

Main Street Capital CORP
Form 10-Q
August 04, 2017

Use these links to rapidly review the document

[TABLE OF CONTENTS](#)

[Table of Contents](#)

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

FORM 10-Q

(Mark One)

**QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934**

For the quarterly period ended June 30, 2017

OR

**TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934**

For the transition period from: _____ to _____
Commission File Number: 001-33723

Main Street Capital Corporation

(Exact name of registrant as specified in its charter)

Maryland
(State or other jurisdiction of
incorporation or organization)

41-2230745
(I.R.S. Employer
Identification No.)

1300 Post Oak Boulevard, 8th floor
Houston, TX
(Address of principal executive offices)

77056
(Zip Code)

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

n/a
(Former name, former address and former fiscal year, if changed since last report)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Edgar Filing: Main Street Capital CORP - Form 10-Q

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company" and "emerging growth company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer Accelerated filer Non-accelerated filer Smaller reporting company
(do not check if
smaller reporting company) 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.

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes No

The number of shares outstanding of the issuer's common stock as of August 3, 2017 was 56,810,793.

Table of Contents

TABLE OF CONTENTS

**PART I
FINANCIAL INFORMATION**

| | | |
|---------|--|------------|
| Item 1. | Consolidated Financial Statements | |
| | <u>Consolidated Balance Sheets June 30, 2017 (unaudited) and December 31, 2016</u> | <u>1</u> |
| | <u>Consolidated Statements of Operations (unaudited) Three and six months ended June 30, 2017 and 2016</u> | <u>2</u> |
| | <u>Consolidated Statements of Changes in Net Assets (unaudited) Six months ended June 30, 2017 and 2016</u> | <u>3</u> |
| | <u>Consolidated Statements of Cash Flows (unaudited) Six months ended June 30, 2017 and 2016</u> | <u>4</u> |
| | <u>Consolidated Schedule of Investments (unaudited) June 30, 2017</u> | <u>5</u> |
| | <u>Consolidated Schedule of Investments December 31, 2016</u> | <u>36</u> |
| | <u>Notes to Consolidated Financial Statements (unaudited)</u> | <u>67</u> |
| | <u>Consolidated Financial Statement Schedule</u> | <u>112</u> |
| | <u>Consolidated Schedules of Investments in and Advances to Affiliates (unaudited) Six months ended June 30, 2017 and 2016</u> | <u>112</u> |
| Item 2. | <u>Management's Discussion and Analysis of Financial Condition and Results of Operations</u> | <u>122</u> |
| Item 3. | <u>Quantitative and Qualitative Disclosures about Market Risk</u> | <u>146</u> |
| Item 4. | <u>Controls and Procedures</u> | <u>147</u> |

**PART II
OTHER INFORMATION**

| | | |
|----------|--|------------|
| Item 1. | <u>Legal Proceedings</u> | <u>148</u> |
| Item 1A. | <u>Risk Factors</u> | <u>148</u> |
| Item 2. | <u>Unregistered Sales of Equity Securities and Use of Proceeds</u> | <u>148</u> |
| Item 6. | <u>Exhibits</u> | <u>148</u> |
| | <u>Signatures</u> | <u>149</u> |

Table of Contents**MAIN STREET CAPITAL CORPORATION****Consolidated Balance Sheets****(dollars in thousands, except shares and per share amounts)**

| | June 30, 2017 | December 31, 2016 |
|---|--------------------------|------------------------------|
| | (Unaudited) | |
| ASSETS | | |
| Portfolio investments at fair value: | | |
| Control investments (cost: \$497,623 and \$439,674 as of June 30, 2017 and December 31, 2016, respectively) | \$ 671,713 | \$ 594,282 |
| Affiliate investments (cost: \$415,997 and \$394,699 as of June 30, 2017 and December 31, 2016, respectively) | 368,488 | 375,948 |
| Non-Control/Non-Affiliate investments (cost: \$1,058,628 and \$1,037,510 as of June 30, 2017 and December 31, 2016, respectively) | 1,036,745 | 1,026,676 |
| Total investments (cost: \$1,972,248 and \$1,871,883 as of June 30, 2017 and December 31, 2016, respectively) | 2,076,946 | 1,996,906 |
| Cash and cash equivalents | 21,799 | 24,480 |
| Interest receivable and other assets | 34,897 | 35,133 |
| Receivable for securities sold | 23,851 | 1,990 |
| Deferred financing costs (net of accumulated amortization of \$5,094 and \$4,598 as of June 30, 2017 and December 31, 2016, respectively) | 4,222 | 4,718 |
| Deferred tax asset, net | 3,003 | 9,125 |
| Total assets | \$ 2,164,718 | \$ 2,072,352 |
| LIABILITIES | | |
| Credit facility | \$ 303,000 | \$ 343,000 |
| SBIC debentures (par: \$261,200 and \$240,000 as of June 30, 2017 and December 31, 2016, respectively) | 255,663 | 235,686 |
| 4.50% Notes (par: \$175,000 as of both June 30, 2017 and December 31, 2016) | 173,254 | 172,893 |
| 6.125% Notes (par: \$90,655 as of both June 30, 2017 and December 31, 2016) | 88,905 | 88,752 |
| Accounts payable and other liabilities | 10,821 | 14,205 |
| Payable for securities purchased | 36,032 | 2,184 |
| Interest payable | 3,814 | 4,103 |
| Dividend payable | 10,484 | 10,048 |
| Total liabilities | 881,973 | 870,871 |
| Commitments and contingencies (Note M) | | |
| NET ASSETS | | |
| Common stock, \$0.01 par value per share (150,000,000 shares authorized; 56,672,496 and 54,312,444 shares issued and outstanding as of June 30, 2017 and December 31, 2016, respectively) | 567 | 543 |
| Additional paid-in capital | 1,228,185 | 1,143,883 |
| Accumulated net investment income, net of cumulative dividends of \$576,222 and \$521,297 as of June 30, 2017 and December 31, 2016, respectively | 22,751 | 19,033 |
| | (42,758) | (58,887) |

Edgar Filing: Main Street Capital CORP - Form 10-Q

Accumulated net realized gain from investments (accumulated net realized gain from investments of \$86,943 before cumulative dividends of \$129,701 as of June 30, 2017 and accumulated net realized gain from investments of \$48,394 before cumulative dividends of \$107,281 as of December 31, 2016)

| | | |
|--|--------------|--------------|
| Net unrealized appreciation, net of income taxes | 74,000 | 96,909 |
| Total net assets | 1,282,745 | 1,201,481 |
| Total liabilities and net assets | \$ 2,164,718 | \$ 2,072,352 |
| | | |
| NET ASSET VALUE PER SHARE | \$ 22.62 | \$ 22.10 |

The accompanying notes are an integral part of these consolidated financial statements

Table of Contents**MAIN STREET CAPITAL CORPORATION****Consolidated Statements of Operations****(dollars in thousands, except shares and per share amounts)****(Unaudited)**

| | Three Months Ended June 30, | | Six Months Ended June 30, | |
|---|--|------------------|--------------------------------------|------------------|
| | 2017 | 2016 | 2017 | 2016 |
| INVESTMENT INCOME: | | | | |
| Interest, fee and dividend income: | | | | |
| Control investments | \$ 14,590 | \$ 12,957 | \$ 27,576 | \$ 25,572 |
| Affiliate investments | 9,568 | 8,952 | 19,468 | 17,476 |
| Non-Control/Non-Affiliate investments | 26,113 | 20,956 | 51,116 | 41,693 |
| Interest, fee and dividend income | 50,271 | 42,865 | 98,160 | 84,741 |
| Interest, fee and dividend income from marketable securities and idle funds investments | | 37 | | 168 |
| Total investment income | 50,271 | 42,902 | 98,160 | 84,909 |
| EXPENSES: | | | | |
| Interest | (8,793) | (8,255) | (17,400) | (16,437) |
| Compensation | (4,555) | (3,952) | (8,985) | (7,772) |
| General and administrative | (3,060) | (2,157) | (6,000) | (4,562) |
| Share-based compensation | (2,798) | (2,251) | (5,067) | (3,840) |
| Expenses allocated to the External Investment Manager | 1,628 | 1,361 | 3,152 | 2,515 |
| Total expenses | (17,578) | (15,254) | (34,300) | (30,096) |
| NET INVESTMENT INCOME | 32,693 | 27,648 | 63,860 | 54,813 |
| NET REALIZED GAIN (LOSS): | | | | |
| Control investments | 3,789 | | 3,108 | 14,358 |
| Affiliate investments | (115) | 28,707 | 22,816 | 28,707 |
| Non-Control/Non-Affiliate investments | 7,307 | (13,237) | 12,625 | (12,419) |
| Marketable securities and idle funds investments | | (13) | | (1,586) |
| SBIC debentures | | | (5,217) | |
| Total net realized gain | 10,981 | 15,457 | 33,332 | 29,060 |
| NET CHANGE IN UNREALIZED APPRECIATION (DEPRECIATION): | | | | |
| Portfolio investments | 1,365 | (10,585) | (20,726) | (38,114) |
| Marketable securities and idle funds investments | | 37 | | 1,494 |
| SBIC debentures | (36) | 127 | 5,629 | (19) |
| Total net change in unrealized appreciation (depreciation) | 1,329 | (10,421) | (15,097) | (36,639) |
| INCOME TAXES: | | | | |
| Federal and state income, excise and other taxes | (438) | (1,098) | (1,690) | (1,468) |
| Deferred taxes | (1,736) | (675) | (6,122) | 1,958 |
| Income tax benefit (provision) | (2,174) | (1,773) | (7,812) | 490 |
| NET INCREASE IN NET ASSETS RESULTING FROM OPERATIONS | \$ 42,829 | \$ 30,911 | \$ 74,283 | \$ 47,724 |

Edgar Filing: Main Street Capital CORP - Form 10-Q

| | | | | | | | | |
|--|----|------|----|------|----|------|----|------|
| NET INVESTMENT INCOME PER SHARE BASIC AND DILUTED | \$ | 0.58 | \$ | 0.54 | \$ | 1.15 | \$ | 1.07 |
|--|----|------|----|------|----|------|----|------|

| | | | | | | | | |
|---|----|------|----|------|----|------|----|------|
| NET INCREASE IN NET ASSETS RESULTING FROM OPERATIONS PER SHARE BASIC AND DILUTED | \$ | 0.76 | \$ | 0.60 | \$ | 1.33 | \$ | 0.94 |
|---|----|------|----|------|----|------|----|------|

DIVIDENDS PAID PER SHARE:

| | | | | | | | | |
|---------------------------|----|-------|----|-------|----|-------|----|-------|
| Regular monthly dividends | \$ | 0.555 | \$ | 0.540 | \$ | 1.110 | \$ | 1.080 |
| Supplemental dividends | | 0.275 | | 0.275 | | 0.275 | | 0.275 |

| | | | | | | | | |
|------------------------|----|--------------|----|--------------|----|--------------|----|--------------|
| Total dividends | \$ | 0.830 | \$ | 0.815 | \$ | 1.385 | \$ | 1.355 |
|------------------------|----|--------------|----|--------------|----|--------------|----|--------------|

| | | | | |
|--|------------|------------|------------|------------|
| WEIGHTED AVERAGE SHARES OUTSTANDING BASIC AND DILUTED | 56,166,782 | 51,441,371 | 55,648,854 | 50,995,575 |
|--|------------|------------|------------|------------|

The accompanying notes are an integral part of these consolidated financial statements

Table of Contents**MAIN STREET CAPITAL CORPORATION****Consolidated Statements of Changes in Net Assets**

(dollars in thousands, except shares)

