

**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) **August 11, 2022**

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, 8th 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:

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 5.07. Submission of Matters to a Vote of Security Holders.

On August 11, 2022, MSC Income Fund, Inc (the “Company”) held its 2022 annual meeting of stockholders (the “Annual Meeting”). The issued and outstanding shares of stock of the Company entitled to vote at the Annual Meeting consisted of the 79,826,954 shares of common stock outstanding on the record date, May 19, 2022. The common stockholders of the Company voted on two matters at the Annual Meeting. The final voting results from the Annual Meeting are as follows:

- (1) A proposal to elect each of the four members of the Company’s board of directors (the “Board”) for a term of one year:

	Votes For	Authority Withheld or Abstained from Voting
Robert L. Kay	26,345,711	1,141,378
John O. Niemann, Jr.	26,311,774	1,175,315
Jeffrey B. Walker	26,357,135	1,129,954
Dwayne L. Hyzak	26,327,131	1,159,958

- (2) A proposal to ratify the appointment of Grant Thornton LLP as the Company’s independent registered public accounting firm for the year ending December 31, 2022:

Votes For	Votes Against	Abstentions
40,127,245	348,669	1,020,922

Item 7.01. Regulation FD Disclosure.

On August 12, 2022, the Company posted an announcement regarding its second quarter 2022 conference call 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, including Exhibit 99.1 hereto, is being furnished and shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934 or otherwise subject to the liabilities of that section, 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.

On August 11, 2022, the Company’s the Board declared a cash dividend of \$0.16 per share of the Company’s common stock, par value \$0.001 per share. This dividend will be payable on November 1, 2022 to holders of the Company’s common stock as of a record date of September 30, 2022. Additionally, the Board approved a repurchase offer pursuant to the Company’s share repurchase program in an amount equal 90% of the amount of proceeds resulting from shares issued in lieu of cash distributions from the November 1, 2022 dividend payment.

On August 12, 2022, the Company issued a press release announcing the dividend described above and the offer pursuant to the share repurchase program. A copy of such press release is attached hereto as Exhibit 99.2 and is incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

Exhibit 99.1 [Earnings Call Schedule Announcement dated August 12, 2022](#)

Exhibit 99.2 [Quarterly Dividend Announcement dated August 12, 2022](#)

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.

MSC Income Fund, Inc.
(Registrant)

August 12, 2022

(Date)

/s/ Jason B. Beauvais

Jason B. Beauvais
General Counsel



NEWS RELEASE

Contacts:

MSC Income Fund, Inc.

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

Jesse E. Morris, CFO & COO, jmorris@mainstcapital.com
713-350-6000

MSC Income Fund Announces Release of Second Quarter 2022 Quarterly Report and Conference Call Schedule

Call Scheduled for 10:00 a.m. Eastern Time on Friday, August 19, 2022

HOUSTON – August 12, 2022 – MSC Income Fund, Inc. (the “Company”) is pleased to announce that it has filed its Quarterly Report on Form 10-Q for the quarterly period ended June 30, 2022. The Quarterly Report can be accessed through the Company’s website at www.mscomefund.com or through the Securities and Exchange Commission’s EDGAR system at www.sec.gov.

The Company will post the following materials, each as of June 30, 2022, to its website on August 15, 2022:

- Second Quarter 2022 Investor Presentation
- Second Quarter 2022 Debt Capital Markets Presentation
- Second Quarter 2022 Summary Fact Sheet
- Second Quarter 2022 Summary Financial Information

In conjunction with the release of its Second Quarter 2022 Quarterly 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, August 19, 2022, at 10:00 a.m. Eastern time. Investors may listen either by phone or audio webcast.

By Phone: Dial 201-389-0872 at least 10 minutes before the call. A replay will be available through August 26, 2022 by dialing 201-612-7415 and using the access code 13731858#.

By Webcast: Connect to the webcast via the Investors section of the Company’s website at www.mscomefund.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.mscomefund.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.mscomefund.com/news/email-alerts.

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 INCOME FUND, INC.

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

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. It currently manages investments for external parties, including the Company.

###



NEWS RELEASE

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

MSC Income Fund Announces Quarterly Dividend And Upcoming Share Repurchase Offer

Quarterly Dividend of \$0.16 per Share Payable November 1, 2022

7% Increase from the Quarterly Dividend Paid in November 2021

HOUSTON, August 12, 2022 – MSC Income Fund, Inc. (the “Company”) is pleased to announce that its Board of Directors (the “Board”) has declared a quarterly cash dividend of \$0.16 per share, which represents a 7% increase from the quarterly dividend paid in November 2021. This dividend will be payable on November 1, 2022 to holders of the Company’s common stock as of a record date of September 30, 2022.

Additionally, the Board approved the Company making a repurchase offer for 90% of the amount of proceeds resulting from shares issued in lieu of cash distributions from the November 1, 2022 dividend payment to participants in the Company’s distribution reinvestment plan. Stockholders who hold shares in their own name will receive instructions on how to access the tender offer materials in the mail after a tender offer is announced. The forms will also be made available on the Company’s website at www.msцинcomefund.com/investors. These materials must be completed and returned to the Company in proper form before the applicable expiration date. If shares are custodian held or broker controlled, materials must be timely submitted in proper form by your custodian or broker on your behalf. If you do not receive the tender offer materials after a tender offer is announced, please contact your broker or Hines Securities Investor Relations at 888-220-6121.

The final determination of the tax attributes for dividends each year are made after the close of the tax year. The final tax attributes for 2022 dividends are currently expected to include a

combination of ordinary taxable income and qualified dividends and may include capital gains and return of capital.

The Company has adopted an “opt in” dividend reinvestment plan for its stockholders. As a result, stockholders will receive dividends in cash unless they have specifically “opted in” to the dividend reinvestment plan to have their cash dividend reinvested in additional shares of the Company’s common stock.

Stockholders of the Company are encouraged to visit the Company’s website at www.mscomefund.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.mscomefund.com/news/email-alerts.

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 INCOME FUND, INC.

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

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. 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 the continued payment of future dividends, continued repurchase of shares through the share repurchase program and the potential tax attributes for 2022 dividends. 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.

###
