investment in common shares, respectively.
- (8) Bishop Lifting Products, Inc., SEI Holding I Corporation, Singer Equities, Inc. & Hampton Rubber Company are co-borrowers.
- (9) Investment represents the operating company after consolidation of the holding company Crystal Capital Financial Holdings LLC.
- (10) Aggregate net unrealized depreciation for U.S. federal income tax purposes is \$42,562; aggregate gross unrealized appreciation and depreciation for federal tax purposes is \$16,563 and \$59,125, respectively, based on a tax cost of \$1,355,153. All of the Company s investments are pledged as collateral against the borrowings outstanding on the revolving credit facilities.
- (11) Floating rate instruments accrue interest at a predetermined spread relative to an index, typically the LIBOR or PRIME rate. These instruments are typically subject to a LIBOR or PRIME rate floor.
- \* Non-income producing security.
- \*\* Investment is on non-accrual status.  
Represents estimated change in receivable balance.

<b>Industry Classification</b>	<b>Percentage of Total Investments (at fair value) as of December 31, 2015</b>
Diversified Financial Services	22.1%
Health Care Providers & Services	11.9%
Asset Management	7.3%
Wireless Telecommunications Services	6.2%
IT Services	4.5%
Professional Services	4.5%
Internet Software & Services	3.7%
Multi-Sector Holdings	3.6%
Health Care Equipment & Supplies	3.6%
Health Care Technology	3.2%
Pharmaceuticals	3.2%
Building Products	3.0%
Trading Companies & Distributors	3.0%
Consumer Finance	2.4%
Aerospace & Defense	2.3%
Diversified Consumer Services	2.2%
Insurance	2.0%
Chemicals	1.9%
Software	1.5%
Health Care Facilities	1.4%
Communications Equipment	1.4%
Life Sciences Tools & Services	1.2%
Air Freight & Logistics	1.0%
Media	1.0%
Construction & Engineering	1.0%
Thriffs & Mortgage Finance	0.7%

Edgar Filing: Solar Capital Ltd. - Form 10-Q

Industrial Conglomerates	0.1%
Multiline Retail	0.1%
Research & Consulting Services	0.0%
Diversified Real Estate Activities	0.0%
<b>Total Investments</b>	<b>100.0%</b>

See notes to consolidated financial statements.

---

**Table of Contents**

**SOLAR CAPITAL LTD.**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (unaudited)**

**September 30, 2016**

**(in thousands, except share amounts)**

**Note 1. Organization**

Solar Capital LLC, a Maryland limited liability company, was formed in February 2007 and commenced operations on March 13, 2007 with initial capital of \$1,200,000 of which 47.04% was funded by affiliated parties.

Immediately prior to our initial public offering, through a series of transactions, Solar Capital Ltd. merged with Solar Capital LLC, leaving Solar Capital Ltd. as the surviving entity (the Merger). Solar Capital Ltd. issued an aggregate of approximately 26.65 million shares of common stock and \$125,000 in senior unsecured notes to the existing Solar Capital LLC unit holders in connection with the Merger. Solar Capital Ltd. had no assets or operations prior to completion of the Merger and as a result, the historical books and records of Solar Capital LLC have become the books and records of the surviving entity. The number of shares used to calculate weighted average shares for use in computations on a per share basis have been decreased retroactively by a factor of approximately 0.4022 for all periods prior to February 9, 2010. This factor represents the effective impact of the reduction in shares resulting from the Merger.

Solar Capital Ltd. ( Solar Capital , the Company , we , us or our ), a Maryland corporation formed in November 2007, is a closed-end, externally managed, non-diversified management investment company that has elected to be treated as a business development company ( BDC ) under the Investment Company Act of 1940, as amended (the 1940 Act ). Furthermore, as the Company is an investment company, it continues to apply the guidance in FASB Accounting Standards Codification ( ASC ) Topic 946. In addition, for tax purposes, the Company has elected to be treated as a regulated investment company ( RIC ) under Subchapter M of the Internal Revenue Code of 1986, as amended (the Code ).

On February 9, 2010, Solar Capital priced its initial public offering, selling 5.68 million shares, including the underwriters over-allotment, at a price of \$18.50 per share. Concurrent with this offering, the Company s senior management purchased an additional 600,000 shares through a private placement, also at \$18.50 per share.

The Company s investment objective is to generate both current income and capital appreciation through debt and equity investments. The Company invests primarily in leveraged middle market companies in the form of senior secured loans, unitranche loans, mezzanine loans and equity securities. From time to time, we may also invest in public companies that are thinly traded.

**Note 2. Significant Accounting Policies**

The accompanying consolidated financial statements have been prepared on the accrual basis of accounting in conformity with U.S. generally accepted accounting principles ( GAAP ), and include the accounts of the Company and its wholly-owned subsidiaries. The consolidated financial statements reflect all adjustments and reclassifications which, in the opinion of management, are necessary for the fair presentation of the results of the operations and financial condition for the periods presented. All significant intercompany balances and transactions have been eliminated. Certain prior period amounts may have been reclassified to conform to the current period presentation.

Interim consolidated financial statements are prepared in accordance with GAAP for interim financial information and pursuant to the requirements for reporting on Form 10-Q and Regulation S-X, as appropriate. Accordingly, they may not include all of the information and notes required by GAAP for annual consolidated financial statements. GAAP requires management to make estimates and assumptions that affect the reported amount of assets and liabilities at the date of the financial statements and the reported amounts of income and



---

**Table of Contents**

**SOLAR CAPITAL LTD.**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (unaudited) (continued)**

**September 30, 2016**

**(in thousands, except share amounts)**

expenses during the reported periods. Changes in the economic environment, financial markets and any other parameters used in determining these estimates could cause actual results to differ materially. The current period's results of operations will not necessarily be indicative of results that ultimately may be achieved for the fiscal year ending on December 31, 2016.

In the opinion of management, all adjustments, which are of a normal recurring nature, considered necessary for the fair presentation of financial statements, have been included.

The significant accounting policies consistently followed by the Company are:

- (a) Investment transactions are accounted for on the trade date;
  
- (b) Under procedures established by our board of directors (the Board), we value investments, including certain senior secured debt, subordinated debt and other debt securities with maturities greater than 60 days, for which market quotations are readily available, at such market quotations (unless they are deemed not to represent fair value). We attempt to obtain market quotations from at least two brokers or dealers (if available, otherwise from a principal market maker or a primary market dealer or other independent pricing service). We utilize mid-market pricing as a practical expedient for fair value unless a different point within the range is more representative. If and when market quotations are deemed not to represent fair value, we typically utilize independent third-party valuation firms to assist us in determining fair value. Accordingly, such investments go through our multi-step valuation process as described below. In each case, independent valuation firms consider observable market inputs together with significant unobservable inputs in arriving at their valuation recommendations. Debt investments with maturities of 60 days or less shall each be valued at cost plus accreted discount, or minus amortized premium, which is expected to approximate fair value, unless such valuation, in the judgment of Solar Capital Partners, LLC (the Investment Adviser), does not represent fair value, in which case such investments shall be valued at fair value as determined in good faith by or under the direction of our Board. Investments that are not publicly traded or whose market quotations are not readily available are valued at fair value as determined in good faith by or under the direction of our Board. Such determination of fair values involves subjective judgments and estimates.

With respect to investments for which market quotations are not readily available or when such market quotations are deemed not to represent fair value, our Board has approved a multi-step valuation process each quarter, as described below:

- (1) our quarterly valuation process begins with each portfolio company or investment being initially valued by the investment professionals of the Investment Adviser responsible for the portfolio investment;
  
- (2) preliminary valuation conclusions are then documented and discussed with senior management of the Investment Adviser;
  
- (3) independent valuation firms engaged by our Board conduct independent appraisals and review the Investment Adviser's preliminary valuations and make their own independent assessment for all material assets;

## Edgar Filing: Solar Capital Ltd. - Form 10-Q

- (4) the audit committee of the Board reviews the preliminary valuation of the Investment Adviser and that of the independent valuation firm and responds to the valuation recommendation of the independent valuation firm to reflect any comments; and
- (5) the Board discusses valuations and determines the fair value of each investment in our portfolio in good faith based on the input of the Investment Adviser, the respective independent valuation firm and the audit committee.

**Table of Contents**

**SOLAR CAPITAL LTD.**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (unaudited) (continued)**

**September 30, 2016**

**(in thousands, except share amounts)**

Investments in all asset classes are valued utilizing a market approach, an income approach, or both approaches, as appropriate. However, in accordance with ASC 820-10, certain investments that qualify as investment companies in accordance with ASC 946, may be valued using net asset value as a practical expedient for fair value. 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 fair value pricing our investments include, as relevant: available current market data, including relevant and applicable market trading and transaction comparables, applicable market yields and multiples, security covenants, call protection provisions, 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, M&A comparables, our principal market (as the reporting entity) and enterprise values, among other factors. When available, broker quotations and/or quotations provided by pricing services are considered as an input in the valuation process. Escrow receivables, if any, included in the receivables for investments sold in the Consolidated Statements of Assets and Liabilities are reviewed quarterly and the value of the receivable is adjusted as necessary. For the nine months ended September 30, 2016, there has been no change to the Company's valuation techniques and the nature of the related inputs considered in the valuation process.

ASC Topic 820 classifies the inputs used to measure these fair values into the following hierarchy:

Level 1: Quoted prices in active markets for identical assets or liabilities, accessible by the Company at the measurement date.

Level 2: Quoted prices for similar assets or liabilities in active markets, or quoted prices for identical or similar assets or liabilities in markets that are not active, or other observable inputs other than quoted prices.

Level 3: Unobservable inputs for the asset or liability.

In all cases, the level in the fair value hierarchy within which the fair value measurement in its entirety falls is determined based on the lowest level of input that is significant to the fair value measurement. Our assessment of the significance of a particular input to the fair value measurement in its entirety requires judgment and considers factors specific to each investment. The exercise of judgment is based in part on our knowledge of the asset class and our prior experience.

- (c) Gains or losses on investments are calculated by using the specific identification method.
- (d) The Company records dividend income and interest, adjusted for amortization of premium and accretion of discount, on an accrual basis. Loan origination fees, original issue discount, and market discounts are capitalized and we amortize such amounts into income using the effective interest method or on a straight-line basis, as applicable. Upon the prepayment of a loan, any unamortized loan origination fees are recorded as interest income. We record call premiums received on loans repaid as interest income when we receive such amounts. Capital structuring fees, amendment fees, consent fees, and any other non-recurring fee income as well as management fee and other fee income for services rendered, if any, are recorded as other income when earned.
- (e)

## Edgar Filing: Solar Capital Ltd. - Form 10-Q

The Company intends to comply with the applicable provisions of the Internal Revenue Code pertaining to regulated investment companies to make distributions of taxable income sufficient to

**Table of Contents**

**SOLAR CAPITAL LTD.**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (unaudited) (continued)**

**September 30, 2016**

**(in thousands, except share amounts)**

relieve it of substantially all U.S. federal income taxes. The Company, at its discretion, may carry forward taxable income in excess of calendar year distributions and pay a 4% excise tax on this income. The Company will accrue excise tax on such estimated excess taxable income as appropriate.

- (f) Book and tax basis differences relating to stockholder distributions and other permanent book and tax differences are typically reclassified among the Company's capital accounts annually. In addition, the character of income and gains to be distributed is determined in accordance with income tax regulations that may differ from GAAP.
- (g) Distributions to common stockholders are recorded as of the record date. The amount to be paid out as a distribution is determined by the Board. Net realized capital gains, if any, are generally distributed or deemed distributed at least annually.
- (h) In accordance with Regulation S-X and ASC Topic 810 *Consolidation*, the Company consolidates its interest in investment company subsidiaries, financing subsidiaries and certain wholly-owned holding companies that serve to facilitate investment in portfolio companies. In addition, the Company may also consolidate any controlled operating companies substantially all of whose business consists of providing services to the Company.
- (i) The accounting records of the Company are maintained in U.S. dollars. Any assets and liabilities denominated in foreign currencies are translated into U.S. dollars based on the rate of exchange of such currencies against U.S. dollars on the date of valuation. The Company will not isolate that portion of the results of operations resulting from changes in foreign exchange rates on investments from the fluctuations arising from changes in market prices of securities held. Such fluctuations would be included with the net unrealized gain or loss from investments. The Company's investments in foreign securities, if any, may involve certain risks, including without limitation: foreign exchange restrictions, expropriation, taxation or other political, social or economic risks, all of which could affect the market and/or credit risk of the investment. In addition, changes in the relationship of foreign currencies to the U.S. dollar can significantly affect the value of these investments in terms of U.S. dollars and therefore the earnings of the Company.
- (j) The Company has made an irrevocable election to apply the fair value option of accounting to its senior secured credit facility (the Credit Facility) and its senior secured notes (the Senior Secured Notes) (see notes 6 and 8), in accordance with ASC 825-10. The Company uses an independent third-party valuation firm to assist in measuring their fair value.
- (k) In accordance with ASC 835-30, the Company records origination and other expenses related to certain debt issuances as a direct deduction from the carrying amount of the debt liability. These expenses are deferred and amortized using either the effective interest method or the straight-line method over the stated life. The straight-line method may be used on revolving facilities and when it approximates the effective yield method.
- (l) The Company may enter into forward exchange contracts in order to hedge against foreign currency risk. These contracts are marked-to-market by recognizing the difference between the contract exchange rate and the current market rate as unrealized appreciation or depreciation. Realized gains or losses are recognized when contracts are settled.

- (m) The Company records expenses related to shelf registration statements and applicable equity offering costs as prepaid assets. These expenses are typically charged as a reduction of capital upon utilization, in accordance with ASC 946-20-25. Certain subsequent costs are expensed per the AICPA Audit & Accounting Guide for Investment Companies.

**Table of Contents**

**SOLAR CAPITAL LTD.**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (unaudited) (continued)**

**September 30, 2016**

**(in thousands, except share amounts)**

- (n) Investments that are expected to pay regularly scheduled interest in cash are generally placed on non-accrual status when principal or interest cash payments are past due 30 days or more and/or when it is no longer probable that principal or interest cash payments will be collected. Such non-accrual investments are restored to accrual status if past due principal and interest are paid in cash, and in management's judgment, are likely to continue timely payment of their remaining principal and interest obligations. Cash interest payments received on investments may be recognized as income or applied to principal depending on management's judgment.
- (o) The Company defines cash equivalents as securities that are readily convertible into known amounts of cash and so near their maturity that they present insignificant risk of changes in value because of changes in interest rates. Generally, only securities with a maturity of three months or less would qualify, with limited exceptions. The Company believes that certain U.S. Treasury bills, repurchase agreements and other high-quality, short-term debt securities would qualify as cash equivalents.

**Recent Accounting Pronouncements**

In February 2015, the FASB issued Accounting Standards Update (ASU) 2015-02, Consolidation (Topic 810) Amendments to the Consolidation Analysis. The update changes the analysis that a reporting entity must perform to determine whether it should consolidate certain types of legal entities. Public companies are required to apply ASU 2015-02 for interim and annual reporting periods beginning after December 15, 2015. Accordingly, the Company has evaluated the impact of ASU 2015-02 on its consolidated financial statements and determined that the adoption of ASU 2015-02 has not had a material impact on our consolidated financial statements.

In April 2015, the FASB issued ASU 2015-03, Interest Imputation of Interest (Subtopic 835-30) Simplifying the Presentation of Debt Issuance Costs. The update requires that debt issuance costs related to a recognized debt liability be presented in the balance sheet as a direct deduction from the carrying amount of that debt liability, consistent with debt discounts. Public companies are required to apply ASU 2015-03 retrospectively for interim and annual reporting periods beginning after December 15, 2015. Accordingly, the Company has evaluated the impact of ASU 2015-03 on its consolidated financial statements and determined that the adoption of ASU 2015-03 has not had a material impact on our consolidated financial statements.

In May 2015, the FASB issued ASU 2015-07, Disclosures for Investments in Certain Entities That Calculate Net Asset Value per Share (or Its Equivalent). The update eliminates the requirement to categorize investments in the fair value hierarchy if their fair value is measured at net asset value (NAV) per share (or its equivalent) using the practical expedient in the FASB's fair value measurement guidance. Public companies are required to apply ASU 2015-07 retrospectively for interim and annual reporting periods beginning after December 15, 2015. Accordingly, the Company has evaluated the impact of ASU 2015-07 on its consolidated financial statements and determined that the adoption of ASU 2015-07 has not had a material impact on our consolidated financial statements.

**Note 3. Agreements**

Solar Capital has an Advisory Agreement with the Investment Adviser, under which the Investment Adviser will manage the day-to-day operations of, and provide investment advisory services to, Solar Capital. For providing these services, the Investment Adviser receives a fee from Solar Capital, consisting of two components—a base management fee and an incentive fee. The base management fee is determined by taking the average value of Solar Capital's gross assets at the end of the two most recently completed calendar quarters

**Table of Contents**

**SOLAR CAPITAL LTD.**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (unaudited) (continued)**

**September 30, 2016**

**(in thousands, except share amounts)**

calculated at an annual rate of 2.00%. For purposes of computing the base management fee, gross assets exclude temporary assets acquired at the end of each fiscal quarter for purposes of preserving investment flexibility in the next fiscal quarter. Temporary assets include, but are not limited to, U.S. treasury bills, other short-term U.S. government or government agency securities, repurchase agreements or cash borrowings.