(Unaudited)

| | Common Stock | | | Accumulated Net Investment Income, Net of Dividends | Accumulated Net Realized Gain From Investments, Net of Dividends | Net Unrealized Appreciation from Investments, Net of Income Taxes | Total Net Asset Value |
|--|---------------------|--------------|----------------------------------|---|---|---|--------------------------|
| | Number of Shares | Par Value | Additional Paid-In Capital | | | | |
| Balances at December 31, 2015 | 50,413,744 | \$ 504 | \$ 1,011,467 | \$ 7,181 | \$ (49,653) | \$ 101,395 | \$ 1,070,894 |
| Public offering of common stock, net of offering costs | 1,225,757 | 12 | 38,642 | | | | 38,654 |
| Share-based compensation | | | 3,840 | | | | 3,840 |
| Purchase of vested stock for employee payroll tax withholding | (80,750) | (1) | (2,592) | | | | (2,593) |
| Dividend reinvestment | 255,391 | 3 | 7,811 | | | | 7,814 |
| Amortization of directors' deferred compensation | | | 301 | | | | 301 |
| Issuance of restricted stock, net of forfeited shares | 260,668 | 3 | (3) | | | | |
| Dividends to stockholders | | | | (39,883) | (29,445) | | (69,328) |
| Cumulative-effect to retained earnings for excess tax benefit | | | | | | 1,806 | 1,806 |
| Net increase (decrease) resulting from operations | | | | 54,813 | 29,060 | (36,149) | 47,724 |
| Balances at June 30, 2016 | 52,074,810 | \$ 521 | \$ 1,059,466 | \$ 22,111 | \$ (50,038) | \$ 67,052 | \$ 1,099,112 |
| Balances at December 31, 2016 | 54,354,857 | \$ 543 | \$ 1,143,883 | \$ 19,033 | \$ (58,887) | \$ 96,909 | \$ 1,201,481 |
| Public offering of common stock, net of offering costs | 2,104,424 | 22 | 78,412 | | | | 78,434 |
| Share-based compensation | | | 5,067 | | | | 5,067 |
| Purchase of vested stock for employee payroll tax withholding | (113,371) | (1) | (4,346) | | | | (4,347) |
| Investment through issuance of unregistered shares | 11,464 | | 442 | | | | 442 |
| Dividend reinvestment | 115,807 | 1 | 4,403 | | | | 4,404 |
| Amortization of directors' deferred compensation | | | 326 | | | | 326 |
| Issuance of restricted stock, net of forfeited shares | 225,152 | 2 | (2) | | | | |
| Dividends to stockholders | | | | (54,925) | (22,420) | | (77,345) |
| Net increase (decrease) resulting from operations | | | | 58,643 | 38,549 | (22,909) | 74,283 |
| Balances at June 30, 2017 | 56,698,333 | \$ 567 | \$ 1,228,185 | \$ 22,751 | \$ (42,758) | \$ 74,000 | \$ 1,282,745 |

The accompanying notes are an integral part of these consolidated financial statements

Table of Contents**MAIN STREET CAPITAL CORPORATION****Consolidated Statements of Cash Flows****(dollars in thousands)****(Unaudited)**

| | Six Months Ended June 30, | |
|---|--------------------------------------|------------------|
| | 2017 | 2016 |
| CASH FLOWS FROM OPERATING ACTIVITIES | | |
| Net increase in net assets resulting from operations | \$ 74,283 | \$ 47,724 |
| Adjustments to reconcile net increase in net assets resulting from operations to net cash provided by (used in) operating activities: | | |
| Investments in portfolio companies | (471,548) | (303,049) |
| Proceeds from sales and repayments of debt investments in portfolio companies | 380,005 | 167,809 |
| Proceeds from sales and return of capital of equity investments in portfolio companies | 54,352 | 48,952 |
| Proceeds from sales and repayments of marketable securities and idle funds investments | | 2,129 |
| Net change in net unrealized depreciation | 15,097 | 36,639 |
| Net realized gain | (33,332) | (29,060) |
| Accretion of unearned income | (9,091) | (4,189) |
| Payment-in-kind interest | (3,125) | (3,042) |
| Cumulative dividends | (1,789) | (638) |
| Share-based compensation expense | 5,067 | 3,840 |
| Amortization of deferred financing costs | 1,324 | 1,288 |
| Deferred tax (benefit) provision | 6,122 | (1,958) |
| Changes in other assets and liabilities: | | |
| Interest receivable and other assets | 420 | (1,825) |
| Interest payable | (289) | 1,432 |
| Accounts payable and other liabilities | (3,058) | (2,774) |
| Deferred fees and other | 1,224 | 1,362 |
| Net cash provided by (used in) operating activities | 15,662 | (35,360) |
| CASH FLOWS FROM FINANCING ACTIVITIES | | |
| Proceeds from public offering of common stock, net of offering costs | 78,434 | 38,654 |
| Dividends paid | (72,505) | (61,225) |
| Proceeds from issuance of SBIC debentures | 46,400 | |
| Repayments of SBIC debentures | (25,200) | |
| Proceeds from credit facility | 251,000 | 203,000 |
| Repayments on credit facility | (291,000) | (144,000) |
| Payment of deferred loan costs and SBIC debenture fees | (1,125) | (30) |
| Purchases of vested stock for employee payroll tax withholding | (4,347) | (2,593) |
| Other | | (83) |
| Net cash provided by (used in) financing activities | (18,343) | 33,723 |
| Net decrease in cash and cash equivalents | (2,681) | (1,637) |
| CASH AND CASH EQUIVALENTS AT BEGINNING OF PERIOD | 24,480 | 20,331 |
| CASH AND CASH EQUIVALENTS AT END OF PERIOD | \$ 21,799 | \$ 18,694 |

Edgar Filing: Main Street Capital CORP - Form 10-Q

Supplemental cash flow disclosures:

| | | | | |
|---------------|----|--------|----|--------|
| Interest paid | \$ | 16,304 | \$ | 13,646 |
| Taxes paid | \$ | 2,785 | \$ | 1,575 |

Non-cash financing activities:

| | | | | |
|------------------------------------|----|-------|----|-------|
| Shares issued pursuant to the DRIP | \$ | 4,404 | \$ | 7,814 |
|------------------------------------|----|-------|----|-------|

The accompanying notes are an integral part of these consolidated financial statements

Table of Contents**MAIN STREET CAPITAL CORPORATION****Consolidated Schedule of Investments****June 30, 2017****(dollars in thousands)****(Unaudited)**

| Portfolio Company(1) | Business Description | Type of Investment(2)(3) | Principal(4) | Cost(4) | Fair Value |
|--|---|--|---------------------|-------------------------|--|
| <u>Control Investments(5)</u> | | | | | |
| Access Media Holdings, LLC(10) | Private Cable Operator | 5% Current / 5% PIK Secured Debt (Maturity July 22, 2020) Preferred Member Units (7,339,500 units; 12% cumulative) Member Units (45 units) | \$ 23,234 | \$ 23,234 7,233 1 | \$ 19,450 270 19,720 |
| Ameritech College Operations, LLC | For-Profit Nursing and Healthcare College | 13% Secured Debt (Maturity November 30, 2019) 13% Secured Debt (Maturity January 31, 2020) Preferred Member Units (2,936 units) | 1,004 3,025 | 1,004 3,025 6,191 | 1,004 3,025 2,910 10,220 6,939 |
| ASC Interests, LLC | Recreational and Educational Shooting Facility | 11% Secured Debt (Maturity July 31, 2018) Member Units (1,500 units)(8) | 2,000 | 1,989 1,500 | 2,000 2,320 3,489 4,320 |
| Bond-Coat, Inc. | Casing and Tubing Coating Services | 12% Secured Debt (Maturity December 28, 2017) Common Stock (57,508 shares) | 11,596 | 11,576 6,350 | 11,596 7,830 17,926 19,426 |
| Café Brazil, LLC | Casual Restaurant Group | Member Units (1,233 units)(8) | | 1,742 | 5,390 |
| CBT Nuggets, LLC | Produces and Sells IT Training Certification Videos | Member Units (416 units)(8) | | 1,300 | 65,910 |
| Charps, LLC | Pipeline Maintenance and Construction | | 18,400 | 18,209 | 18,209 |

Edgar Filing: Main Street Capital CORP - Form 10-Q

12% Secured Debt (Maturity February 3,
2022)
Preferred Member Units (1,600 units)

| | |
|--------|--------|
| 400 | 400 |
| 18,609 | 18,609 |

Table of Contents**MAIN STREET CAPITAL CORPORATION****Consolidated Schedule of Investments (Continued)****June 30, 2017****(dollars in thousands)****(Unaudited)**

| Portfolio Company(1) | Business Description | Type of Investment(2)(3) | Principal(4) | Cost(4) | Fair Value |
|-------------------------------------|--|--|---------------------|------------------|-------------------|
| Clad-Rex Steel, LLC | Specialty Manufacturer of Vinyl-Clad Metal | LIBOR Plus 9.50% (Floor 1.00%), Current Coupon 10.55%, Secured Debt (Maturity December 20, 2021)(9) Member Units (717 units)(8) | 14,080 | 13,949 7,280 | 13,949 7,830 |
| | | 10% Secured Debt (Clad-Rex Steel RE Investor, LLC) (Maturity December 20, 2036) Member Units (Clad-Rex Steel RE Investor, LLC) (800 units) | 1,193 | 1,181 210 | 1,181 210 |
| | | | | 22,620 | 23,170 |
| | | | | | |
| CMS Minerals Investments | Oil & Gas Exploration & Production | Member Units (CMS Minerals II, LLC) (100 units)(8) | | 3,641 | 2,628 |
| Datacom, LLC | Technology and Telecommunications Provider | 8% Secured Debt (Maturity May 30, 2018) | 1,080 | 1,080 | 1,080 |
| | | 5.25% Current / 5.25% PIK Secured Debt (Maturity May 30, 2019) Class A Preferred Member Units (15% cumulative) | 12,024 | 11,974 1,181 | 11,653 1,472 |
| | | Class B Preferred Member Units (6,453 units) | | 6,030 | 211 |
| | | | | 20,265 | 14,416 |
| Gamber-Johnson Holdings, LLC | Manufacturer of Ruggedized Computer Mounting Systems | LIBOR Plus 11.00% (Floor 1.00%), Current Coupon 12.05%, Secured Debt (Maturity June 24, 2021)(9) Member Units (8,619 units)(8) | 23,880 | 23,668 14,844 | 23,880 22,080 |
| | | | 38,512 | 45,960 | |
| Garreco, LLC | Manufacturer and Supplier of Dental Products | LIBOR Plus 10.00% (Floor 1.00%), Current Coupon 11.15%, Secured Debt (Maturity March 31, 2020)(9) Member Units (1,200 units) | 5,844 | 5,794 1,200 | 5,794 1,830 |

Edgar Filing: Main Street Capital CORP - Form 10-Q

| | | | 6,994 | 7,624 |
|------------------------------------|--|---|--------|--------|
| GRT Rubber Technologies LLC | Manufacturer of Engineered Rubber Products | | | |
| | | LIBOR Plus 9.00% (Floor 1.00%), Current Coupon 10.05%, Secured Debt (Maturity December 19, 2019)(9) | 12,409 | 12,340 |
| | | Member Units (5,879 units)(8) | | 13,065 |
| | | | | 20,680 |
| | | | 25,405 | 33,089 |

Table of Contents**MAIN STREET CAPITAL CORPORATION****Consolidated Schedule of Investments (Continued)****June 30, 2017****(dollars in thousands)****(Unaudited)**

| Portfolio Company(1) | Business Description | Type of Investment(2)(3) | Principal(4) | Cost(4) | Fair Value |
|---|---|---|---------------------|----------------|-------------------|
| Gulf Manufacturing, LLC | Manufacturer of Specialty Fabricated Industrial Piping Products | 9% PIK Secured Debt (Ashland Capital IX, LLC) (Maturity June 30, 2017)(17) Member Units (438 units)(8) | 777 | 777 | 777 |
| | | | | 2,980 | 10,470 |
| | | | | 3,757 | 11,247 |
| Gulf Publishing Holdings, LLC | Energy Industry Focused Media and Publishing | 12.5% Secured Debt (Maturity April 29, 2021) Member Units (3,681 units) | 12,800 | 12,692 | 12,692 |
| | | | | 3,681 | 4,330 |
| | | | | 16,373 | 17,022 |
| Harborside Holdings, LLC | Real Estate Holding Company | Member units (100 units) | | 6,206 | 9,400 |
| Harrison Hydra-Gen, Ltd. | Manufacturer of Hydraulic Generators | Common Stock (107,456 shares) | | 718 | 2,800 |
| Hawthorne Customs and Dispatch Services, LLC | Facilitator of Import Logistics, Brokerage, and Warehousing | Member Units (500 units) Member Units (Wallisville Real Estate, LLC) (588,210 units)(8) | | 589 | 280 |
| | | | | 1,215 | 2,040 |
| | | | | 1,804 | 2,320 |
| HW Temps LLC | Temporary Staffing Solutions | LIBOR Plus 13.00% (Floor 1.00%), Current Coupon 14.05%, Secured Debt (Maturity July 2, 2020)(9) Preferred Member Units (3,200 units) | 9,976 | 9,909 | 9,909 |
| | | | | 3,942 | 3,940 |
| | | | | 13,851 | 13,849 |
| Hydratec, Inc. | Designer and Installer of Micro-Irrigation Systems | Common Stock (7,095 shares)(8) | | 7,095 | 15,640 |
| IDX Broker, LLC | | | | | |

Edgar Filing: Main Street Capital CORP - Form 10-Q

Provider of Marketing
and CRM Tools for the
Real Estate Industry

| | | | |
|--|--------|--------|--------|
| 11.5% Secured Debt (Maturity November 15, 2018) | 10,350 | 10,317 | 10,350 |
| Member Units (5,400 units)(8) | | 5,606 | 8,630 |
| | | 15,923 | 18,980 |

