

**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 7, 2024**

**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 7.01 Regulation FD Disclosure.**

On March 8, 2024, MSC Income Fund, Inc. (the “Company”) posted an announcement regarding its fourth quarter and fiscal year end 2023 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 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 March 7, 2024, the Company declared a cash dividend of \$0.185 per share of the Company’s common stock, par value \$0.001 per share. This dividend will be payable on May 1, 2024 to holders of the Company’s common stock as of a record date of March 29, 2024. 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 May 1, 2024 dividend payment.

On March 8, 2024, 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.**

(d) Exhibits

99.1 [Conference Call Announcement dated March 8, 2024.](#)

99.2 [Dividend Announcement dated March 8, 2024.](#)

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**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: March 8, 2024

By: /s/ Adam W. Park

Name: Adam W. Park

Title: Chief Compliance Officer



## ***NEWS RELEASE***

Contacts:

MSC Income Fund, Inc.

Dwayne L. Hyzak, CEO, [dhyzak@mainstcapital.com](mailto:dhyzak@mainstcapital.com)

Jesse E. Morris, CFO and COO, [jmorris@mainstcapital.com](mailto:jmorris@mainstcapital.com)

713-350-6000

### **MSC Income Fund Announces Release of 2023 Annual Report and Conference Call Schedule**

*Call Scheduled for 10:00 a.m. Eastern Time on Friday, March 15, 2024*

**HOUSTON – March 8, 2024** – 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, 2023. The Annual Report can be accessed through the Company’s website at [www.mscomefund.com](http://www.mscomefund.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, 2023, to its website:

- Fourth Quarter 2023 Investor Presentation
- Fourth Quarter 2023 Debt Capital Markets Presentation
- Fourth Quarter 2023 Summary Fact Sheet
- Fourth Quarter 2023 Summary Financial Information
- Fourth Quarter 2023 Dividend Update

In conjunction with the release of its 2023 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, March 15, 2024, 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 March 22, 2024 by dialing 201-612-7415 and using the access code 13744866#.

**By Webcast:** Connect to the webcast via the Investors section of the Company’s website at [www.mscomefund.com](http://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](http://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](http://www.mscomefund.com/news/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

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 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.

#### **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.

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## ***NEWS RELEASE***

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### **MSC Income Fund Announces Quarterly Dividend and Upcoming Share Repurchase Offer**

#### **Quarterly Dividend of \$0.185 per Share Payable May 1, 2024**

**HOUSTON, March 8, 2024** – MSC Income Fund, Inc. (the “Company”) is pleased to announce that its Board of Directors (the “Board”) has declared a quarterly cash dividend of \$0.185 per share. This dividend will be payable on May 1, 2024 to holders of the Company’s common stock as of a record date of March 29, 2024.

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 May 1, 2024 dividend payment to participants in the Company’s dividend 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.msccomefund.com/investors](http://www.msccomefund.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 2024 dividends are currently expected to include a combination of ordinary taxable income and qualified dividends and may include capital gains and return of capital.

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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.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/news/email-alerts](http://www.msccomefund.com/news/email-alerts).

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**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 2024 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.

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