

EQUUS TOTAL RETURN, INC.  
Form 8-K  
January 25, 2019

---

**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): January 21, 2019

**EQUUS TOTAL RETURN, INC.**

(Exact Name of Registrant as Specified in its Charter)

<b>Delaware</b>	<b>814-00098</b>	<b>76-0345915</b>
(State or Other Jurisdiction Of Incorporation)	(Commission File Number)	(IRS Employer Identification No.)

**700 Louisiana Street, 48<sup>th</sup> Floor Houston, Texas**

(Address of Principal Executive Offices) **77020**  
(Zip Code)

**Registrant's telephone number, including area code: (713) 529-0900**

N/A

(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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2).

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 5.07 Submission of Matters to a Vote of Security Holders.**

On January 21, 2019, holders of a majority of the outstanding common stock of Equus Total Return, Inc. (the “Company”) approved the Company’s cessation as a business development company under the Investment Company Act of 1940 and authorized the Company’s Board of Directors (the “Board”) to cause the Company’s withdrawal of its election to be classified as a BDC, each effective as of a date designated by the Board and the Company’s Chief Executive Officer, but in no event later than July 31, 2019. Such actions will become effective twenty days after mailing of a definitive information statement to shareholders of the Company in accordance with the requirements of the Securities Exchange Act of 1934.

**Item 8.01 Other Events.**

On January 24, 2019, the Company issued a press release announcing the authorization given to the Board by the shareholders as described in Item 5.07 above. The text of the press release is included as Exhibit 99.1 to this Current Report and is incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits.**

**(d) Exhibits.**

99.1 Press release issued on January 24, 2019 by Equus Total Return, Inc.

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.

Equus Total Return, Inc.

Date: January 25, 2019 By: /s/ Kenneth I. Denos  
Name: Kenneth I. Denos  
Title: Secretary