

**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 11, 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 8.01. Other Events.**

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 up to \$2.5 million of its shares of common stock (the “Shares”), which expired at 5:00 PM, Central Time, on March 4, 2024.

Pursuant to the Tender Offer, the Company accepted 357,143 Shares for purchase at a price of \$7.00 per Share, for an aggregate cost of approximately \$2.5 million, excluding fees and expenses relating to the Tender Offer.

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 February 11, 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 11, 2024

By: /s/ Adam W. Park

Name: Adam W. Park

Title: Chief Compliance Officer



## *NEWS RELEASE*

Contacts:  
MSC Income Fund, Inc.  
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713-350-6000

### **MSC Income Fund Announces Final Results of Dutch Auction Tender Offer**

**HOUSTON – March 11, 2024** – 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 up to \$2.5 million of its shares of common stock, par value \$0.001 per share (the “Shares”), which expired at 5:00 PM, Central Time, on March 4, 2024.

Pursuant to the Tender Offer, the Company accepted 357,143 Shares for purchase at a price of \$7.00 per Share, for an aggregate cost of \$2.50 million, excluding fees and expenses relating to the Tender Offer.

The number of Shares that were properly tendered and not properly withdrawn at the Clearing Price exceeded the amount of Shares that the Company offered to purchase in the Tender Offer. Due to the oversubscription, based on the final count described above, the Company accepted, pursuant to the terms of the Tender Offer on a pro rata basis, approximately 87.59%% of the Shares that were tendered at the Clearing Price. Shares tendered at prices greater than the Clearing Price were not accepted and will remain outstanding.

Upon settlement of the Tender Offer, the Company will have approximately 80,112,589 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 incurred in executing the Tender Offer. The full details of the Tender Offer are included in the Offer to Purchase, dated February 5, 2024, 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.

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For general inquiries regarding the Company, please contact:

MSC Adviser I, LLC

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

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