

Main Street Capital CORP
Form 497
August 10, 2016

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Filed Pursuant to Rule 497

Registration Statement No. 333-203147

Supplement, dated August 9, 2016
to
Prospectus, dated May 16, 2016
and
Prospectus Supplement, dated June 9, 2016

This supplement contains information which amends, supplements or modifies certain information contained in the Prospectus of Main Street Capital Corporation (the Company) dated May 16, 2016 (the Prospectus), as supplemented by the Prospectus Supplement dated June 9, 2016, as further supplemented from time to time including hereby (the Prospectus Supplement). Capitalized terms used but not defined herein shall have the same meaning given them in the Prospectus Supplement or Prospectus, as applicable.

Investing in our common stock involves a high degree of risk, and should be considered highly speculative. See Risk Factors beginning on page 14 of the Prospectus and in Annex A hereto to read about factors you should consider, including the risk of leverage and dilution, before investing in our common stock.

STATUS OF OUR OFFERING

On June 9, 2016, we established an at-the-market program to which the Prospectus Supplement relates and through which we may sell, from time to time and at our sole discretion up to 1,500,000 shares of our common stock. As of the date hereof, we have sold 708,500 shares of our common stock for net proceeds of approximately \$22.9 million, after commissions to the Sales Agents on shares sold and offering costs, under the at-the-market program. As a result, 791,500 shares of our common stock remain available for sale under the at-the-market program.

FORM 10-Q

On August 9, 2016, we filed our Quarterly Report on Form 10-Q for the quarterly period ended June 30, 2016 (the Report) with the Securities and Exchange Commission. We have attached the Report as Annex A hereto.

Annex A

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**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

FORM 10-Q

(Mark One)

**QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES
EXCHANGE ACT OF 1934**

For the quarterly period ended June 30, 2016

OR

**TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES
EXCHANGE ACT OF 1934**

For the transition period from: _____ to _____
Commission File Number: 001-33723

Main Street Capital Corporation

(Exact name of registrant as specified in its charter)

Maryland
(State or other jurisdiction of
incorporation or organization)

41-2230745
(I.R.S. Employer
Identification No.)

1300 Post Oak Boulevard, 8th floor
Houston, TX
(Address of principal executive offices)

77056
(Zip Code)

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(713) 350-6000

(Registrant's telephone number including area code)

n/a

(Former name, former address and former fiscal year, if changed since last report)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer Accelerated filer Non-accelerated filer Smaller reporting company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes No

The number of shares outstanding of the issuer's common stock as of August 8, 2016 was 52,448,188.

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Table of Contents**MAIN STREET CAPITAL CORPORATION****Consolidated Balance Sheets****(dollars in thousands, except shares and per share amounts)**

	June 30, 2016	December 31, 2015
	(Unaudited)	
ASSETS		
Portfolio investments at fair value:		
Control investments (cost: \$410,816 and \$387,727 as of June 30, 2016 and December 31, 2015, respectively)	\$ 570,409	\$ 555,011
Affiliate investments (cost: \$377,060 and \$333,728 as of June 30, 2016 and December 31, 2015, respectively)	358,483	350,519
Non-Control/Non-Affiliate investments (cost: \$1,005,044 and \$945,187 as of June 30, 2016 and December 31, 2015, respectively)	959,246	894,466
Total portfolio investments (cost: 1,792,920 and \$1,666,642 as of June 30, 2016 and December 31, 2015, respectively)	1,888,138	1,799,996
Marketable securities and idle funds investments (cost: \$1,712 and \$5,407 as of June 30, 2016 and December 31, 2015, respectively)	1,583	3,693
Total investments (cost: \$1,794,632 and \$1,672,049 as of June 30, 2016 and December 31, 2015, respectively)	1,889,721	1,803,689
Cash and cash equivalents	18,694	20,331
Interest receivable and other assets	33,478	27,737
Receivable for securities sold	23,369	9,901
Deferred financing costs (net of accumulated amortization of \$10,252 and \$8,965 as of June 30, 2016 and December 31, 2015, respectively)	12,007	13,267
Deferred tax asset, net	7,767	4,003
Total assets	\$ 1,985,036	\$ 1,878,928
LIABILITIES		
Credit facility	\$ 350,000	\$ 291,000
SBIC debentures (par: \$225,000 as of June 30, 2016 and December 31, 2015, par of \$75,200 is recorded at a fair value of \$73,879 and \$73,860 as of June 30, 2016 and December 31, 2015, respectively)	223,679	223,660
4.50% Notes	175,000	175,000
6.125% Notes	90,655	90,738
Accounts payable and other liabilities	9,313	12,292
Payable for securities purchased	22,522	2,311
Interest payable	5,391	3,959
Dividend payable	9,364	9,074
Total liabilities	885,924	808,034
Commitments and contingencies (Note M)		
NET ASSETS		
Common stock, \$0.01 par value per share (150,000,000 shares authorized; 51,993,135 and 50,413,744 shares issued and outstanding as of June 30, 2016 and December 31, 2015, respectively)	521	504
Additional paid-in capital	1,059,466	1,011,467
Accumulated net investment income, net of cumulative dividends of \$457,230 and \$417,347 as of June 30, 2016 and December 31, 2015, respectively	22,111	7,181
Accumulated net realized gain from investments (accumulated net realized gain from investments of \$48,065 before cumulative dividends of \$98,103 as of June 30, 2016 and accumulated net realized gain from investments of \$19,005 before cumulative dividends of \$68,658 as of December 31, 2015)	(50,038)	(49,653)
Net unrealized appreciation, net of income taxes	67,052	101,395