Table of Contents**MAIN STREET CAPITAL CORPORATION****Consolidated Schedule of Investments (Continued)****June 30, 2017****(dollars in thousands)****(Unaudited)**

| Portfolio Company(1) | Business Description | Type of Investment(2)(3) | Principal(4) | Cost(4) | Fair Value |
|--------------------------------------|--|---|---------------------|----------------|-------------------|
| Jensen Jewelers of Idaho, LLC | Retail Jewelry Store | Prime Plus 6.75% (Floor 2.00%), Current Coupon 10.75%, Secured Debt (Maturity November 14, 2019)(9) | 3,755 | 3,707 | 3,755 |
| | | Member Units (627 units)(8) | | 811 | 4,460 |
| | | | | 4,518 | 8,215 |
| KBK Industries, LLC | Manufacturer of Specialty Oilfield and Industrial Products | 10% Secured Debt (Maturity September 28, 2017) | 940 | 940 | 940 |
| | | 12.5% Secured Debt (Maturity September 28, 2017) | 5,900 | 5,896 | 5,900 |
| | | Member Units (325 units) | | 783 | 3,990 |
| | | | | 7,619 | 10,830 |
| Lamb Ventures, LLC | Aftermarket Automotive Services Chain | LIBOR Plus 5.75%, Current Coupon 6.83%, Secured Debt (Maturity May 30, 2018) | 190 | 190 | 190 |
| | | 11% Secured Debt (Maturity May 31, 2018) | 7,579 | 7,579 | 7,579 |
| | | Preferred Equity (non-voting) Member Units (742 units)(8) | | 400 | 400 |
| | | | | 5,273 | 6,330 |
| | | 9.5% Secured Debt (Lamb's Real Estate Investment I, LLC) (Maturity March 31, 2027) | 432 | 428 | 432 |
| | | Member Units (Lamb's Real Estate Investment I, LLC) (1,000 units)(8) | | 625 | 590 |
| | | | 14,495 | 15,521 | |
| Marine Shelters Holdings, LLC | Fabricator of Marine and Industrial Shelters | 12% PIK Secured Debt (Maturity December 28, 2017)(14) | 3,131 | 3,078 | |
| | | Preferred Member Units (3,810 units) | | 5,352 | |
| | | | | 8,430 | |
| MH Corbin Holding LLC | Manufacturer and Distributor of Traffic Safety Products | 10% Secured Debt (Maturity August 31, 2020) | 12,950 | 12,862 | 12,862 |

Edgar Filing: Main Street Capital CORP - Form 10-Q

| | | |
|---------------------------------------|--------|--------|
| Preferred Member Units (4,000 shares) | 6,000 | 6,000 |
| | 18,862 | 18,862 |

8

Table of Contents**MAIN STREET CAPITAL CORPORATION****Consolidated Schedule of Investments (Continued)****June 30, 2017****(dollars in thousands)****(Unaudited)**

| Portfolio Company(1) | Business Description | Type of Investment(2)(3) | Principal(4) | Cost(4) | Fair Value |
|--|---|--|---------------------|----------------|-------------------|
| Mid-Columbia Lumber Products, LLC | Manufacturer of Finger-Jointed Lumber Products | 10% Secured Debt (Maturity December 18, 2017) | 1,750 | 1,750 | 1,750 |
| | | 12% Secured Debt (Maturity December 18, 2017) | 3,900 | 3,900 | 3,900 |
| | | Member Units (3,554 units) | | 1,810 | 980 |
| | | 9.5% Secured Debt (Mid-Columbia Real Estate, LLC) (Maturity May 13, 2025) | 814 | 814 | 814 |
| | | Member Units (Mid-Columbia Real Estate, LLC) (500 units)(8) | | 790 | 1,290 |
| | | | | | 9,064 |
| MSC Adviser I, LLC(16) | Third Party Investment Advisory Services | Member Units (Fully diluted 100.0%)(8) | | | 37,104 |
| Mystic Logistics Holdings, LLC | Logistics and Distribution Services Provider for Large Volume Mailers | 12% Secured Debt (Maturity August 15, 2019) | 8,032 | 7,938 | 8,032 |
| | | Common Stock (5,873 shares) | | 2,720 | 6,590 |
| | | | | 10,658 | 14,622 |
| NAPCO Precast, LLC | Precast Concrete Manufacturing | LIBOR Plus 8.50%, Current Coupon 9.70%, Secured Debt (Maturity May 31, 2019) | 10,475 | 10,438 | 10,438 |
| | | Member Units (2,955 units)(8) | | 2,975 | 11,100 |
| | | | | 13,413 | 21,538 |
| NRI Clinical Research, LLC | Clinical Research Service Provider | LIBOR Plus 6.50% (Floor 1.50%), Current Coupon 8.00%, Secured Debt (Maturity September 8, 2017)(9) | 400 | 400 | 400 |
| | | 14% Secured Debt (Maturity September 8, 2017) | 4,205 | 4,194 | 4,205 |
| | | Warrants (251,723 equivalent units; Expiration September 8, 2021; Strike price \$0.01 per unit) | | 252 | 680 |
| | | Member Units (500,000 units) | | 765 | 2,461 |
| | | | | | |

Edgar Filing: Main Street Capital CORP - Form 10-Q

5,611 7,746

| | | | | | |
|-----------------------|---|--|--------|--------|--------|
| NRP Jones, LLC | Manufacturer of Hoses, Fittings and Assemblies | | | | |
| | | 8% Current / 4% PIK Secured Debt (Maturity December 22, 2016)(17) | 14,197 | 14,197 | 14,197 |
| | | Warrants (14,331 equivalent units; Expiration December 22, 2022; Strike price \$0.01 per unit) | | 817 | 130 |
| | | Member Units (50,877 units) | | 2,900 | 410 |
| | | | | 17,914 | 14,737 |

Table of Contents**MAIN STREET CAPITAL CORPORATION****Consolidated Schedule of Investments (Continued)****June 30, 2017****(dollars in thousands)****(Unaudited)**

| Portfolio Company(1) | Business Description | Type of Investment(2)(3) | Principal(4) | Cost(4) | Fair Value |
|-------------------------------------|---|--|---------------------|----------------|-------------------|
| NuStep, LLC | Designer, Manufacturer and Distributor of Fitness Equipment | 12% Secured Debt (Maturity January 31, 2022) | 20,600 | 20,402 | 20,402 |
| | | Preferred Member Units (406 units) | | 10,200 | 10,200 |
| | | | | 30,602 | 30,602 |
| OMi Holdings, Inc. | Manufacturer of Overhead Cranes | Common Stock (1,500 shares)(8) | | 1,080 | 12,740 |
| Pegasus Research Group, LLC | Provider of Telemarketing and Data Services | Member Units (460 units) | | 1,290 | 8,230 |
| PPL RVs, Inc. | Recreational Vehicle Dealer | LIBOR Plus 7.00% (Floor 0.50%), Current Coupon 8.15%, Secured Debt (Maturity November 15, 2021)(9) | 18,000 | 17,841 | 18,000 |
| | | Common Stock (1,962 shares)(8) | | 2,150 | 11,780 |
| | | | | 19,991 | 29,780 |
| Principle Environmental, LLC | Noise Abatement Service Provider | 12% Secured Debt (Maturity April 30, 2017)(17) | 4,060 | 4,060 | 4,060 |
| | | 12% Current / 2% PIK Secured Debt (Maturity April 30, 2017)(17) | 3,412 | 3,412 | 3,412 |
| | | Preferred Member Units (19,631 units) | | 4,600 | 6,610 |
| | | Warrants (1,018 equivalent units; Expiration January 31, 2021; Strike price \$0.01 per unit) | | 1,200 | 340 |
| | | | | 13,272 | 14,422 |
| Quality Lease Service, LLC | Provider of Rigsite Accommodation Unit Rentals and Related Services | 8% PIK Secured Debt (Maturity June 8, 2020) | 7,341 | 7,341 | 7,341 |
| | | Member Units (1,000 units) | | 2,318 | 4,387 |
| | | | | 9,659 | 11,728 |

Edgar Filing: Main Street Capital CORP - Form 10-Q

| | | | | | |
|------------------------------|---|--|-----|-------|-------|
| River Aggregates, LLC | Processor of Construction Aggregates | | | | |
| | | Zero Coupon Secured Debt (Maturity June 30, 2018) | 750 | 666 | 666 |
| | | Member Units (1,150 units)(8) | | 1,150 | 4,410 |
| | | Member Units (RA Properties, LLC) (1,500 units) | | 369 | 2,510 |
| | | | | 2,185 | 7,586 |

Table of Contents**MAIN STREET CAPITAL CORPORATION****Consolidated Schedule of Investments (Continued)****June 30, 2017****(dollars in thousands)****(Unaudited)**

| Portfolio Company(1) | Business Description | Type of Investment(2)(3) | Principal(4) | Cost(4) | Fair Value |
|---------------------------------------|---|---|---------------------|-------------------------|-------------------------|
| SoftTouch Medical Holdings LLC | Provider of In-Home Pediatric Durable Medical Equipment | LIBOR Plus 9.00% (Floor 1.00%), Current Coupon 10.05%, Secured Debt (Maturity October 31, 2019)(9) Member Units (4,450 units)(8) | 7,140 | 7,103 4,930 | 7,140 9,540 |
| | | | | 12,033 | 16,680 |
| The MPI Group, LLC | Manufacturer of Custom Hollow Metal Doors, Frames and Accessories | 9% Secured Debt (Maturity October 2, 2018) Series A Preferred Units (2,500 units; 10% Cumulative) Warrants (1,424 equivalent units; Expiration July 1, 2024; Strike price \$0.01 per unit) Member Units (MPI Real Estate Holdings, LLC) (100 units)(8) | 2,924 | 2,923 2,500 1,096 | 2,620 2,390 |
| | | | | 8,819 | 5,010 |
| Uvalco Supply, LLC | Farm and Ranch Supply Store | 9% Secured Debt (Maturity January 1, 2019) Member Units (1,867 units)(8) | 636 | 636 3,579 | 636 4,306 |
| | | | | 4,215 | 4,942 |
| Vision Interests, Inc. | Manufacturer / Installer of Commercial Signage | 13% Secured Debt (Maturity December 23, 2018) Series A Preferred Stock (3,000,000 shares) Common Stock (1,126,242 shares) | 2,814 | 2,790 3,000 3,706 | 2,790 3,000 3,706 |
| | | | | 9,496 | 5,790 |
| Ziegler's NYPD, LLC | Casual Restaurant Group | 6.5% Secured Debt (Maturity October 1, 2019) 12% Secured Debt (Maturity October 1, 2019) | 1,000 300 | 995 300 | 995 300 |
| | | | 2,750 | 2,750 | 2,750 |

Edgar Filing: Main Street Capital CORP - Form 10-Q

| | | |
|--|-------------------|-------------------|
| 14% Secured Debt (Maturity October 1, 2019) | | |
| Warrants (587 equivalent units; Expiration September 29, 2018; Strike price \$0.01 per unit) | 600 | 210 |
| Preferred Member Units (10,072 units) | 2,834 | 3,580 |
| | 7,479 | 7,835 |
| Subtotal Control Investments (32.3% of total investments at fair value) | \$ 497,623 | \$ 671,713 |

Table of Contents**MAIN STREET CAPITAL CORPORATION****Consolidated Schedule of Investments (Continued)****June 30, 2017****(dollars in thousands)****(Unaudited)**

| Portfolio Company(1) | Business Description | Type of Investment(2)(3) | Principal(4) | Cost(4) | Fair Value |
|--|---|--|---------------------|------------------------------|------------------------------|
| <u>Affiliate Investments(6)</u> | | | | | |
| AFG Capital Group, LLC | Provider of Rent-to-Own Financing Solutions and Services | Warrants (42 equivalent units; Expiration November 7, 2024; Strike price \$0.01 per unit) Member Units (186 units)(8) | | \$ 259 1,200 1,459 | \$ 690 2,850 3,540 |
| BBB Tank Services, LLC | Maintenance, Repair and Construction Services to the Above-Ground Storage Tank Market | LIBOR Plus 9.50% (Floor 1.00%), Current Coupon 10.55%, Secured Debt (Maturity April 8, 2021)(9) 15% Secured Debt (Maturity April 8, 2021) Member Units (800,000 units) | 800 4,027 | 797 3,994 800 5,591 | 797 3,994 800 5,591 |
| Barfly Ventures, LLC(10) | Casual Restaurant Group | 12% Secured Debt (Maturity August 31, 2020) Options (2 equivalent units) Warrant (1 equivalent unit; Expiration August 31, 2025; Strike price \$1.00 per unit) | 7,796 | 7,675 397 473 8,545 | 7,796 590 330 8,716 |
| Boccella Precast Products LLC | Manufacturer of Precast Hollow Core Concrete | LIBOR Plus 10.00% (Floor 1.00%), Current Coupon 11.30%, Secured Debt (Maturity June 30, 2022)(9) Member Units (2,160,000 units) | 16,400 | 16,216 2,160 18,376 | 16,216 2,160 18,376 |
| Boss Industries, LLC | Manufacturer and Distributor of Air, Power and Other Industrial Equipment | Preferred Member Units (2,242 units)(8) | | 2,519 | 3,320 |

