

As filed with the Securities and Exchange Commission on July 7, 2016

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

SCHEDULE TO  
Tender Offer Statement under Section 14(d)(1) or 13(e)(1)  
of the Securities Exchange Act of 1934  
(Amendment No. 2)

**HMS INCOME FUND, INC.**  
(Name of Subject Company (Issuer))

**HMS INCOME FUND, INC.**  
(Names of filing Persons (Offeror and Issuer))

Common Stock, Par Value \$0.001 per share  
(Title of Class of Securities)

40427D102  
(CUSIP Number of Class of Securities)  
(Underlying Common Stock)

Sherri W. Schugart  
Chief Executive Officer  
HMS Income Fund, Inc.  
2800 Post Oak Boulevard, Suite 5000  
Houston, Texas 77056-6118  
Telephone: (888) 220-6121  
(Name, address and telephone number of person authorized to receive  
notices and communications on behalf of filing person)

Copies to:  
Thomas J. Friedmann  
William J. Tuttle  
Dechert LLP  
1900 K Street, NW  
Washington, DC 20006  
Tel: (202) 261-3300

Martin H. Dozier  
Alston & Bird LLP  
1201 West Peachtree Street  
Atlanta, Georgia 30309  
Tel: (404) 881-7000

CALCULATION OF FILING FEE

TRANSACTION VALUATION

\$10,563,282.61

AMOUNT OF FILING FEE

\$1,063.72

\* The Filing Fee is calculated in accordance with Rule 0-11(b) of the Securities Exchange Act of 1934, as amended, and equals \$100.70 for each \$1,000,000 of the value of the transaction.

Check the box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify persons filing by registration statement number, or the Form or Schedule and the date of its filing.

Amount Previously Paid: \$1,063.72  
Form or Registration No.: Schedule TO  
Filing Party: HMS Income Fund, Inc.  
Date Filed: May 13, 2016

Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes below to designate any transactions to which the statement relates:

- third-party tender offer subject to Rule 14d-1.
- issuer tender offer subject to Rule 13e-4.
- going-private transaction subject to Rule 13e-3.
- amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer:

If applicable, check the appropriate box(es) below to designate the appropriate rule provision(s) relied upon:

- Rule 13e-4(i) (Cross-Border Issuer Tender Offer)
  - Rule 14d-1(d) (Cross-Border Third-Party Tender Offer)
-

## FINAL AMENDMENT TO TENDER OFFER STATEMENT

This Amendment No. 2 supplements and amends the Schedule TO filed with the Securities and Exchange Commission on May 13, 2016, supplemented and amended on June 23, 2016, by HMS Income Fund, Inc., an externally managed, non-diversified, closed-end management investment company incorporated in Maryland (the "Company"), in connection with the offer by the Company to purchase up to 1,386,257.56 shares of its issued and outstanding common stock, par value \$0.001 per share (the "Shares"). The tender offer was made upon, and subject to, the terms and conditions set forth in the Offer to Purchase, dated May 13, 2016, and the related Letter of Transmittal (together, the "Offer"). The Offer terminated at 5:00 P.M., Central Time, on June 17, 2016, and 639,880.22 Shares were validly tendered and not withdrawn pursuant to the Offer as of such date. In accordance with the terms of the Offer, the Company purchased on June 23, 2016 (the funding date) all 639,880.22 Shares validly tendered and not withdrawn at a price of \$7.81 per Share, which was the net asset value per share as of June 21, 2016, for an aggregate purchase price of approximately \$4,997,464.51.

### SIGNATURE

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: July 7, 2016

HMS Income Fund, Inc.

By: /s/ David M. Covington

Name: David M. Covington

Title: Chief Accounting Officer and Treasurer