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Total net assets		1,099,112		1,070,894
Total liabilities and net assets		\$ 1,985,036	\$	1,878,928
NET ASSET VALUE PER SHARE		\$ 21.11	\$	21.24

The accompanying notes are an integral part of these financial statements

Table of Contents**MAIN STREET CAPITAL CORPORATION****Consolidated Statements of Operations**

(dollars in thousands, except shares and per share amounts)

(Unaudited)

	Three Months Ended June 30,		Six Months Ended June 30,	
	2016	2015	2016	2015
INVESTMENT INCOME:				
Interest, fee and dividend income:				
Control investments	\$ 12,957	\$ 11,492	\$ 25,572	\$ 22,827
Affiliate investments	8,952	6,961	17,476	13,010
Non-Control/Non-Affiliate investments	20,956	22,613	41,693	42,034
Interest, fee and dividend income	42,865	41,066	84,741	77,871
Interest, fee and dividend income from marketable securities and idle funds investments	37	242	168	616
Total investment income	42,902	41,308	84,909	78,487
EXPENSES:				
Interest	(8,255)	(7,657)	(16,437)	(15,453)
Compensation	(3,952)	(3,835)	(7,772)	(7,328)
General and administrative	(2,157)	(2,098)	(4,562)	(4,060)
Share-based compensation	(2,251)	(1,679)	(3,840)	(2,942)
Expenses allocated to the External Investment Manager	1,361	1,162	2,515	1,988
Total expenses	(15,254)	(14,107)	(30,096)	(27,795)
NET INVESTMENT INCOME	27,648	27,201	54,813	50,692
NET REALIZED GAIN (LOSS):				
Control investments		3,324	14,358	3,324
Affiliate investments	28,707	(136)	28,707	(137)
Non-Control/Non-Affiliate investments	(13,237)	(8,633)	(12,419)	(10,640)
Marketable securities and idle funds investments	(13)	(128)	(1,586)	(240)
Total net realized gain (loss)	15,457	(5,573)	29,060	(7,693)
NET CHANGE IN UNREALIZED APPRECIATION (DEPRECIATION):				
Portfolio investments	(10,585)	15,901	(38,114)	30,105
Marketable securities and idle funds investments	37	(123)	1,494	127
SBIC debentures	127	(80)	(19)	(772)
Total net change in unrealized appreciation (depreciation)	(10,421)	15,698	(36,639)	29,460
INCOME TAXES:				
Federal and state income, excise and other taxes	(1,098)	(1,665)	(1,468)	(2,042)
Deferred taxes	(675)	5,141	1,958	5,810
Income tax benefit (provision)	(1,773)	3,476	490	3,768
NET INCREASE IN NET ASSETS RESULTING FROM OPERATIONS	\$ 30,911	\$ 40,802	\$ 47,724	\$ 76,227

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NET INVESTMENT INCOME PER SHARE BASIC AND DILUTED	\$	0.54	\$	0.55	\$	1.07	\$	1.06
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NET INCREASE IN NET ASSETS RESULTING FROM OPERATIONS PER SHARE BASIC AND DILUTED	\$	0.60	\$	0.82	\$	0.94	\$	1.59
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DIVIDENDS PAID PER SHARE:

Regular monthly dividends	\$	0.540	\$	0.525	\$	1.080	\$	1.035
Supplemental dividends		0.275		0.275		0.275		0.275

Total dividends	\$	0.815	\$	0.800	\$	1.355	\$	1.310
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WEIGHTED AVERAGE SHARES OUTSTANDING BASIC AND DILUTED	51,441,371	49,883,321	50,995,575	47,992,268
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The accompanying notes are an integral part of these financial statements

Table of Contents**MAIN STREET CAPITAL CORPORATION****Consolidated Statements of Changes in Net Assets**

(dollars in thousands, except shares)

(Unaudited)

