

Main Street Capital CORP  
Form S-8 POS  
May 05, 2015

As filed with the Securities and Exchange Commission on May 5, 2015

Registration No. 333-151799

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**POST-EFFECTIVE AMENDMENT NO. 1**

to

**FORM S-8**

**REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933**

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**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**

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**Houston, TX**  
(Address of principal executive offices)

**77056**  
(Zip code)

**Main Street Capital Corporation 2008 Equity Incentive Plan**

**Main Street Capital Corporation 2008 Non-Employee Director Restricted Stock Plan**  
(Full title of the plan)

**Vincent D. Foster**  
**President and Chief Executive Officer**  
**Main Street Capital Corporation**  
**1300 Post Oak Boulevard, Suite 800**  
**Houston, TX 77056**

(Name, address and telephone number, including area code, of agent for service)

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.

Large accelerated filer  x

Accelerated filer  o

Non-accelerated filer  o  
(Do not check if a smaller reporting company)

Smaller reporting company  o

Explanatory Statement

This Post-Effective Amendment No. 1 to Registration on Form S-8, Registration No. 333-151799 (the Registration Statement ), is being filed to deregister certain shares of common stock, par value \$0.01 per share ( Common Stock ), of Main Street Capital Corporation (the Registrant ) that were registered for issuance pursuant to the 2008 Equity Incentive Plan and the 2008 Non-Employee Director Restricted Stock Plan. The Registration Statement registered 2,200,000 shares of Common Stock for issuance pursuant to the 2008 Equity Incentive Plan and the 2008 Non-Employee Director Restricted Stock Plan. The Registration Statement is hereby amended to deregister the remaining unissued shares of the Common Stock registered under the Registration Statement.

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Post-Effective Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Houston, State of Texas, on May 5, 2015.

**MAIN STREET CAPITAL CORPORATION**

By: /s/ Vincent D. Foster  
Vincent D. Foster  
Chairman and Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities indicated on May 5, 2015.

<b>Signature</b>	<b>Title</b>
/s/ Vincent D. Foster Vincent D. Foster	Chairman, President and Chief Executive Officer (principal executive officer)
/s/ Brent D. Smith Brent D. Smith	Chief Financial Officer and Treasurer (principal financial officer)
/s/ Shannon D. Martin Shannon D. Martin	Vice President and Chief Accounting Officer (principal accounting officer)
/s/ Michael Appling Jr. Michael Appling Jr.	Director
/s/ Joseph E. Canon Joseph E. Canon	Director
/s/ Arthur L. French Arthur L. French	Director
/s/ J. Kevin Griffin J. Kevin Griffin	Director
/s/ John E. Jackson John E. Jackson	Director