Table of Contents**MAIN STREET CAPITAL CORPORATION****Consolidated Schedule of Investments (Continued)****June 30, 2017****(dollars in thousands)****(Unaudited)**

| Portfolio Company(1) | Business Description | Type of Investment(2)(3) | Principal(4) | Cost(4) | Fair Value |
|---|---|--|---------------------|----------------|-------------------|
| Bridge Capital Solutions Corporation | Financial Services and Cash Flow Solutions Provider | 13% Secured Debt (Maturity July 25, 2021) | 7,500 | 5,740 | 5,740 |
| | | Warrants (63 equivalent shares; Expiration April 18, 2022; Strike price \$0.01 per share) | | 2,132 | 3,370 |
| | | 13% Secured Debt (Mercury Service Group, LLC) (Maturity July 25, 2021) | 1,000 | 991 | 1,000 |
| | | Preferred Member Units (Mercury Service Group, LLC) (17,742 units)(8) | | 1,000 | 1,000 |
| | | | | 9,863 | 11,110 |
| Buca C, LLC | Casual Restaurant Group | LIBOR Plus 7.25% (Floor 1.00%), Current Coupon 8.33%, Secured Debt (Maturity June 30, 2020)(9) | 21,204 | 21,068 | 21,068 |
| | | Preferred Member Units (6 units; 6% cumulative)(8) | | 4,053 | 4,048 |
| | | | | 25,121 | 25,116 |
| CAI Software LLC | Provider of Specialized Enterprise Resource Planning Software | 12% Secured Debt (Maturity October 10, 2019) | 3,483 | 3,464 | 3,483 |
| | | Member Units (65,356 units)(8) | | 654 | 2,820 |
| | | | | 4,118 | 6,303 |
| CapFusion, LLC(13) | Non-Bank Lender to Small Businesses | 13% Secured Debt (Maturity March 25, 2021) | 14,400 | 13,304 | 13,304 |
| | | Warrants (1,600 equivalent units; Expiration March 24, 2026; Strike price \$0.01 per unit) | | 1,200 | 1,200 |
| | | | | 14,504 | 14,504 |
| Chandler Signs Holdings, LLC(10) | Sign Manufacturer | 12% Secured Debt (Maturity July 4, 2021) | 4,500 | 4,464 | 4,500 |
| | | Class A Units (1,500,000 units)(8) | | 1,500 | 2,910 |
| | | | | 5,964 | 7,410 |

Edgar Filing: Main Street Capital CORP - Form 10-Q

Condit Exhibits, LLC

Tradeshow Exhibits /
Custom Displays
Provider

Member Units (3,936 units)(8)

100

1,840

13

Table of Contents**MAIN STREET CAPITAL CORPORATION****Consolidated Schedule of Investments (Continued)****June 30, 2017****(dollars in thousands)****(Unaudited)**

| Portfolio Company(1) | Business Description | Type of Investment(2)(3) | Principal(4) | Cost(4) | Fair Value |
|---|---|--|---------------------|----------------|-------------------|
| Congruent Credit Opportunities Funds(12)(13) | Investment Partnership | LP Interests (Congruent Credit Opportunities Fund II, LP) (Fully diluted 19.8%) | | 5,730 | 1,377 |
| | | LP Interests (Congruent Credit Opportunities Fund III, LP) (Fully diluted 17.4%)(8) | | 17,869 | 18,577 |
| | | | | 23,599 | 19,954 |
| Dos Rios Partners(12)(13) | Investment Partnership | LP Interests (Dos Rios Partners, LP) (Fully diluted 20.2%) | | 5,996 | 5,369 |
| | | LP Interests (Dos Rios Partners A, LP) (Fully diluted 6.4%) | | 1,904 | 1,573 |
| | | | | 7,900 | 6,942 |
| Dos Rios Stone Products LLC(10) | Limestone and Sandstone Dimension Cut Stone Mining Quarries | Class A Units (2,000,000 units)(8) | | 2,000 | 1,870 |
| East Teak Fine Hardwoods, Inc. | Distributor of Hardwood Products | Common Stock (6,250 shares)(8) | | 480 | 630 |
| East West Copolymer & Rubber, LLC | Manufacturer of Synthetic Rubbers | 12% Current / 2% PIK Secured Debt (Maturity October 17, 2019)(14)(15) Warrants (2,510,790 equivalent units; Expiration October 15, 2024; Strike price \$0.01 per unit) | 9,699 | 9,591 | 3,000 |
| | | | | 50 | |
| | | | | 9,641 | 3,000 |
| EIG Fund Investments(12)(13) | Investment Partnership | LP Interests (EIG Global Private Debt Fund A, L.P.) (Fully diluted 11.1%)(8) | | 793 | 694 |
| | | LP Interests (EIG Traverse Co-Investment, L.P.) (Fully diluted 22.2%)(8) | | 9,805 | 10,409 |
| | | | | 10,598 | 11,103 |
| Freepoint Financial Funds(12)(13) | Investment Partnership | | | 5,974 | 5,519 |

Edgar Filing: Main Street Capital CORP - Form 10-Q

| | | |
|---|--------|--------|
| LP Interests (Freeport Financial SBIC Fund LP) (Fully diluted 9.3%)(8) | | |
| LP Interests (Freeport First Lien Loan Fund III LP) (Fully diluted 6.0%)(8) | 7,559 | 7,507 |
| | 13,533 | 13,026 |

Table of Contents**MAIN STREET CAPITAL CORPORATION****Consolidated Schedule of Investments (Continued)****June 30, 2017****(dollars in thousands)****(Unaudited)**

| Portfolio Company(1) | Business Description | Type of Investment(2)(3) | Principal(4) | Cost(4) | Fair Value |
|--|---|---|---------------------|----------------|-------------------|
| Gault Financial, LLC (RMB Capital, LLC) | Purchases and Manages Collection of Healthcare and other Business Receivables | 10.5% Secured Debt (Maturity January 1, 2019) | 12,720 | 12,720 | 11,770 |
| | | Warrants (29,032 equivalent units; Expiration February 9, 2022; Strike price \$0.01 per unit) | | 400 | |
| | | | | 13,120 | 11,770 |
| Glowpoint, Inc. | Provider of Cloud Managed Video Collaboration Services | 12% Secured Debt (Maturity October 18, 2018) | 9,000 | 8,963 | 2,700 |
| | | Common Stock (7,711,517 shares) | | 3,958 | 2,170 |
| | | | | 12,921 | 4,870 |
| Guerdon Modular Holdings, Inc. | Multi-Family and Commercial Modular Construction Company | 13% Secured Debt (Maturity August 13, 2019) | 10,708 | 10,612 | 10,612 |
| | | Preferred Stock (404,998 shares) | | 1,140 | 1,140 |
| | | Common Stock (212,033 shares) | | 2,983 | 80 |
| | | | | 14,735 | 11,832 |
| Hawk Ridge Systems, LLC(13) | Value-Added Reseller of Engineering Design and Manufacturing Solutions | 10% Secured Debt (Maturity December 2, 2021) | 10,000 | 9,909 | 9,909 |
| | | Preferred Member Units (226 units)(8) | | 2,850 | 2,850 |
| | | Preferred Member Units (HRS Services, ULC) (226 units)(8) | | 150 | 150 |
| | | | | 12,909 | 12,909 |
| Houston Plating and Coatings, LLC | Provider of Plating and Industrial Coating Services | 8% Unsecured Convertible Debt (Maturity May 1, 2022) | 3,000 | 3,000 | 3,000 |
| | | Member Units (315,756 units) | | 2,179 | 4,980 |

Edgar Filing: Main Street Capital CORP - Form 10-Q

| | | | | |
|-----------------------------|------------------------|--|--------|--------|
| | | | 5,179 | 7,980 |
| I-45 SLF LLC(12)(13) | Investment Partnership | Member Units (Fully diluted 20.0%; 24.4% profits interest)(8) | 16,200 | 17,165 |

Table of Contents**MAIN STREET CAPITAL CORPORATION****Consolidated Schedule of Investments (Continued)****June 30, 2017****(dollars in thousands)****(Unaudited)**

| Portfolio Company(1) | Business Description | Type of Investment(2)(3) | Principal(4) | Cost(4) | Fair Value |
|---|--|---|---------------------|----------------|-------------------|
| Indianhead Pipeline Services, LLC | Provider of Pipeline Support Services | 12% Secured Debt (Maturity February 6, 2018) | 5,192 | 5,192 | 5,192 |
| | | Preferred Member Units (33,819 units; 8% cumulative)(8) | | 2,537 | 2,875 |
| | | Warrants (31,928 equivalent units; Expiration August 6, 2022; Strike price \$0.001 per unit) | | 459 | |
| | | Member Units (14,732 units) | | 1 | |
| | | | | 8,189 | 8,067 |
| L.F. Manufacturing Holdings, LLC(10) | Manufacturer of Fiberglass Products | Member Units (2,179,001 units) | | 2,019 | 1,380 |
| Meisler Operating LLC | Provider of Short-term Trailer and Container Rental | LIBOR Plus 8.50% (Floor 1.00%), Current Coupon 9.72%, Secured Debt (Maturity June 7, 2022)(9) | 16,800 | 16,618 | 16,618 |
| | | Member Units (Milton Meisler Holdings LLC) (32,000 units) | | 3,200 | 3,200 |
| | | | | 19,818 | 19,818 |
| OnAsset Intelligence, Inc. | Provider of Transportation Monitoring / Tracking Products and Services | 12% PIK Secured Debt (Maturity June 30, 2021) | 4,796 | 4,796 | 4,796 |
| | | 10% PIK Unsecured Debt (Maturity June 30, 2021) | 45 | 45 | 45 |
| | | Preferred Stock (912 shares; 7% cumulative) | | 1,981 | |
| | | Warrants (5,333 equivalent shares; Expiration April 18, 2021; Strike price \$0.01 per share) | | 1,919 | |
| | | | | 8,741 | 4,841 |
| OPI International Ltd.(13) | Provider of Man Camp and Industrial Storage Services | Common Stock (20,766,317 shares) | | 1,371 | |
| PCI Holding Company, Inc. | | | | | |

Edgar Filing: Main Street Capital CORP - Form 10-Q

Manufacturer of
Industrial Gas
Generating Systems

| | | | |
|---|--------|--------|--------|
| 12% Secured Debt (Maturity March 31, 2019) | 13,300 | 13,218 | 13,300 |
| Preferred Stock (1,740,000 shares) | | 1,740 | 2,610 |
| Preferred Stock (1,500,000 shares; 20% cumulative)(8) | | 3,733 | 4,870 |
| | | 18,691 | 20,780 |

Table of Contents**MAIN STREET CAPITAL CORPORATION****Consolidated Schedule of Investments (Continued)****June 30, 2017****(dollars in thousands)****(Unaudited)**

| Portfolio Company(1) | Business Description | Type of Investment(2)(3) | Principal(4) | Cost(4) | Fair Value |
|--|--|---|---------------------|----------------|-------------------|
| Rocacea, LLC (Quality Lease and Rental Holdings, LLC) | Provider of Rigsite Accommodation Unit Rentals and Related Services | 12% Secured Debt (Maturity January 8, 2018)(14)(15) | 30,785 | 30,281 | 250 |
| | | Preferred Member Units (250 units) | | 2,500 | |
| | | | | 32,781 | 250 |
| Tin Roof Acquisition Company | Casual Restaurant Group | 12% Secured Debt (Maturity November 13, 2018) | 13,175 | 13,081 | 13,081 |
| | | Class C Preferred Stock (Fully diluted 10.0%; 10% cumulative)(8) | | 2,878 | 2,878 |
| | | | | 15,959 | 15,959 |
| UniTek Global Services, Inc.(11) | Provider of Outsourced Infrastructure Services | LIBOR Plus 8.50% (Floor 1.00%), Current Coupon 9.65%, Secured Debt (Maturity January 13, 2019)(9) | 8,535 | 8,527 | 8,535 |
| | | LIBOR Plus 8.50% (Floor 1.00%), Current Coupon 9.65% / 1.00% PIK, Current Coupon Plus PIK 10.65%, Secured Debt (Maturity January 13, 2019)(9) | 137 | 137 | 137 |
| | | 15% PIK Unsecured Debt (Maturity July 13, 2019) | 802 | 802 | 802 |
| | | Preferred Stock (2,596,567 shares; 19% cumulative)(8) | | 2,597 | 2,597 |
| | | Preferred Stock (4,935,377 shares; 13.5% cumulative)(8) | | 6,702 | 6,840 |
| | | Common Stock (1,075,992 shares) | | | 2,520 |
| | | | 18,765 | 21,431 | |
| Universal Wellhead Services Holdings, LLC(10) | Provider of Wellhead Equipment, Designs, and Personnel to the Oil & Gas Industry | Preferred Member Units (UWS Investments, LLC) (716,949 units; 14% cumulative) | | 717 | 720 |
| | | Member Units (UWS Investments, LLC) (4,000,000 units) | | 4,000 | 610 |
| | | | | 4,717 | 1,330 |