The incentive fee has two parts, as follows: one part is calculated and payable quarterly in arrears based on Solar Capital's pre-incentive fee net investment income for the immediately preceding calendar quarter. For this purpose, pre-incentive fee net investment income means interest income, dividend income and any other income (including any other fees (other than fees for providing managerial assistance), such as commitment, origination, structuring, diligence and consulting fees or other fees that we receive from portfolio companies) accrued during the calendar quarter, minus Solar Capital's operating expenses for the quarter (including the base management fee, any expenses payable under the Administration Agreement, and any interest expense and distributions paid on any issued and outstanding preferred stock, but excluding the incentive fee). Pre-incentive fee net investment income does not include any realized capital gains or losses, or unrealized capital appreciation or depreciation. Pre-incentive fee net investment income, expressed as a rate of return on the value of Solar Capital's net assets at the end of the immediately preceding calendar quarter, is compared to the hurdle rate of 1.75% per quarter (7% annualized). Solar Capital pays the Investment Adviser an incentive fee with respect to Solar Capital's pre-incentive fee net investment income in each calendar quarter as follows: (1) no incentive fee in any calendar quarter in which Solar Capital's pre-incentive fee net investment income does not exceed the hurdle rate; (2) 100% of Solar Capital's pre-incentive fee net investment income with respect to that portion of such pre-incentive fee net investment income, if any, that exceeds the hurdle rate but is less than 2.1875% in any calendar quarter; and (3) 20% of the amount of Solar Capital's pre-incentive fee net investment income, if any, that exceeds 2.1875% in any calendar quarter. These calculations are appropriately pro-rated for any period of less than three months.

The second part of the incentive fee is determined and payable in arrears as of the end of each calendar year (or upon termination of the Advisory Agreement, as of the termination date), and will equal 20% of Solar Capital's cumulative realized capital gains less cumulative realized capital losses, unrealized capital depreciation (unrealized depreciation on a gross investment-by-investment basis at the end of each calendar year) and all net capital gains upon which prior performance-based capital gains incentive fee payments were previously made to the Investment Adviser. For financial statement purposes, the second part of the incentive fee is accrued based upon 20% of cumulative net realized gains and net unrealized capital appreciation. No accrual was required for the three and nine months ended September 30, 2016 and 2015.

For the three and nine months ended September 30, 2016, the Company recognized \$7,318 and \$21,245, respectively, in base management fees and \$4,251 and \$13,363, respectively, in performance-based incentive fees. For the three and nine months ended September 30, 2015, the Company recognized \$6,254 and \$18,155, respectively, in base management fees and \$1,971 and \$1,971, respectively, in performance-based incentive fees. For the three and nine months ended September 30, 2015, \$700 and \$700, respectively, of such performance-based incentive fees were waived.

Solar Capital has also entered into an Administration Agreement with Solar Capital Management, LLC (the Administrator) under which the Administrator provides administrative services to Solar Capital. For providing these services, facilities and personnel, Solar Capital reimburses the Administrator for Solar Capital's allocable portion of overhead and other expenses incurred by the Administrator in performing its obligations under the Administration Agreement, including rent. The Administrator will also provide, on Solar Capital's behalf, managerial assistance to those portfolio companies to which Solar Capital is required to provide such assistance.



**Table of Contents****SOLAR CAPITAL LTD.****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (unaudited) (continued)****September 30, 2016****(in thousands, except share amounts)**

For the three and nine months ended September 30, 2016, the Company recognized expenses under the Administration Agreement of \$1,617 and \$4,417, respectively. For the three and nine months ended September 30, 2015, the Company recognized expenses under the Administration Agreement of \$1,245 and \$3,844, respectively. No managerial assistance fees were accrued or collected for the three and nine months ended September 30, 2016 and 2015.

**Note 4. Net Asset Value Per Share**

At September 30, 2016, the Company's total net assets and net asset value per share were \$917,563 and \$21.72, respectively. This compares to total net assets and net asset value per share at December 31, 2015 of \$882,698 and \$20.79, respectively.

**Note 5. Earnings Per Share**

The following table sets forth the computation of basic and diluted net increase in net assets per share resulting from operations, pursuant to ASC 260-10, for the three and nine months ended September 30, 2016 and 2015:

	<b>Three months ended September 30,</b>		<b>Nine months ended September 30,</b>	
	<b>2016</b>	<b>2015</b>	<b>2016</b>	<b>2015</b>
<b>Earnings per share (basic &amp; diluted)</b>				
Numerator net increase in net assets resulting from operations:	\$ 25,619	\$ 86	\$ 88,971	\$ 28,261
Denominator weighted average shares:	42,248,525	42,465,162	42,261,372	42,465,162
Earnings per share:	\$ 0.61	\$ 0.00	\$ 2.11	\$ 0.67

**Note 6. Fair Value**

Fair value is defined as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. GAAP establishes a framework for measuring fair value that includes a hierarchy used to classify the inputs used in measuring fair value. The hierarchy prioritizes the inputs to valuation techniques used to measure fair value into three levels. The level in the fair value hierarchy within which the fair value measurement falls is determined based on the lowest level input that is significant to the fair value measurement. The levels of the fair value hierarchy are as follows:

**Level 1.** Financial assets and liabilities whose values are based on unadjusted quoted prices for identical assets or liabilities in an active market that the Company has the ability to access.

**Level 2.** Financial assets and liabilities whose values are based on quoted prices in markets that are not active or model inputs that are observable either directly or indirectly for substantially the full term of the asset or liability. Level 2 inputs include the following:

- a) Quoted prices for similar assets or liabilities in active markets;

Edgar Filing: Solar Capital Ltd. - Form 10-Q

- b) Quoted prices for identical or similar assets or liabilities in non-active markets;
- c) Pricing models whose inputs are observable for substantially the full term of the asset or liability; and

**Table of Contents****SOLAR CAPITAL LTD.****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (unaudited) (continued)****September 30, 2016****(in thousands, except share amounts)**

- d) Pricing models whose inputs are derived principally from or corroborated by observable market data through correlation or other means for substantially the full term of the asset or liability.

**Level 3.** Financial assets and liabilities whose values are based on prices or valuation techniques that require inputs that are both unobservable and significant to the overall fair value measurement. These inputs reflect management's and, if applicable, an independent third-party valuation firm's own assumptions about the assumptions a market participant would use in pricing the asset or liability.

When the inputs used to measure fair value fall within different levels of the hierarchy, the level within which the fair value measurement is categorized is based on the lowest level input that is significant to the fair value measurement in its entirety. For example, a Level 3 fair value measurement may include inputs that are observable (Levels 1 and 2) and unobservable (Level 3).

Gains and losses for assets and liabilities categorized within the Level 3 table below may include changes in fair value that are attributable to both observable inputs (Levels 1 and 2) and unobservable inputs (Level 3).

A review of fair value hierarchy classifications is conducted on a quarterly basis. Changes in the observability of valuation inputs may result in a reclassification for certain financial assets or liabilities. Such reclassifications are reported as transfers in/out of the appropriate category as of the end of the quarter in which the reclassifications occur.

The following tables present the balances of assets and liabilities measured at fair value on a recurring basis, as of September 30, 2016 and December 31, 2015:

**Fair Value Measurements****As of September 30, 2016**

	Level 1	Level 2	Level 3	Measured at Net Asset Value*	Total
<b>Assets:</b>					
Bank Debt/Senior Secured Loans	\$	\$ 33,684	\$ 828,390	\$	\$ 862,074
Subordinated Debt/Corporate Notes			27,918		27,918
Preferred Equity			15,594		15,594
Common Equity/Equity Interests/Warrants	508		325,771	129,962	456,241
Total Investments	\$ 508	\$ 33,684	\$ 1,197,673	\$ 129,962	\$ 1,361,827
<b>Liabilities:</b>					
Credit Facility and Senior Secured Notes	\$	\$	\$ 342,700	\$	\$ 342,700

\* In accordance with ASC 820-10, certain investments that are measured using the net asset value per share (or its equivalent) as a practical expedient for fair value have not been classified in the fair value hierarchy. The fair value amounts presented in this table are intended to

## Edgar Filing: Solar Capital Ltd. - Form 10-Q

permit reconciliation of the fair value hierarchy to the amounts presented in the Consolidated Statements of Assets and Liabilities.

**Table of Contents****SOLAR CAPITAL LTD.****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (unaudited) (continued)**

September 30, 2016

(in thousands, except share amounts)

**Fair Value Measurements****As of December 31, 2015**

	Level 1	Level 2	Level 3	Measured at Net Asset Value*	Total
<b>Assets:</b>					
Bank Debt/Senior Secured Loans	\$	\$ 35,745	\$ 800,291	\$	\$ 836,036
Subordinated Debt/Corporate Notes			67,314		67,314
Preferred Equity			17,948		17,948
Common Equity/Equity Interests/Warrants	377		310,239	80,677	391,293
Total Investments	\$ 377	\$ 35,745	\$ 1,195,792	\$ 80,677	\$ 1,312,591
<b>Liabilities:</b>					
Credit Facility and Senior Secured Notes	\$	\$	\$ 332,900	\$	\$ 332,900

\* In accordance with ASC 820-10, certain investments that are measured using the net asset value per share (or its equivalent) as a practical expedient for fair value have not been classified in the fair value hierarchy. The fair value amounts presented in this table are intended to permit reconciliation of the fair value hierarchy to the amounts presented in the Consolidated Statements of Assets and Liabilities. The following tables provide a summary of the changes in fair value of Level 3 assets and liabilities for the nine months ended September 30, 2016 and the year ended December 31, 2015 as well as the portion of gains or losses included in income attributable to unrealized gains or losses related to those assets and liabilities still held at September 30, 2016 and December 31, 2015:

**Fair Value Measurements Using Level 3 Inputs**

	Bank Debt/ Senior Secured Loans	Subordinated Debt/ Corporate Notes	Preferred Equity	Common Equity/ Equity Interests/ Warrants
<b>Fair value, December 31, 2015</b>	\$ 800,291	\$ 67,314	\$ 17,948	\$ 310,239
Total gains or losses included in earnings:				
Net realized gain (loss)	381	77		
Net change in unrealized gain (loss)	9,472	8,365	(206)	9,317
Purchase of investment securities	287,090	162		6,215
Proceeds from dispositions of investment securities	(268,844)	(48,000)	(2,148)	
Transfers in/out of Level 3				

Edgar Filing: Solar Capital Ltd. - Form 10-Q

<b>Fair value, September 30, 2016</b>	\$ 828,390	\$ 27,918	\$ 15,594	\$ 325,771
Unrealized gains (losses) for the period relating to those Level 3 assets that were still held by the Company at the end of the period:				
Net change in unrealized gain (loss)	\$ 7,454	\$ 488	\$ (206)	\$ 9,317

During the nine months ended September 30, 2016, there were no transfers in and out of Levels 1 and 2.

**Table of Contents****SOLAR CAPITAL LTD.****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (unaudited) (continued)****September 30, 2016****(in thousands, except share amounts)**

The following table shows a reconciliation of the beginning and ending balances for fair valued liabilities measured using significant unobservable inputs (Level 3) for the nine months ended September 30, 2016:

	<b>For the nine months ended September 30, 2016</b>
<b>Credit Facility and Senior Secured Notes</b>	
Beginning fair value	\$ 332,900
Net realized (gain) loss	
Net change in unrealized (gain) loss	
Borrowings	570,000
Repayments	(560,200)
Transfers in/out of Level 3	
<b>Ending fair value</b>	<b>\$ 342,700</b>

The Company has made an irrevocable election to apply the fair value option of accounting to the Credit Facility and the Senior Secured Notes, in accordance with ASC 825-10. On September 30, 2016, there were borrowings of \$267,700 and \$75,000, respectively, on the Credit Facility and the Senior Secured Notes. The Company used an independent third-party valuation firm to assist in measuring the fair value of the Credit Facility and Senior Secured Notes.

**Fair Value Measurements Using Level 3 Inputs**

	<b>Bank Debt/ Senior Secured Loans</b>	<b>Subordinated Debt/ Corporate Notes</b>	<b>Preferred Equity</b>	<b>Common Equity/ Equity Interests/ Warrants</b>
<b>Fair value, December 31, 2014</b>	\$ 521,791	\$ 76,140	\$ 23,097	\$ 320,424
Total gains or losses included in earnings:				
Net realized gain (loss)	(4,823)			(415)
Net change in unrealized gain (loss)	(18,805)	(9,021)	(457)	(9,418)
Purchase of investment securities	418,759	195	469	229
Proceeds from dispositions of investment securities	(116,631)		(5,161)	(581)
Transfers in/out of Level 3				
<b>Fair value, December 31, 2015</b>	<b>\$ 800,291</b>	<b>\$ 67,314</b>	<b>\$ 17,948</b>	<b>\$ 310,239</b>

Unrealized gains (losses) for the period relating to those Level 3 assets that were still held by the Company at the end of the period:

Edgar Filing: Solar Capital Ltd. - Form 10-Q

Net change in unrealized gain (loss)	\$	(23,917)	\$	(9,021)	\$	(457)	\$	(9,410)
--------------------------------------	----	----------	----	---------	----	-------	----	---------

During the year ended December 31, 2015, there were no transfers in and out of Levels 1 and 2.



Table of Contents**SOLAR CAPITAL LTD.****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (unaudited) (continued)****September 30, 2016****(in thousands, except share amounts)**

The following table shows a reconciliation of the beginning and ending balances for fair valued liabilities measured using significant unobservable inputs (Level 3) for the year ended December 31, 2015:

	<b>For the year ended December 31, 2015</b>
<b>Credit Facility and Senior Secured Notes</b>	
Beginning fair value	\$ 125,000
Net realized (gain) loss	
Net change in unrealized (gain) loss	
Borrowings	418,800
Repayments	(210,900)
Transfers in/out of Level 3	
<b>Ending fair value</b>	<b>\$ 332,900</b>

The Company has made an irrevocable election to apply the fair value option of accounting to the Credit Facility and the Senior Secured Notes, in accordance with ASC 825-10. On December 31, 2015, there were borrowings of \$257,900 and \$75,000, respectively, on the Credit Facility and the Senior Secured Notes. The Company used an independent third-party valuation firm to assist in measuring the fair value of the Credit Facility and Senior Secured Notes.

**Quantitative Information about Level 3 Fair Value Measurements**

The Company typically determines the fair value of its performing debt investments utilizing a yield analysis. In a yield analysis, a price is ascribed for each investment based upon an assessment of current and expected market yields for similar investments and risk profiles. Additional consideration is given to current contractual interest rates, relative maturities and other key terms and risks associated with an investment. Among other factors, a significant determinant of risk is the amount of leverage used by the portfolio company relative to the total enterprise value of the company, and the rights and remedies of our investment within each portfolio company.

Significant unobservable quantitative inputs typically used in the fair value measurement of the Company's Level 3 assets and liabilities primarily reflect current market yields, including indices, and readily available quotes from brokers, dealers, and pricing services as indicated by comparable assets and liabilities, as well as enterprise values, returns on equity and earnings before income taxes, depreciation and amortization ( EBITDA ) multiples of similar companies, and comparable market transactions for equity securities.

Quantitative information about the Company's Level 3 asset and liability fair value measurements as of September 30, 2016 is summarized in the table below:

	Asset or Liability	Fair Value at September 30, 2016	Principal Valuation Technique/Methodology	Unobservable Input	Range (Weighted Average)
Bank Debt/Senior Secured Loans	Asset	\$ 827,096	Yield Analysis	Market Yield	5.3% 20.9% (11.0%)
		\$ 1,294	Enterprise Value	EBITDA Multiple	4.0x 5.0x (4.5x)

## Edgar Filing: Solar Capital Ltd. - Form 10-Q

Subordinated Debt/Corporate Note	Asset	\$	27,918	Yield Analysis	Market Yield	14.9%	14.9% (14.9%)
Preferred Equity	Asset	\$	15,594	Yield Analysis	Market Yield	8.0%	11.5% (10.1%)
Common Equity/Equity Interests/Warrants	Asset	\$	22,771	Enterprise Value	EBITDA Multiple	5.5x	6.5x (6.3x)
		\$	303,000	Enterprise Value	Return on Equity	7.7%	13.0% (10.3%)
Credit Facility	Liability	\$	267,700	Yield Analysis	Market Yield	L+1.8%	L+4.8%
						(L+2.3%)	
Senior Secured Notes	Liability	\$	75,000	Yield Analysis	Market Yield	5.6%	6.1% (5.9%)

**Table of Contents****SOLAR CAPITAL LTD.****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (unaudited) (continued)****September 30, 2016****(in thousands, except share amounts)**

Quantitative information about the Company's Level 3 asset and liability fair value measurements as of December 31, 2015 is summarized in the table below:

	Asset or Liability	Fair Value at December 31, 2015	Principal Valuation Technique/Methodology	Unobservable Input	Range (Weighted Average)	
Bank Debt/Senior Secured Loans	Asset	\$ 799,058	Yield Analysis	Market Yield	5.5%	19.5% (11.0%)
		\$ 1,233	Enterprise Value	EBITDA Multiple	4.5x	5.0x (4.5x)
Subordinated Debt/Corporate Note	Asset	\$ 67,314	Yield Analysis	Market Yield	13.2%	26.1% (20.8%)
Preferred Equity	Asset	\$ 17,948	Yield Analysis	Market Yield	8.0%	11.5% (9.8%)
Common Equity/Equity Interests/Warrants	Asset	\$ 20,239	Enterprise Value	EBITDA Multiple	5.6x	6.8x (6.1x)
		\$ 290,000	Enterprise Value	Return on Equity	7.0%	13.8% (11.0%)
Credit Facility	Liability	\$ 257,900	Yield Analysis	Market Yield	L+0.5%	L+4.8%
					(L+2.3%)	
Senior Secured Notes	Liability	\$ 75,000	Yield Analysis	Market Yield	5.6%	6.1% (5.9%)

Significant increases or decreases in any of the above unobservable inputs in isolation, including unobservable inputs used in deriving bid-ask spreads, if applicable, could result in significantly lower or higher fair value measurements for such assets and liabilities.

