
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 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) April 29, 2013

Monroe Capital Corporation

(Exact name of registrant as specified in its charter)

Maryland
(State or other jurisdiction
of incorporation)

814-00866
(Commission
File Number)

27-4895840
(IRS Employer
Identification No.)

**311 South Wacker Drive,
Suite 6400, Chicago, IL**
(Address of principal executive offices)

60606
(Zip Code)

(312) 258-8300
(Registrant's telephone number, including area code)

(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 (see General Instruction A.2. below):

- 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))
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ITEM 5.02(d). Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On and effective as of April 29, 2013, the board of directors of Monroe Capital Corporation (the “Company”) unanimously adopted resolutions taking the following action:

- Increasing the number of directors of the Company from five to seven;
- Appointing Thomas J. Allison and Jorde M. Nathan as directors, each of whom is not an interested director for the purposes of the Investment Company Act of 1940, as amended, and independent for purposes of Nasdaq corporate governance regulations;
- Appointing Mr. Allison to the Company’s audit committee as its chairperson; and
- Appointing Mr. Nathan to the Company’s nominating and corporate governance committee.

The press release issued by the Company on April 29, 2013 announcing Mr. Allison’s and Mr. Nathan’s appointment to the Company’s board of directors is attached hereto as Exhibit 99.1 and incorporated herein by reference.

ITEM 8.01. Other Events

On March 28, 2013, the Company learned of prior events that affected director Jeffrey Steele’s status as a non-interested, independent director for the purposes of the Investment Company Act of 1940, as amended, and the Nasdaq corporate governance rules. On November 12, 2012, the admission of additional lenders into the Company’s credit facility included Mr. Steele’s employer. As a result, Mr. Steele was no longer considered non-interested, the Company’s board of directors was no longer comprised of a majority of non-interested directors and the standing committees of the Company’s board of directors were no longer comprised solely of non-interested directors.

In order to strengthen and diversify the Company’s board of directors in anticipation of future growth and to ensure that the board of directors remains properly constituted, the Company took the following actions: (1) Mr. Steele resigned his positions on the Company’s audit committee and nominating and corporate governance committee; and (2) on April 29, 2013, the remaining non-interested directors nominated and the board unanimously approved the appointment of two additional non-interested directors to its board of directors, as set forth in Item 5.02(d) hereto, which is incorporated into this Item 8.01 by reference. The Company’s board of directors is comprised of a majority of non-interested and independent directors, and its standing committees, including its audit committee and nominating and corporate governance committee, are comprised entirely of non-interested and independent directors.

On April 29, 2013, the board of directors ratified all actions previously taken by the Company’s board of directors from the time Mr. Steele no longer qualified as a non-interested, independent director through April 29, 2013.

ITEM 9.01. Financial Statements and Exhibits

99.1 Press Release, dated April 29, 2013.

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.

MONROE CAPITAL CORPORATION

By: /s/ Aaron D. Peck

Name: Aaron D. Peck

Title: Chief Financial Officer

Dated: April 29, 2013



Monroe Capital Corporation Adds Two New Directors

Chicago, Ill., April 29, 2013—Monroe Capital Corporation (Nasdaq: MRCC) (“Monroe”) today announced that in order to strengthen and diversify the Company’s board of directors in anticipation of future growth it has expanded its board from five to seven members and elected two new directors.

Joining the Monroe board, effective immediately, are Thomas J. Allison, retired Executive Vice President and Senior Managing Director of Mesirow Financial Consulting, LLC and Jorde M. Nathan, retired Managing Director of Barclays Bank. Furthermore, due to the admission of additional lenders into the Company’s credit facility, Jeffrey M. Steele is no longer considered a non-interested director. The board has appointed Mr. Allison to the Company’s audit committee as its chairperson and has appointed Mr. Nathan to the Company’s nominating and corporate governance committee.

Commenting on the elections, Monroe’s Chairman and Chief Executive Officer Theodore L. Koenig said, “We are delighted to welcome two highly experienced executives to the Monroe board. Tom and Jorde bring a great deal of financial leadership and corporate finance experience to our board and their input will be invaluable as we grow the Company over time. We thank Jeff Steele for his work as our former audit committee chairperson and look forward to his continued participation on our board.”

Mr. Allison served as Executive Vice President and Senior Managing Director of Mesirow Financial Consulting, LLC, a full-service financial and operational advisory consulting firm headquartered in Chicago, from 2006 until 2012. At Mesirow, Mr. Allison managed complex turnaround situations and advised on major reorganizations and insolvencies. He also served as CEO, CFO or CRO for several clients. Prior to Mesirow, Mr. Allison served in various capacities at a number of firms including Huron Consulting Group and Arthur Andersen, LLC.

Mr. Nathan was employed by Barclays Bank, a major global financial services provider, from 2008 until 2012. Prior to Barclays, Mr. Nathan was employed by Lehman Brothers from 1993 until 2008. As Managing Director at Barclays and Lehman, Mr. Nathan focused on distressed, high yield and leverage loan sales and trading.

ABOUT MONROE CAPITAL CORPORATION

Monroe Capital Corporation is a publicly-traded specialty finance company that principally invests in senior, unitranche and junior secured debt and, to a lesser extent, unsecured debt and equity investments in middle-market companies. The Company's investment objective is to maximize the total return to its stockholders in the form of current income and capital appreciation. The Company's investment activities are managed by its investment adviser, Monroe Capital BDC Advisors, LLC, which is an investment adviser registered under the Investment Advisers Act of 1940, as amended, and an affiliate of Monroe Capital LLC. To learn more about Monroe Capital Corporation, visit www.monroebdc.com.

ABOUT MONROE CAPITAL LLC

Monroe Capital LLC is a leading provider of senior and junior debt and equity co-investments to middle-market companies in the U.S. and Canada. Investment types include unitranche financings, cash flow and enterprise value based loans, acquisition facilities, mezzanine debt, second lien or last-out loans and equity co-investments. Monroe Capital LLC prides itself on its flexible investment approach and its ability to close and fund transactions quickly. Monroe Capital LLC is committed to being a value-added and user-friendly partner to owners, senior management and private equity sponsors. To learn more about Monroe Capital LLC, visit www.monroecap.com.

FORWARD-LOOKING STATEMENTS

This press release may contain certain forward-looking statements. 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 developments and results are highly likely to vary materially from these estimates and projections of the future. Such statements speak only as of the time when made, and the Company undertakes no obligation to update any such statement now or in the future.

SOURCE: Monroe Capital Corporation

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