Edgar Filing: Main Street Capital CORP - Form 10-Q

| | | | | | |
|-------------------------------------|--|--|--------|--------|--------|
| Valley Healthcare Group, LLC | Provider of Durable Medical Equipment | LIBOR Plus 12.50% (Floor 0.50%), Current Coupon 13.55%, Secured Debt (Maturity December 29, 2020)(9) | 12,686 | 12,587 | 12,587 |
| | | Preferred Member Units (Valley Healthcare Holding, LLC) (1,600 units) | | 1,600 | 1,600 |
| | | | | 14,187 | 14,187 |

Table of Contents**MAIN STREET CAPITAL CORPORATION****Consolidated Schedule of Investments (Continued)****June 30, 2017****(dollars in thousands)****(Unaudited)**

| Portfolio Company(1) | Business Description | Type of Investment(2)(3) | Principal(4) | Cost(4) | Fair Value |
|--|--|--|---------------------|-------------------|-------------------|
| Volusion, LLC | Provider of Online Software-as-a-Service eCommerce Solutions | 11.5% Secured Debt (Maturity January 26, 2020) | 17,077 | 15,208 | 15,208 |
| | | Preferred Member Units (4,876,670 units) | | 14,000 | 14,000 |
| | | Warrants (1,831,355 equivalent units; Expiration January 26, 2025; Strike price \$0.01 per unit) | | 2,576 | 2,360 |
| | | | | 31,784 | 31,568 |
| Subtotal Affiliate Investments (17.7% of total investments at fair value) | | | | \$ 415,997 | \$ 368,488 |

Table of Contents**MAIN STREET CAPITAL CORPORATION****Consolidated Schedule of Investments (Continued)****June 30, 2017****(dollars in thousands)****(Unaudited)**

| Portfolio Company(1) | Business Description | Type of Investment(2)(3) | Principal(4) | Cost(4) | Fair Value |
|--|---|---|---------------------|-----------------|-------------------|
| <u>Non-Control/Non-Affiliate Investments(7)</u> | | | | | |
| AAC Holdings, Inc.(11) | Substance Abuse Treatment Service Provider | LIBOR Plus 6.75% (Floor 1.00%), Current Coupon 7.75%, Secured Debt (Maturity June 30, 2023)(9) | \$ 11,900 | \$ 11,603 | \$ 11,751 |
| Adams Publishing Group, LLC(10) | Local Newspaper Operator | LIBOR Plus 7.00% (Floor 1.00%), Current Coupon 8.15%, Secured Debt (Maturity November 3, 2020)(9) | 9,018 | 8,774 | 8,849 |
| ADS Tactical, Inc.(10) | Value-Added Logistics and Supply Chain Provider to the Defense Industry | LIBOR Plus 7.50% (Floor 0.75%), Current Coupon 8.54%, Secured Debt (Maturity December 31, 2022)(9) | 11,443 | 11,210 | 11,210 |
| Ahead, LLC(10) | IT Infrastructure Value Added Reseller | LIBOR Plus 6.50%, Current Coupon 7.81%, Secured Debt (Maturity November 2, 2020) | 13,875 | 13,577 | 13,840 |
| Allflex Holdings III Inc.(11) | Manufacturer of Livestock Identification Products | LIBOR Plus 7.00% (Floor 1.00%), Current Coupon 8.16%, Secured Debt (Maturity July 19, 2021)(9) | 14,795 | 14,715 | 14,958 |
| American Scaffold Holdings, Inc.(10) | Marine Scaffolding Service Provider | LIBOR Plus 6.50% (Floor 1.00%), Current Coupon 7.80%, Secured Debt (Maturity March 31, 2022)(9) | 7,219 | 7,127 | 7,183 |
| American Teleconferencing Services, Ltd.(11) | Provider of Audio Conferencing and Video Collaboration Solutions | LIBOR Plus 6.50% (Floor 1.00%), Current Coupon 7.72%, Secured Debt (Maturity December 8, 2021)(9) LIBOR Plus 9.50% (Floor 1.00%), Current Coupon 10.59%, Secured Debt (Maturity June 6, 2022)(9) | 10,873 3,714 | 10,138 3,578 | 10,866 3,679 |

13,716

14,545

Table of Contents**MAIN STREET CAPITAL CORPORATION****Consolidated Schedule of Investments (Continued)****June 30, 2017****(dollars in thousands)****(Unaudited)**

| Portfolio Company(1) | Business Description | Type of Investment(2)(3) | Principal(4) | Cost(4) | Fair Value |
|-------------------------------------|---|--|---------------------|----------------|-------------------|
| Anchor Hocking, LLC(11) | Household Products Manufacturer | LIBOR Plus 9.00% (Floor 1.00%), Current Coupon 10.23%, Secured Debt (Maturity June 4, 2018)(9) | 2,265 | 2,265 | 2,305 |
| | | Member Units (440,620 units) | | 4,928 | 3,305 |
| | | | | 7,193 | 5,610 |
| Apex Linen Service, Inc. | Industrial Launderers | LIBOR Plus 6.00% (Floor 1.00%), Current Coupon 7.05%, Secured Debt (Maturity October 30, 2022)(9) | 2,400 | 2,400 | 2,400 |
| | | 13% Secured Debt (Maturity October 30, 2022) | 14,416 | 14,342 | 14,342 |
| | | | | 16,742 | 16,742 |
| Arcus Hunting LLC.(10) | Manufacturer of Bowhunting and Archery Products and Accessories | LIBOR Plus 7.00% (Floor 1.00%), Current Coupon 8.15%, Secured Debt (Maturity November 13, 2019)(9) | 15,824 | 15,704 | 15,824 |
| ATI Investment Sub, Inc.(11) | Manufacturer of Solar Tracking Systems | LIBOR Plus 7.25% (Floor 1.00%), Current Coupon 8.48%, Secured Debt (Maturity June 22, 2021)(9) | 9,000 | 8,833 | 8,978 |
| ATS Workholding, Inc.(10) | Manufacturer of Machine Cutting Tools and Accessories | LIBOR Plus 9.50% (Floor 1.00%), Current Coupon 10.59%, Secured Debt (Maturity March 10, 2019)(9) | 6,173 | 6,152 | 5,662 |
| ATX Networks Corp.(11)(13) | Provider of Radio Frequency Management Equipment | LIBOR Plus 6.00% (Floor 1.00%), Current Coupon 7.30%, Secured Debt (Maturity June 11, 2021)(9) | 9,716 | 9,581 | 9,618 |
| Berry Aviation, Inc.(10) | Airline Charter Service Operator | 12.00% Current / 1.75% PIK Secured Debt (Maturity January 30, 2020) Common Stock (553 shares) | 5,627 | 5,593 400 | 5,627 820 |

Edgar Filing: Main Street Capital CORP - Form 10-Q

5,993 6,447

| | | | | | |
|----------------------------------|---|---|-------|-------|-------|
| BigName Commerce, LLC(10) | Provider of Envelopes and Complimentary Stationery Products | LIBOR Plus 7.25% (Floor 1.00%), Current Coupon 8.43%, Secured Debt (Maturity May 11, 2022)(9) | 2,500 | 2,470 | 2,470 |
|----------------------------------|---|---|-------|-------|-------|

20

Table of Contents**MAIN STREET CAPITAL CORPORATION****Consolidated Schedule of Investments (Continued)****June 30, 2017****(dollars in thousands)****(Unaudited)**

| Portfolio Company(1) | Business Description | Type of Investment(2)(3) | Principal(4) | Cost(4) | Fair Value |
|--|--|--|---------------------|-----------------|-------------------|
| Binswanger Enterprises, LLC(10) | Glass Repair and Installation Service Provider | LIBOR Plus 8.00% (Floor 1.00%), Current Coupon 9.15%, Secured Debt (Maturity March 9, 2022)(9) Member Units (1,050,000 units) | 15,460 | 15,167 1,050 | 15,167 1,050 |
| | | | | 16,217 | 16,217 |
| Bluestem Brands, Inc.(11) | Multi-Channel Retailer of General Merchandise | LIBOR Plus 7.50% (Floor 1.00%), Current Coupon 8.70%, Secured Debt (Maturity November 6, 2020)(9) | 12,503 | 12,293 | 8,893 |
| Brainworks Software, LLC(10) | Advertising Sales and Newspaper Circulation Software | Prime Plus 9.25% (Floor 3.25%), Current Coupon 13.50%, Secured Debt (Maturity July 22, 2019)(9) | 6,733 | 6,692 | 6,495 |
| Brightwood Capital Fund Investments(12)(13) | Investment Partnership | LP Interests (Brightwood Capital Fund III, LP) (Fully diluted 1.6%)(8) LP Interests (Brightwood Capital Fund IV, LP) (Fully diluted 0.9%) | | 12,000 500 | 10,328 500 |
| | | | | 12,500 | 10,828 |
| Brundage-Bone Concrete Pumping, Inc.(11) | Construction Services Provider | 10.375% Secured Debt (Maturity September 1, 2021) | 3,000 | 2,986 | 3,150 |
| California Pizza Kitchen, Inc.(11) | Casual Restaurant Group | LIBOR Plus 6.00% (Floor 1.00%), Current Coupon 7.30%, Secured Debt (Maturity August 23, 2022)(9) | 12,935 | 12,891 | 12,954 |
| CDHA Management, LLC(10) | Dental Services | LIBOR Plus 7.25% (Floor 1.00%), Current Coupon 8.68%, Secured Debt (Maturity December 5, 2021)(9) | 4,356 | 4,287 | 4,356 |
| Cengage Learning Acquisitions, Inc.(11) | Provider of Educational Print and Digital Services | LIBOR Plus 4.25% (Floor 1.00%), Current Coupon 5.34%, Secured Debt (Maturity June 7, 2023)(9) | 9,304 | 9,074 | 8,815 |

Edgar Filing: Main Street Capital CORP - Form 10-Q

Cenveo Corporation(11)

Provider of Commercial
Printing, Envelopes,
Labels, and Printed
Office Products

6% Secured Debt (Maturity August 1,
2019)

19,130

16,575

16,165

21

Table of Contents**MAIN STREET CAPITAL CORPORATION****Consolidated Schedule of Investments (Continued)****June 30, 2017****(dollars in thousands)****(Unaudited)**

| Portfolio Company(1) | Business Description | Type of Investment(2)(3) | Principal(4) | Cost(4) | Fair Value |
|---|--|--|---------------------|-------------------------|-------------------------|
| Charlotte Russe, Inc(11) | Fast-Fashion Retailer to Young Women | LIBOR Plus 5.50% (Floor 1.25%), Current Coupon 6.75%, Secured Debt (Maturity May 22, 2019)(9) | 16,873 | 15,461 | 8,366 |
| Clarius BIGS, LLC(10) | Prints & Advertising Film Financing | 15% PIK Secured Debt (Maturity January 5, 2015)(14)(17) | 2,924 | 2,924 | 88 |
| Compact Power Equipment, Inc. | Equipment / Tool Rental | 12% Secured Debt (Maturity October 1, 2017) Series A Preferred Stock (4,298,435 shares) | 4,100 | 4,098 1,079 5,177 | 4,100 4,580 8,680 |
| Construction Supply Investments, LLC(10) | Distribution Platform of Specialty Construction Materials to Professional Concrete and Masonry Contractors | Member Units (28,000 units) | | 3,723 | 3,723 |
| ContextMedia Health, LLC(11) | Provider of Healthcare Media Content | LIBOR Plus 6.50% (Floor 1.00%), Current Coupon 7.73%, Secured Debt (Maturity December 23, 2021)(9) | 5,825 | 5,287 | 5,884 |
| Covenant Surgical Partners, Inc.(11) | Ambulatory Surgical Centers | 8.75% Secured Debt (Maturity August 1, 2019) | 2,800 | 2,749 | 2,744 |
| CST Industries Inc.(11) | Storage Tank Manufacturer | PRIME Plus 5.25% (Floor 2.50%), Current Coupon 9.50%, Secured Debt (Maturity May 22, 2017)(9)(17) | 9,102 | 9,039 | 7,901 |
| Darr Equipment LP(10) | Heavy Equipment Dealer | 12% Current / 2% PIK Secured Debt (Maturity April 15, 2020) Warrants (915,734 equivalent units; Expiration April 15, 2024; Strike price \$1.50 per unit) | 21,343 | 20,963 474 21,437 | 21,013 10 21,023 |
| Digital River, Inc.(11) | | | | | |

