

**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): June 10, 2019

Solar Capital Ltd.

(Exact name of registrant as specified in its charter)

Maryland
(State or Other Jurisdiction
of Incorporation)

814-00754
(Commission
File Number)

26-1381340
(IRS Employer
Identification No.)

500 Park Avenue, New York, NY
(Address of Principal Executive Offices)

10022
(Zip Code)

Registrant's telephone number, including area code: (212) 993-1670

Not Applicable

(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:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common stock, par value \$0.01 per share	SLRC	The NASDAQ Global Select Market

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).

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 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On June 10, 2019, the Board of Directors (the “Board”) of Solar Capital Ltd. (the “Company”) appointed each of Mr. Michael S. Gross and Mr. Bruce J. Spohler to serve as the Company’s Co-Chief Executive Officers effective immediately (the “Appointment”). Prior to the Appointment, Mr. Gross served as the Company’s Chief Executive Officer and President and Mr. Spohler served as the Company’s Chief Operating Officer. Messrs. Gross and Spohler will continue to serve in their roles as the Company’s President and Chief Operating Officer, respectively.

Mr. Gross, age 57, has served as the Managing Member, the Chairman of the Board of Directors and the Chief Executive Officer of Solar Capital LLC since its inception in February 2007. Solar Capital LLC converted to the Company in November 2007. Mr. Gross has been the Chairman of the Board of Directors of the Company since December 2007, and Chief Executive Officer and President since November 2007. In addition, Mr. Gross has been the Chairman of the Board of Directors, Chief Executive Officer and President of Solar Senior Capital Ltd. since December 2010. Mr. Gross has also been the Chairman of the Board of Directors, Chief Executive Officer and President of SCP Private Credit Income BDC LLC since 2018. In addition, Mr. Gross also currently serves as a Managing Member of the Company’s investment adviser, Solar Capital Partners, LLC.

Mr. Spohler, age 58, was a Senior Vice President of Solar Capital LLC from its inception in February 2007. Solar Capital LLC converted to the Company in November 2007. Mr. Spohler has been a member of the Board of Directors of the Company since September 2009, and the Chief Operating Officer since December 2007. In addition, Mr. Spohler has been the Chief Operating Officer and a Director of Solar Senior Capital Ltd. since December 2010. Mr. Spohler has also served as the Chief Operating Officer and Director of SCP Private Credit Income BDC LLC since 2018. Mr. Spohler also currently serves as a Managing Member of the Company’s investment adviser, Solar Capital Partners, LLC.

Messrs. Gross and Spohler: (i) were not appointed as the Company’s Co-Chief Executive Officers pursuant to any arrangement or understanding with any other person; (ii) do not have a family relationship with any of the Company’s directors or other executive officers; (iii) have not engaged, since the beginning of the Company’s last fiscal year, nor propose to engage, in any transaction in which the Company was or is a participant; and (iv) have not entered into, nor expect to enter into, any material plan, contract, arrangement, grant or award in connection with their Appointment as the Company’s Co-Chief Executive Officers.

Item 7.01 Regulation FD Disclosure.

A copy of the Company’s June 11, 2019 press release announcing the Appointment is attached hereto as Exhibit 99.1 and incorporated herein by reference. The information set forth in the press release shall not be deemed “filed” for purposes of the Securities Exchange Act of 1934, as amended, or incorporated by reference in any filing under the Securities Act of 1933, as amended, regardless of any general incorporation language in such filing, unless expressly incorporated by specific reference in such filing.

Item 9.01 Financial Statements and Exhibits

- (a) Not applicable.
- (b) Not applicable.
- (c) Not applicable.
- (d) Exhibits

**Exhibit
No.**

Description

99.1

[Press release dated June 11, 2019.](#)

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.

Solar Capital Ltd.

