

**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) **November 11, 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, 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:

<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.

Item 7.01. Regulation FD Disclosure.

On November 12, 2021, MSC Income Fund, Inc. (the “Company”) posted an announcement regarding its third quarter 2021 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 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.

Update on Dividend and Share Repurchase Program

On November 11, 2021, the Company’s board of directors (the “Board”) declared a cash dividend of \$0.15 per share of the Company’s common stock, par value \$0.001 per share. This dividend will be payable on February 1, 2022 to holders of the Company’s common stock as of a record date of December 31, 2021. 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 February 1, 2022 dividend payment.

On November 12, 2021, 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 Announcement dated November 12, 2021](#)

[Exhibit 99.2 Quarterly Dividend Announcement dated November 12, 2021](#)

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.

November 16, 2021
(Date)

MSC Income Fund, Inc.
(Registrant)

/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 Third Quarter 2021 Quarterly Report and Conference Call Schedule

Call Scheduled for 10:00 a.m. Eastern Time on Friday, November 19, 2021

HOUSTON – November 12, 2021 – 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 September 30, 2021. 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.

In conjunction with the release of its Third Quarter 2021 Quarterly Report, the Company has scheduled a telephonic conference call, which will be broadcast live via phone and over the Internet, on Friday, November 19, 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 November 26, 2021 by dialing 201-612-7415 and using the access code 13724354.

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 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 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 \$0.15 per Share Payable February 1, 2022

HOUSTON, November 12, 2021 – MSC Income Fund, Inc. (the “Company”) is pleased to announce that its Board of Directors (the “Board”) has declared a quarterly cash dividend of \$0.15 per share. This dividend will be payable on February 1, 2022 to holders of the Company’s common stock as of a record date of December 31, 2021.

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 February 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.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 2021 and 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/new/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 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 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 2021 and 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.

###