Edgar Filing: Main Street Capital CORP - Form 10-Q

Provider of Outsourced
e-Commerce Solutions
and Services

LIBOR Plus 6.50% (Floor 1.00%),
Current Coupon 7.75%, Secured Debt
(Maturity February 12, 2021)(9)

15,184

15,097

15,260

22

Table of Contents**MAIN STREET CAPITAL CORPORATION****Consolidated Schedule of Investments (Continued)****June 30, 2017****(dollars in thousands)****(Unaudited)**

| Portfolio Company(1) | Business Description | Type of Investment(2)(3) | Principal(4) | Cost(4) | Fair Value |
|--|---|---|---------------------|----------------|-------------------|
| Digital Room LLC(11) | Pure-Play e-Commerce Print Business | LIBOR Plus 6.00% (Floor 1.00%), Current Coupon 7.23%, Secured Debt (Maturity November 21, 2022)(9) | 7,434 | 7,296 | 7,397 |
| Drilling Info Holdings, Inc. | Information Services for the Oil and Gas Industry | Common Stock (3,788,865 shares) | | 1,335 | 10,100 |
| ECP-PF Holdings Group, Inc.(10) | Fitness Club Operator | LIBOR Plus 9.00% (Floor 1.00%), Current Coupon 10.15%, Secured Debt (Maturity November 26, 2019)(9) | 5,625 | 5,595 | 5,625 |
| EnCap Energy Fund Investments(12)(13) | Investment Partnership | LP Interests (EnCap Energy Capital Fund VIII, L.P.) (Fully diluted 0.1%)(8) | | 3,881 | 2,315 |
| | | LP Interests (EnCap Energy Capital Fund VIII Co-Investors, L.P.) (Fully diluted 0.4%) | | 2,227 | 1,549 |
| | | LP Interests (EnCap Energy Capital Fund IX, L.P.) (Fully diluted 0.1%)(8) | | 3,976 | 3,565 |
| | | LP Interests (EnCap Energy Capital Fund X, L.P.) (Fully diluted 0.1%)(8) | | 4,720 | 4,620 |
| | | LP Interests (EnCap Flatrock Midstream Fund II, L.P.) (Fully diluted 0.8%)(8) | | 6,274 | 5,518 |
| | | LP Interests (EnCap Flatrock Midstream Fund III, L.P.) (Fully diluted 0.2%)(8) | | 3,090 | 3,091 |
| | | | | 24,168 | 20,658 |
| Evergreen Skills Lux S.á r.l. (d/b/a Skillsoft)(11)(13) | Technology-based Performance Support Solutions | LIBOR Plus 8.25% (Floor 1.00%), Current Coupon 9.48%, Secured Debt (Maturity April 28, 2022)(9) | 6,999 | 6,867 | 5,825 |
| Flavors Holdings Inc.(11) | Global Provider of Flavoring and Sweetening Products and Solutions | LIBOR Plus 5.75% (Floor 1.00%), Current Coupon 7.05%, Secured Debt (Maturity April 3, 2020)(9) | 13,466 | 12,909 | 12,725 |

Table of Contents**MAIN STREET CAPITAL CORPORATION****Consolidated Schedule of Investments (Continued)****June 30, 2017****(dollars in thousands)****(Unaudited)**

| Portfolio Company(1) | Business Description | Type of Investment(2)(3) | Principal(4) | Cost(4) | Fair Value |
|---|---|---|---------------------|----------------|-------------------|
| GI KBS Merger Sub LLC(11) | Outsourced Janitorial Services to Retail/Grocery Customers | LIBOR Plus 5.00% (Floor 1.00%), Current Coupon 6.23%, Secured Debt (Maturity October 29, 2021)(9) | 6,825 | 6,742 | 6,689 |
| | | LIBOR Plus 8.50% (Floor 1.00%), Current Coupon 9.73%, Secured Debt (Maturity April 29, 2022)(9) | 3,800 | 3,647 | 3,657 |
| | | | | 10,389 | 10,346 |
| Grace Hill, LLC(10) | Online Training Tools for the Multi-Family Housing Industry | Prime Plus 5.25% (Floor 1.00%), Current Coupon 9.50%, Secured Debt (Maturity August 15, 2019)(9) | 1,215 | 1,205 | 1,215 |
| | | LIBOR Plus 6.25% (Floor 1.00%), Current Coupon 7.47%, Secured Debt (Maturity August 15, 2019)(9) | 11,465 | 11,399 | 11,465 |
| | | | | 12,604 | 12,680 |
| Great Circle Family Foods, LLC(10) | Quick Service Restaurant Franchise | LIBOR Plus 6.00% (Floor 1.00%), Current Coupon 7.15%, Secured Debt (Maturity October 28, 2019)(9) | 7,421 | 7,380 | 7,421 |
| Grupo Hima San Pablo, Inc.(11) | Tertiary Care Hospitals | LIBOR Plus 7.00% (Floor 1.50%), Current Coupon 8.50%, Secured Debt (Maturity January 31, 2018)(9) | 4,783 | 4,769 | 3,564 |
| | | 13.75% Secured Debt (Maturity July 31, 2018) | 2,000 | 1,973 | 400 |
| | | | | 6,742 | 3,964 |
| GST Autoleather, Inc.(11) | Automotive Leather Manufacturer | LIBOR Plus 5.50% (Floor 1.00%), Current Coupon 6.80%, Secured Debt (Maturity July 10, 2020)(9) | 19,409 | 18,874 | 19,021 |
| Guitar Center, Inc.(11) | Musical Instruments Retailer | 6.5% Secured Debt (Maturity April 15, 2019) | 16,625 | 15,797 | 14,444 |

Edgar Filing: Main Street Capital CORP - Form 10-Q

Hojeij Branded Foods, LLC(10)

Multi-Airport,
Multi-Concept
Restaurant Operator

LIBOR Plus 6.50% (Floor 1.00%),
Current Coupon 7.67%, Secured Debt
(Maturity July 27, 2021)(9)

5,905

5,862

5,905

Table of Contents**MAIN STREET CAPITAL CORPORATION****Consolidated Schedule of Investments (Continued)****June 30, 2017****(dollars in thousands)****(Unaudited)**

| Portfolio Company(1) | Business Description | Type of Investment(2)(3) | Principal(4) | Cost(4) | Fair Value |
|--|--|--|---------------------|-----------------|-------------------|
| Hoover Group, Inc.(10)(13) | Provider of Storage Tanks and Related Products to the Energy and Petrochemical Markets | LIBOR Plus 7.25% (Floor 1.00%), Current Coupon 8.42%, Secured Debt (Maturity January 28, 2021)(9) | 8,503 | 7,981 | 7,823 |
| Hostway Corporation(11) | Managed Services and Hosting Provider | LIBOR Plus 6.75% (Floor 1.25%), Current Coupon 8.05%, Secured Debt (Maturity December 13, 2019)(9) LIBOR Plus 6.75% (Floor 1.25%), Current Coupon 8.05%, Secured Debt (Maturity December 13, 2018)(9) | 20,366 2,433 | 19,938 2,308 | 19,831 2,293 |
| | | | | 22,246 | 22,124 |
| Hunter Defense Technologies, Inc.(11) | Provider of Military and Commercial Shelters and Systems | LIBOR Plus 6.00% (Floor 1.00%), Current Coupon 7.16%, Secured Debt (Maturity August 5, 2019)(9) | 9,194 | 8,801 | 8,654 |
| Hydrofarm Holdings LLC(10) | Wholesaler of Horticultural Products | LIBOR Plus 7.00%, Current Coupon 8.18%, Secured Debt (Maturity May 12, 2022) | 6,750 | 6,619 | 6,619 |
| iEnergizer Limited(11)(13) | Provider of Business Outsourcing Solutions | LIBOR Plus 6.00% (Floor 1.25%), Current Coupon 7.25%, Secured Debt (Maturity May 1, 2019)(9) | 12,174 | 11,832 | 12,143 |
| Implus Footcare, LLC(10) | Provider of Footwear and Other Accessories | LIBOR Plus 6.75% (Floor 1.00%), Current Coupon 8.05%, Secured Debt (Maturity September 15, 2021)(9) | 19,949 | 19,655 | 19,655 |
| Indivior Finance LLC(11)(13) | Specialty Pharmaceutical Company Treating Opioid Dependence | LIBOR Plus 6.00% (Floor 1.00%), Current Coupon 7.17%, Secured Debt (Maturity December 19, 2019)(9) | 3,387 | 3,252 | 3,420 |

Table of Contents**MAIN STREET CAPITAL CORPORATION****Consolidated Schedule of Investments (Continued)****June 30, 2017****(dollars in thousands)****(Unaudited)**

| Portfolio Company(1) | Business Description | Type of Investment(2)(3) | Principal(4) | Cost(4) | Fair Value |
|---|---|--|---------------------|----------------|-------------------|
| Industrial Services Acquisition, LLC(10) | Industrial Cleaning Services | 11.25% Current / 0.75% PIK Unsecured Debt (Maturity December 17, 2022) | 4,536 | 4,455 | 4,536 |
| | | Member Units (Industrial Services Investments, LLC) (900,000 units) | | 900 | 810 |
| | | | | 5,355 | 5,346 |
| Infinity Acquisition Finance Corp.(11) | Application Software for Capital Markets | 7.25% Unsecured Debt (Maturity August 1, 2022) | 2,700 | 2,552 | 2,599 |
| Inn of the Mountain Gods Resort and Casino(11) | Hotel & Casino Owner & Operator | 9.25% Secured Debt (Maturity November 30, 2020) | 6,249 | 5,958 | 5,624 |
| Intertain Group Limited(11)(13) | Business-to-Consumer Online Gaming Operator | LIBOR Plus 6.50% (Floor 1.00%), Current Coupon 7.80%, Secured Debt (Maturity April 8, 2022)(9) | 4,175 | 4,123 | 4,227 |
| iPayment, Inc.(11) | Provider of Merchant Acquisition | LIBOR Plus 6.00% (Floor 1.00%), Current Coupon 7.16%, Secured Debt (Maturity April 11, 2023)(9) | 12,000 | 11,883 | 12,120 |
| iQor US Inc.(11) | Business Process Outsourcing Services Provider | LIBOR Plus 5.00% (Floor 1.00%), Current Coupon 6.22%, Secured Debt (Maturity April 1, 2021)(9) | 2,008 | 1,994 | 1,998 |
| irth Solutions, LLC | Provider of Damage Prevention Information Technology Services | Member Units (27,893 units) | | 1,441 | 1,920 |
| Jackmont Hospitality, Inc.(10) | Franchisee of Casual Dining Restaurants | LIBOR Plus 4.25% (Floor 1.00%), Current Coupon 5.29% / 2.50% PIK, Current Coupon Plus PIK 7.79%, Secured Debt (Maturity May 26, 2021)(9) | 4,447 | 4,432 | 4,447 |

Edgar Filing: Main Street Capital CORP - Form 10-Q

Jacuzzi Brands LLC(11)

Manufacturer of Bath and
Spa Products

LIBOR Plus 7.00% (Floor 1.00%),
Current Coupon 8.00%, Secured Debt
(Maturity June 28, 2023)(9)

6,000

5,880

5,925

Table of Contents**MAIN STREET CAPITAL CORPORATION****Consolidated Schedule of Investments (Continued)****June 30, 2017****(dollars in thousands)****(Unaudited)**

| Portfolio Company(1) | Business Description | Type of Investment(2)(3) | Principal(4) | Cost(4) | Fair Value |
|---|--|---|---------------------|----------------|-------------------|
| Joerns Healthcare, LLC(11) | Manufacturer and Distributor of Health Care Equipment & Supplies | LIBOR Plus 6.50% (Floor 1.00%), Current Coupon 7.66% Secured Debt (Maturity May 9, 2020)(9) | 13,387 | 13,281 | 12,472 |
| Keypoint Government Solutions, Inc.(10) | Provider of Pre-Employment Screening Services | LIBOR Plus 6.00% (Floor 1.00%), Current Coupon 7.16%, Secured Debt (Maturity April 18, 2024)(9) | 12,500 | 12,378 | 12,378 |
| LaMi Products, LLC(10) | General Merchandise Distribution | LIBOR Plus 6.50% (Floor 1.00%), Current Coupon 7.72%, Secured Debt (Maturity September 16, 2020)(9) | 11,368 | 11,300 | 11,368 |
| Larchmont Resources, LLC(11) | Oil & Gas Exploration & Production | LIBOR Plus 9.00% (Floor 1.00%), Current Coupon 10.00%, PIK Secured Debt (Maturity August 7, 2020)(9) Member Units (Larchmont Intermediate Holdco, LLC) (2,828 units) | 2,375 | 2,375 353 | 2,363 976 |
| | | | | 2,728 | 3,339 |
| LKCM Headwater Investments I, L.P.(12)(13) | Investment Partnership | LP Interests (Fully diluted 2.3%) | | 2,500 | 3,967 |
| Logix Acquisition Company, LLC(10) | Competitive Local Exchange Carrier | LIBOR Plus 8.28% (Floor 1.00%), Current Coupon 9.45%, Secured Debt (Maturity June 24, 2021)(9) | 8,436 | 8,315 | 8,436 |
| Looking Glass Investments, LLC(12)(13) | Specialty Consumer Finance | Member Units (2.5 units) Member Units (LGI Predictive Analytics LLC) (190,712 units)(8) | | 125 128 | 125 128 |
| | | | | 253 | 253 |
| LSF9 Atlantis Holdings, LLC(11) | Provider of Wireless Telecommunications | | | | |

