

TCP Capital Corp.  
Form DEFA14A  
May 21, 2018

---

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

---

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of the  
Securities Exchange Act of 1934

---

Filed by the Registrant  
Filed by a Party other than the Registrant  
Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to §240.14a-12

TCP CAPITAL CORP.  
(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if Other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- o Fee computed on table below per Exchange Act Rules 14a-6(i)(4) and 0-11.
  - (1) Title of each class of securities to which transaction applies:
  - (2) Aggregate number of securities to which transaction applies:
  - (3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):
  - (4) Proposed maximum aggregate value of transaction:
  - (5) Total fee paid:

o Fee paid previously with preliminary materials.

Edgar Filing: TCP Capital Corp. - Form DEFA14A

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

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:



2951 28th Street, Suite 1000  
Santa Monica, California 90405  
(310) 566-1094

TIME IS SHORT  
PLEASE VOTE YOUR PROXY TODAY

May \_\_\_\_, 2018

Dear Stockholder:

According to our latest records, we have not received your voting instructions for the Annual Meeting of Stockholders of TCP Capital Corp. to be held on June 19, 2018. Copies of the proxy materials can be found online at <http://investors.tcpcapital.com/financial-information/annual-reports>. Your vote is extremely important, no matter how many shares you hold, because TCPC is a widely-held company. Please vote your shares today so the Company may avoid additional solicitation expenses and potential delays.

For the reasons set forth in the Proxy Statement dated May 9, 2018, the Board of Directors recommends that you vote “FOR” all Proposals. Please vote via the internet or telephone as soon as possible or alternatively, please sign, date, and return the enclosed vote instruction form (see the instructions below).

If you need assistance voting your shares or have questions, please call D.F. King & Co., Inc. toll free at 1-866-406-2287. On behalf of your Board of Directors, thank you for your trust and continued support.

Sincerely,

Howard M. Levkowitz  
Chairman of the Board of Directors and Chief Executive Officer

You may use one of the following simple methods to promptly provide your voting instructions:

1. **Internet:** Have the control number listed on the enclosed voting instruction form ready and follow the online instructions at [www.proxyvote.com](http://www.proxyvote.com).
  2. **Telephone:** Have the control number listed on the enclosed voting instruction form ready and call (800) 454-8683.
  3. **Mail:** Sign, date, mark and return the enclosed voting instruction form in the postage-paid return envelope provided.
-

Form of Email to Unvoted Registered Shares  
(to be personalized with registered owners contact info)

Subject: Time Sensitive - TCPC Proxy Voting Instructions

Dear \_\_\_\_\_,

According to our latest records, we have not received your voting instructions for the 2018 Annual Meeting of Stockholders of TCP Capital Corp. to be held on June 19, 2018. Copies of the proxy materials can be found online at <http://investors.tpcapital.com/financial-information/annual-reports>. Your vote is extremely important, no matter how many shares you hold, because TCPC is a widely-held company. Please vote your shares today so the Company may avoid additional solicitation expenses and potential delays.

For the reasons set forth in the Proxy Statement dated May 9, 2018, the Board of Directors recommends that you vote "FOR" all Proposals. Please vote your shares online at <https://www.proxypush.com/tpc> or by telephone by calling 866-883-3382 as soon as possible. To vote, you will need the Control Number listed on your proxy card.

Thank you for your trust and continued support,

---

Form of Follow Up Email to Unvoted Registered Shares  
(to be personalized with registered owners contact info)

Subject: Time Sensitive - TCPC Proxy Voting Instructions

Dear \_\_\_\_\_,

We were just following up on our email below as our records show that you have not yet voted your TCPC shares.

Copies of the proxy materials can be found online at

<http://investors.tpcapital.com/financial-information/annual-reports>. [Please note that all three of the leading independent proxy advisory firms, Institutional Shareholder Services (ISS), Glass Lewis and Egan Jones, have recommended voting “FOR” all the Proposals.]

Please vote your shares online at <https://www.proxypush.com/tpc> or by telephone by calling 866-883-3382 as soon as possible. To vote, you will need the Control Number listed on your proxy card. Please contact the TCPC Global Investor Relations team at 310-566-1094 with any questions.

Thank you for your trust and continued support,

---