**Note 7. Derivatives**

The Company is exposed to foreign exchange risk through its investments denominated in foreign currencies. The Company may mitigate this risk through the use of foreign currency forward contracts, borrowing in local currency under its Credit Facility, or similar. As an investment company, all changes in the fair value of assets, including changes caused by foreign currency fluctuation, flow through current earnings.

As of September 30, 2016 and December 31, 2015, there were no open forward foreign currency contracts outstanding. The Company also had no derivatives designated as hedging instruments at September 30, 2016 and December 31, 2015.

**Note 8. Debt***Unsecured Senior Notes*

On November 16, 2012, the Company and U.S. Bank National Association entered into an Indenture and a First Supplemental Indenture relating to the Company's issuance, offer and sale of \$100,000 aggregate principal amount of its 6.75% Unsecured Senior Notes due 2042 (the "Unsecured Notes"). The Unsecured Notes will mature on November 15, 2042 and may be redeemed in whole or in part at the Company's option at any time or from time to time on or after November 15, 2017 at a redemption price of \$25 per security plus accrued and unpaid interest. The Unsecured Notes bear interest at a rate of 6.75% per year payable quarterly on February 15, May 15, August 15 and November 15 of each year. The Unsecured Notes are direct senior unsecured obligations of the Company.

*Revolving and Term Loan Facility*

## Edgar Filing: Solar Capital Ltd. - Form 10-Q

On September 30, 2016, the Company entered into a second Credit Facility amendment. The Credit Facility is composed of \$505,000 of revolving credit and \$50,000 of term loans. Borrowings generally bear interest at a rate per annum equal to the base rate plus a range of 2.00-2.25% or the alternate base rate plus 1.00%-1.25%. The Credit Facility has no LIBOR floor requirement. The Credit Facility matures in September 2021 and includes

**Table of Contents**

**SOLAR CAPITAL LTD.**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (unaudited) (continued)**

**September 30, 2016**

**(in thousands, except share amounts)**

ratable amortization in the final year. The Credit Facility may be increased up to \$800,000 with additional new lenders or an increase in commitments from current lenders. The Credit Facility contains certain customary affirmative and negative covenants and events of default. In addition, the Credit Facility contains certain financial covenants that among other things, requires the Company to maintain a minimum shareholder's equity and a minimum asset coverage ratio. The Company also pays issuers of funded term loans quarterly in arrears a commitment fee at the rate of 0.25% per annum on the average daily outstanding balance. At September 30, 2016, outstanding USD equivalent borrowings under the Credit Facility totaled \$267,700.

*Senior Secured Notes*

On May 10, 2012, the Company closed a private offering of \$75,000 of Senior Secured Notes with a fixed interest rate of 5.875% and a maturity date of May 10, 2017. Interest on the Senior Secured Notes is due semi-annually on May 10 and November 10. The Senior Secured Notes were issued in a private placement only to qualified institutional buyers pursuant to Rule 144A under the Securities Act of 1933, as amended.

Certain covenants on our issued debt may restrict our business activities, including limitations that could hinder our ability to finance additional loans and investments or to make the distributions required to maintain our status as a RIC under Subchapter M of the Code.

The Company has made an irrevocable election to apply the fair value option of accounting to its Credit Facility and Senior Secured Notes, in accordance with ASC 825-10. We believe accounting for the Credit Facility and Senior Secured Notes at fair value better aligns the measurement methodologies of assets and liabilities, which may mitigate certain earnings volatility. ASC 825-10 requires entities to display the fair value of the selected assets and liabilities on the face of the Consolidated Statements of Assets and Liabilities and changes in fair value of the Credit Facility are reported in the Consolidated Statements of Operations.

The average annualized interest cost for all borrowings for the nine months ended September 30, 2016 and the year ended December 31, 2015 was 4.03% and 5.13%, respectively. These costs are exclusive of other credit facility expenses such as unused fees, agency fees and other prepaid expenses related to establishing and/or amending the Credit Facility, the Unsecured Notes, and the Senior Secured Notes (collectively the Credit Facilities), if any. During the three and nine months ended September 30, 2016, the Company expensed \$2,664 in conjunction with the September 2016 amendment to the Credit Facility. The maximum amounts borrowed on the Credit Facilities during the nine months ended September 30, 2016 and the year ended December 31, 2015 were \$610,900 and \$434,900, respectively.

**Table of Contents****SOLAR CAPITAL LTD.****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (unaudited) (continued)****September 30, 2016****(in thousands, except share amounts)****Note 9. Financial Highlights and Senior Securities Table**

The following is a schedule of financial highlights for the nine months ended September 30, 2016 and for the year ended December 31, 2015:

	Nine months ended September 30, 2016 (unaudited)	Year ended December 31, 2015
Per Share Data: <sup>(a)</sup>		
Net asset value, beginning of year	\$ 20.79	\$ 22.05
Net investment income	1.26	1.52
Net realized and unrealized gain (loss)	0.84	(1.18)
Net increase in net assets resulting from operations	2.10	0.34
Distributions to stockholders:		
From net investment income	(1.20)	(1.60)
Anti-dilution	0.03	
Net asset value, end of period	\$ 21.72	\$ 20.79
Per share market value, end of period	\$ 20.52	\$ 16.43
Total Return <sup>(b)</sup>	32.97%	(0.29)%
Net assets, end of period	\$ 917,563	\$ 882,698
Shares outstanding, end of period	42,248,525	42,464,762
Ratios to average net assets <sup>(c)</sup> :		
Net investment income	5.98%	6.94%
Operating expenses	4.77%	3.84%*
Interest and other credit facility expenses	2.14%	1.68%
Total expenses	6.91%	5.52%*
Average debt outstanding	\$ 518,545	\$ 262,341
Portfolio turnover ratio	26.0%	13.0%

(a) Calculated using the average shares outstanding method.

(b) Total return is based on the change in market price per share during the period and takes into account distributions, if any, reinvested in accordance with the dividend reinvestment plan. Total return does not include a sales load.

## Edgar Filing: Solar Capital Ltd. - Form 10-Q

(c) Not annualized for periods less than one year.

\* The ratio of operating expenses to average net assets and the ratio of total expenses to average net assets is shown net of a voluntary incentive fee waiver (see note 3). For the year ended December 31, 2015, the ratios of operating expenses to average net assets and total expenses to average net assets would be 4.02% and 5.70%, respectively, without the voluntary incentive fee waiver.

**Table of Contents****SOLAR CAPITAL LTD.****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (unaudited) (continued)****September 30, 2016****(in thousands, except share amounts)**

Information about our senior securities is shown in the following table as of each year ended December 31 since the Company commenced operations, unless otherwise noted. The <sup>(1)</sup> indicates information which the SEC expressly does not require to be disclosed for certain types of senior securities.

<b>Class and Year</b>	<b>Total Amount Outstanding<sup>(1)</sup></b>	<b>Asset Coverage Per Unit<sup>(2)</sup></b>	<b>Involuntary Liquidating Preference Per Unit<sup>(3)</sup></b>	<b>Average Market Value Per Unit<sup>(4)</sup></b>
<b>Revolving Credit Facilities</b>				
Fiscal 2016 (through September 30, 2016)	\$ 217,700	\$ 1,511		N/A
Fiscal 2015	207,900	1,459		N/A
Fiscal 2014				N/A
Fiscal 2013				N/A
Fiscal 2012	264,452	1,510		N/A
Fiscal 2011	201,355	3,757		N/A
Fiscal 2010	400,000	2,668		N/A
Fiscal 2009	88,114	8,920		N/A
<b>Unsecured Senior Notes</b>				
Fiscal 2016 (through September 30, 2016)	\$ 100,000	\$ 694		\$ 1,001
Fiscal 2015	100,000	702		982
Fiscal 2014	100,000	2,294		943
Fiscal 2013	100,000	2,411		934
Fiscal 2012	100,000	571		923
<b>Senior Secured Notes</b>				
Fiscal 2016 (through September 30, 2016)	\$ 75,000	\$ 521		N/A
Fiscal 2015	75,000	527		N/A
Fiscal 2014	75,000	1,721		N/A
Fiscal 2013	75,000	1,808		N/A
Fiscal 2012	75,000	428		N/A
<b>Term Loans</b>				
Fiscal 2016 (through September 30, 2016)	\$ 50,000	\$ 347		N/A
Fiscal 2015	50,000	351		N/A
Fiscal 2014	50,000	1,147		N/A
Fiscal 2013	50,000	1,206		N/A
Fiscal 2012	50,000	285		N/A
Fiscal 2011	35,000	653		N/A
Fiscal 2010	35,000	233		N/A
<b>Total Senior Securities</b>				
Fiscal 2016 (through September 30, 2016)	\$ 442,700	\$ 3,073		N/A
Fiscal 2015	432,900	3,039		N/A
Fiscal 2014	225,000	5,162		N/A
Fiscal 2013	225,000	5,425		N/A
Fiscal 2012	489,452	2,794		N/A
Fiscal 2011	236,355	4,410		N/A



## Edgar Filing: Solar Capital Ltd. - Form 10-Q

Fiscal 2010	435,000	2,901	N/A
Fiscal 2009	88,114	8,920	N/A

(1) Total amount of each class of senior securities outstanding at the end of the period presented.

**Table of Contents****SOLAR CAPITAL LTD.****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (unaudited) (continued)****September 30, 2016****(in thousands, except share amounts)**

- (2) 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 all senior securities representing indebtedness. This asset coverage ratio is multiplied by one thousand to determine the Asset Coverage Per Unit. In order to determine the specific Asset Coverage Per Unit for each class of debt, the total Asset Coverage Per Unit is allocated based on the amount outstanding in each class of debt at the end of the period. As of September 30, 2016, asset coverage was 307.3%.
- (3) The amount to which such class of senior security would be entitled upon the involuntary liquidation of the issuer in preference to any security junior to it.
- (4) Not applicable except for the Unsecured Senior Notes which are publicly traded. The Average Market Value Per Unit is calculated by taking the daily average closing price during the period and dividing it by twenty-five dollars per share and multiplying the result by one thousand to determine a unit price per thousand consistent with Asset Coverage Per Unit. The average market value for the fiscal 2016, 2015, 2014, 2013 and 2012 periods was \$100,073, \$98,196, \$94,301, \$93,392, and \$92,302, respectively.

**Note 10. Crystal Financial LLC**

On December 28, 2012, we completed the acquisition of Crystal Capital Financial Holdings LLC ( Crystal Financial ), a commercial finance company focused on providing asset-based and other secured financing solutions (the Crystal Acquisition ). We invested \$275,000 in cash to effect the Crystal Acquisition. Crystal Financial owned approximately 98% of the outstanding ownership interest in Crystal Financial LLC. The remaining financial interest was held by various employees of Crystal Financial LLC, through their investment in Crystal Management LP. Crystal Financial LLC had a diversified portfolio of 23 loans having a total par value of approximately \$400,000 at November 30, 2012 and a \$275,000 committed revolving credit facility. On January 27, 2014, the revolving credit facility was expanded to \$300,000. On March 31, 2014, we exchanged \$137,500 of our equity interest in Crystal Financial in exchange for \$137,500 in floating rate senior secured notes in Crystal Financial bearing interest at LIBOR plus 9.50%, maturing on March 31, 2019. On May 18, 2015, the revolving credit facility was expanded to \$350,000. Our financial statements, including our schedule of investments, reflected our investments in Crystal Financial on a consolidated basis. On July 28, 2016, the Company purchased Crystal Management LP s approximately 2% equity interest in Crystal Financial LLC for approximately \$5,737. Upon the closing of this transaction, the Company holds 100% of the equity interest in Crystal Financial LLC. On September 30, 2016, Crystal Capital Financial Holdings LLC was dissolved.

As of September 30, 2016 Crystal Financial LLC had 31 funded commitments to 29 different issuers with a total par value of approximately \$481,440 on total assets of \$553,169. As of December 31, 2015, Crystal Financial LLC had 28 funded commitments to 26 different issuers with a total par value of approximately \$465,128 on total assets of \$518,288. As of September 30, 2016 and December 31, 2015, the largest loan outstanding totaling \$36,139 and \$34,250, respectively. For the same periods, the average exposure per issuer was \$16,601 and \$17,890, respectively. Crystal Financial LLC s credit facility, which is non-recourse to Solar Capital, had approximately \$264,914 and \$232,922 of borrowings outstanding at September 30, 2016 and December 31, 2015, respectively. For the three months ended September 30, 2016 and 2015, Crystal Financial LLC had net income of \$4,720 and \$3,896, respectively, on gross income of \$15,941 and \$14,593, respectively. For the nine months ended September 30, 2016 and 2015, Crystal Financial LLC had net income of \$22,384 and \$21,223, respectively, on gross income of \$49,004 and \$42,963, respectively. Due to timing and non-cash items, there may be material differences between GAAP net income and cash available for distributions.

**Note 11. Stock Repurchase Programs**

On July 31, 2013, the Board authorized a program for the purpose of repurchasing up to \$100,000 of the Company s common stock. Under the repurchase program, the Company could have, but was not obligated to,

**Table of Contents****SOLAR CAPITAL LTD.****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (unaudited) (continued)****September 30, 2016****(in thousands, except share amounts)**

repurchase its outstanding common stock in the open market from time to time provided that the Company complied with the prohibitions under its Insider Trading Policies and Procedures and the guidelines specified in Rules 10b-18 and 10b-5 under the Securities Exchange Act of 1934, as amended, including certain price, market volume and timing constraints. On December 5, 2013, the Board extended the repurchase program to be in place until the earlier of July 31, 2014 or until \$100,000 of the Company's outstanding shares of common stock had been repurchased. On July 31, 2014, the Company's stock repurchase program expired. During the fiscal year ended December 31, 2014, the Company repurchased 1,779,033 shares at an average price of approximately \$21.97 per share, inclusive of commissions. The total dollar amount of shares repurchased in that period was \$39,078. During the year ended December 31, 2013, the Company repurchased 796,418 shares at an average price of approximately \$21.98 per share, inclusive of commissions, for a total dollar amount of \$17,508.

On October 7, 2015, the Board authorized a new share repurchase program to purchase common stock in the open market in an amount up to \$30,000. Under the repurchase program, the Company may, but is not obligated to, repurchase its outstanding common stock in the open market from time to time provided that the Company complies with the prohibitions under its Insider Trading Policies and Procedures and the guidelines specified in Rules 10b-18 and 10b-5 under the Securities Exchange Act of 1934, as amended, including certain price, market volume and timing constraints. Unless amended or extended by the Board, the Company expects the repurchase program to be in place until the earlier of October 7, 2016 or until \$30,000 of the Company's outstanding shares of common stock have been repurchased. During the three months ended March 31, 2016, the Company repurchased 216,237 shares at an average price of \$15.76 per share, inclusive of commissions. This represented a discount of approximately 25.2% from the net asset value per share at March 31, 2016. No shares were repurchased in the three months ended June 30, 2016 or September 30, 2016. The total dollar amount of shares repurchased in the nine months ended September 30, 2016 is \$3,408, leaving a maximum of \$26,586 available for future program purchases. During the year ended December 31, 2015, the Company repurchased 400 shares at an average price of \$15.98 per share, inclusive of commissions, for a total dollar amount of \$6.

**Note 12. Commitments and Contingencies**

The Company had unfunded debt and equity commitments to various revolving and delayed draw loans as well as to Crystal Financial LLC. The total amount of these unfunded commitments as of September 30, 2016 and December 31, 2015 is \$46,513 and \$65,833, respectively, comprised of the following:

	<b>September 30, 2016</b>	<b>December 31, 2015</b>
Crystal Financial LLC	\$ 44,263	\$ 50,000
Conventus Orthopaedics, Inc.	2,250	
Achaogen, Inc.		10,000
AgaMatrix, Inc.		3,333
CardioDx, Inc.		2,500
Total Commitments*	\$ 46,513	\$ 65,833

\* The Company controls the funding of the Crystal Financial LLC commitment and may cancel it at its discretion. As of September 30, 2016 and December 31, 2015, the Company had sufficient cash available and/or liquid securities available to fund its commitments as well as the commitments to SSLP disclosed in Note 13 and SSLP II disclosed in Note 14.



**Table of Contents****SOLAR CAPITAL LTD.****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (unaudited) (continued)****September 30, 2016****(in thousands, except share amounts)****Note 13. Senior Secured Unitranche Loan Program LLC**

On September 2, 2014, the Company entered into a limited liability company agreement with an affiliate (the Investor) of a fund managed by Pacific Investment Management Company LLC (PIMCO) to co-invest in middle market senior secured unitranche loans sourced by the same origination platform used by the Company. Initial funding commitments to the unitranche strategy total \$600,000, consisting of direct equity investments and co-investment commitments as described below. The joint venture vehicle known as the Senior Secured Unitranche Loan Program LLC (SSLP) is structured as an unconsolidated Delaware limited liability company. The Company and the Investor initially made equity commitments to the SSLP of \$300,000 and \$43,250, respectively. All portfolio decisions and generally all other decisions in respect of the SSLP must be approved by an investment committee of the SSLP consisting of representatives of the Company and PIMCO (with approval from a representative of each required).