Edgar Filing: Main Street Capital CORP - Form 10-Q

Carrier Services

LIBOR Plus 6.00% (Floor 1.00%),
Current Coupon 7.14%, Secured Debt
(Maturity May 1, 2023)(9)

7,000

6,944

7,080

27

Table of Contents**MAIN STREET CAPITAL CORPORATION****Consolidated Schedule of Investments (Continued)****June 30, 2017****(dollars in thousands)****(Unaudited)**

| Portfolio Company(1) | Business Description | Type of Investment(2)(3) | Principal(4) | Cost(4) | Fair Value |
|--|--|---|---------------------|----------------|-------------------|
| Messenger, LLC(10) | Supplier of Specialty Stationery and Related Products to the Funeral Industry | LIBOR Plus 7.25% (Floor 1.00%), Current Coupon 8.47%, Secured Debt (Maturity September 9, 2020)(9) | 14,403 | 14,335 | 14,403 |
| MHVC Acquisition Corp.(11) | Provider of Differentiated Information Solutions, Systems Engineering, and Analytics | LIBOR Plus 5.25% (Floor 1.00%), Current Coupon 6.48%, Secured Debt (Maturity April 29, 2024)(9) | 10,500 | 10,448 | 10,631 |
| NBG Acquisition Inc(11) | Wholesaler of Home Décor Products | LIBOR Plus 5.50% (Floor 1.00%), Current Coupon 6.91%, Secured Debt (Maturity April 26, 2024)(9) | 4,430 | 4,359 | 4,408 |
| Minute Key, Inc. | Operator of Automated Key Duplication Kiosks | 12% Secured Debt (Maturity September 19, 2019) Warrants (1,437,409 equivalent shares; Expiration May 20, 2025; Strike price \$0.01 per share) | 15,782 | 15,533 | 15,533 |
| | | | | 280 | 930 |
| | | | | 15,813 | 16,463 |
| New Media Holdings II LLC(11)(13) | Local Newspaper Operator | LIBOR Plus 6.25% (Floor 1.00%), Current Coupon 7.48%, Secured Debt (Maturity June 4, 2020)(9) | 17,804 | 17,582 | 17,760 |
| NNE Partners, LLC(10) | Oil & Gas Exploration & Production | LIBOR Plus 8.00%, Current Coupon 9.21%, Secured Debt (Maturity March 2, 2022) | 9,042 | 8,955 | 8,955 |
| North American Lifting Holdings, Inc.(11) | Crane Service Provider | LIBOR Plus 4.50% (Floor 1.00%), Current Coupon 5.80%, Secured Debt (Maturity November 27, 2020)(9) | 7,785 | 6,830 | 7,308 |

Edgar Filing: Main Street Capital CORP - Form 10-Q

| | | | | | |
|-----------------------------------|---|---|-------|-------|-------|
| Novetta Solutions, LLC(11) | Provider of Advanced Analytics Solutions for Defense Agencies | LIBOR Plus 5.00% (Floor 1.00%), Current Coupon 6.30%, Secured Debt (Maturity October 17, 2022)(9) | 6,761 | 6,476 | 6,546 |
|-----------------------------------|---|---|-------|-------|-------|

28

Table of Contents**MAIN STREET CAPITAL CORPORATION****Consolidated Schedule of Investments (Continued)****June 30, 2017****(dollars in thousands)****(Unaudited)**

| Portfolio Company(1) | Business Description | Type of Investment(2)(3) | Principal(4) | Cost(4) | Fair Value |
|--|---|--|---------------------|----------------|-------------------|
| NTM Acquisition Corp.(11) | Provider of B2B Travel Information Content | LIBOR Plus 6.25% (Floor 1.00%), Current Coupon 7.34%, Secured Debt (Maturity June 7, 2022)(9) | 6,349 | 6,280 | 6,318 |
| Ospemifene Royalty Sub LLC (QuatRx)(10) | Estrogen-Deficiency Drug Manufacturer and Distributor | 11.5% Secured Debt (Maturity November 15, 2026)(14) | 5,071 | 5,071 | 1,539 |
| Pardus Oil and Gas, LLC(11) | Oil & Gas Exploration & Production | 13% PIK Secured Debt (Maturity November 12, 2021) 5% PIK Secured Debt (Maturity May 13, 2022) Member Units (2,472 units) | 1,989 1,016 | 1,989 2,472 | 1,729 270 |
| | | | | 5,477 | 1,999 |
| Paris Presents Incorporated(11) | Branded Cosmetic and Bath Accessories | LIBOR Plus 8.75% (Floor 1.00%), Current Coupon 9.98%, Secured Debt (Maturity December 31, 2021)(9) | 4,500 | 4,468 | 4,455 |
| Parq Holdings Limited Partnership(11)(13) | Hotel & Casino Operator | LIBOR Plus 7.50% (Floor 1.00%), Current Coupon 8.71%, Secured Debt (Maturity December 17, 2020)(9) | 7,500 | 7,405 | 7,481 |
| Permian Holdco 2, Inc.(11) | Storage Tank Manufacturer | 14% PIK Unsecured Debt (Maturity October 15, 2021) Preferred Stock (Permian Holdco 1, Inc.) (154,558 units) Common Stock (Permian Holdco 1, Inc.) (154,558 units) | 212 | 799 | 799 |
| | | | | 1,011 | 1,011 |
| Pernix Therapeutics Holdings, Inc.(10) | Pharmaceutical Royalty | 12% Secured Debt (Maturity August 1, 2020) | 3,214 | 3,214 | 1,896 |
| Pike Corporation(11) | | | | | |

Edgar Filing: Main Street Capital CORP - Form 10-Q

Construction and
Maintenance Services for
Electric Transmission
and Distribution
Infrastructure

LIBOR Plus 8.00% (Floor 1.00%),
Current Coupon 9.23%, Secured Debt
(Maturity September 10, 2024)(9)

3,000

2,971

3,053

29

Table of Contents**MAIN STREET CAPITAL CORPORATION****Consolidated Schedule of Investments (Continued)****June 30, 2017****(dollars in thousands)****(Unaudited)**

| Portfolio Company(1) | Business Description | Type of Investment(2)(3) | Principal(4) | Cost(4) | Fair Value |
|--|--|--|---------------------|----------------|-------------------|
| Point.360(10) | Fully Integrated Provider of Digital Media Services | Warrants (65,463 equivalent shares; Expiration July 7, 2020; Strike price \$0.75 per share) Common Stock (163,658 shares) | | 69 273 | 20 20 |
| | | | | 342 | |
| PPC/SHIFT LLC(10) | Provider of Digital Solutions to Automotive Industry | LIBOR Plus 6.00% (Floor 1.00%), Current Coupon 7.04%, Secured Debt (Maturity December 22, 2021)(9) | 6,913 | 6,778 | 6,912 |
| Prowler Acquisition Corp.(11) | Specialty Distributor to the Energy Sector | LIBOR Plus 4.50% (Floor 1.00%), Current Coupon 5.80%, Secured Debt (Maturity January 28, 2020)(9) | 11,200 | 9,491 | 9,352 |
| PT Network, LLC(10) | Provider of Outpatient Physical Therapy and Sports Medicine Services | LIBOR Plus 6.50% (Floor 1.00%), Current Coupon 7.70%, Secured Debt (Maturity November 30, 2021)(9) | 17,619 | 17,396 | 17,501 |
| QBS Parent, Inc.(11) | Provider of Software and Services to the Oil & Gas Industry | LIBOR Plus 4.75% (Floor 1.00%), Current Coupon 5.92%, Secured Debt (Maturity August 7, 2021)(9) | 14,272 | 14,095 | 13,737 |
| Redbox Automated Retail, LLC(11) | Operator of Home Media Entertainment Kiosks | LIBOR Plus 7.50% (Floor 1.00%), Current Coupon 8.79%, Secured Debt (Maturity September 27, 2021)(9) | 11,156 | 10,852 | 11,221 |
| RGL Reservoir Operations Inc.(11)(13) | Oil & Gas Equipment and Services | LIBOR Plus 5.00% (Floor 1.00%), Current Coupon 6.27%, Secured Debt (Maturity August 13, 2021)(9) | 3,890 | 3,814 | 671 |

Table of Contents**MAIN STREET CAPITAL CORPORATION****Consolidated Schedule of Investments (Continued)****June 30, 2017****(dollars in thousands)****(Unaudited)**

| Portfolio Company(1) | Business Description | Type of Investment(2)(3) | Principal(4) | Cost(4) | Fair Value |
|---|--|--|---------------------|-----------------|-------------------|
| RM Bidder, LLC(10) | Scripted and Unscripted TV and Digital Programming Provider | Warrants (327,532 equivalent units; Expiration October 20, 2025; Strike price \$14.28 per unit) Member Units (2,779 units) | | 425 46 | 33 |
| | | | | 471 | 33 |
| SAExploration, Inc.(10)(13) | Geophysical Services Provider | Common Stock (50 shares) | | 65 | |
| SAFETY Investment Holdings, LLC | Provider of Intelligent Driver Record Monitoring Software and Services | Member Units (2,000,000 units) | | 2,000 | 1,670 |
| Salient Partners L.P.(11) | Provider of Asset Management Services | LIBOR Plus 8.50% (Floor 1.00%), Current Coupon 9.66%, Secured Debt (Maturity June 9, 2021)(9) | 10,514 | 10,271 | 10,198 |
| Sigma Electric Manufacturing Corporation(10)(13) | Manufacturer and Distributor of Electrical Fittings and Parts | LIBOR Plus 7.25% (Floor 1.00%), Current Coupon 8.40%, Secured Debt (Maturity October 13, 2021)(9) | 12,500 | 12,225 | 12,500 |
| Sorenson Communications, Inc.(11) | Manufacturer of Communication Products for Hearing Impaired | LIBOR Plus 5.75% (Floor 2.25%), Current Coupon 8.00%, Secured Debt (Maturity April 30, 2020)(9) 9% Secured Debt (Maturity October 31, 2020) | 13,302 3,666 | 13,226 3,470 | 13,394 3,630 |
| | | | | 16,696 | 17,024 |
| Strike, LLC(11) | Pipeline Construction and Maintenance Services | LIBOR Plus 8.00% (Floor 1.00%), Current Coupon 9.30%, Secured Debt (Maturity November 30, 2022)(9) LIBOR Plus 8.00% (Floor 1.00%), Current Coupon 9.30%, Secured Debt | 9,750 500 | 9,476 471 | 9,994 511 |

Edgar Filing: Main Street Capital CORP - Form 10-Q

(Maturity May 30, 2019)(9)

9,947 10,505

| | | | | | |
|---|--|---|-------|-------|-------|
| Subsea Global Solutions, LLC(10) | Underwater Maintenance and Repair Services | LIBOR Plus 6.00% (Floor 1.50%), Current Coupon 7.50%, Secured Debt (Maturity March 17, 2020)(9) | 7,581 | 7,523 | 7,581 |
|---|--|---|-------|-------|-------|

31

Table of Contents**MAIN STREET CAPITAL CORPORATION****Consolidated Schedule of Investments (Continued)****June 30, 2017****(dollars in thousands)****(Unaudited)**

| Portfolio Company(1) | Business Description | Type of Investment(2)(3) | Principal(4) | Cost(4) | Fair Value |
|--|---|--|---------------------|-----------------|-------------------|
| Synagro Infrastructure Company, Inc(11) | Waste Management Services | LIBOR Plus 5.25% (Floor 1.00%), Current Coupon 6.55%, Secured Debt (Maturity August 22, 2020)(9) | 9,161 | 8,895 | 8,749 |
| Targus International, LLC(11) | Distributor of Protective Cases for Mobile Devices | 15% PIK Secured Debt (Maturity December 31, 2019) Common Stock (Targus Cayman HoldCo Limited) (249,614 shares)(13) | 1,227 | 1,227 2,555 | 1,227 230 |
| | | | | 3,782 | 1,457 |
| Tectonic Holdings, LLC | Financial Services Organization | Member Units (200,000 units) | | 2,000 | 2,000 |
| TE Holdings, LLC(11) | Oil & Gas Exploration & Production | Member Units (97,048 units) | | 970 | 463 |
| TeleGuam Holdings, LLC(11) | Cable and Telecom Services Provider | LIBOR Plus 4.00% (Floor 1.25%), Current Coupon 5.25%, Secured Debt (Maturity December 10, 2018)(9) LIBOR Plus 7.50% (Floor 1.25%), Current Coupon 8.75%, Secured Debt (Maturity June 10, 2019)(9) | 7,255 10,500 | 7,249 10,453 | 7,255 10,500 |
| | | | | 17,702 | 17,755 |
| TMC Merger Sub Corp.(11) | Refractory & Maintenance Services Provider | LIBOR Plus 6.25% (Floor 1.00%), Current Coupon 7.50%, Secured Debt (Maturity October 31, 2022)(9) | 14,828 | 14,690 | 14,902 |
| TOMS Shoes, LLC(11) | Global Designer, Distributor, and Retailer of Casual Footwear | LIBOR Plus 5.50% (Floor 1.00%), Current Coupon 6.70%, Secured Debt (Maturity October 30, 2020)(9) | 4,888 | 4,581 | 2,729 |
| Turning Point Brands, Inc.(10)(13) | | | | | |

