

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

SCHEDULE TO  
Tender Offer Statement under Section 14(d)(1) or 13(e)(1)  
of the Securities Exchange Act of 1934  
(Amendment No. 1)

MSC INCOME FUND, INC.  
(Name of Subject Company (Issuer))

MSC INCOME FUND, INC.  
(Names of filing Persons (Offeror and Issuer))

Common Stock, Par Value \$0.001 per share  
(Title of Class of Securities)

5537X109  
(CUSIP Number of Class of Securities)

Dwayne L. Hyzak  
Chief Executive Officer  
MSC Income Fund, Inc.  
1300 Post Oak Boulevard, 8th Floor  
Houston, Texas 77056  
Telephone: (713) 350-6000  
(Name, address and telephone number of person authorized to receive  
notices and communications on behalf of filing person)

*Copies to:*  
Jason B. Beauvais  
General Counsel and Chief Compliance Officer  
MSC Income Fund, Inc.  
1300 Post Oak Boulevard, 8th Floor  
Houston, Texas 77056

Harry S. Pangas  
Dechert LLP  
1900 K Street, NW  
Washington, DC 20006-1110

CALCULATION OF FILING FEE

<u>TRANSACTION VALUATION(a)</u>	<u>AMOUNT OF FILING FEE(b)</u>
\$ 2,860,999.54	\$ 312.14

- (a) The transaction valuation is estimated solely for purposes of calculating the filing fee. This amount represents the maximum aggregate value of repurchases permitted for this period in accordance with the Company's share repurchase program.
- (b) The Filing Fee is calculated in accordance with Rule 0-11(b) of the Securities Exchange Act of 1934, as amended, and equals \$109.10 for each \$1,000,000 of the value of the transaction.

Check the box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

Amount Previously Paid: Not Applicable  
Form or Registration No.: Not Applicable  
Filing Party: Not Applicable  
Date Filed: Not Applicable

Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes below to designate any transactions to which the statement relates:

- third-party tender offer subject to Rule 14d-1.  
 issuer tender offer subject to Rule 13e-4.  
 going-private transaction subject to Rule 13e-3.  
 amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer:

## FINAL AMENDMENT TO TENDER OFFER STATEMENT

This Amendment No. 1 supplements and amends the Schedule TO filed with the Securities and Exchange Commission on April 12, 2021 by MSC Income Fund, Inc., an externally managed, non-diversified, closed-end management investment company incorporated in Maryland (the "Company"), in connection with the offer by the Company to purchase an estimated 390,941 shares of the Company's issued and outstanding common stock, par value \$0.001 per share (the "Shares"). The amount to be repurchased represents the number of Shares the Company can repurchase with 90% of the proceeds it received from the issuance of Shares under the Company's distribution reinvestment plan in connection with the Company's April 1, 2021 dividend payment. The tender offer was made upon, and subject to, the terms and conditions set forth in the Offer to Purchase, dated April 12, 2021, and the related Letter of Transmittal (together, the "Offer"). The Offer terminated at 5:00 P.M., Central Time, on May 17, 2021, and a total of 5,236,211.70 Shares were validly tendered and not withdrawn pursuant to the Offer as of such date, an amount that exceeded the maximum number of Shares the Company offered to purchase pursuant to the Offer. In accordance with the terms of the Offer, on June 1, 2021 (the funding date), the Company purchased a total of 383,512.70 Shares validly tendered and not withdrawn at a price of \$7.46 per Share, which was the net asset value per share as of May 31, 2021, for an aggregate purchase price of \$2,860,999.54 (an amount equal to 90% of the proceeds the Company received from the issuance of Shares under its distribution reinvestment plan). Because the amount of repurchase requests exceeded the number of Shares the Company sought to repurchase, the Company repurchased Shares on a pro-rata basis, subject to "odd lot" priority as described in the Offer. Stockholders who owned fewer than 100 shares in the aggregate and who properly tendered and did not withdraw such Shares and elected to be subject to "odd lot" priority were not subject to proration, in accordance with the terms of the Offer. All shares tendered by eligible Odd Lot Holders (as defined in the Offer) were repurchased.

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**SIGNATURE**

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: June 3, 2021

MSC INCOME FUND, INC.

By: /s/ Cory E. Gilbert  
Name: Cory E. Gilbert  
Title: Chief Accounting Officer and Assistant Treasurer

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