On October 15, 2015, the Company entered into an amended and restated limited liability company agreement for its SSLP to add Voya Investment Management LLC (Voya), part of Voya Financial, Inc. (NYSE: VOYA), as a partner in SSLP in place of the investor that was previously the Company's partner in SSLP, though this investor may still co-invest up to \$300,000 of equity in unitranche loans alongside SSLP. This joint venture is expected to invest primarily in senior secured unitranche loans to middle market companies predominantly owned by private equity sponsors or entrepreneurs, consistent with the Company's core origination and underwriting mandate. In addition to the Company's prior equity commitment of \$300,000 to SSLP, Voya has made an initial equity commitment of \$25,000 to SSLP, with the ability to upsize.

On November 2, 2015, the Company assigned \$125,000 of its \$300,000 commitment to SSLP to Senior Secured Unitranche Loan Program II LLC (SSLP II), a Delaware limited liability company.

On November 25, 2015, SSLP commenced operations. On June 30, 2016, SSLP as transferor and SSLP 2016-1, LLC, a newly formed wholly owned subsidiary of SSLP, as borrower entered into a \$200,000 senior secured revolving credit facility (the SSLP Facility) with Wells Fargo Bank, NA acting as administrative agent. Solar Capital Ltd. acts as servicer under the SSLP Facility. The SSLP Facility is scheduled to mature on June 30, 2021. The SSLP Facility generally bears interest at a rate of LIBOR plus 2.50%. SSLP and SSLP 2016-1, LLC, as applicable, have made certain customary representations and warranties, and are required to comply with various covenants, including leverage restrictions, reporting requirements and other customary requirements for similar credit facilities. The SSLP Facility also includes usual and customary events of default for credit facilities of this nature. There were \$42,550 of borrowings outstanding as of September 30, 2016. During the three months ended September 30, 2016, using proceeds from the SSLP Facility, SSLP returned capital totaling \$28,875 and \$4,125 to the Company and Voya, respectively. As of September 30, 2016 and December 31, 2015, the Company and Voya had contributed combined equity capital in the amount of \$98,871 and \$92,183, respectively. Of the \$98,871 of contributed equity capital at September 30, 2016, the Company contributed \$29,884 in the form of investments and \$56,628 in the form of cash and Voya contributed \$12,359 in the form of cash. As of September 30, 2016, the Company and Voya's remaining commitments to SSLP totaled \$88,488 and \$12,641, respectively. The Company, along with Voya, controls the funding of SSLP and SSLP may not call the unfunded commitments without approval of both the Company and Voya.

As of September 30, 2016 and December 31, 2015, SSLP had total assets of \$141,924 and \$92,528, respectively. For the same periods, SSLP's portfolio consisted of floating rate senior secured loans to 8 and 4 different borrowers, respectively. For the three months ended September 30, 2016, SSLP invested \$5,194 in 2 portfolio companies. Investments prepaid totaled \$364 for the three months ended September 30, 2016. At

**Table of Contents****SOLAR CAPITAL LTD.****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (unaudited) (continued)****September 30, 2016****(in thousands, except share amounts)**

September 30, 2016 and December 31, 2015, the weighted average yield of SSLP's portfolio was 7.6% and 8.5%, respectively, measured at fair value and 7.6% and 8.5%, respectively, measured at cost.

**SSLP Portfolio as of September 30, 2016**

Description	Industry	Spread Above Index <sup>(1)</sup>	LIBOR Floor	Interest Rate <sup>(2)</sup>	Maturity Date	Par Amount	Cost	Fair Value <sup>(3)</sup>
AccentCare, Inc.	Health Care Providers & Services	L+575	1.00%	6.75%	9/3/21	\$ 4,906	\$ 4,906	\$ 4,906
Associated Pathologists, LLC	Health Care Providers & Services	L+500	1.00%	6.00%	8/1/21	3,333	3,301	3,300
CIBT Holdings, Inc.	Professional Services	L+525	1.00%	6.25%	6/28/22	13,102	12,975	12,971
Falmouth Group Holdings Corp. (AMPAC) <sup>(4)</sup>	Chemicals	L+675	1.00%	7.75%	12/14/21	34,737	34,270	34,737
Pet Holdings ULC & Pet Supermarket, Inc.	Specialty Retail	L+550	1.00%	6.50%	7/5/22	20,677	20,377	20,367
PSKW, LLC & PDR, LLC <sup>(4)</sup>	Health Care Providers & Services	L+425	1.00%	5.25%	11/25/21	2,544	2,521	2,544
PSKW, LLC & PDR, LLC <sup>(4)</sup>	Health Care Providers & Services	L+839	1.00%	9.39%	11/25/21	22,250	21,852	21,861
U.S. Anesthesia Partners Inc.	Health Care Providers & Services	L+500	1.00%	6.00%	12/31/19	19,607	19,446	19,411
VetCor Professional Practices LLC	Health Care Facilities	L+625	1.00%	7.25%	4/20/21	19,267	19,181	18,881
							\$ 138,829	\$ 138,978

(1) Floating rate instruments accrue interest at a predetermined spread relative to an index, typically the LIBOR or PRIME rate. These instruments are typically subject to a LIBOR or PRIME rate floor.

(2) Floating rate debt investments typically bear interest at a rate determined by reference to either the London Interbank Offered Rate ( LIBOR or L ) index rate or the prime index rate (PRIME or P ), and which typically reset monthly, quarterly or semi-annually. For each debt investment we have provided the current interest rate in effect as of September 30, 2016.

(3) Represents the fair value in accordance with ASC Topic 820. The determination of such fair value is not included in the Board's valuation process described elsewhere herein.

(4) The Company also holds this security on its Consolidated Statements of Assets and Liabilities.

**SSLP Portfolio as of December 31, 2015 (audited)**

Description	Industry	Interest Rate <sup>(1)</sup>	Maturity Date	Par Amount	Cost	Fair Value <sup>(2)</sup>
Falmouth Group Holdings Corp. (AMPAC) <sup>(3)</sup>	Chemicals	9.25%	12/14/21	\$ 35,000	\$ 34,478	\$ 34,475
PSKW, LLC & PDR, LLC <sup>(3)</sup>	Health Care Providers & Services	5.25%	11/25/21	2,750	2,723	2,723
PSKW, LLC & PDR, LLC <sup>(3)</sup>	Health Care Providers & Services	9.42%	11/25/21	22,250	21,810	21,805
U.S. Anesthesia Partners Inc.	Health Care Providers & Services	6.00%	12/31/19	19,757	19,561	19,559

Edgar Filing: Solar Capital Ltd. - Form 10-Q

VetCor Professional Practices LLC	Health Care Facilities	7.00%	4/20/21	13,197	13,197	13,197
					\$ 91,769	\$ 91,759

- (1) Floating rate debt investments typically bear interest at a rate determined by reference to either the London Interbank Offered Rate ( LIBOR or L ) index rate or the prime index rate (PRIME or P ), and which typically reset monthly, quarterly or semi-annually. For each debt investment we have provided the current interest rate in effect as of December 31, 2015.
- (2) Represents the fair value in accordance with ASC Topic 820. The determination of such fair value is not included in the Board s valuation process described elsewhere herein.
- (3) The Company also holds a portion of this position on its Consolidated Statements of Assets and Liabilities.

**Table of Contents****SOLAR CAPITAL LTD.****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (unaudited) (continued)****September 30, 2016****(in thousands, except share amounts)**

Below is certain summarized financial information for SSLP as of September 30, 2016 and December 31, 2015 and for the three and nine months ended September 30, 2016:

	<b>September 30, 2016</b>	<b>December 31, 2015 (audited)</b>
<b>Selected Balance Sheet Information for SSLP:</b>		
Investments at fair value (cost \$138,829 and \$91,769, respectively)	\$ 138,978	\$ 91,759
Cash and other assets	2,946	769
<b>Total assets</b>	<b>\$ 141,924</b>	<b>\$ 92,528</b>
Debt outstanding	\$ 42,550	\$
Distributions payable	1,691	253
Interest payable	445	
Accrued expenses and other payables	293	72
<b>Total liabilities</b>	<b>\$ 44,979</b>	<b>\$ 325</b>
Members' equity	\$ 96,945	\$ 92,203
<b>Total liabilities and members' equity</b>	<b>\$ 141,924</b>	<b>\$ 92,528</b>

	<b>Three months ended September 30, 2016</b>	<b>Nine months ended September 30, 2016</b>
<b>Selected Income Statement Information for SSLP:</b>		
Interest income	\$ 2,615	\$ 6,374
Service fees*	\$ 23	\$ 58
Interest and other credit facility expenses**	582	3,233
Other general and administrative expenses	37	102
<b>Total expenses</b>	<b>\$ 642</b>	<b>\$ 3,393</b>
Net investment income	\$ 1,973	\$ 2,981
Net change in unrealized gain on investments	251	159
<b>Net income</b>	<b>\$ 2,224</b>	<b>\$ 3,140</b>



- \* Service fees are included within the Company's Consolidated Statements of Operations as other income.
- \*\* SSLP made an irrevocable election to apply the fair value option of accounting to the SSLP Facility, in accordance with ASC 825-10. As such, all expenses related to the establishment of the SSLP Facility were expensed during the three and nine months ended September 30, 2016. These amounts totaled \$140 and \$2,788, respectively.

**Note 14. Senior Secured Unitranche Loan Program II LLC**

On November 2, 2015, the Company assigned \$125,000 of its \$300,000 commitment to SSLP to SSLP II, a Delaware limited liability company. On August 5, 2016, the Company entered into an amended and restated limited liability company agreement with WFI Loanco, LLC ( WFI ) and SSLP II commenced operations. Also on August 5, 2016, the Company assigned \$49,977 of its \$125,000 commitment to SSLP II to Senior Secured Unitranche Loan Program III LLC ( SSLP III ), a newly formed Delaware limited liability company. SSLP III is currently wholly owned by Solar Capital Ltd. but may bring in unaffiliated investors at a later date. The Company and WFI's equity commitments to SSLP II now total \$75,023 and \$18,000, respectively.

**Table of Contents****SOLAR CAPITAL LTD.****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (unaudited) (continued)****September 30, 2016****(in thousands, except share amounts)**

As of September 30, 2016, the Company and WFI contributed combined equity capital in the amount of \$43,642 and \$10,471, respectively. Of the \$54,113 of contributed equity capital at September 30, 2016, the Company contributed \$43,498 in the form of investments and \$143 in the form of cash and WFI contributed \$10,471 in the form of cash. As of September 30, 2016, the Company and WFI's remaining commitments to SSLP II totaled \$31,381 and \$7,529, respectively. The Company, along with WFI, controls the funding of SSLP II and SSLP II may not call the unfunded commitments without approval of both the Company and WFI.

As of September 30, 2016, SSLP II had total assets of \$67,572. At September 30, 2016, SSLP II's portfolio consisted of floating rate senior secured loans to 8 different borrowers. For the period August 5, 2016 through September 30, 2016, SSLP II invested \$65,630 in 8 portfolio companies. Investments prepaid totaled \$266 for the same period. At September 30, 2016, the weighted average yield of SSLP II's portfolio was 7.8%, measured at fair value and 8.1%, measured at cost.

**SSLP II Portfolio as of September 30, 2016**

Description	Industry	Spread Above Index (1)	LIBOR Floor	Interest Rate (2)	Maturity Date	Par Amount	Cost	Fair Value (3)
American Teleconferencing Services, Ltd. (PGI) <sup>(4)</sup>	Communications Equipment	L+650	1.00%	7.50%	12/8/21	\$ 14,810	\$ 13,362	\$ 14,477
Associated Pathologists, LLC	Health Care Providers & Services	L+500	1.00%	6.00%	8/1/21	1,667	1,650	1,650
CIBT Holdings, Inc.	Professional Services	L+525	1.00%	6.25%	6/28/22	5,241	5,190	5,188
Falmouth Group Holdings Corp. (AMPAC) <sup>(4)</sup>	Chemicals	L+675	1.00%	7.75%	12/14/21	10,972	10,972	10,972
LegalZoom.com, Inc. <sup>(4)</sup>	Internet Software & Services	L+700	1.00%	8.00%	5/13/20	10,972	10,972	11,082
Pet Holdings ULC & Pet Supermarket, Inc.	Specialty Retail	L+550	1.00%	6.50%	7/5/22	9,098	8,964	8,961
Polycom, Inc.	Communications Equipment	L+650	1.00%	7.50%	9/27/23	12,000	11,520	11,520
VetCor Professional Practices LLC	Health Care Facilities	L+625	1.00%	7.25%	4/20/21	2,847	2,792	2,791
							\$ 65,422	\$ 66,641

- (1) Floating rate instruments accrue interest at a predetermined spread relative to an index, typically the LIBOR or PRIME rate. These instruments are typically subject to a LIBOR or PRIME rate floor.
- (2) Floating rate debt investments typically bear interest at a rate determined by reference to either the London Interbank Offered Rate ( LIBOR or L ) index rate or the prime index rate (PRIME or P ), and which typically reset monthly, quarterly or semi-annually. For each debt investment we have provided the current interest rate in effect as of September 30, 2016.
- (3) Represents the fair value in accordance with ASC Topic 820. The determination of such fair value is not included in the Board's valuation process described elsewhere herein.
- (4) The Company also holds this security on its Consolidated Statements of Assets and Liabilities.

**Table of Contents****SOLAR CAPITAL LTD.****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (unaudited) (continued)****September 30, 2016****(in thousands, except share amounts)**

Below is certain summarized financial information for SSLP II as of September 30, 2016 and for the period August 5, 2016 (commencement of operations) through September 30, 2016:

	<b>September 30, 2016</b>
<b>Selected Balance Sheet Information for SSLP II:</b>	
Investments at fair value (cost \$65,422)	\$ 66,641
Cash and other assets	930
<b>Total assets</b>	<b>\$ 67,571</b>
Payable for investments purchased	\$ 11,520
Accrued expenses and other payables	87
<b>Total liabilities</b>	<b>\$ 11,607</b>
Members' equity	\$ 55,964
<b>Total liabilities and members' equity</b>	<b>\$ 67,571</b>

	<b>For the period August 5, 2016 (commencement of operations) through September 30, 2016</b>
<b>Selected Income Statement Information for SSLP II:</b>	
Interest income	\$ 710
Service fees*	\$ 9
Other general and administrative expenses	68
<b>Total expenses</b>	<b>\$ 77</b>
Net investment income	\$ 633
Net change in unrealized gain on investments	1,218
Net income	\$ 1,851

\* Service fees are included within the Company's Consolidated Statements of Operations as other income.

**Note 15. Subsequent Events**

The Company has evaluated the need for disclosures and/or adjustments resulting from subsequent events through the date the consolidated financial statements were issued.

On November 2, 2016, our Board declared a quarterly distribution of \$0.40 per share payable on January 4, 2017 to holders of record as of December 15, 2016.

**Table of Contents**

**Report of Independent Registered Public Accounting Firm**

The Board of Directors and Stockholders

Solar Capital Ltd.:

We have reviewed the accompanying consolidated statement of assets and liabilities, including the consolidated schedule of investments, of Solar Capital Ltd. (the Company) as of September 30, 2016, the related consolidated statements of operations for the three-month and nine-month periods ended September 30, 2016 and 2015, the related consolidated statement of changes in net assets for the nine-month period ended September 30, 2016, and the related consolidated statements of cash flows for the nine-month periods ended September 30, 2016 and 2015. These consolidated financial statements are the responsibility of the Company's management.

We conducted our review in accordance with the standards of the Public Company Accounting Oversight Board (United States). A review of interim financial information consists principally of applying analytical procedures and making inquiries of persons responsible for financial and accounting matters. It is substantially less in scope than an audit conducted in accordance with the standards of the Public Company Accounting Oversight Board (United States), the objective of which is the expression of an opinion regarding the financial statements taken as a whole. Accordingly, we do not express such an opinion.

Based on our review, we are not aware of any material modifications that should be made to the consolidated financial statements referred to above for them to be in conformity with U.S. generally accepted accounting principles.

We have previously audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the consolidated statement of assets and liabilities, including the consolidated schedule of investments, of Solar Capital Ltd., as of December 31, 2015 and the related consolidated statements of operations, changes in net assets, and cash flows for the year ended December 31, 2015, and in our report dated February 24, 2016, we expressed an unqualified opinion on those consolidated financial statements.

/s/ KPMG LLP

New York, New York

November 2, 2016

---

**Table of Contents**

**Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations**

*The information contained in this section should be read in conjunction with our consolidated financial statements and notes thereto appearing elsewhere in this report.*

Some of the statements in this report constitute forward-looking statements, which relate to future events or our future performance or financial condition. The forward-looking statements contained herein involve risks and uncertainties, including statements as to:

our future operating results;

our business prospects and the prospects of our portfolio companies;

the impact of investments that we expect to make;

our contractual arrangements and relationships with third parties;

the dependence of our future success on the general economy and its impact on the industries in which we invest;

the ability of our portfolio companies to achieve their objectives;

our expected financings and investments;

the adequacy of our cash resources and working capital; and

the timing of cash flows, if any, from the operations of our portfolio companies.

We generally use words such as anticipates, believes, expects, intends and similar expressions to identify forward-looking statements. Our actual results could differ materially from those projected in the forward-looking statements for any reason, including any factors set forth in Risk Factors and elsewhere in this report.

We have based the forward-looking statements included in this report on information available to us on the date of this report, and we assume no obligation to update any such forward-looking statements. Although we undertake no obligation to revise or update any forward-looking statements, whether as a result of new information, future events or otherwise, you are advised to consult any additional disclosures that we may make directly to you or through reports that we in the future may file with the SEC, including any annual reports on Form 10-K, quarterly reports on Form 10-Q and current reports on Form 8-K.

**Overview**

Solar Capital LLC, a Maryland limited liability company, was formed in February 2007 and commenced operations on March 13, 2007 with initial capital of \$1.2 billion of which 47.04% was funded by affiliated parties.