	Common Stock			Accumulated	Accumulated	Net Unrealized	
	Number of	Par	Additional	Net	Net Realized	Appreciation	Total Net
	Shares	Value	Paid-In	Investment	Gain From	from	Asset Value
			Capital	Income, Net	Investments,	Investments,	
				of Dividends	Net of	Net of Income	
					Dividends	Taxes	
Balances at December 31, 2014	45,079,150	\$ 451	\$ 853,606	\$ 23,665	\$ (20,456)	\$ 82,716	\$ 939,982
Public offering of common stock, net of offering costs	4,370,000	44	127,720				127,764
Share-based compensation			2,942				2,942
Purchase of vested stock for employee payroll tax withholding	(54,790)	(1)	(1,737)				(1,738)
Dividend reinvestment	304,100	3	9,394				9,397
Amortization of directors' deferred compensation			185				185
Issuance of restricted stock	240,074	2	(2)				
Dividends to stockholders				(62,624)	(1,319)		(63,943)
Net increase (loss) resulting from operations				50,692	(7,693)	33,228	76,227
Balances at June 30, 2015	49,938,534	\$ 499	\$ 992,108	\$ 11,733	\$ (29,468)	\$ 115,944	\$ 1,090,816
Balances at December 31, 2015	50,413,744	\$ 504	\$ 1,011,467	\$ 7,181	\$ (49,653)	\$ 101,395	\$ 1,070,894
Public offering of common stock, net of offering costs	1,225,757	12	38,642				38,654
Share-based compensation			3,840				3,840
Purchase of vested stock for employee payroll tax withholding	(80,750)	(1)	(2,592)				(2,593)
Dividend reinvestment	255,391	3	7,811				7,814
Amortization of directors' deferred compensation			301				301
Issuance of restricted stock, net of forfeited shares	260,668	3	(3)				
Dividends to stockholders				(39,883)	(29,445)		(69,328)
Cumulative-effect to retained earnings for excess tax benefit						1,806	1,806
Net increase (loss) resulting from operations				54,813	29,060	(36,149)	47,724
Balances at June 30, 2016	52,074,810	\$ 521	\$ 1,059,466	\$ 22,111	\$ (50,038)	\$ 67,052	\$ 1,099,112

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The accompanying notes are an integral part of these financial statements

Table of Contents**MAIN STREET CAPITAL CORPORATION****Consolidated Statements of Cash Flows**

(dollars in thousands)

(Unaudited)

	Six Months Ended June 30,	
	2016	2015
CASH FLOWS FROM OPERATING ACTIVITIES		
Net increase in net assets resulting from operations	\$ 47,724	\$ 76,227
Adjustments to reconcile net increase in net assets resulting from operations to net cash used in operating activities:		
Investments in portfolio companies	(303,049)	(483,365)
Proceeds from sales and repayments of debt investments in portfolio companies	167,809	324,309
Proceeds from sales and return of capital of equity investments in portfolio companies	48,952	16,174
Investments in marketable securities and idle funds investments		(3,463)
Proceeds from sales and repayments of marketable securities and idle funds investments	2,129	3,566
Net change in net unrealized (appreciation) depreciation	36,639	(29,460)
Net realized (gain) loss	(29,060)	7,693
Accretion of unearned income	(4,189)	(4,397)
Payment-in-kind interest	(3,042)	(1,534)
Cumulative dividends	(638)	(734)
Share-based compensation expense	3,840	2,942
Amortization of deferred financing costs	1,288	1,263
Deferred tax benefit	(1,958)	(5,810)
Changes in other assets and liabilities:		
Interest receivable and other assets	(1,825)	(1,092)
Interest payable	1,432	615
Accounts payable and other liabilities	(2,774)	(3,211)
Deferred fees and other	1,362	1,024
Net cash used in operating activities	(35,360)	(99,253)
CASH FLOWS FROM FINANCING ACTIVITIES		
Proceeds from public offering of common stock, net of offering costs	38,654	127,764
Dividends paid	(61,225)	(53,470)
Proceeds from credit facility	203,000	301,000
Repayments on credit facility	(144,000)	(293,000)
Purchases of vested stock for employee payroll tax withholding	(2,593)	(1,738)
Other	(113)	(143)
Net cash provided by financing activities	33,723	80,413
Net decrease in cash and cash equivalents	(1,637)	(18,840)
CASH AND CASH EQUIVALENTS AT BEGINNING OF PERIOD	20,331	60,432
CASH AND CASH EQUIVALENTS AT END OF PERIOD	\$ 18,694	\$ 41,592
Supplemental cash flow disclosures:		
Interest paid	\$ 13,646	\$ 13,575

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Taxes paid	\$	1,575	\$	2,219
Non-cash financing activities:				
Shares issued pursuant to the DRIP	\$	7,814	\$	9,397

The accompanying notes are an integral part of these financial statements

Table of Contents**MAIN STREET CAPITAL CORPORATION****Consolidated Schedule Of Investments****June 30, 2016****(dollars in thousands)****(Unaudited)**

