

Main Street Capital CORP  
Form POS EX  
November 17, 2017

As filed with the Securities and Exchange Commission on **November 17, 2017**

Securities Act File No. 333-203147

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

Washington, D.C. 20549

**Form N-2**

(Check appropriate box or boxes)

☐ **REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933**

☐ **Pre-Effective Amendment No.**

☒ **Post-Effective Amendment No. 14**

**Main Street Capital Corporation**

(Exact name of registrant as specified in charter)

**1300 Post Oak Boulevard, 8th Floor**

**Houston, TX 77056**

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**(713) 350-6000**

(Address and telephone number,

including area code, of principal executive offices)

**Vincent D. Foster**

**Chairman and Chief Executive Officer**

**Main Street Capital Corporation**

**1300 Post Oak Boulevard, 8th Floor**

**Houston, TX 77056**

(Name and address of agent for service)

COPIES TO:

**Jason B. Beauvais**  
**Senior Vice President, General Counsel,**  
**Chief Compliance Officer and Secretary**  
**Main Street Capital Corporation**  
**1300 Post Oak Boulevard, 8th Floor**  
**Houston, TX 77056**

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Approximate date of proposed public offering: **As soon as practicable after the effective date of this Registration Statement.**

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

**EXPLANATORY NOTE AND INCORPORATION BY REFERENCE**

This Post-Effective Amendment No. 14 to the Registration Statement on Form N-2 (File No. 333-203147) is being filed pursuant to Rule 462(d) under the Securities Act of 1933, as amended (the "Securities Act"), solely for the purpose of adding additional exhibits to such Registration Statement. Accordingly, this Post-Effective Amendment No. 14 consists only of a facing page, this explanatory note, and Part C of the Registration Statement on Form N-2. This Post-Effective Amendment No. 14 does not change the form of prospectus declared effective on April 26, 2017. As permitted by Rule 462(d), this Post-Effective Amendment No. 14 shall become effective upon filing with the SEC.

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**PART C**

**Other Information**

**Item 25. Financial Statements And Exhibits**

(1) *Financial Statements*

The following financial statements of Main Street Capital Corporation (the Registrant or the Company) are included in Part A of this Registration Statement:

Report of Independent Registered Public Accounting Firm	F-2
Consolidated Balance Sheets as of December 31, 2016 and 2015	F-3
Consolidated Statements of Operations for the Years Ended December 31, 2016, 2015, and 2014	F-4
Consolidated Statements of Changes in Net Assets for the Years Ended December 31, 2016, 2015, and 2014	F-5
Consolidated Statements of Cash Flows for the Years Ended December 31, 2016, 2015, and 2014	F-6
Consolidated Schedules of Investments as of December 31, 2016 and 2015	F-7
Notes to Consolidated Financial Statements	F-61

(2) *Exhibits*

- (a) Articles of Amendment and Restatement of Main Street Capital Corporation (previously filed as Exhibit (a) to Main Street Capital Corporation's Pre-Effective Amendment No. 2 to the Registration Statement on Form N-2 filed on August 15, 2007 (Reg. No. 333-142879))
- (b) Amended and Restated Bylaws of Main Street Capital Corporation (previously filed as Exhibit 3.1 to Main Street Capital Corporation's Current Report on Form 8-K filed on March 6, 2013 (File No. 1-33723))
- (c) Not Applicable
- (d)(1) Form of Common Stock Certificate (previously filed as Exhibit (d) to Main Street Capital Corporation's Pre-Effective Amendment No. 2 to the Registration Statement on Form N-2 filed on August 15, 2007 (Reg. No. 333-142879))
- (d)(2) Form of Subscription Certificate\*
- (d)(3) Form of Subscription Agent Agreement\*
- (d)(4) Form of Warrant Agreement\*
- (d)(5) Form of Preferred Stock Certificate\*
- (d)(6) Form of Indenture between Main Street Capital Corporation and The Bank of New York Mellon Trust Company, N.A. (previously filed as Exhibit (d)(6) to Main Street Capital Corporation's Post-Effective Amendment No. 2 to the Registration Statement on Form N-2 filed on March 28, 2013 (Reg. No. 333-183555))

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- (d)(7) Statement of Eligibility of Trustee on Form T-1 of The Bank of New York Mellon Trust Company, N.A., as trustee with respect to the Indenture under Exhibit (d)(6) dated as of April 2, 2013
- (d)(8) Form of First Supplemental Indenture relating to the 6.125% Notes due 2023, between Main Street Capital Corporation and The Bank of New York Mellon Trust Company, N.A. (previously filed as Exhibit (d)(8) to Main Street Capital Corporation's Post-Effective Amendment No. 2 to the Registration Statement on Form N-2 filed on March 28, 2013 (Reg. No. 333-183555))
- (d)(9) Form of 6.125% Notes due 2023 (incorporated by reference to Exhibit (d)(8))
- (d)(10) Form of Second Supplemental Indenture relating to the 4.50% Notes due 2019, between Main Street Capital

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Corporation and The Bank of New York Mellon Trust Company, N.A. (previously filed as Exhibit (d)(10) to Main Street Capital Corporation's Post-Effective Amendment No. 9 to the Registration Statement on Form N-2 filed on November 4, 2014 (Reg. No. 333-183555))

- (d)(11) Form of 4.50% Notes due 2019 (incorporated by reference to Exhibit (d)(10))
- (d)(12) Form of Third Supplemental Indenture relating to the 4.50% Notes due 2022, between Main Street Capital Corporation and The Bank of New York Mellon Trust Company, N.A.\*\*
- (d)(13) Form of 4.50% Notes due 2022 (incorporated by reference to Exhibit (d)(12))
- (e) Dividend Reinvestment and Direct Stock Purchase Plan dated July 18, 2017 (previously filed as Exhibit (e) to Main Street Capital