Solar Capital Ltd. ( Solar Capital , the Company , we or our ), a Maryland corporation formed in November 2007, is a closed-end, externally managed, non-diversified management investment company that has elected to be regulated as a business development company ( BDC ) under the Investment Company Act of 1940, as amended (the 1940 Act ). Furthermore, as the Company is an investment company, it continues to apply the guidance in the Financial Accounting Standards Board ( FASB ) Accounting Standards Codification ( ASC ) Topic 946. In addition, for tax

## Edgar Filing: Solar Capital Ltd. - Form 10-Q

purposes, the Company has elected to be treated as a regulated investment company ( RIC ) under Subchapter M of the Internal Revenue Code of 1986, as amended (the Code ).

On February 9, 2010, we priced our initial public offering, selling 5.68 million shares of our common stock. Concurrent with our initial public offering, Michael S. Gross, our chairman and chief executive officer, and

## **Table of Contents**

Bruce Spohler, our chief operating officer, collectively purchased an additional 0.6 million shares of our common stock through a private placement transaction exempt from registration under the Securities Act (the *Concurrent Private Placement* ).

We invest primarily in U.S. middle-market companies, where we believe the supply of primary capital is limited and the investment opportunities are most attractive. Our investment objective is to generate both current income and capital appreciation through debt and equity investments. We invest primarily in leveraged middle-market companies in the form of senior secured loans, mezzanine loans and equity securities. From time to time, we may also invest in public companies that are thinly traded. Our business is focused primarily on the direct origination of investments through portfolio companies or their financial sponsors. Our investments generally range between \$5 million and \$100 million each, although we expect that this investment size will vary proportionately with the size of our capital base and/or with strategic initiatives. Our investment activities are managed by Solar Capital Partners, LLC (the *Investment Adviser* ) and supervised by our board of directors, a majority of whom are non-interested, as such term is defined in the 1940 Act. Solar Capital Management, LLC (the *Administrator* ) provides the administrative services necessary for us to operate.

In addition, we may invest a portion of our portfolio in other types of investments, which we refer to as opportunistic investments, which are not our primary focus but are intended to enhance our overall returns. These investments may include, but are not limited to, direct investments in public companies that are not thinly traded and securities of leveraged companies located in select countries outside of the United States.

As of September 30, 2016, the Investment Adviser has invested approximately \$5.8 billion in more than 255 different portfolio companies since 2006. Over the same period, the Investment Adviser completed transactions with more than 165 different financial sponsors.

## **Recent Developments**

On November 2, 2016, our Board declared a quarterly distribution of \$0.40 per share payable on January 4, 2017 to holders of record as of December 15, 2016.

## ***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 for such companies, the general economic environment and the competitive environment for the types of investments we make. As a BDC, we must not acquire any assets other than *qualifying assets* specified in the 1940 Act unless, at the time the acquisition is made, at least 70% of our total assets are *qualifying assets* (with certain limited exceptions). *Qualifying assets* include investments in *eligible portfolio companies*. The definition of *eligible portfolio company* includes certain public companies that do not have any securities listed on a national securities exchange and companies whose securities are listed on a national securities exchange but whose market capitalization is less than \$250 million.

## ***Revenue***

We generate revenue primarily in the form of interest and dividend income from the securities we hold and capital gains, if any, on investment securities that we may sell. Our debt investments generally have a stated term of three to seven years and typically bear interest at a floating rate usually determined on the basis of a benchmark London interbank offered rate ( *LIBOR* ), commercial paper rate, or the prime rate. Interest on our debt investments is generally payable quarterly but may be monthly or semi-annually. In addition, our investments may provide *payment-in-kind* ( *PIK* ) interest. Such amounts of accrued *PIK* interest are added to the cost of the investment on the respective capitalization dates and generally become due at maturity of the investment or upon the investment being called by the issuer. We may also generate revenue in the form of commitment, origination, structuring fees, fees for providing managerial assistance and, if applicable, consulting fees, etc.



**Table of Contents**

***Expenses***

All investment professionals of the investment adviser and their respective staffs, when and to the extent engaged in providing investment advisory and management services, and the compensation and routine overhead expenses of such personnel allocable to such services, are provided and paid for by Solar Capital Partners. We bear all other costs and expenses of our operations and transactions, including (without limitation):

the cost of our organization and public offerings;

the cost of calculating our net asset value, including the cost of any third-party valuation services;

the cost of effecting sales and repurchases of our shares and other securities;

interest payable on debt, if any, to finance our investments;

fees payable to third parties relating to, or associated with, making investments, including fees and expenses associated with performing due diligence reviews of prospective investments and advisory fees;

transfer agent and custodial fees;

fees and expenses associated with marketing efforts;

federal and state registration fees, any stock exchange listing fees;

federal, state and local taxes;

independent directors' fees and expenses;

brokerage commissions;

fidelity bond, directors and officers errors and omissions liability insurance and other insurance premiums;

direct costs and expenses of administration, including printing, mailing, long distance telephone and staff;

fees and expenses associated with independent audits and outside legal costs;

## Edgar Filing: Solar Capital Ltd. - Form 10-Q

costs associated with our reporting and compliance obligations under the 1940 Act and applicable federal and state securities laws; and

all other expenses incurred by either Solar Capital Management or us in connection with administering our business, including payments under the Administration Agreement that will be based upon our allocable portion of overhead and other expenses incurred by Solar Capital Management in performing its obligations under the Administration Agreement, including rent, the fees and expenses associated with performing compliance functions, and our allocable portion of the costs of compensation and related expenses of our chief compliance officer and our chief financial officer and any administrative support staff.

We expect our general and administrative operating expenses related to our ongoing operations to increase moderately in dollar terms. During periods of asset growth, we generally expect our general and administrative operating expenses to decline as a percentage of our total assets and increase during periods of asset declines. Incentive fees, interest expense and costs relating to future offerings of securities, among others, may also increase or reduce overall operating expenses based on portfolio performance, interest rate benchmarks, and offerings of our securities relative to comparative periods, among other factors.

### **Portfolio and Investment Activity**

During the three months ended September 30, 2016, we invested approximately \$138.9 million across 8 portfolio companies. This compares to investing approximately \$82.5 million in 6 portfolio companies for the

**Table of Contents**

three months ended September 30, 2015. Investments sold, prepaid or repaid during the three months ended September 30, 2016 totaled approximately \$273.6 million versus approximately \$32.6 million for the three months ended September 30, 2015.

At September 30, 2016, our portfolio consisted of 66 portfolio companies and was invested 63.3% in senior secured loans, 2.1% in subordinated debt, 1.1% in preferred equity and 33.5% in common equity/equity interests and warrants (of which 22.2% is Crystal Financial LLC, 6.2% is Senior Secured Unitranche Loan Program LLC and 3.3% is Senior Secured Unitranche Loan Program II LLC) measured at fair value versus 54 portfolio companies invested 66.1% in senior secured loans, 5.8% in subordinated debt, 1.5% in preferred equity and 26.6% in common equity/equity interests and warrants (of which 24.8% is Crystal Financial LLC) measured at fair value at September 30, 2015.

The weighted average yields on our portfolio of income producing investments were 10.0% and 10.1%, respectively, at September 30, 2016 and September 30, 2015, measured at fair value, and 10.3% and 10.2%, respectively for the same periods, measured at amortized cost.

At September 30, 2016, 94.0% or \$1,257.0 million of our income producing investment portfolio\* is floating rate and 6.0% or \$80.2 million is fixed rate, measured at fair value. At September 30, 2015, 89.7% or \$1,061.3 million of our income producing investment portfolio\* was floating rate and 10.3% or \$122.1 million was fixed rate, measured at fair value. As of both September 30, 2016 and 2015, we had one issuer on non-accrual status.

Since inception through September 30, 2016, Solar Capital and its predecessor companies have invested approximately \$4.7 billion in 165 portfolio companies. Over the same period, Solar Capital has completed transactions with more than 125 different financial sponsors.

**Crystal Financial LLC**

On December 28, 2012, we completed the acquisition of Crystal Capital Financial Holdings LLC ( Crystal Financial ), a commercial finance company focused on providing asset-based and other secured financing solutions (the Crystal Acquisition ). We invested \$275 million in cash to effect the Crystal Acquisition. Crystal Financial owned approximately 98% of the outstanding ownership interest in Crystal Financial LLC. The remaining financial interest was held by various employees of Crystal Financial LLC, through their investment in Crystal Management LP. Crystal Financial LLC had a diversified portfolio of 23 loans having a total par value of approximately \$400 million at November 30, 2012 and a \$275 million committed revolving credit facility. On January 27, 2014, the revolving credit facility was expanded to \$300 million. On March 31, 2014, we exchanged \$137.5 million of our equity interest in Crystal Financial in exchange for \$137.5 million in floating rate senior secured notes in Crystal Financial bearing interest at LIBOR plus 9.50%, maturing on March 31, 2019. On May 18, 2015, the revolving credit facility was expanded to \$350 million. Our financial statements, including our schedule of investments, reflected our investments in Crystal Financial on a consolidated basis. On July 28, 2016, the Company purchased Crystal Management LP s approximately 2% equity interest in Crystal Financial LLC for approximately \$5.7 million. Upon the closing of this transaction, the Company holds 100% of the equity interest in Crystal Financial LLC. On September 30, 2016, Crystal Capital Financial Holdings LLC was dissolved.

As of September 30, 2016, Crystal Financial LLC had 31 funded commitments to 29 different issuers with a total par value of approximately \$481.4 million on total assets of \$553.2 million. As of December 31, 2015, Crystal Financial LLC had 28 funded commitments to 26 different issuers with a total par value of approximately \$465.1 million on total assets of \$518.3 million. As of September 30, 2016 and December 31, 2015, the largest loan outstanding totaling \$36.1 million and \$34.3 million, respectively. For the same periods, the average exposure per issuer was \$16.6 million and \$17.9 million, respectively. Crystal Financial LLC s credit facility, which is non-recourse to Solar Capital, had approximately \$264.9 million and \$232.9 million of borrowings

\* We have included Crystal Financial LLC, Senior Secured Unitranche Loan Program LLC and Senior Secured Unitranche Loan Program II LLC within our income producing investment portfolio.

**Table of Contents**

outstanding at September 30, 2016 and December 31, 2015, respectively. For the three months ended September 30, 2016 and September 30, 2015, Crystal Financial LLC had net income of \$4.7 million and \$3.9 million, respectively, on gross income of \$15.9 million and \$14.6 million, respectively. For the nine months ended September 30, 2016 and September 30, 2015, Crystal Financial LLC had net income of \$22.4 million and \$21.2 million, respectively, on gross income of \$49.0 million and \$43.0 million, respectively. Due to timing and non-cash items, there may be material differences between GAAP net income and cash available for distributions. As of September 30, 2016, and based upon our expectations for Crystal Financial LLC's portfolio performance, we believe that Crystal Financial LLC will be able to maintain its dividend payments to the Company.

**Senior Secured Unitranche Loan Program LLC**

On September 2, 2014, the Company entered into a limited liability company agreement with an affiliate (the Investor) of a fund managed by Pacific Investment Management Company LLC (PIMCO) to co-invest in middle market senior secured unitranche loans sourced by the same origination platform used by the Company. Initial funding commitments to the unitranche strategy total \$600 million, consisting of direct equity investments and co-investment commitments as described below. The joint venture vehicle known as the Senior Secured Unitranche Loan Program LLC (SSLP) is structured as an unconsolidated Delaware limited liability company. The Company and the Investor initially made equity commitments to the SSLP of \$300.0 million and \$43.25 million, respectively. All portfolio decisions and generally all other decisions in respect of the SSLP must be approved by an investment committee of the SSLP consisting of representatives of the Company and PIMCO (with approval from a representative of each required).

On October 15, 2015, the Company entered into an amended and restated limited liability company agreement for its SSLP to add Voya Investment Management LLC (Voya), part of Voya Financial, Inc. (NYSE: VOYA), as a partner in SSLP in place of the investor that was previously the Company's partner in SSLP, though this investor may still co-invest up to \$300 million of equity in unitranche loans alongside SSLP. This joint venture is expected to invest primarily in senior secured unitranche loans to middle market companies predominantly owned by private equity sponsors or entrepreneurs, consistent with the Company's core origination and underwriting mandate. In addition to the Company's prior equity commitment of \$300.0 million to SSLP, Voya has made an initial equity commitment of \$25.0 million to SSLP, with the ability to upsize.

On November 2, 2015, the Company assigned \$125.0 million of its \$300.0 million commitment to SSLP to Senior Secured Unitranche Loan Program II LLC (SSLP II), a Delaware limited liability company.

On November 25, 2015, SSLP commenced operations. On June 30, 2016, SSLP as transferor and SSLP 2016-1, LLC, a newly formed wholly owned subsidiary of SSLP, as borrower entered into a \$200 million senior secured revolving credit facility (the SSLP Facility) with Wells Fargo Bank, NA acting as administrative agent. Solar Capital Ltd. acts as servicer under the SSLP Facility. The SSLP Facility is scheduled to mature on June 30, 2021. The SSLP Facility generally bears interest at a rate of LIBOR plus 2.50%. SSLP and SSLP 2016-1, LLC, as applicable, have made certain customary representations and warranties, and are required to comply with various covenants, including leverage restrictions, reporting requirements and other customary requirements for similar credit facilities. The SSLP Facility also includes usual and customary events of default for credit facilities of this nature. There were \$42.6 million of borrowings outstanding as of September 30, 2016. During the three months ended September 30, 2016, using proceeds from the SSLP Facility, SSLP returned capital totaling \$28.9 million and \$4.1 million to the Company and Voya, respectively. As of September 30, 2016 and December 31, 2015, the Company and Voya had contributed combined equity capital in the amount of \$98.9 million and \$92.2 million, respectively. Of the \$98.9 million of contributed equity capital at September 30, 2016, the Company contributed \$29.9 million in the form of investments and \$56.6 million in the form of cash and Voya contributed \$12.4 million in the form of cash. As of September 30, 2016, the Company and Voya's remaining commitments to SSLP totaled \$88.5 million and \$12.6 million, respectively. The Company, along with Voya, controls the funding of SSLP and SSLP may not call the unfunded commitments without approval of both the Company and Voya.

**Table of Contents**

As of September 30, 2016 and December 31, 2015, SSLP had total assets of \$141.9 million and \$92.5 million, respectively. For the same periods, SSLP's portfolio consisted of floating rate senior secured loans to 8 and 4 different borrowers, respectively. For the three months ended September 30, 2016, SSLP invested \$5.2 million in 2 portfolio companies. Investments prepaid totaled \$0.4 million for the three months ended September 30, 2016. At September 30, 2016 and December 31, 2015, the weighted average yield of SSLP's portfolio was 7.6% and 8.5%, respectively, measured at fair value and 7.6% and 8.5%, respectively, measured at cost.

**SSLP Portfolio as of September 30, 2016 (in thousands)**

Description	Industry	Spread Above Index <sup>(1)</sup>	LIBOR Floor	Interest Rate <sup>(2)</sup>	Maturity Date	Par Amount	Cost	Fair Value <sup>(3)</sup>
AccentCare, Inc.	Health Care Providers & Services	L+575	1.00%	6.75%	9/3/21	\$ 4,906	\$ 4,906	\$ 4,906
Associated Pathologists, LLC	Health Care Providers & Services	L+500	1.00%	6.00%	8/1/21	3,333	3,301	3,300
CIBT Holdings, Inc.	Professional Services	L+525	1.00%	6.25%	6/28/22	13,102	12,975	12,971
Falmouth Group Holdings Corp. (AMPAC) <sup>(4)</sup>	Chemicals	L+675	1.00%	7.75%	12/14/21	34,737	34,270	34,737
Pet Holdings ULC & Pet Supermarket, Inc.	Specialty Retail	L+550	1.00%	6.50%	7/5/22	20,677	20,377	20,367
PSKW, LLC & PDR, LLC <sup>(4)</sup>	Health Care Providers & Services	L+425	1.00%	5.25%	11/25/21	2,544	2,521	2,544
PSKW, LLC & PDR, LLC <sup>(4)</sup>	Health Care Providers & Services	L+839	1.00%	9.39%	11/25/21	22,250	21,852	21,861
U.S. Anesthesia Partners Inc.	Health Care Providers & Services	L+500	1.00%	6.00%	12/31/19	19,607	19,446	19,411
VetCor Professional Practices LLC	Health Care Facilities	L+625	1.00%	7.25%	4/20/21	19,267	19,181	18,881
							\$ 138,829	\$ 138,978

- (1) Floating rate instruments accrue interest at a predetermined spread relative to an index, typically the LIBOR or PRIME rate. These instruments are typically subject to a LIBOR or PRIME rate floor.
- (2) Floating rate debt investments typically bear interest at a rate determined by reference to either the London Interbank Offered Rate ( LIBOR or L ) index rate or the prime index rate (PRIME or P ), and which typically reset monthly, quarterly or semi-annually. For each debt investment we have provided the current interest rate in effect as of September 30, 2016.
- (3) Represents the fair value in accordance with ASC Topic 820. The determination of such fair value is not included in the Board's valuation process described elsewhere herein.
- (4) The Company also holds this security on its Consolidated Statements of Assets and Liabilities.