Portfolio Company(1)	Business Description	Type of Investment(2)(3)	Principal(4)	Cost(4)	Fair Value
<u>Control Investments(5)</u>					
Access Media Holdings, LLC(10)	Private Cable Operator	5% Current / 5% PIK Secured Debt (Maturity July 22, 2020) Preferred Member Units (5,805,000 units; 12% cumulative) Member Units (45 units)	\$ 22,099	\$ 22,099 5,699 1	\$ 20,440 780
				27,799	21,220
AmeriTech College, LLC	For-Profit Nursing and Healthcare College	10% Secured Debt (Maturity November 30, 2019) 10% Secured Debt (Maturity January 31, 2020) Preferred Member Units (294 units; 5%)(8)	1,004 3,025	1,004 3,025 2,291	1,004 3,025 2,291
				6,320	6,320
ASC Interests, LLC	Recreational and Educational Shooting Facility	11% Secured Debt (Maturity July 31, 2018) Member Units (1,500 units)(8)	2,250	2,227 1,500	2,250 2,680
				3,727	4,930
Bond-Coat, Inc.	Casing and Tubing Coating Services	12% Secured Debt (Maturity December 28, 2017) Common Stock (57,508 shares)	11,596	11,538 6,350	11,596 5,090
				17,888	16,686
Café Brazil, LLC	Casual Restaurant Group	Member Units (1,233 units)(8)		1,742	6,570
CBT Nuggets, LLC	Produces and Sells IT Training Certification Videos	Member Units (416 units)(8)		1,300	50,100
CMS Minerals Investments					

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Oil & Gas
Exploration &
Production

Preferred Member Units (CMS Minerals LLC) (458 units)(8)	2,339	4,048
Member Units (CMS Minerals II, LLC) (100 units)(8)	4,050	3,988
	6,389	8,036

Table of Contents**MAIN STREET CAPITAL CORPORATION****Consolidated Schedule Of Investments (Continued)****June 30, 2016****(dollars in thousands)****(Unaudited)**

Portfolio Company(1)	Business Description	Type of Investment(2)(3)	Principal(4)	Cost(4)	Fair Value
Datacom, LLC	Technology and Telecommunications Provider	8% Secured Debt (Maturity May 30, 2017)	450	450	450
		5.25% Current / 5.25% PIK Secured Debt (Maturity May 30, 2019)	11,405	11,333	10,730
		Class A Preferred Member Units (15% cumulative)(8)		1,181	1,270
		Class B Preferred Member Units (6,453 units)		6,030	2,594
				18,994	15,044
Gamber-Johnson Holdings, LLC	Manufacturer of Ruggedized Computer Mounting Systems	LIBOR Plus 11.00% (Floor 1.00%), Current Coupon 12.00%, Secured Debt (Maturity June 24, 2021)(9)	20,000	19,791	19,791
		Member Units (7,040 units)		12,124	12,124
				31,915	31,915
Garreco, LLC	Manufacturer and Supplier of Dental Products	14% Secured Debt (Maturity January 12, 2018)	5,800	5,752	5,752
		Member Units (1,200 units)(8)		1,200	1,090
				6,952	6,842
GRT Rubber Technologies LLC	Manufacturer of Engineered Rubber Products	LIBOR Plus 9.00% (Floor 1.00%), Current Coupon 10.00%, Secured Debt (Maturity December 19, 2019)(9)	13,693	13,592	13,693
		Member Units (5,879 units)		13,065	18,030
				26,657	31,723
Gulf Manufacturing, LLC	Manufacturer of Specialty Fabricated Industrial Piping Products	9% PIK Secured Debt (Ashland Capital IX, LLC) (Maturity June 30, 2017)	777	777	777

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		Member Units (438 units)(8)		2,980	8,770
				3,757	9,547
Gulf Publishing Holdings, LLC	Energy Focused Media and Publishing				
		12.5% Secured Debt (Maturity April 29, 2021)	10,000	9,904	9,904
		Member Units (3,124 units)		3,124	3,124
				13,028	13,028
Harrison Hydra-Gen, Ltd.	Manufacturer of Hydraulic Generators				
		Common Stock (107,456 shares)(8)		718	3,030

Table of Contents**MAIN STREET CAPITAL CORPORATION****Consolidated Schedule Of Investments (Continued)****June 30, 2016****(dollars in thousands)****(Unaudited)**

Portfolio Company(1)	Business Description	Type of Investment(2)(3)	Principal(4)	Cost(4)	Fair Value
Hawthorne Customs and Dispatch Services, LLC	Facilitator of Import Logistics, Brokerage, and Warehousing	Member Units (500 units)(8)		589	280
		Member Units (Wallisville Real Estate, LLC) (588,210 units)(8)		1,215	2,220
				1,804	2,500
HW Temps LLC	Temporary Staffing Solutions	LIBOR Plus 9.50% (Floor 1.00%), Current Coupon 10.50%, Secured Debt (Maturity July 2, 2020)(9)	9,976	9,892	9,892
		Preferred Member Units (3,200 units)(8)		3,942	4,950
				13,834	14,842
Hydratec, Inc.	Designer and Installer of Micro-Irrigation Systems	Common Stock (7,095 shares)(8)		7,095	15,760
IDX Broker, LLC	Provider of Marketing and CRM Tools for the Real Estate Industry	12.5% Secured Debt (Maturity November 15, 2018)	11,350	11,291	11,350
		Member Units (5,400 units)		5,606	6,440
				16,897	17,790
Indianapolis Aviation Partners, LLC	Fixed Base Operator	15% Secured Debt (Maturity July 15, 2016)	3,100	3,100	3,100
		Warrants (1,046 equivalent units)		1,129	2,540
				4,229	5,640
Jensen Jewelers of Idaho, LLC	Retail Jewelry Store	Prime Plus 6.75% (Floor 2.00%), Current Coupon 10.25%, Secured Debt (Maturity November 14, 2016)(9)	4,355	4,343	4,355
		Member Units (627 units)(8)		811	5,200
				5,154	9,555

