

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549**

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of Earliest Event Reported): **June 21, 2023**

MSC Income Fund, Inc.

(Exact name of registrant as specified in its charter)

Maryland

(State or other jurisdiction of incorporation)

814-00939

(Commission File Number)

45-3999996

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

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

(Address of principal executive offices)

77056

(Zip Code)

Registrant's telephone number, including area code: **(713) 350-6000**

Not Applicable

Former name or former address, if changed since last report

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

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

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol	Name of each exchange on which registered
None	N/A	N/A

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 8.01. Other Events.

MSC Income Fund, Inc. (the “Company”) announced today the final results of its modified “Dutch auction” tender offer (the “Tender Offer”) to purchase for cash up to \$2,000,000 in value of its shares of common stock, par value \$0.001 per share (“Common Stock”), from its stockholders, which expired at 5:00 p.m., Central Time, on June 13, 2023.

Pursuant to the Tender Offer, the Company has accepted 406,904.25 shares of its common stock for purchase at a price of \$5.50 per share, for an aggregate cost of approximately \$2.24 million, excluding fees and expenses relating to the Tender Offer.

In accordance with rules promulgated by the Securities and Exchange Commission (“SEC”), the Company had the option to increase the number of shares accepted for payment in the Tender Offer by up to 2.0% of the outstanding shares without amending or extending the Tender Offer. The Company exercised that option and increased the Tender Offer by \$0.24 million to avoid any proration for the stockholders tendering shares. These shares are included in the total shares accepted for purchase noted above.

A copy of the press release announcing the foregoing is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

99.1 [Dutch Auction Results Announcement dated June 21, 2023](#)

SIGNATURES

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

MSC Income Fund, Inc.

Date: June 21, 2023

By: /s/ Jason B. Beauvais

Name: Jason B. Beauvais

Title: General Counsel



NEWS RELEASE

Contacts:
MSC Income Fund, Inc.
Dwayne L. Hyzak, CEO, dhyzak@mainstcapital.com
Jesse E. Morris, CFO and COO, jmorris@mainstcapital.com
713-350-6000

MSC Income Fund Announces Final Results of Dutch Auction Tender Offer

HOUSTON – June 21, 2023 – MSC Income Fund, Inc. (the “Company”) today announced the final results of its modified “Dutch Auction” tender offer (the “Tender Offer”) for an aggregate purchase price of not more than \$2.0 million of its shares of common stock, which expired at 5:00 PM, Central Time, on June 13, 2023.

The Company has accepted 406,904.25 shares of its common stock for purchase at a price of \$5.50 per share (the “Clearing Price”), for an aggregate cost of approximately \$2.24 million, excluding fees and expenses relating to the Tender Offer.

In accordance with rules promulgated by the Securities and Exchange Commission (“SEC”), the Company had the option to increase the number of shares accepted for payment in the Tender Offer by up to 2.0% of the outstanding shares without amending or extending the Tender Offer. The Company exercised that option and increased the Tender Offer by \$0.24 million to avoid any proration for the stockholders tendering shares. These shares are included in the total shares accepted for purchase noted above.

Upon settlement of the Tender Offer, the Company will have approximately 80,049,692 shares of common stock outstanding.

IMPORTANT NOTICE

This press release is for informational purposes only and is not an offer to buy or the solicitation of an offer to sell any securities of the Company. The Company expects to use available cash to purchase shares in the Tender Offer and to pay for all related fees and expenses. The full details of the Tender Offer are included in the Offer to Purchase, dated May 15, 2023, the related Letter of Transmittal and the other documents related to the Tender Offer (collectively, the “Tender Materials”), which the Company has filed with the Securities and Exchange Commission (the “SEC”) and has disseminated to stockholders.

ABOUT MSC INCOME FUND, INC.

MSC Income Fund, Inc. is a principal investment firm primarily focused on providing debt capital to middle market companies and customized debt and equity financing to lower middle market companies. The Company’s lower middle market companies generally have annual revenues between \$10 million and \$150 million. The Company’s middle market debt investments are made in businesses that are generally larger in size than its lower middle market companies.

For general inquiries regarding the Company, please contact:

MSC Adviser I, LLC

Dwayne L. Hyzak, CEO, dhyzak@mainstcapital.com

Jesse E. Morris, CFO & COO, jmorris@mainstcapital.com

713-350-6000

For inquiries regarding a specific account or holdings therein, please contact:

Hines Securities Investor Relations

888-220-6121

ABOUT MSC ADVISER I, LLC

MSC Adviser I, LLC is a wholly owned subsidiary of Main Street Capital Corporation (NYSE: MAIN) that is registered as an investment adviser under the Investment Advisers Act of 1940, as amended. It currently manages investments for external parties, including the Company.

FORWARD-LOOKING STATEMENTS

This press release may contain certain forward-looking statements, including but not limited to statements relating to the settlement of the Tender Offer. Any such statements other than statements of historical fact are likely to be affected by other unknowable future events and conditions, including elements of the future that are or are not under the Company's control, and that the Company may or may not have considered; accordingly, such statements cannot be guarantees or assurances of any aspect of future performance. Actual performance and results could vary materially from these estimates and projections of the future as a result of a number of factors, including those described from time to time in the Company's filings with the Securities and Exchange Commission. Such statements speak only as of the time when made and are based on information available to the Company as of the date hereof and are qualified in their entirety by this cautionary statement. The Company assumes no obligation to revise or update any such statement now or in the future.

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