

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

WASHINGTON, D.C. 20549

FORM 8-K/A

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of Earliest Event Reported): **December 16, 2024**

MSC Income Fund, Inc.

(Exact name of registrant as specified in its charter)

Maryland

(State or other jurisdiction of incorporation)

814-00939

(Commission File Number)

45-3999996

(I.R.S. Employer Identification No.)

**1300 Post Oak Boulevard, 8th Floor
Houston, TX**

(Address of principal executive offices)

77056

(Zip Code)

Registrant's telephone number, including area code: **(713) 350-6000**

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	Name of each exchange on which registered
None	N/A	N/A

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

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.

Explanatory Note

MSC Income Fund, Inc. (the “Company”) is filing this Form 8-K/A as an amendment (the “Amendment”) to its Current Report on Form 8-K filed with the Securities and Exchange Commission (the “SEC”) on December 16, 2024 (the “Original Form 8-K”), solely to refile a corrected Exhibit 3.1 to the Original Form 8-K (Articles of Amendment to the Articles of Amendment and Restatement, or the “Articles of Amendment”). The corrected version of the Articles of Amendment is filed as Exhibit 3.1 hereto and supersedes and replaces in its entirety Exhibit 3.1 to the Original Form 8-K. Except as stated in this Explanatory Note, this Amendment does not otherwise change or update the disclosure set forth in the Original Form 8-K.

Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year

On December 16, 2024, pursuant to approval by its board of directors, MSC Income Fund, Inc. (the “Company”) completed a 2-for-1 reverse stock split (the “Reverse Stock Split”) of the Company’s issued and outstanding shares of common stock, par value \$0.001 per share (“Common Stock”), by filing Articles of Amendment (the “Amendment”) with the State Department of Assessments and Taxation of the State of Maryland (“SDAT”) pursuant to the Maryland General Corporation Law. The Reverse Stock Split became effective immediately upon acceptance by the SDAT on December 16, 2024.

As a result of the Reverse Stock Split, every two shares of issued and outstanding Common Stock were automatically combined into one issued and outstanding share of Common Stock. The Reverse Stock Split did not modify any rights or preferences of the shares of Common Stock. The Common Stock issued pursuant to the Reverse Stock Split remains fully paid and non-assessable. The Reverse Stock Split did not affect the number of authorized shares of Common Stock or the par value of the Common Stock.

The foregoing description of the Amendment does not purport to be complete and is qualified in its entirety by reference to the complete text of the Amendment, which is filed herewith as Exhibit 3.1 and incorporated herein by reference.

Item 7.01 Regulation FD Disclosure

On December 16, 2024, the Company issued a press release announcing the Reverse Stock Split. A copy of the press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

The information disclosed under this Item 7.01, including Exhibit 99.1 hereto, is being furnished and shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, and shall not be deemed incorporated by reference into any filing made under the Securities Act of 1933, except as expressly set forth by specific reference in such filing.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

<u>Exhibit Number</u>	<u>Description</u>
3.1	Articles of Amendment to the Articles of Amendment and Restatement.
99.1	Press Release issued by MSC Income Fund, Inc. dated December 16, 2024.
104	Cover Page Interactive Data File (embedded within the Inline XBRL document).

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.

MSC Income Fund, Inc.

Date: February 6, 2025

By:

/s/ Cory E. Gilbert

Name: Cory E. Gilbert

Title: Chief Financial Officer

MSC INCOME FUND, INC.

ARTICLES OF AMENDMENT

MSC INCOME FUND, INC., a Maryland corporation (the “Corporation”), does hereby certify to the State Department of Assessments and Taxation of the State of Maryland (the “SDAT”) that:

FIRST : The charter of the Corporation is hereby amended to provide that, immediately upon acceptance of these Articles of Amendment for record (the “Effective Time”) by the SDAT, every two shares of common stock, \$0.001 par value per share, of the Corporation that were issued and outstanding immediately prior to the Effective Time shall be changed into one issued and outstanding share of common stock, \$0.002 par value per share of the Corporation.

SECOND : Upon the effectiveness of the amendment set forth in Article FIRST hereof, the charter of the Corporation is hereby further amended to decrease the par value of each share of common stock of the Corporation from \$0.002 per share to \$0.001 per share.

THIRD : These Articles of Amendment were approved by a majority of the board of directors of the Corporation, and (i) the amendment set forth in Article FIRST hereof is made without action by the stockholders of the Corporation pursuant to Section 2-309(e) of the Maryland General Corporation Law and the amendment set forth in Article SECOND hereof is made without action by the stockholders of the Corporation pursuant to Section 2-605(a)(2) of the Maryland General Corporation Law.