Table of Contents**MAIN STREET CAPITAL CORPORATION****Consolidated Schedule Of Investments (Continued)****June 30, 2016****(dollars in thousands)****(Unaudited)**

Portfolio Company(1)	Business Description	Type of Investment(2)(3)	Principal(4)	Cost(4)	Fair Value
Lamb Ventures, LLC	Aftermarket Automotive Services Chain	LIBOR Plus 5.75%, Current Coupon 6.22%, Secured Debt (Maturity March 3, 2017)	350	350	350
		11% Secured Debt (Maturity May 31, 2018)	7,735	7,735	7,735
		Preferred Equity (non-voting)		400	400
		Member Units (742 units)(8)		5,273	5,740
		9.5% Secured Debt (Lamb's Real Estate Investment I, LLC) (Maturity October 1, 2025)	894	894	894
		Member Units (Lamb's Real Estate Investment I, LLC) (1,000 units)(8)		625	1,620
			15,277	16,739	
Lighting Unlimited, LLC	Commercial and Residential Lighting Products and Design Services	8% Secured Debt (Maturity August 22, 2016)	1,514	1,514	1,514
		Preferred Equity (non-voting)		434	430
		Warrants (71 equivalent units)		54	30
		Member Units (700 units)		100	260
					2,102
Marine Shelters Holdings, LLC (LoneStar Marine Shelters)	Fabricator of Marine and Industrial Shelters	12% PIK Secured Debt (Maturity December 28, 2017)	9,668	9,597	9,069
		Preferred Member Units (3,810 units)		5,352	3,100
				14,949	12,169
MH Corbin Holding LLC	Manufacturer and Distributor of Traffic Safety Products	10% Secured Debt (Maturity August 31, 2020)	13,650	13,533	13,533
		Preferred Member Units (4,000 shares)		6,000	6,000
				19,533	19,533
Mid-Columbia Lumber Products, LLC	Manufacturer of Finger-Jointed Lumber Products				

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10% Secured Debt (Maturity December 18, 2017)	1,750	1,750	1,750
12% Secured Debt (Maturity December 18, 2017)	3,900	3,900	3,900
Member Units (2,829 units)(8)		1,244	2,420
9.5% Secured Debt (Mid-Columbia Real Estate, LLC) (Maturity May 13, 2025)	859	859	859
Member Units (Mid-Columbia Real Estate, LLC) (250 units)(8)		250	550
		8,003	9,479

Table of Contents**MAIN STREET CAPITAL CORPORATION****Consolidated Schedule Of Investments (Continued)****June 30, 2016****(dollars in thousands)****(Unaudited)**

Portfolio Company(1)	Business Description	Type of Investment(2)(3)	Principal(4)	Cost(4)	Fair Value
MSC Adviser I, LLC(16)	Third Party Investment Advisory Services	Member Units (Fully diluted 100.0%)(8)			26,912
Mystic Logistics Holdings, LLC	Logistics and Distribution Services Provider for Large Volume Mailers	12% Secured Debt (Maturity August 15, 2019) Common Stock (5,873 shares)(8)	9,360	9,215 2,720	9,360 5,390
				11,935	14,750
NAPCO Precast, LLC	Precast Concrete Manufacturing	Prime Plus 2.00% (Floor 7.00%), Current Coupon 9.00%, Secured Debt (Maturity February 1, 2019)(9) 18% Secured Debt (Maturity February 1, 2019) Member Units (2,955 units)(8)	2,713 3,952	2,688 3,916 2,975	2,713 3,952 9,770
				9,579	16,435
NRI Clinical Research, LLC	Clinical Research Service Provider	14% Secured Debt (Maturity September 8, 2017) Warrants (251,723 equivalent units) Member Units (1,454,167 units)	4,510	4,454 252 765	4,510 400 1,482
				5,471	6,392
NRP Jones, LLC	Manufacturer of Hoses, Fittings and Assemblies	6% Current / 6% PIK Secured Debt (Maturity December 22, 2016) Warrants (14,331 equivalent units) Member Units (50,877 units)	13,495	13,353 817 2,900	13,353 130 410
				17,070	13,893
OMi Holdings, Inc.	Manufacturer of Overhead Cranes	Common Stock (1,500 shares)		1,080	15,580
Pegasus Research Group, LLC (Televerde)	Provider of Telemarketing and Data Services				