**SSLP Portfolio as of December 31, 2015 (audited) (in thousands)**

Description	Industry	Interest Rate <sup>(1)</sup>	Maturity Date	Par Amount	Cost	Fair Value <sup>(2)</sup>
Falmouth Group Holdings Corp. (AMPAC) <sup>(3)</sup>	Chemicals	9.25%	12/14/21	\$ 35,000	\$ 34,478	\$ 34,475
PSKW, LLC & PDR, LLC <sup>(3)</sup>	Health Care Providers & Services	5.25%	11/25/21	2,750	2,723	2,723
PSKW, LLC & PDR, LLC <sup>(3)</sup>	Health Care Providers & Services	9.42%	11/25/21	22,250	21,810	21,805
U.S. Anesthesia Partners Inc.	Health Care Providers & Services	6.00%	12/31/19	19,757	19,561	19,559
VetCor Professional Practices LLC	Health Care Facilities	7.00%	4/20/21	13,197	13,197	13,197
					\$ 91,769	\$ 91,759

(1)

## Edgar Filing: Solar Capital Ltd. - Form 10-Q

Floating rate debt investments typically bear interest at a rate determined by reference to either the London Interbank Offered Rate ( LIBOR or L ) index rate or the prime index rate (PRIME or P ), and which typically reset monthly, quarterly or semi-annually. For each debt investment we have provided the current interest rate in effect as of December 31, 2015.

- (2) Represents the fair value in accordance with ASC Topic 820. The determination of such fair value is not included in the Board's valuation process described elsewhere herein.
- (3) The Company also holds a portion of this position on its Consolidated Statements of Assets and Liabilities.

**Table of Contents**

Below is certain summarized financial information for SSLP as of September 30, 2016 and December 31, 2015 and for the three and nine months ended September 30, 2016:

	September 30, 2016	December 31, 2015 (audited)
<b>Selected Balance Sheet Information for SSLP (in thousands):</b>		
Investments at fair value (cost \$138,829 and \$91,769, respectively)	\$ 138,978	\$ 91,759
Cash and other assets	2,946	769
 Total assets	 \$ 141,924	 \$ 92,528
Debt outstanding	\$ 42,550	\$
Distributions payable	1,691	253
Interest payable	445	
Accrued expenses and other payables	293	72
 Total liabilities	 \$ 44,979	 \$ 325
 Members' equity	 \$ 96,945	 \$ 92,203
 Total liabilities and members' equity	 \$ 141,924	 \$ 92,528

	Three months ended September 30, 2016	Nine months ended September 30, 2016
<b>Selected Income Statement Information for SSLP (in thousands):</b>		
Interest income	\$ 2,615	\$ 6,374
Service fees*	\$ 23	\$ 58
Interest and other credit facility expenses**	582	3,233
Other general and administrative expenses	37	102
 Total expenses	 \$ 642	 \$ 3,393
 Net investment income	 \$ 1,973	 \$ 2,981
 Net change in unrealized gain on investments	 251	 159
 Net income	 \$ 2,224	 \$ 3,140

\* Service fees are included within the Company's Consolidated Statements of Operations as other income.

\*\* SSLP made an irrevocable election to apply the fair value option of accounting to the SSLP Facility, in accordance with ASC 825-10. As such, all expenses related to the establishment of the SSLP Facility were expensed during the three and nine months ended September 30, 2016. These amounts totaled \$140 and \$2,788, respectively.

**Senior Secured Unitranche Loan Program II LLC**

## Edgar Filing: Solar Capital Ltd. - Form 10-Q

On November 2, 2015, the Company assigned \$125.0 million of its \$300.0 million commitment to SSLP to SSLP II, a Delaware limited liability company. On August 5, 2016, the Company entered into an amended and restated limited liability company agreement with WFI Loanco, LLC ( WFI ) and SSLP II commenced operations. Also on August 5, 2016, the Company assigned approximately \$50.0 million of its \$125.0 million commitment to SSLP II to Senior Secured Unitranche Loan Program III LLC ( SSLP III ), a newly formed Delaware limited liability company. SSLP III is currently wholly owned by Solar Capital Ltd. but may bring in unaffiliated investors at a later date. The Company and WFI s equity commitments to SSLP II now total \$75.0 million and \$18.0 million, respectively.

As of September 30, 2016, the Company and WFI contributed combined equity capital in the amount of \$43.6 million and \$10.5 million, respectively. Of the \$54.1 million of contributed equity capital at September 30,



**Table of Contents**

2016, the Company contributed \$43.5 million in the form of investments and \$0.1 million in the form of cash and WFI contributed \$10.5 million in the form of cash. As of September 30, 2016, the Company and WFI's remaining commitments to SSLP II totaled \$31.4 million and \$7.5 million, respectively. The Company, along with WFI, controls the funding of SSLP II and SSLP II may not call the unfunded commitments without approval of both the Company and WFI.

As of September 30, 2016, SSLP II had total assets of \$67.6 million. At September 30, 2016, SSLP II's portfolio consisted of floating rate senior secured loans to 8 different borrowers. For the period August 5, 2016 through September 30, 2016, SSLP II invested \$65.6 million in 8 portfolio companies. Investments prepaid totaled \$0.3 million for the same period. At September 30, 2016, the weighted average yield of SSLP II's portfolio was 7.8%, measured at fair value and 8.1%, measured at cost.

**SSLP II Portfolio as of September 30, 2016 (in thousands)**

Description	Industry	Spread Above Index <sup>(1)</sup>	LIBOR Floor	Interest Rate <sup>(2)</sup>	Maturity Date	Par Amount	Cost	Fair Value <sup>(3)</sup>
American Teleconferencing Services, Ltd. (PGI) <sup>(4)</sup>	Communications Equipment	L+650	1.00%	7.50%	12/8/21	\$ 14,810	\$ 13,362	\$ 14,477
Associated Pathologists, LLC	Health Care Providers & Services	L+500	1.00%	6.00%	8/1/21	1,667	1,650	1,650
CIBT Holdings, Inc.	Professional Services	L+525	1.00%	6.25%	6/28/22	5,241	5,190	5,188
Falmouth Group Holdings Corp. (AMPAC) <sup>(4)</sup>	Chemicals	L+675	1.00%	7.75%	12/14/21	10,972	10,972	10,972
LegalZoom.com, Inc. <sup>(4)</sup>	Internet Software & Services	L+700	1.00%	8.00%	5/13/20	10,972	10,972	11,082
Pet Holdings ULC & Pet Supermarket, Inc.	Specialty Retail	L+550	1.00%	6.50%	7/5/22	9,098	8,964	8,961
Polycom, Inc.	Communications Equipment	L+650	1.00%	7.50%	9/27/23	12,000	11,520	11,520
VetCor Professional Practices LLC	Health Care Facilities	L+625	1.00%	7.25%	4/20/21	2,847	2,792	2,791
							\$ 65,422	\$ 66,641

- (1) Floating rate instruments accrue interest at a predetermined spread relative to an index, typically the LIBOR or PRIME rate. These instruments are typically subject to a LIBOR or PRIME rate floor.
- (2) Floating rate debt investments typically bear interest at a rate determined by reference to either the London Interbank Offered Rate ( LIBOR or L ) index rate or the prime index rate (PRIME or P ), and which typically reset monthly, quarterly or semi-annually. For each debt investment we have provided the current interest rate in effect as of September 30, 2016.
- (3) Represents the fair value in accordance with ASC Topic 820. The determination of such fair value is not included in the Board's valuation process described elsewhere herein.
- (4) The Company also holds this security on its Consolidated Statements of Assets and Liabilities.

Below is certain summarized financial information for SSLP II as of September 30, 2016 and for the period August 5, 2016 (commencement of operations) through September 30, 2016:

	September 30, 2016
<b>Selected Balance Sheet Information for SSLP II (in thousands):</b>	
Investments at fair value (cost \$65,422)	\$ 66,641
Cash and other assets	930
Total assets	\$ 67,571
Payable for investments purchased	\$ 11,520
Accrued expenses and other payables	87
Total liabilities	\$ 11,607

Edgar Filing: Solar Capital Ltd. - Form 10-Q

Members' equity	\$ 55,964
Total liabilities and members' equity	\$ 67,571

**Table of Contents**

	For the period August 5, 2016 (commencement of operations) through September 30, 2016
<b>Selected Income Statement Information for SSLP II (in thousands):</b>	
Interest income	\$ 710
Service fees*	\$ 9
Other general and administrative expenses	68
<b>Total expenses</b>	<b>\$ 77</b>
Net investment income	\$ 633
<b>Net change in unrealized gain on investments</b>	<b>1,218</b>
Net income	\$ 1,851

\* Service fees are included within the Company's Consolidated Statements of Operations as other income.

**Stock Repurchase Program**

On July 31, 2013, the Company's board of directors authorized a program for the purpose of repurchasing up to \$100 million of the Company's common stock. Under the repurchase program, the Company could have, but was not obligated to, repurchase its outstanding common stock in the open market from time to time provided that the Company complied with the prohibitions under its Insider Trading Policies and Procedures and the guidelines specified in Rules 10b-18 and 10b-5 under the Securities Exchange Act of 1934, as amended, including certain price, market volume and timing constraints. On December 5, 2013, the Company's board of directors extended the repurchase program to be in place until the earlier of July 31, 2014 or until \$100 million of the Company's outstanding shares of common stock had been repurchased. On July 31, 2014, the Company's stock repurchase program expired. For the fiscal year ended December 31, 2014, the Company repurchased 1,779,033 shares at an average price of approximately \$21.97 per share, inclusive of commissions. The total dollar amount of shares repurchased was \$39.1 million. During the year ended December 31, 2013, the Company repurchased 796,418 shares at an average price of approximately \$21.98 per share, inclusive of commissions, for a total dollar amount of \$17.5 million.

On October 7, 2015, the Company announced a share repurchase program to purchase common stock in the open market in an amount up to \$30 million. Under the repurchase program, the Company may, but is not obligated to, repurchase its outstanding common stock in the open market from time to time provided that the Company complies with the prohibitions under its Insider Trading Policies and Procedures and the guidelines specified in Rules 10b-18 and 10b-5 under the Securities Exchange Act of 1934, as amended, including certain price, market volume and timing constraints. Unless amended or extended by the Company's board of directors, the Company expects the repurchase program to be in place until the earlier of October 7, 2016 or until \$30 million of the Company's outstanding shares of common stock have been repurchased. During the three months ended March 31, 2016, the Company repurchased 216,237 shares at an average price of \$15.76 per share, inclusive of commissions. This represented a discount of approximately 25.2% from the net asset value per share at March 31, 2016. No shares were repurchased during the three months ended June 30, 2016 or September 30, 2016. The total dollar amount of shares repurchased in the nine months ended September 30, 2016 is \$3.4 million, leaving a maximum of \$26.6 million available for future program purchases. During the year ended December 31, 2015, the Company repurchased 400 shares at an average price of \$15.98 per share, inclusive of commissions, for a total dollar amount of \$6 thousand.

**Critical Accounting Policies**

The preparation of consolidated financial statements and related disclosures in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, disclosure of contingent assets and liabilities at the date of the consolidated financial statements, and revenues



---

## **Table of Contents**

and expenses during the periods reported. Actual results could materially differ from those estimates. We have identified the following items as critical accounting policies. Within the context of these critical accounting policies and disclosed subsequent events herein, we are not currently aware of any other reasonably likely events or circumstances that would result in materially different amounts being reported.

### ***Valuation of Portfolio Investments***

We conduct the valuation of our assets, pursuant to which our net asset value is determined, at all times consistent with GAAP, and the 1940 Act. Our valuation procedures are set forth in more detail below:

Under procedures established by our board of directors (the Board), we value investments, including certain senior secured debt, subordinated debt and other debt securities with maturities greater than 60 days, for which market quotations are readily available, at such market quotations (unless they are deemed not to represent fair value). We attempt to obtain market quotations from at least two brokers or dealers (if available, otherwise from a principal market maker or a primary market dealer or other independent pricing service). We utilize mid-market pricing as a practical expedient for fair value unless a different point within the range is more representative. If and when market quotations are deemed not to represent fair value, we typically utilize independent third-party valuation firms to assist us in determining fair value. Accordingly, such investments go through our multi-step valuation process as described below. In each case, independent valuation firms consider observable market inputs together with significant unobservable inputs in arriving at their valuation recommendations. Debt investments with maturities of 60 days or less shall each be valued at cost plus accreted discount, or minus amortized premium, which is expected to approximate fair value, unless such valuation, in the judgment of the Investment Adviser, does not represent fair value, in which case such investments shall be valued at fair value as determined in good faith by or under the direction of our Board. Investments that are not publicly traded or whose market quotations are not readily available are valued at fair value as determined in good faith by or under the direction of our Board. Such determination of fair values involves subjective judgments and estimates.

With respect to investments for which market quotations are not readily available or when such market quotations are deemed not to represent fair value, our Board has approved a multi-step valuation process each quarter, as described below:

- (1) our quarterly valuation process begins with each portfolio company or investment being initially valued by the investment professionals of the Investment Adviser responsible for the portfolio investment;
- (2) preliminary valuation conclusions are then documented and discussed with senior management of the Investment Adviser;
- (3) independent valuation firms engaged by our Board conduct independent appraisals and review the Investment Adviser's preliminary valuations and make their own independent assessment for all material assets;
- (4) the audit committee of the Board reviews the preliminary valuation of the Investment Adviser and that of the independent valuation firm and responds to the valuation recommendation of the independent valuation firm to reflect any comments; and
- (5) the Board discusses valuations and determines the fair value of each investment in our portfolio in good faith based on the input of the Investment Adviser, the respective independent valuation firm and the audit committee.

Investments in all asset classes are valued utilizing a market approach, an income approach, or both approaches, as appropriate. However, in accordance with ASC 820-10, certain investments that qualify as investment companies in accordance with ASC 946, may be valued using net asset value as a practical expedient

---

**Table of Contents**

for fair value. 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 fair value pricing our investments include, as relevant: available current market data, including relevant and applicable market trading and transaction comparables, applicable market yields and multiples, security covenants, call protection provisions, 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, M&A comparables, our principal market (as the reporting entity) and enterprise values, among other factors. When available, broker quotations and/or quotations provided by pricing services are considered as an input in the valuation process. Escrow receivables, if any, included in the receivables for investments sold in the Consolidated Statements of Assets and Liabilities are reviewed quarterly and the value of the receivable is adjusted as necessary. For the nine months ended September 30, 2016, there has been no change to the Company's valuation techniques and the nature of the related inputs considered in the valuation process.

Accounting Standards Codification (ASC) Topic 820 classifies the inputs used to measure these fair values into the following hierarchy:

Level 1: Quoted prices in active markets for identical assets or liabilities, accessible by the Company at the measurement date.

Level 2: Quoted prices for similar assets or liabilities in active markets, or quoted prices for identical or similar assets or liabilities in markets that are not active, or other observable inputs other than quoted prices.

Level 3: Unobservable inputs for the asset or liability.

In all cases, the level in the fair value hierarchy within which the fair value measurement in its entirety falls is determined based on the lowest level of input that is significant to the fair value measurement. Our assessment of the significance of a particular input to the fair value measurement in its entirety requires judgment and considers factors specific to each investment. The exercise of judgment is based in part on our knowledge of the asset class and our prior experience.

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

***Valuation of Senior Secured Credit Facility and Senior Secured Notes***

The Company has made an irrevocable election to apply the fair value option of accounting to its Credit Facility and its Senior Secured Notes, in accordance with ASC 825-10. We believe accounting for the Credit Facility and Senior Secured Notes at fair value better aligns the measurement methodologies of assets and liabilities, which may mitigate certain earnings volatility.

***Revenue Recognition***

The Company records dividend income and interest, adjusted for amortization of premium and accretion of discount, on an accrual basis. Investments that are expected to pay regularly scheduled interest and/or dividends in cash are generally placed on non-accrual status when principal or interest/dividend cash payments are past due 30 days or more and/or when it is no longer probable that principal or interest/dividend cash payments will be collected. Such non-accrual investments are restored to accrual status if past due principal and interest or

**Table of Contents**

dividends are paid in cash, and in management's judgment, are likely to continue timely payment of their remaining interest or dividend obligations. Interest or dividend cash payments received on investments may be recognized as income or applied to principal depending upon management's judgment. Some of our investments may have contractual PIK interest or dividends. PIK interest and dividends computed at the contractual rate are accrued into income and reflected as receivable up to the capitalization date. PIK investments offer issuers the option at each payment date of making payments in cash or in additional securities. When additional securities are received, they typically have the same terms, including maturity dates and interest rates as the original securities issued. On these payment dates, the Company capitalizes the accrued interest or dividends receivable (reflecting such amounts as the basis in the additional securities received). PIK generally becomes due at the maturity of the investment or upon the investment being called by the issuer. At the point the Company believes PIK is not expected to be realized, the PIK investment will be placed on non-accrual status. When a PIK investment is placed on non-accrual status, the accrued, uncapitalized interest or dividends is reversed from the related receivable through interest or dividend income, respectively. The Company does not reverse previously capitalized PIK interest or dividends. Upon capitalization, PIK is subject to the fair value estimates associated with their related investments. PIK investments on non-accrual status are restored to accrual status if the Company again believes that PIK is expected to be realized. Loan origination fees, original issue discount, and market discounts are capitalized and amortized into income using the interest method or straight-line, as applicable. Upon the prepayment of a loan, any unamortized loan origination fees are recorded as interest income. We record prepayment premiums on loans and other investments as interest income when we receive such amounts. Capital structuring fees are recorded as other income when earned.

The typically higher yields and interest rates on PIK securities, to the extent we invested, reflects the payment deferral and increased credit risk associated with such instruments and that such investments may represent a significantly higher credit risk than coupon loans. PIK securities may have unreliable valuations because their continuing accruals require continuing judgments about the collectability of the deferred payments and the value of any associated collateral. PIK interest has the effect of generating investment income and increasing the incentive fees payable at a compounding rate. In addition, the deferral of PIK interest also increases the loan-to-value ratio at a compounding rate. PIK securities create the risk that incentive fees will be paid to the Investment Adviser based on non-cash accruals that ultimately may not be realized, but the Investment Adviser will be under no obligation to reimburse the Company for these fees. For the three and nine months ended September 30, 2016, there was no capitalized PIK income. For the three and nine months ended September 30, 2015, capitalized PIK income totaled \$0.1 million and \$0.4 million, respectively.

