

**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) **March 31, 2021**

**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**  
(IRS Employer Identification No.)

**1300 Post Oak Boulevard, 8<sup>th</sup> Floor, Houston, Texas**  
(Address of principal executive offices)

**77056**  
(Zip Code)

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

(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:

<u>Title of each class</u>	<u>Trading Symbol</u>	<u>Name of each exchange on which registered</u>
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.

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**Item 7.01. Regulation FD Disclosure.**

On April 1, 2021, MSC Income Fund, Inc. (the “Company”) posted an announcement regarding its fourth quarter and year end 2020 conference call and certain other materials to its corporate website. A copy of the announcement is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

The information disclosed under this Item 7.01 is being furnished and shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934 and shall not be deemed incorporated by reference into any filing made under the Securities Act of 1933, except as expressly set forth by specific reference in such filing.

**Item 8.01. Other Events.**

*Reinvestment Purchase Price*

On March 31, 2021, the Company set the price at which it will issue shares of its common stock (the “Reinvestment Purchase Price”) under its distribution reinvestment plan (the “DRP”) at \$7.45, effective as of the distribution payable on April 1, 2021. As previously disclosed by the Company, the Reinvestment Purchase Price is determined by the Company’s board of directors (the “Board”) or a committee thereof, in its sole discretion, such that it is (i) not less than the net asset value per share of common stock determined in good faith by the Board or a committee thereof, in its sole discretion, within forty-eight hours prior to the payment of a distribution (the “NAV Per Share”) and (ii) not more than 2.5% greater than the NAV Per Share.

**Item 9.01. Financial Statements and Exhibits.**

[Exhibit 99.1](#)      [Announcement dated April 1, 2021](#)

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**SIGNATURE**

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

**April 2, 2021**  
(Date)

**MSC Income Fund, Inc.**  
(Registrant)

/s/ **Jason B. Beauvais**  
Jason B. Beauvais  
*General Counsel*

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## *NEWS RELEASE*

Contacts:  
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Brent D. Smith, CFO, bsmith@mainstcapital.com  
713-350-6000

### **MSC Income Fund Announces Release of 2020 Annual Report and Conference Call Schedule**

*Call Scheduled for 10:00 a.m. Eastern Time on Friday, April 16, 2021*

**HOUSTON – April 1, 2021** – MSC Income Fund, Inc. (the “Company”) is pleased to announce that it has filed its Annual Report on Form 10-K for its fiscal year ended December 31, 2020. The Annual Report can be accessed on the Company’s website at [www.msccomefund.com](http://www.msccomefund.com) or through the Securities and Exchange Commission’s EDGAR system at [www.sec.gov](http://www.sec.gov).

The Company has also posted the following materials, each as of December 31, 2020, to its website:

- Fourth Quarter and Year End 2020 Investor Presentation
- Fourth Quarter 2020 Executive Summary
- Fourth Quarter 2020 Summary Financial Information

In conjunction with the release of its Annual Report and the additional materials listed above, the Company has scheduled a telephonic conference call, which will be broadcast live via phone and over the Internet, on Friday, April 16, 2021, at 10:00 a.m. Eastern time. Investors may listen either by phone or audio webcast.

**By Phone:** Dial 412-902-0030 at least 10 minutes before the call. A replay will be available through April 23, 2021 by dialing 201-612-7415 and using the access code 13718342#.

**By Webcast:** Connect to the webcast via the Investors section of the Company’s website at [www.msccomefund.com](http://www.msccomefund.com). Please log in at least 10 minutes in advance to register and download any necessary software. A replay of the conference call will be available on the Company’s website shortly after the call and will be accessible for approximately 30 days.

Stockholders of the Company are encouraged to visit the Company’s website at [www.msccomefund.com](http://www.msccomefund.com) for additional periodic updates regarding the Company and to sign up for email updates from the Company through the Company’s website at [www.msccomefund.com/new/email-alerts](http://www.msccomefund.com/new/email-alerts).

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For general inquiries regarding the Company, please contact:

MSC Adviser I, LLC  
Dwayne L. Hyzak, CEO, dhyzak@mainstcapital.com  
Brent D. Smith, CFO, bsmith@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 INCOME FUND, INC.**

MSC Income Fund, Inc. is a specialty finance company that primarily provides long-term debt and equity capital to lower middle market companies and debt capital to 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 portfolio companies.

**ABOUT MSC ADVISER I, LLC**

MSC Adviser 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. It currently manages investments for third parties, including MSC Income Fund, Inc.

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