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		Member Units (460 units)(8)	1,290	8,620
PPL RVs, Inc.	Recreational Vehicle Dealer			
		11.1% Secured Debt (Maturity July 1, 2016)	9,710	9,710
		Common Stock (1,962 shares)		2,150
				11,190
			11,860	20,900

Table of Contents**MAIN STREET CAPITAL CORPORATION****Consolidated Schedule Of Investments (Continued)****June 30, 2016****(dollars in thousands)****(Unaudited)**

Portfolio Company(1)	Business Description	Type of Investment(2)(3)	Principal(4)	Cost(4)	Fair Value
Principle Environmental, LLC	Noise Abatement Service Provider	12% Secured Debt (Maturity April 30, 2017)	4,060	4,060	4,060
		12% Current / 2% PIK Secured Debt (Maturity April 30, 2017)	3,344	3,344	3,344
		Preferred Member Units (19,631 units)		4,663	4,600
		Warrants (1,036 equivalent units)		1,200	20
					13,267
Quality Lease Service, LLC	Provider of Rigsite Accommodation Unit Rentals and Related Services	8% PIK Secured Debt (Maturity June 8, 2020)	6,790	6,790	6,790
		Member Units (1,000 units)		568	2,638
				7,358	9,428
River Aggregates, LLC	Processor of Construction Aggregates	Zero Coupon Secured Debt (Maturity June 30, 2018)	750	591	591
		Member Units (1,150 units)(8)		1,150	4,600
		Member Units (RA Properties, LLC) (1,500 units)		369	2,440
				2,110	7,631
SoftTouch Medical Holdings LLC	Home Provider of Pediatric Durable Medical Equipment	LIBOR Plus 9.00% (Floor 1.00%), Current Coupon 10.00%, Secured Debt (Maturity October 31, 2019)(9)	7,650	7,595	7,650
		Member Units (4,450 units)(8)		4,930	8,570
				12,525	16,220
The MPI Group, LLC	Manufacturer of Custom Hollow Metal Doors, Frames and Accessories	9% Secured Debt (Maturity October 2, 2018)	2,924	2,921	2,921
		Series A Preferred Units (2,500 units; 10% Cumulative)		2,500	500
		Warrants (1,424 equivalent units)		1,096	

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		Member Units (MPI Real Estate Holdings, LLC) (100% Fully diluted)(8)		2,300	2,300
				8,817	5,721
Travis Acquisition LLC	Manufacturer of Aluminum Trailers				
		12% Secured Debt (Maturity August 30, 2018)	3,245	3,212	3,245
		Member Units (7,282 units)		7,100	20,370
				10,312	23,615

Table of Contents**MAIN STREET CAPITAL CORPORATION****Consolidated Schedule Of Investments (Continued)****June 30, 2016****(dollars in thousands)****(Unaudited)**

Portfolio Company(1)	Business Description	Type of Investment(2)(3)	Principal(4)	Cost(4)	Fair Value
Uvalco Supply, LLC	Farm and Ranch Supply Store	9% Secured Debt (Maturity January 1, 2019)	1,098	1,098	1,098
		Member Units (2,011 units)(8)		3,843	5,710
				4,941	6,808
Vision Interests, Inc.	Manufacturer / Installer of Commercial Signage	13% Secured Debt (Maturity December 23, 2016)	2,964	2,955	2,955
		Series A Preferred Stock (3,000,000 shares)		3,000	3,370
		Common Stock (1,126,242 shares)		3,706	140
				9,661	6,465
Ziegler's NYPD, LLC	Casual Restaurant Group	6.5% Secured Debt (Maturity October 1, 2019)	1,000	993	993
		12% Secured Debt (Maturity October 1, 2019)	300	300	300
		14% Secured Debt (Maturity October 1, 2019)	2,750	2,750	2,750
		Warrants (587 equivalent units)		600	210
		Preferred Member Units (10,072 units)		2,834	3,530
				7,477	7,783
Subtotal Control Investments (30.2% of total investments at fair value)				\$ 410,816	\$ 570,409

Table of Contents**MAIN STREET CAPITAL CORPORATION****Consolidated Schedule Of Investments (Continued)****June 30, 2016****(dollars in thousands)****(Unaudited)**