***Net Realized Gain or Loss and Net Change in Unrealized Gain or Loss***

We generally measure realized gain or loss 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, but considering unamortized origination or commitment fees and prepayment penalties. The net change in unrealized gain or loss reflects the change in portfolio investment values during the reporting period, including the reversal of previously recorded unrealized gain or loss, when gains or losses are realized. Gains or losses on investments are calculated by using the specific identification method.

***Income Taxes***

Solar Capital, a U.S. corporation, has elected to be treated as a RIC under Subchapter M of the Code. In order to qualify for taxation as a RIC, the Company is required, among other things, to timely distribute to its stockholders at least 90% of investment company taxable income, as defined by the Code, for each year. Depending on the level of taxable income earned in a given tax year, we may choose to carry forward taxable income in excess of current year distributions into the next tax year and pay a 4% excise tax on such income, as required. To the extent that the Company determines that its estimated current year annual taxable income will be in excess of estimated current year distributions, the Company accrues an estimated excise tax, if any, on estimated excess taxable income.

**Table of Contents****Recent Accounting Pronouncements**

In February 2015, the FASB issued Accounting Standards Update ( ASU ) 2015-02, Consolidation (Topic 810) Amendments to the Consolidation Analysis. The update changes the analysis that a reporting entity must perform to determine whether it should consolidate certain types of legal entities. Public companies are required to apply ASU 2015-02 for interim and annual reporting periods beginning after December 15, 2015. Accordingly, the Company has evaluated the impact of ASU 2015-02 on its consolidated financial statements and determined that the adoption of ASU 2015-02 has not had a material impact on our consolidated financial statements.

In April 2015, the FASB issued ASU 2015-03, Interest Imputation of Interest (Subtopic 835-30) Simplifying the Presentation of Debt Issuance Costs. The update requires that debt issuance costs related to a recognized debt liability be presented in the balance sheet as a direct deduction from the carrying amount of that debt liability, consistent with debt discounts. Public companies are required to apply ASU 2015-03 retrospectively for interim and annual reporting periods beginning after December 15, 2015. Accordingly, the Company has evaluated the impact of ASU 2015-03 on its consolidated financial statements and determined that the adoption of ASU 2015-03 has not had a material impact on our consolidated financial statements.

In May 2015, the FASB issued ASU 2015-07, Disclosures for Investments in Certain Entities That Calculate Net Asset Value per Share (or Its Equivalent). The update eliminates the requirement to categorize investments in the fair value hierarchy if their fair value is measured at net asset value (NAV) per share (or its equivalent) using the practical expedient in the FASB's fair value measurement guidance. Public companies are required to apply ASU 2015-07 retrospectively for interim and annual reporting periods beginning after December 15, 2015. Accordingly, the Company has evaluated the impact of ASU 2015-07 on its consolidated financial statements and determined that the adoption of ASU 2015-07 has not had a material impact on our consolidated financial statements.

**RESULTS OF OPERATIONS**

Results comparisons are for the three and nine months ended September 30, 2016 and 2015:

**Investment Income**

For the three and nine months ended September 30, 2016, gross investment income totaled \$39.8 million and \$115.2 million, respectively. For the three and nine months ended September 30, 2015, gross investment income totaled \$30.4 million and \$84.1 million, respectively. The increase in gross investment income for the year over year three and nine month periods was primarily due to growth of the income producing investment portfolio as well as fees received from the prepayment in June 2016 of loans to The Robbins Company, among others.

**Expenses**

Expenses totaled \$22.8 million and \$61.7 million, respectively, for the three and nine months ended September 30, 2016, of which \$11.6 million and \$34.6 million, respectively, were base management fees and performance-based incentive fees and \$8.5 million and \$19.1 million, respectively, were interest and other credit facility expenses (inclusive of \$2.7 million of costs related to the amendment of the Credit Facility). Administrative services and other general and administrative expenses totaled \$2.7 million and \$8.0 million, respectively, for the three and nine months ended September 30, 2016. Net expenses totaled \$13.5 million and \$36.7 million, respectively, for the three and nine months ended September 30, 2015, of which \$7.5 million and \$19.4 million, respectively, were base management fees and performance-based incentive fees and \$3.9 million and \$11.1 million, respectively, were interest and other credit facility expenses. Administrative services and other general and administrative expenses totaled \$2.1 million and \$6.2 million, respectively, for the three and nine



**Table of Contents**

months ended September 30, 2015. Expenses generally consist of management and performance-based incentive fees, administrative services fees, insurance expenses, legal fees, directors' fees, transfer agency fees, printing and proxy expenses, audit and tax services expenses, and other general and administrative expenses. Interest and other credit facility expenses generally consist of interest, unused fees, agency fees and loan origination fees, if any, among others. The increase in expenses for the three and nine months ended September 30, 2016 versus the three and nine months ended September 30, 2015 was primarily due to higher management fees, performance-based incentive fees and interest expense on a larger income producing investment portfolio.

**Net Investment Income**

The Company's net investment income totaled \$17.0 million and \$53.5 million, or \$0.40 and \$1.26, per average share, respectively, for the three and nine months ended September 30, 2016. The Company's net investment income totaled \$17.0 million and \$47.4 million, or \$0.40 and \$1.12, per average share, respectively, for the three and nine months ended September 30, 2015.

**Net Realized Gain (Loss)**

The Company had investment sales and prepayments totaling approximately \$273 million and \$365 million, respectively, for the three and nine months ended September 30, 2016. Net realized gains over the same periods were \$0.8 million and \$0.7 million, respectively. The Company had investment sales and prepayments totaling approximately \$33 million and \$117 million, respectively, for the three and nine months ended September 30, 2015. Net realized gains (losses) over the same periods were \$0.1 million and (\$6.5) million, respectively. Net realized gains for the three and nine months ended September 30, 2016 were related to the sale of select assets. Net realized losses for the nine months ended September 30, 2015 were primarily related to Quantum Foods, LLC.

**Net Change in Unrealized Gain (Loss)**

For the three and nine months ended September 30, 2016, net change in unrealized gain on the Company's assets and liabilities totaled \$7.8 million and \$34.8 million, respectively. For the three and nine months ended September 30, 2015, net change in unrealized gain (loss) on the Company's assets and liabilities totaled (\$17.0) million and (\$12.6) million, respectively. Net unrealized gain for the three months ended September 30, 2016 is primarily due to appreciation in the value of our investments in Global Tel\*Link Corporation, Bishop Lifting Products, Inc., and Senior Secured Unitranche Loan Program II LLC, among others. Partially offsetting the net change in unrealized gain was depreciation on our investments in Breath Technologies, Inc. and Rug Doctor, among others. Net unrealized gain for the nine months ended September 30, 2016 is primarily due to appreciation in the value of our investments in WireCo Worldgroup Inc., Crystal Financial, LLC, Global Tel\*Link Corporation, Asurion, LLC, Rug Doctor, The Robbins Company and LegalZoom.com, Inc., among others. Partially offsetting the net change in unrealized gain was depreciation on our investments in Senior Secured Unitranche Loan Program LLC, Breathe Technologies, Inc. and Aegis Toxicology Sciences Corporation, among others. Net unrealized loss for the three months ended September 30, 2015 is primarily due to depreciation in the value of our investments in Crystal Financial LLC, WireCo Worldgroup Inc., Asurion, LLC and Bishop Lifting Products, Inc., among others. Net unrealized loss for the nine months ended September 30, 2015 is primarily due to depreciation in the value of our investments in WireCo Worldgroup Inc., Direct Buy Inc., Rug Doctor and Bishop Lifting Products, Inc., among others. Partially offsetting the net change in unrealized loss was a reversal of unrealized depreciation on our investment in Quantum Foods, LLC.

**Net Increase in Net Assets From Operations**

For the three and nine months ended September 30, 2016, the Company had a net increase in net assets resulting from operations of \$25.6 million and \$89.0 million, respectively. For the same periods, earnings per average share were \$0.61 and \$2.11, respectively. For the three and nine months ended September 30, 2015, the

## **Table of Contents**

Company had a net increase in net assets resulting from operations of \$0.1 million and \$28.3 million, respectively. For the same periods, earnings per average share were \$0.00 and \$0.67, respectively.

## **LIQUIDITY AND CAPITAL RESOURCES**

The Company's liquidity and capital resources are generated and generally available through its Credit Facility maturing in September 2021, through cash flows from operations, investment sales, prepayments of senior and subordinated loans, income earned on investments and cash equivalents, and periodic follow-on equity and/or debt offerings. As of September 30, 2016, we had a total of \$287.3 million of unused borrowing capacity under the Credit Facility, subject to borrowing base limits.

We may from time to time issue equity and/or debt securities in either public or private offerings. The issuance of such securities will depend on future market conditions, funding needs and other factors and there can be no assurance that any such issuance will occur or be successful. The primary uses of existing funds and any funds raised in the future is expected to be for investments in portfolio companies, repayment of indebtedness, cash distributions to our shareholders, or for other general corporate purposes.

On January 11, 2013, the Company closed its most recent follow-on public equity offering of 6.3 million shares of common stock at \$24.40 per share raising approximately \$146.9 million in net proceeds. The primary uses of the funds raised were for investments in portfolio companies, reductions in revolving debt outstanding and for other general corporate purposes.

On November 16, 2012, we issued \$100 million in aggregate principal amount of the Unsecured Notes for net proceeds of \$96.9 million. Interest on the Unsecured Notes is paid quarterly on February 15, May 15, August 15 and November 15, at a rate of 6.75% per year, commencing on February 15, 2013. The Unsecured Notes mature on November 15, 2042. The Company may redeem the Unsecured Notes in whole or in part at any time or from time to time on or after November 15, 2017.

On May 10, 2012, the Company closed a private offering of \$75 million of Senior Secured Notes with a fixed interest rate of 5.875% and a maturity date of May 10, 2017. Interest on the Senior Secured Notes is due semi-annually on May 10 and November 10. The Senior Secured Notes were issued in a private placement only to qualified institutional buyers pursuant to Rule 144A under the Securities Act of 1933, as amended.

The primary uses of existing funds and any funds raised in the future is expected to be for repayment of indebtedness, investments in portfolio companies, cash distributions to our shareholders or for other general corporate purposes.

## **Cash Equivalents**

We deem certain U.S. Treasury bills, repurchase agreements and other high-quality, short-term debt securities as cash equivalents. The Company makes purchases that are consistent with its purpose of making investments in securities described in paragraphs 1 through 3 of Section 55(a) of the 1940 Act. From time to time, including at or near the end of each fiscal quarter, we consider using various temporary investment strategies for our business. One strategy includes taking proactive steps by utilizing cash equivalents as temporary assets with the objective of enhancing our investment flexibility pursuant to Section 55 of the 1940 Act. More specifically, from time-to-time we may purchase U.S. Treasury bills or other high-quality, short-term debt securities at or near the end of the quarter and typically close out the position on a net cash basis subsequent to quarter end. We may also utilize repurchase agreements or other balance sheet transactions, including drawing down on our credit facilities, as deemed appropriate. The amount of these transactions or such drawn cash for this purpose is excluded from total assets for purposes of computing the asset base upon which the management fee is determined. We held approximately \$290 million in cash equivalents as of September 30, 2016.

**Table of Contents****Debt***Unsecured Notes*

On November 16, 2012, the Company and U.S. Bank National Association entered into an Indenture and a First Supplemental Indenture relating to the Company's issuance, offer and sale of \$100 million aggregate principal amount of its Unsecured Notes. The Unsecured Notes will mature on November 15, 2042 and may be redeemed in whole or in part at the Company's option at any time or from time to time on or after November 15, 2017 at a redemption price of \$25 per security plus accrued and unpaid interest. The Unsecured Notes bear interest at a rate of 6.75% per year payable quarterly on February 15, May 15, August 15 and November 15 of each year. The Unsecured Notes are direct senior unsecured obligations of the Company.

*Revolving & Term Loan Facility*

On September 30, 2016, the Company entered into a second Credit Facility amendment. The Credit Facility is composed of \$505 million of revolving credit and \$50 million of term loans. Borrowings generally bear interest at a rate per annum equal to the base rate plus a range of 2.00-2.25% or the alternate base rate plus a range of 1.00%-1.25%. The Credit Facility has no LIBOR floor requirement. The Credit Facility matures in September 2021 and includes ratable amortization in the final year. The Credit Facility may be increased up to \$800 million with additional new lenders or an increase in commitments from current lenders. The Credit Facility contains certain customary affirmative and negative covenants and events of default. In addition, the Credit Facility contains certain financial covenants that among other things, requires the Company to maintain a minimum shareholder's equity and a minimum asset coverage ratio. The Company also pays issuers of funded term loans quarterly in arrears a commitment fee at the rate of 0.25% per annum on the average daily outstanding balance. In conjunction with the amendment of the Credit Facility, the Company expensed \$2.7 million. At September 30, 2016, outstanding USD equivalent borrowings under the Credit Facility totaled \$267.7 million.

*Senior Secured Notes*

On May 10, 2012, the Company closed a private offering of \$75 million of Senior Secured Notes with a fixed interest rate of 5.875% and a maturity date of May 10, 2017. Interest on the Senior Secured Notes is due semi-annually on May 10 and November 10. The Senior Secured Notes were issued in a private placement only to qualified institutional buyers pursuant to Rule 144A under the Securities Act of 1933, as amended.

Certain covenants on our issued debt may restrict our business activities, including limitations that could hinder our ability to finance additional loans and investments or to make the distributions required to maintain our status as a RIC under Subchapter M of the Code. At September 30, 2016, the Company was in compliance with all financial and operational covenants required by the Credit Facilities.

**Contractual Obligations**

A summary of our significant contractual payment obligations is as follows as of September 30, 2016:

**Payments Due by Period (in millions)**

	<b>Total</b>	<b>Less than 1 Year</b>	<b>1-3 Years</b>	<b>3-5 Years</b>	<b>More Than 5 Years</b>
Revolving credit facility <sup>(1)</sup>	\$ 217.7	\$	\$	\$ 217.7	\$
Unsecured senior notes	100.0				100.0
Senior secured notes	75.0	75.0			
Term Loans	50.0			50.0	

(1) As of September 30, 2016, we had a total of \$287.3 million of unused borrowing capacity under our revolving credit facilities, subject to borrowing base limits.



**Table of Contents**

Information about our senior securities is shown in the following table (in thousands) as of each year ended December 31 since the Company commenced operations, unless otherwise noted. The  $\square$  indicates information which the SEC expressly does not require to be disclosed for certain types of senior securities.

Class and Year	Total Amount Outstanding <sup>(1)</sup>	Asset Coverage Per Unit <sup>(2)</sup>	Involuntary Liquidating Preference Per Unit <sup>(3)</sup>	Average Market Value Per Unit <sup>(4)</sup>
<b>Revolving Credit Facilities</b>				
Fiscal 2016 (through September 30, 2016)	\$ 217,700	\$ 1,511		N/A
Fiscal 2015	207,900	1,459		N/A
Fiscal 2014				N/A
Fiscal 2013				N/A
Fiscal 2012	264,452	1,510		N/A
Fiscal 2011	201,355	3,757		N/A
Fiscal 2010	400,000	2,668		N/A
Fiscal 2009	88,114	8,920		N/A
<b>Unsecured Senior Notes</b>				
Fiscal 2016 (through September 30, 2016)	\$ 100,000	\$ 694		\$ 1,001
Fiscal 2015	100,000	702		982
Fiscal 2014	100,000	2,294		943
Fiscal 2013	100,000	2,411		934
Fiscal 2012	100,000	571		923
<b>Senior Secured Notes</b>				
Fiscal 2016 (through September 30, 2016)	\$ 75,000	\$ 521		N/A
Fiscal 2015	75,000	527		N/A
Fiscal 2014	75,000	1,721		N/A
Fiscal 2013	75,000	1,808		N/A
Fiscal 2012	75,000	428		N/A
<b>Term Loans</b>				
Fiscal 2016 (through September 30, 2016)	\$ 50,000	\$ 347		N/A
Fiscal 2015	50,000	351		N/A
Fiscal 2014	50,000	1,147		N/A
Fiscal 2013	50,000	1,206		N/A
Fiscal 2012	50,000	285		N/A
Fiscal 2011	35,000	653		N/A
Fiscal 2010	35,000	233		N/A
<b>Total Senior Securities</b>				
Fiscal 2016 (through September 30, 2016)	\$ 442,700	\$ 3,073		N/A
Fiscal 2015	432,900	3,039		N/A
Fiscal 2014	225,000	5,162		N/A
Fiscal 2013	225,000	5,425		N/A
Fiscal 2012	489,452	2,794		N/A
Fiscal 2011	236,355	4,410		N/A
Fiscal 2010	435,000	2,901		N/A
Fiscal 2009	88,114	8,920		N/A

(1) Total amount of each class of senior securities outstanding at the end of the period presented.

(2) 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 all senior securities representing indebtedness. This asset coverage ratio is multiplied by one thousand to determine the Asset Coverage Per Unit. In order to determine the specific Asset Coverage Per Unit for each class of debt, the total Asset Coverage Per Unit is allocated based on the amount outstanding in each class of debt at the end of the period. As of September 30, 2016, asset coverage was 307.3%.

(3)

## Edgar Filing: Solar Capital Ltd. - Form 10-Q

The amount to which such class of senior security would be entitled upon the involuntary liquidation of the issuer in preference to any security junior to it.