FIFTH: The authorized stock of the Corporation has not been increased by these Articles of Amendment. The aggregate par value of the authorized stock of the Corporation has not been increased by these Articles of Amendment.

SIXTH: As amended hereby, the charter of the Corporation shall remain in full force and effect.

SEVENTH : Each of the undersigned acknowledges these Articles of Amendment to be the act and deed of the respective entity on behalf of which he or she has signed, and further, as to all matters or facts required to be verified under oath, each of the undersigned acknowledges that, to the best of his or her knowledge, information and belief, these matters and facts relating to the entity on whose behalf he or she has signed are true in all material respects and that this statement is made under the penalties of perjury.

-Signatures Appear on Following Page-

IN WITNESS WHEREOF, these Articles of Amendment are hereby signed in the name of and have been duly executed, as of the 16th day of December, 2024, on behalf of the Corporation, by its officer set forth below.

ATTEST:

MSC INCOME FUND, INC.,

a Maryland corporation

By: /s/ Jason B. Beauvais
Name: Jason B. Beauvais
Title: Secretary

By: /s/ Dwayne L. Hyza
Name: Dwayne L. Hyza
Title: Chief Executive Officer



NEWS RELEASE

Contacts:

MSC Income Fund, Inc.

Dwayne L. Hyzak, CEO, dhyzak@mainstcapital.com

Cory E. Gilbert, CFO, cgilbert@mainstcapital.com

713-350-6000

MSC Income Fund Announces 2-for-1 Reverse Stock Split

HOUSTON, December 16, 2024 – MSC Income Fund, Inc. (the “Company”) is pleased to announce that, pursuant to approval by its board of directors and in connection with its potential listing transaction, the Company has completed a 2-for-1 reverse stock split of its issued and outstanding shares of common stock, par value \$0.001 per share (“Common Stock”), effective as of December 16, 2024. As a result of the reverse stock split, every two shares of Common Stock has been automatically combined into one issued and outstanding share of Common Stock, without any change in the par value per share. Stockholder distributions will be unchanged, as the previously announced quarterly dividend per share payable on January 31, 2025 to stockholders of record as of December 31, 2024 will adjust commensurate with the 2-for-1 ratio of the reverse stock split.

The reverse stock split will reduce the number of shares of Common Stock outstanding from approximately 80.5 million shares to approximately 40.2 million shares. The number of authorized shares of Common Stock under the Company’s articles of amendment and restatement will remain unchanged at 450.0 million shares.

Holders of the Common Stock held in book-entry form or through a bank, broker or other nominee do not need to take any action in connection with the reverse stock split. Stockholders of record will receive information from the Company’s transfer agent, SS&C GIDS, Inc., regarding their post-split Common Stock ownership. Stockholders holding shares of Common Stock in certificate form will receive a transmittal letter from SS&C GIDS, Inc., accompanied by instructions specifying how to exchange stock certificates for a statement of holding.

ABOUT MSC INCOME FUND, INC.

The Company (www.msccincomefund.com) is a principal investment firm that primarily provides debt capital to private companies owned by or in the process of being acquired by a private equity fund and also provides customized long-term debt and equity capital solutions to lower middle market companies. The Company’s portfolio investments are typically made to support leveraged buyouts, recapitalizations, growth financings, refinancings and acquisitions of companies that operate in diverse industry sectors. The Company seeks to partner with private equity fund sponsors and primarily invests in secured debt investments within its private loan investment strategy. The Company seeks to partner with entrepreneurs, business owners and management teams and generally provides customized “one-stop” debt and equity financing solutions in its lower middle market investment strategy. The Company’s private loan portfolio companies generally have annual revenues between \$25 million and \$500 million. The Company’s lower middle market portfolio companies generally have annual revenues between \$10 million and \$150 million.

ABOUT MSC ADVISER I, LLC

MSC Adviser I, LLC is a wholly owned subsidiary of Main Street Capital Corporation (NYSE: MAIN) that is registered as an investment adviser under the Investment Advisers Act of 1940, as amended. It currently manages investments for external parties, including the Company.

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 performance and results could vary materially from these estimates and projections of the future as a result of a number of factors, including those described from time to time in the Company's filings with the U.S. Securities and Exchange Commission. Such statements speak only as of the time when made and are based on information available to the Company as of the date hereof and are qualified in their entirety by this cautionary statement. The Company assumes no obligation to revise or update any such statement now or in the future.

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