Portfolio Company(1)	Business Description	Type of Investment(2)(3)	Principal(4)	Cost(4)	Fair Value
<u>Affiliate Investments(6)</u>					
AFG Capital Group, LLC	Provider of Rent-to-Own Financing Solutions and Services	11% Secured Debt (Maturity November 7, 2019) Warrants (42 equivalent units) Member Units (186 units)	\$ 12,960	\$ 12,648 259 1,200	\$ 12,826 570 2,330
				14,107	15,726
Barfly Ventures, LLC(10)	Casual Restaurant Group	12% Secured Debt (Maturity August 31, 2020) Options (2 equivalent units) Warrant (1 equivalent unit)	5,040	4,949 397 473	4,856 470 240
				5,819	5,566
BBB Tank Services, LLC	Maintenance, Repair and Construction Services to the Above-Ground Storage Tank Market	12% Current / 1% PIK Secured Debt (Maturity April 8, 2021) Member Units (800,000 units)	4,009	3,967 800	3,967 800
				4,767	4,767
Boss Industries, LLC	Manufacturer and Distributor of Air, Power and Other Industrial Equipment	Preferred Member Units (2,242 units)(8)		2,333	2,560
Bridge Capital Solutions Corporation	Financial Services and Cash Flow Solutions Provider	13% Secured Debt (Maturity April 18, 2017) Warrants (22 equivalent shares)	7,000	6,929 200	7,000 1,380
				7,129	8,380
Buca C, LLC	Casual Restaurant Group	LIBOR Plus 7.25% (Floor 1.00%), Current Coupon 8.25%, Secured Debt (Maturity June 30, 2020)(9)	23,211	23,020	23,211

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		Preferred Member Units (6 units; 6% cumulative)(8)		3,820	5,540
				26,840	28,751
CAI Software LLC	Provider of Specialized Enterprise Resource Planning Software				
		12% Secured Debt (Maturity October 10, 2019)	4,020	3,991	4,020
		Member Units (65,356 units)(8)		654	1,740
				4,645	5,760

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Portfolio Company(1)	Business Description	Type of Investment(2)(3)	Principal(4)	Cost(4)	Fair Value
CapFusion, LLC(13)	Non-Bank Lender to Small Businesses	13% Secured Debt (Maturity March 25, 2021)	11,200	9,933	9,933
		Warrants (1,600 equivalent units)		1,200	1,200
				11,133	11,133
Chandler Signs Holdings, LLC(10)	Sign Manufacturer	12% Secured Debt (Maturity July 4, 2021)	4,500	4,458	4,458
		Class A Units (1,500,000 units)(8)		1,500	1,500
				5,958	5,958
Condit Exhibits, LLC	Tradeshaw Exhibits / Custom Displays Provider	Member Units (3,936 units)(8)		100	1,460
Congruent Credit Opportunities Funds(12)(13)	Investment Partnership	LP Interests (Congruent Credit Opportunities Fund II, LP) (Fully diluted 19.8%)(8)		5,778	1,315
		LP Interests (Congruent Credit Opportunities Fund III, LP) (Fully diluted 17.4%)(8)		14,550	14,640
				20,328	15,955
Daseke, Inc.	Specialty Transportation Provider	12% Current / 2.5% PIK Secured Debt (Maturity July 31, 2018)	21,523	21,312	21,523
		Common Stock (19,467 shares)		5,213	22,660
				26,525	44,183
Dos Rios Partners(12)(13)	Investment Partnership	LP Interests (Dos Rios Partners, LP) (Fully diluted 20.2%)		4,174	2,482
		LP Interests (Dos Rios Partners A, LP) (Fully diluted 6.4%)		1,325	671
				5,499	3,153
Dos Rios Stone Products LLC(10)	Limestone and Sandstone Dimension Cut Stone				

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	Mining Quarries	Class A Units (2,000,000 units)		2,000	2,000
East Teak Fine Hardwoods, Inc.	Distributor of Hardwood Products	Common Stock (6,250 shares)(8)		480	860
East West Copolymer & Rubber, LLC	Manufacturer of Synthetic Rubbers	12% Current / 2% PIK Secured Debt (Maturity October 17, 2019)	9,600	9,477	9,477
		Warrants (2,510,790 equivalent units)		50	50
				9,527	9,527

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Portfolio Company(1)	Business Description	Type of Investment(2)(3)	Principal(4)	Cost(4)	Fair Value
EIG Fund Investments(12)(13)	Investment Partnership	LP Interests (EIG Global Private Debt fund A, L.P.) (Fully diluted 11.1%)(8)		2,780	2,780
EIG Traverse Co-Investment, L.P.(12)(13)	Investment Partnership	LP Interests (Fully diluted 22.2%)(8)		9,805	9,930
Freeport Financial Funds(12)(13)	Investment Partnership	LP Interests (Freeport Financial SBIC Fund LP) (Fully diluted 9.3%)(8)		5,974	5,699
		LP Interests (Freeport First Lien Loan Fund III LP) (Fully diluted 6.0%)(8)		3,564	3,564
				9,538	9,263
Gault Financial, LLC (RMB Capital, LLC)	Purchases and Manages Liquidation of Distressed Assets	10% Current Secured Debt (Maturity November 21, 2016) Warrants (29,025 equivalent units)	13,046	12,976 400	11,010
				13,376	11,010
Glowpoint, Inc.	Provider of Cloud Managed Video Collaboration Services	12% Secured Debt (Maturity October 18, 2018) Common Stock (7,711,517 shares)	9,000	8,937 3,958	7,637 2,310
				12,895	9,947
Guerdon Modular Holdings, Inc.	Multi-Family and Commercial Modular Construction Company	9% Current / 4% PIK Secured Debt (Maturity August 13, 2019) Preferred Stock (404,998 shares) Common Stock (212,033 shares)	10,492	10,360 1,140 2,983	10,360 1,140 80
				14,483	11,580
Houston Plating and Coatings, LLC	Provider of Plating and Industrial Coating Services	Member Units (265,756 units)		1,429	5,330