- (4) Not applicable except for the Unsecured Senior Notes which are publicly traded. The Average Market Value Per Unit is calculated by taking the daily average closing price during the period and dividing it by twenty-five dollars per share and multiplying the result by one thousand to determine a unit price per thousand consistent with Asset Coverage Per Unit. The average market value for the fiscal 2016, 2015, 2014, 2013 and 2012 periods was \$100,073, \$98,196, \$94,301, \$93,392, and \$92,302, respectively.

**Table of Contents**

We have also entered into two contracts under which we have future commitments: the Advisory Agreement, pursuant to which Solar Capital Partners, LLC has agreed to serve as our investment adviser, and the Administration Agreement, pursuant to which the Administrator has agreed to furnish us with the facilities and administrative services necessary to conduct our day-to-day operations and provide on our behalf managerial assistance to those portfolio companies to which we are required to provide such assistance. Payments under the Advisory Agreement are equal to (1) a percentage of the value of our average gross assets and (2) a two-part incentive fee. Payments under the Administration Agreement are equal to an amount based upon our allocable portion of the Administrator's overhead in performing its obligations under the Administration Agreement, including rent, technology systems, insurance and our allocable portion of the costs of our chief financial officer and chief compliance officer and their respective staffs. Either party may terminate each of the Advisory Agreement and administration agreement without penalty upon 60 days' written notice to the other. See note 3 to our Consolidated Financial Statements.

On October 15, 2015, SSLP entered into an amended and restated servicing agreement with the Company. SSLP engaged and retained the Company to provide certain administrative services relating to the facilities, supplies and necessary ongoing overhead support services for the operation of SSLP's ongoing business affairs in exchange for a fee. Either party may terminate this agreement upon 30 days' written notice to the other.

On August 5, 2016, SSLP II entered into a servicing agreement with the Company. SSLP II engaged and retained the Company to provide certain administrative services relating to the facilities, supplies and necessary ongoing overhead support services for the operation of SSLP II's ongoing business affairs in exchange for a fee. Either party may terminate this agreement upon 30 days' written notice to the other.

**Off-Balance Sheet Arrangements**

The Company had unfunded debt and equity commitments to various revolving and delayed draw loans as well as to Crystal Financial LLC. The total amount of these unfunded commitments as of September 30, 2016 and December 31, 2015 is \$46.5 million and \$65.8 million, respectively, comprised of the following:

<b>(in millions)</b>	<b>September 30, 2016</b>	<b>December 31, 2015</b>
Crystal Financial LLC	\$ 44.3	\$ 50.0
Conventus Orthopaedics, Inc.	2.2	
Achaogen, Inc.		10.0
AgaMatrix, Inc.		3.3
CardioDx, Inc.		2.5
<b>Total Commitments*</b>	<b>\$ 46.5</b>	<b>\$ 65.8</b>

\* The Company controls the funding of the Crystal Financial LLC commitment and may cancel it at its discretion (also see Senior Secured Unitranche Loan Program and Senior Secured Unitranche Loan Program II sections in Item 7).

As of September 30, 2016 and December 31, 2015, the Company had sufficient cash available and/or liquid securities available to fund its commitments as well as the commitment to SSLP disclosed earlier.

In the normal course of its business, we invest or trade in various financial instruments and may enter into various investment activities with off-balance sheet risk, which may include forward foreign currency contracts. Generally, these financial instruments represent future commitments to purchase or sell other financial instruments at specific terms at future dates. These financial instruments contain varying degrees of off-balance sheet risk whereby changes in the market value or our satisfaction of the obligations may exceed the amount recognized in our Consolidated Statements of Assets and Liabilities.

**Table of Contents****Distributions**

The following table reflects the cash distributions per share on our common stock for the two most recent fiscal years and the current fiscal year to date:

<b>Date Declared</b>	<b>Record Date</b>	<b>Payment Date</b>	<b>Amount</b>
<b>Fiscal 2016</b>			
November 2, 2016	December 15, 2016	January 4, 2017	\$ 0.40
August 2, 2016	September 22, 2016	October 4, 2016	0.40
May 3, 2016	June 23, 2016	July 1, 2016	0.40
February 24, 2016	March 24, 2016	April 1, 2016	0.40
<i>Total 2016</i>			\$ 1.60
<b>Fiscal 2015</b>			
November 3, 2015	December 17, 2015	January 6, 2016	\$ 0.40
August 4, 2015	September 24, 2015	October 2, 2015	0.40
May 5, 2015	June 25, 2015	July 1, 2015	0.40
February 25, 2015	March 19, 2015	April 2, 2015	0.40
<i>Total 2015</i>			\$ 1.60
<b>Fiscal 2014</b>			
November 4, 2014	December 18, 2014	January 5, 2015	\$ 0.40
August 4, 2014	September 18, 2014	October 1, 2014	0.40
May 5, 2014	June 19, 2014	July 1, 2014	0.40
February 25, 2014	March 20, 2014	April 1, 2014	0.40
<i>Total 2014</i>			\$ 1.60

Tax characteristics of all distributions will be reported to shareholders on Form 1099 after the end of the calendar year. Future quarterly distributions, if any, will be determined by our Board. We expect that our distributions to stockholders will generally be from accumulated net investment income, from net realized capital gains or non-taxable return of capital, if any, as applicable.

We have elected to be taxed as a RIC under Subchapter M of the Code. To maintain our RIC status, we must distribute 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 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 maintain an opt out dividend reinvestment plan for our common stockholders. As a result, if we declare a distribution, then stockholders cash distributions will be automatically reinvested in additional shares of our common stock, unless they specifically opt out of the dividend reinvestment plan so as to receive cash distributions.

We may not be able to achieve operating results that will allow us to make distributions at a specific level or to increase the amount of these distributions from time to time. In addition, due to the asset coverage test applicable to us as a business development company, we may in the future be limited in our ability to make distributions. Also, our revolving credit facility may limit our ability to declare distributions if we default under certain provisions. If we do not distribute a certain percentage of our income annually, we will suffer adverse tax consequences, including possible loss of the tax benefits available to us as a regulated investment company. In addition, in accordance with GAAP and tax regulations, we include in income certain amounts that we have not yet received in cash, such as contractual payment-in-kind interest, which represents contractual interest added to





## **Table of Contents**

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 regulated investment company.

With respect to the distributions to stockholders, income from origination, structuring, closing and certain other upfront fees associated with investments in portfolio companies are treated as taxable income and accordingly, distributed to stockholders.

## **Related Parties**

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

We have entered into the Advisory Agreement with Solar Capital Partners. Mr. Gross, our chairman and chief executive officer, is a managing member and a senior investment professional of, and has financial and controlling interests in, the Investment Adviser. In addition, Mr. Spohler, our chief operating officer is a partner and a senior investment professional of, and has financial interests in, the Investment Adviser.

The Administrator provides us with the office facilities and administrative services necessary to conduct day-to-day operations pursuant to our Administration Agreement. We reimburse the Administrator for the allocable portion of overhead and other expenses incurred by it in performing its obligations under the Administration Agreement, including rent, the fees and expenses associated with performing compliance functions, and the compensation of our chief compliance officer, our chief financial officer and any administrative support staff.

We have entered into a license agreement with the Investment Adviser, pursuant to which the Investment Adviser has granted us a non-exclusive, royalty-free license to use the name Solar Capital.

The Investment Adviser and its affiliates may also manage other funds in the future that may have investment mandates that are similar, in whole and in part, with ours. For example, the Investment Adviser presently serves as investment adviser to Solar Senior Capital Ltd., a publicly traded BDC, which focuses on investing primarily in senior secured loans, including first lien and second lien debt instruments. In addition, Michael S. Gross, our chairman and chief executive officer, Bruce Spohler, our chief operating officer, and Richard L. Peteka, our chief financial officer, serve in similar capacities for Solar Senior Capital Ltd. The Investment Adviser and certain investment advisory affiliates may determine that an investment is appropriate for us and for one or more of those other funds. In such event, depending on the availability of such investment and other appropriate factors, the Investment Adviser or its affiliates may determine that we should invest side-by-side with one or more other funds. Any such investments will be made only to the extent permitted by applicable law and interpretive positions of the SEC and its staff, and consistent with the Investment Adviser's allocation procedures.

Related party transactions may occur between Solar Capital Ltd. and Crystal Financial LLC, between Solar Capital Ltd. and Senior Secured Unitranche Loan Program LLC, between Solar Capital Ltd. and SSLP 2016-1, LLC and between Solar Capital Ltd. and Senior Secured Unitranche Loan Program II LLC. These transactions may occur in the normal course of business. No administrative fees are paid to Solar Capital Partners by Crystal Financial LLC, Senior Secured Unitranche Loan Program LLC or Senior Secured Unitranche Loan Program II LLC.

In addition, we have adopted a formal code of ethics that governs the conduct of our officers and directors. Our officers and directors also remain subject to the duties imposed by both the 1940 Act and the Maryland General Corporation Law.

**Table of Contents****Item 3. Quantitative and Qualitative Disclosures About Market Risk**

We are subject to financial market risks, including changes in interest rates. During the nine months ended September 30, 2016, certain of the investments in our portfolio had floating interest rates. These floating rate investments were primarily based on floating LIBOR and typically have durations of one to three months after which they reset to current market interest rates. Additionally, some of these investments have LIBOR floors. The Company also has revolving credit facilities that are generally based on floating LIBOR. Assuming no changes to our balance sheet as of September 30, 2016 and no new defaults by portfolio companies, a hypothetical one-quarter of one percent decrease in LIBOR on our floating rate assets and liabilities would not change our net investment income per average share over the next twelve months. Assuming no changes to our balance sheet as of September 30, 2016 and no new defaults by portfolio companies, a hypothetical one percent increase in LIBOR on our floating rate assets and liabilities would increase our net investment income by approximately seven cents per average share over the next twelve months. However, we may hedge against interest rate fluctuations from time-to-time by using standard hedging instruments such as futures, options, swaps and forward contracts subject to the requirements of the 1940 Act. While hedging activities may insulate us against adverse changes in interest rates, they may also limit our ability to participate in any benefits of certain changes in interest rates with respect to our portfolio of investments. At September 30, 2016, we have no interest rate hedging instruments outstanding.

Increase (Decrease) in LIBOR	(0.25%)	1.00%
Increase (Decrease) in Net Investment Income Per Share Per Year	\$0.00	\$0.07

We may also have exposure to foreign currencies (e.g., Canadian Dollars) through various investments. These investments are converted into U.S. dollars at the balance sheet date, exposing us to movements in foreign exchange rates. In order to reduce our exposure to fluctuations in foreign exchange rates, we may borrow from time-to-time in such currencies (e.g., Canadian Dollars) under our multi-currency revolving credit facility or enter into forward currency contracts.

**Item 4. Controls and Procedures****(a) Evaluation of Disclosure Controls and Procedures**

As of September 30, 2016 (the end of the period covered by this report), we, including our Chief Executive Officer and Chief Financial Officer, evaluated the effectiveness of the design and operation of our disclosure controls and procedures (as defined in Rule 13a-15(e) of the 1934 Act). Based on that evaluation, our management, including the Chief Executive Officer and Chief Financial Officer, concluded that our disclosure controls and procedures were effective and provided reasonable assurance that information required to be disclosed in our periodic SEC filings is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms, and that such information is accumulated and communicated to our management, including our Chief Executive Officer and Chief Financial Officer, as appropriate, to allow timely decisions regarding required disclosure. However, in evaluating the disclosure controls and procedures, management recognized that any controls and procedures, no matter how well designed and operated can provide only reasonable assurance of achieving the desired control objectives, and management necessarily was required to apply its judgment in evaluating the cost-benefit relationship of such possible controls and procedures.

**(b) Changes in Internal Controls Over Financial Reporting**

Management has not identified any change in the Company's internal control over financial reporting that occurred during the third quarter of 2016 that has materially affected, or is reasonably likely to materially affect, the Company's internal control over financial reporting.

**Table of Contents**

**PART II. OTHER INFORMATION**

**Item 1. Legal Proceedings**

We, Solar Capital Management, LLC and Solar Capital Partners, LLC are not currently subject to any material pending legal proceedings threatened against us. From time to time, we may be a party to certain legal proceedings incidental to the normal course of our business including the enforcement of our rights under contracts with our portfolio companies. While the outcome of these legal proceedings cannot be predicted with certainty, we do not expect that these proceedings will have a material effect upon our business, financial condition or results of operations beyond what has been disclosed within these financial statements.

**Item 1A. Risk Factors**

In addition to the other information set forth in this report, you should carefully consider the factors discussed in **Risk Factors** in the June 27, 2016 filing of our Registration Statement on Form N-2, which could materially affect our business, financial condition and/or operating results. The risks described in our Registration Statement on Form N-2 are not the only risks facing our Company. Additional risks and uncertainties not currently known to us or that we currently deem to be immaterial also may materially and adversely affect our business, financial condition and/or operating results.

**Item 2. Unregistered Sales of Equity Securities and Use of Proceeds**

We did not engage in unregistered sales of securities during the quarter ended September 30, 2016.

**Item 3. Defaults Upon Senior Securities**

None.

**Item 4. Mine Safety Disclosures**

Not applicable.

**Item 5. Other Information**

None.

**Table of Contents****Item 6. Exhibits**

The following exhibits are filed as part of this report or hereby incorporated by reference to exhibits previously filed with the SEC:

Exhibit	
Number	Description
3.1	Articles of Amendment and Restatement <sup>(1)</sup>
3.2	Amended and Restated Bylaws <sup>(1)</sup>
4.1	Form of Common Stock Certificate <sup>(2)</sup>
4.2	Indenture, dated as of November 16, 2012, between the Registrant and U.S. Bank National Association as trustee <sup>(3)</sup>
4.3	First Supplemental Indenture, dated November 16, 2012, relating to the 6.75% Senior Notes due 2042, between the Registrant and U.S. Bank National Association as trustee <sup>(3)</sup>
10.1	Dividend Reinvestment Plan <sup>(1)</sup>
10.2	Form of Senior Secured Credit Agreement by and between the Registrant, Citibank, N.A., as administrative agent, the lenders party thereto, JPMorgan Chase Bank, N.A., as syndication agent, and SunTrust Bank, as documentation agent <sup>(5)</sup>
10.3	Form of Amendment No. 2 to the Senior Secured Credit Agreement by and between the Registrant, the Lenders and Citibank, N.A., as administrative agent*
10.4	First Amended and Restated Investment Advisory and Management Agreement by and between the Registrant and Solar Capital Partners, LLC <sup>(9)</sup>
10.5	Form of Custodian Agreement <sup>(7)</sup>
10.6	Amended and Restated Administration Agreement by and between Registrant and Solar Capital Management, LLC <sup>(6)</sup>
10.7	Trademark License Agreement by and between Registrant and Solar Capital Partners, LLC <sup>(1)</sup>
10.8	Form of Registration Rights Agreement <sup>(4)</sup>
10.9	Form of Subscription Agreement <sup>(4)</sup>
10.10	Form of Amended and Restated Limited Liability Company Agreement, dated as of October 15, 2015, between Solar Capital Ltd., Voya Retirement Insurance and Annuity Company, ReliaStar Life Insurance Company, and Voya Insurance and Annuity Company, by and through Voya Investment Management LLC, as agent and investment manager <sup>(8)</sup>
11.1	Computation of Per Share Earnings (included in the notes to the financial statements contained in this report)
31.1	Certification of Chief Executive Officer pursuant to Rule 13a-14 of the Securities Exchange Act of 1934, as amended.*
31.2	Certification of Chief Financial Officer pursuant to Rule 13a-14 of the Securities Exchange Act of 1934, as amended.*
32.1	Certification of Chief Executive Officer pursuant to Section 906 of The Sarbanes-Oxley Act of 2002.*
32.2	Certification of Chief Financial Officer pursuant to Section 906 of The Sarbanes-Oxley Act of 2002.*

**Table of Contents**

- (1) Previously filed in connection with Solar Capital Ltd. s registration statement on Form N-2 Pre-Effective Amendment No. 7 (File No. 333-148734) filed on January 7, 2010.
- (2) Previously filed in connection with Solar Capital Ltd. s registration statement on Form N-2 (File No 333-148734) filed on February 9, 2010.
- (3) Previously filed in connection with Solar Capital Ltd. s registration statement on Form N-2 Post-Effective Amendment No. 6 (File No. 333-172968) filed on November 16, 2012.
- (4) Previously filed in connection with Solar Capital Ltd. s report on Form 8-K filed on November 29, 2010.
- (5) Previously filed in connection with Solar Capital Ltd. s report on Form 8-K filed on July 6, 2012.
- (6) Previously filed in connection with Solar Capital Ltd. s registration statement on Form N-2 Post-Effective Amendment No. 10 (File No. 333-172968) filed on November 12, 2013.
- (7) Previously filed in connection with Solar Capital Ltd. s report on Form 10-K filed on February 25, 2014.
- (8) Previously filed in connection with Solar Capital Ltd. s report on Form 10-Q filed on November 3, 2015.
- (9) Previously filed in connection with Solar Capital Ltd. s report on Form 10-Q filed on August 2, 2016.
- \* Filed herewith.

**Table of Contents**

**SIGNATURES**

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized on November 2, 2016.

SOLAR CAPITAL LTD.

By: /s/ MICHAEL S. GROSS  
**Michael S. Gross**

**Chief Executive Officer**

**(Principal Executive Officer)**

By: /s/ RICHARD L. PETEKA  
**Richard L. Peteka**

**Chief Financial Officer**

**(Principal Financial and Accounting Officer)**