Date: June 11, 2019

By: /s/ Richard L. Peteka

Richard L. Peteka
Secretary



PRESS RELEASE

SOLAR CAPITAL LTD. AND SOLAR SENIOR CAPITAL LTD. ANNOUNCE BRUCE SPOHLER NAMED CO-CEO

NEW YORK— June 11, 2019 —Solar Capital Ltd. (“Solar Capital”) (NASDAQ-GS: SLRC) and Solar Senior Capital Ltd. (“Solar Senior Capital”) (NASDAQ-GS: SUNS) (together “the Companies”) today announce that Bruce Spohler has been named Co-Chief Executive Officer of Solar Capital and Solar Senior Capital, effective immediately. Michael Gross, current Chief Executive Officer of Solar Capital and Solar Senior Capital, will serve as Co-Chief Executive Officer, with no change to his responsibilities or long-term commitment to the Companies.

“On behalf of Solar Capital and Solar Senior Capital, I’d like to thank Bruce for his leadership, dedication, and exceptional contributions since the Companies’ inceptions,” said Michael Gross, Chairman and Chief Executive Officer of Solar Capital and Solar Senior Capital. “Over twelve years ago, Bruce and I co-founded Solar Capital Partners, LLC, the investment manager of Solar Capital and Solar Senior Capital, and we have been serving as co-managing partners ever since. His promotion to Co-Chief Executive Officer is a recognition of our partnership and his invaluable service to the Companies throughout their histories.”

Mr. Spohler has served as the Chief Operating Officer of Solar Capital since 2007 and has been a member of its board of directors since September 2009. In his leadership role at Solar Senior Capital, Mr. Spohler has served as Chief Operating Officer and a member of the board of directors since Solar Senior Capital’s inception in 2010. Additionally, Mr. Spohler is Co-Founding Partner and Co-Managing Member with Mr. Gross of the Companies’ investment manager, Solar Capital Partners, LLC.

About Solar Capital Ltd.

Solar Capital is a closed-end investment company that has elected to be regulated as a business development company under the Investment Company Act of 1940. A specialty finance company with expertise in several niche markets, Solar Capital generally invests directly and indirectly in leveraged, U.S. middle market companies primarily in the form of cash flow and asset-based senior secured loans.

About Solar Senior Capital Ltd.

Solar Senior Capital is a closed-end investment company that has elected to be regulated as a business development company under the Investment Company Act of 1940. A specialty finance company with expertise in several niche markets, Solar Senior Capital generally invests directly and indirectly in leveraged, U.S. middle market companies primarily in the form of senior secured loans, including first lien cash flow and asset-based loans collateralized on a first lien basis primarily by current assets.

About Solar Capital Partners, LLC

Solar Capital Partners, LLC (“Solar Capital Partners”) is an SEC-registered investment adviser that primarily invests directly in leveraged, U.S. middle market companies in the form of cash flow and asset-based senior secured investments, including first lien, stretch first lien and second lien debt instruments. Currently, Solar Capital Partners, LLC manages approximately \$6.0 billion of investable capital across its public and private funds and separately managed accounts, including serving as the investment adviser to two publicly-traded business development companies, Solar Capital and Solar Senior Capital.

Since its formation in 2006 thru March 31, 2019, the Solar Capital Partners’ platform has invested approximately \$10.3 billion in over 650 different portfolio companies with approximately 200 private equity sponsors. Solar Capital Partners was founded in 2006 by Michael Gross and Bruce Spohler, who both have over 30 years of investment experience through multiple credit cycles.

Forward-Looking Statements

Statements included herein may constitute “forward-looking statements,” which relate to future events or our future performance or financial condition. These statements are not guarantees of future performance, conditions or results and involve a number of risks and uncertainties. Actual results may differ materially from those in the forward-looking statements as a result of a number of factors, including those described from time to time in the Companies’ filings with the Securities and Exchange Commission. Past performance is not indicative of future results and there is no guarantee that any of the expectations, targets or projections referenced herein will be achieved. Solar Capital and Solar Senior Capital undertake no duty to update any forward-looking statements made herein.

CONTACT:

Solar Capital Ltd. and Solar Senior Capital Ltd.
Investor Relations, 646-308-8770