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I-45 SLF LLC(12)(13)	Investment Partnership	Member units (Fully diluted 20.0%; 24.4% profits interest)(8)	10,200	10,306
Indianhead Pipeline Services, LLC	Provider of Pipeline Support Services	12% Secured Debt (Maturity February 6, 2017)	5,550	5,467
		Preferred Member Units (33,819 units; 8% cumulative)(8)	2,326	2,575
		Warrants (31,928 equivalent units)	459	
		Member Units (14,732 units)	1	
			8,253	8,042

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Portfolio Company(1)	Business Description	Type of Investment(2)(3)	Principal(4)	Cost(4)	Fair Value
KBK Industries, LLC	Manufacturer of Specialty Oilfield and Industrial Products	10% Secured Debt (Maturity September 28, 2017)	600	600	600
		12.5% Secured Debt (Maturity September 28, 2017)	5,900	5,882	5,900
		Member Units (250 units)(8)		341	3,230
				6,823	9,730
L.F. Manufacturing Holdings, LLC(10)	Manufacturer of Fiberglass Products	Member Units (2,179,001 units)(8)		2,019	1,670
MPS Denver, LLC	Specialty Card Printing	Member Units (13,800 units)		1,130	840
OnAsset Intelligence, Inc.	Provider of Transportation Monitoring / Tracking Products and Services	12% PIK Secured Debt (Maturity December 31, 2015)(17)	4,254	4,254	4,254
		Preferred Stock (912 shares; 7% cumulative)		1,981	1,380
		Warrants (5,333 equivalent shares)		1,919	
				8,154	5,634
OPI International Ltd.(13)	Provider of Man Camp and Industrial Storage Services	10% Unsecured Debt (Maturity April 8, 2018)	473	473	473
		Common Stock (20,766,317 shares)		1,371	3,200
				1,844	3,673
PCI Holding Company, Inc.	Manufacturer of Industrial Gas Generating Systems	12% Secured Debt (Maturity March 31, 2019)	13,000	12,879	13,000
		Preferred Stock (1,500,000 shares; 20% cumulative)(8)		3,053	4,239
				15,932	17,239

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Radial Drilling Services Inc.	Oil and Gas Lateral Drilling Technology Provider	12% Secured Debt (Maturity November 22, 2016)(14) Warrants (316 equivalent shares)	4,200	3,951 758	1,510
				4,709	1,510

Table of Contents**MAIN STREET CAPITAL CORPORATION****Consolidated Schedule Of Investments (Continued)****June 30, 2016****(dollars in thousands)****(Unaudited)**

Portfolio Company(1)	Business Description	Type of Investment(2)(3)	Principal(4)	Cost(4)	Fair Value
Rocacea, LLC (Quality Lease and Rental Holdings, LLC)	Provider of Rigsite Accommodation Unit Rentals and Related Services	12% Secured Debt (Maturity January 8, 2018)(14)(18) Preferred Member Units (250 units)	30,785	30,281 2,500	250
				32,781	250
Tin Roof Acquisition Company	Casual Restaurant Group	12% Secured Debt (Maturity November 13, 2018) Class C Preferred Stock (Fully diluted 10.0%; 10% cumulative)(8)	13,785	13,628 2,603	13,628 2,603
				16,231	16,231
UniTek Global Services, Inc.(11)	Provider of Outsourced Infrastructure Services	LIBOR Plus 7.50% (Floor 1.00%), Current Coupon 8.50%, Secured Debt (Maturity January 13, 2019)(9)	2,826	2,826	2,811
		LIBOR Plus 8.50% (Floor 1.00%), Current Coupon 9.50%, Secured Debt (Maturity January 13, 2019)(9)	994	994	988
		15% PIK Unsecured Debt (Maturity July 13, 2019) Preferred Stock (4,935,377 shares) Common Stock (705,054 shares)	691	691 4,935	688 5,990 2,100
				9,446	12,577
Universal Wellhead Services Holdings, LLC(10)	Provider of Wellhead Equipment, Designs, and Personnel to the Oil & Gas Industry	Class A Preferred Units (4,000,000 units; 4.5% cumulative)(8)		4,000	1,160
Valley Healthcare Group, LLC	Provider of Durable Medical Equipment	LIBOR Plus 12.50% (Floor 0.50%), Current Coupon 13.00%, Secured Debt (Maturity December 29, 2020)(9) Preferred Member Units (Valley Healthcare Holding, LLC) (1,600 units)	10,816	10,717 1,600	10,717