Edgar Filing: Main Street Capital CORP - Form 10-Q

Marketer/Distributor of
Tobacco Products

LIBOR Plus 6.00% (Floor 1.00%),
Current Coupon 7.27%, Secured Debt
(Maturity May 17, 2022)(9)

8,479

8,399

8,458

Table of Contents**MAIN STREET CAPITAL CORPORATION****Consolidated Schedule of Investments (Continued)****June 30, 2017****(dollars in thousands)****(Unaudited)**

| Portfolio Company(1) | Business Description | Type of Investment(2)(3) | Principal(4) | Cost(4) | Fair Value |
|---|--|---|---------------------|----------------|-------------------|
| TVG-I-E CMN ACQUISITION, LLC(10) | Organic Lead Generation for Online Postsecondary Schools | LIBOR Plus 6.00% (Floor 1.00%), Current Coupon 7.04%, Secured Debt (Maturity November 3, 2021)(9) | 6,378 | 6,265 | 6,378 |
| Tweddle Group, Inc.(11) | Provider of Technical Information Services to Automotive OEMs | LIBOR Plus 6.00% (Floor 1.00%), Current Coupon 7.17%, Secured Debt (Maturity October 21, 2022)(9) | 6,275 | 6,160 | 6,322 |
| U.S. TelePacific Corp.(11) | Provider of Communications and Managed Services | LIBOR Plus 5.00% (Floor 1.00%), Current Coupon 6.23%, Secured Debt (Maturity May 2, 2023)(9) | 18,000 | 17,879 | 17,822 |
| UOS, LLC(11) | Specialty Equipment Sales and Rentals | LIBOR Plus 5.50% (Floor 1.00%), Current Coupon 6.80%, Secured Debt (Maturity April 18, 2023)(9) | 3,750 | 3,713 | 3,820 |
| US Joiner Holding Company(11) | Marine Interior Design and Installation | LIBOR Plus 6.00% (Floor 1.00%), Current Coupon 7.30%, Secured Debt (Maturity April 16, 2020)(9) | 13,826 | 13,705 | 13,861 |
| VCVH Holding Corp. (Verisk)(11) | Healthcare Technology Services Focused on Revenue Maximization | LIBOR Plus 9.25% (Floor 1.00%), Current Coupon 10.55%, Secured Debt (Maturity June 1, 2024)(9) | 1,500 | 1,466 | 1,504 |
| | | LIBOR Plus 5.00% (Floor 1.00%), Current Coupon 6.30%, Secured Debt (Maturity June 1, 2023)(9) | 11,172 | 11,167 | 11,179 |
| | | | | 12,633 | 12,683 |
| VIP Cinema Holdings, Inc.(11) | Supplier of Luxury Seating to the Cinema Industry | LIBOR Plus 6.00% (Floor 1.00%), Current Coupon 7.30%, Secured Debt (Maturity March 1, 2023)(9) | 7,900 | 7,862 | 7,993 |

Table of Contents**MAIN STREET CAPITAL CORPORATION****Consolidated Schedule of Investments (Continued)****June 30, 2017****(dollars in thousands)****(Unaudited)**

| Portfolio Company(1) | Business Description | Type of Investment(2)(3) | Principal(4) | Cost(4) | Fair Value |
|--|---|--|---------------------|----------------|-------------------|
| Virtex Enterprises, LP(10) | Specialty, Full-Service Provider of Complex Electronic Manufacturing Services | 12% Secured Debt (Maturity December 27, 2018) | 1,667 | 1,583 | 1,583 |
| | | Preferred Class A Units (14 units; 5% cumulative)(8) | | 333 | 920 |
| | | Warrants (11 equivalent units; Expiration December 27, 2023; Strike price \$0.001 per unit) | | 186 | 484 |
| | | | | 2,102 | 2,987 |
| Vistar Media, Inc.(10) | Operator of Digital Out-of-Home Advertising Platform | LIBOR Plus 10.00% (Floor 1.00%), Current Coupon 11.15%, Secured Debt (Maturity February 16, 2022)(9) | 3,375 | 3,078 | 3,078 |
| | | Warrants (70,207 equivalent shares; Expiration February 17, 2027; Strike price \$0.01 per share) | | 331 | 331 |
| | | | | 3,409 | 3,409 |
| Wellnext, LLC(10) | Manufacturer of Supplements and Vitamins | LIBOR Plus 10.00% (Floor 1.00%), Current Coupon 11.00%, Secured Debt (Maturity July 21, 2022)(9) | 9,930 | 9,849 | 9,930 |
| Worley Claims Services, LLC(10) | Insurance Adjustment Management and Services Provider | LIBOR Plus 8.00% (Floor 1.00%), Current Coupon 9.21%, Secured Debt (Maturity October 31, 2020)(9) | 5,794 | 5,759 | 5,794 |
| YP Holdings LLC(11) | Online and Offline Advertising Operator | LIBOR Plus 11.00% (Floor 1.25%), Current Coupon 12.30%, Secured Debt (Maturity June 4, 2018)(9) | 19,355 | 19,067 | 19,355 |
| Zilliant Incorporated | Price Optimization and Margin Management Solutions | Preferred Stock (186,777 shares) | | 154 | 260 |

Edgar Filing: Main Street Capital CORP - Form 10-Q

| | | |
|--|-------|-------|
| Warrants (952,500 equivalent shares; Expiration June 15, 2022; Strike price \$0.001 per share) | 1,071 | 1,190 |
| | 1,225 | 1,450 |

| | | |
|--|---------------------|---------------------|
| Subtotal Non-Control/Non-Affiliate Investments (50.0% of total investments at fair value) | \$ 1,058,628 | \$ 1,036,745 |
|--|---------------------|---------------------|

Table of Contents**MAIN STREET CAPITAL CORPORATION****Consolidated Schedule of Investments (Continued)****June 30, 2017****(dollars in thousands)****(Unaudited)**

| Portfolio Company(1) | Business Description | Type of Investment(2)(3) | Principal(4) | Cost(4) | Fair Value |
|---|-----------------------------|---------------------------------|---------------------|----------------|-------------------|
| Total Portfolio Investments, June 30, 2017 | | | | \$ 1,972,248 | \$ 2,076,946 |

-
- (1) All investments are Lower Middle Market portfolio investments, unless otherwise noted. See Note B for a description of Lower Middle Market portfolio investments. All of the Company's investments, unless otherwise noted, are encumbered either as security for the Company's Credit Agreement or in support of the SBA-guaranteed debentures issued by the Funds.
- (2) Debt investments are income producing, unless otherwise noted. Equity and warrants are non-income producing, unless otherwise noted.
- (3) See Note C for a summary of geographic location of portfolio companies.
- (4) Principal is net of repayments. Cost is net of repayments and accumulated unearned income.
- (5) Control investments are defined by the Investment Company Act of 1940, as amended ("1940 Act") as investments in which more than 25% of the voting securities are owned or where the ability to nominate greater than 50% of the board representation is maintained.
- (6) Affiliate investments are defined by the 1940 Act as investments in which between 5% and 25% of the voting securities are owned and the investments are not classified as Control investments.
- (7) Non-Control/Non-Affiliate investments are defined by the 1940 Act as investments that are neither Control investments nor Affiliate investments.
- (8) Income producing through dividends or distributions.
- (9) Index based floating interest rate is subject to contractual minimum interest rate. A majority of the variable rate loans in the Company's investment portfolio bear interest at a rate that may be determined by reference to either LIBOR or an alternate Base Rate (commonly based on the Federal Funds Rate or the Prime Rate), which typically resets semi-annually, quarterly, or monthly at the borrower's option. The borrower may also elect to have multiple interest reset periods for each loan. For each such loan, the Company has provided the weighted average annual stated interest rate in effect at June 30, 2017. As noted in this schedule, 63% (based on the par amount of the loans) of the loans contain LIBOR floors which range between 0.50% and 2.25%, with a weighted-average LIBOR floor of approximately 1.05%.
- (10) Private Loan portfolio investment. See Note B for a description of Private Loan portfolio investments.
- (11) Middle Market portfolio investment. See Note B for a description of Middle Market portfolio investments.
- (12)

Edgar Filing: Main Street Capital CORP - Form 10-Q

Other Portfolio investment. See Note B for a description of Other Portfolio investments.

- (13) Investment is not a qualifying asset as defined under Section 55(a) of the 1940 Act. Qualifying assets must represent at least 70% of total assets at the time of acquisition of any additional non-qualifying assets.
- (14) Non-accrual and non-income producing investment.
- (15) Portfolio company is in a bankruptcy process and, as such, the maturity date of our debt investments in this portfolio company will not be finally determined until such process is complete. As noted in footnote (14), our debt investments in this portfolio company are on non-accrual status.
- (16) External Investment Manager. Investment is not encumbered as security for the Company's Credit Agreement or in support of the SBA-guaranteed debentures issued by the Funds.
- (17) Maturity date is under on-going negotiations with the portfolio company and other lenders, if applicable.

Table of Contents**MAIN STREET CAPITAL CORPORATION****Consolidated Schedule of Investments****December 31, 2016****(dollars in thousands)**

| Portfolio Company(1) | Business Description | Type of Investment(2)(3) | Principal(4) | Cost(4) | Fair Value |
|--|---|---|---------------------|------------------------------|---------------------------------------|
| <u>Control Investments(5)</u> | | | | | |
| Access Media Holdings, LLC(10) | Private Cable Operator | 5% Current / 5% PIK Secured Debt (Maturity July 22, 2020) Preferred Member Units (6,581,250 units; 12% cumulative) Member Units (45 units) | \$ 22,664 | \$ 22,664 6,475 1 | \$ 19,700 240 19,940 |
| Ameritech College Operations, LLC | For-Profit Nursing and Healthcare College | 10% Secured Debt (Maturity November 30, 2019) 13% Secured Debt (Maturity November 30, 2019) 13% Secured Debt (Maturity January 31, 2020) Preferred Member Units (294 units) | 514 489 3,025 | 514 489 3,025 2,291 | 514 489 3,025 2,291 6,319 |
| ASC Interests, LLC | Recreational and Educational Shooting Facility | 11% Secured Debt (Maturity July 31, 2018) Member Units (1,500 units)(8) | 2,100 | 2,084 1,500 | 2,100 2,680 4,780 |
| Bond-Coat, Inc. | Casing and Tubing Coating Services | 12% Secured Debt (Maturity December 28, 2017) Common Stock (57,508 shares) | 11,596 | 11,556 6,350 | 11,596 6,660 18,256 |
| Café Brazil, LLC | Casual Restaurant Group | Member Units (1,233 units)(8) | | 1,742 | 6,040 |
| CBT Nuggets, LLC | Produces and Sells IT Training Certification Videos | Member Units (416 units)(8) | | 1,300 | 55,480 |
| Clad-Rex Steel, LLC | Specialty Manufacturer of Vinyl-Clad Metal | | 400 | 396 | 396 |

Edgar Filing: Main Street Capital CORP - Form 10-Q

| | | | |
|---|--------|--------|--------|
| LIBOR Plus 9.50% (Floor 1.00%), Current Coupon 10.50%, Secured Debt (Maturity December 20, 2018)(9) | | | |
| LIBOR Plus 9.50% (Floor 1.00%), Current Coupon 10.50%, Secured Debt (Maturity December 20, 2021)(9) | 14,080 | 13,941 | 13,941 |
| Member Units (717 units) 10% Secured Debt (Clad-Rex Steel RE Investor, LLC) | | 7,280 | 7,280 |
| (Maturity December 20, 2036) Member Units (Clad-Rex Steel RE Investor, LLC) (800 units) | 1,202 | 1,190 | 1,190 |
| | | 210 | 210 |
| | | 23,017 | 23,017 |

Table of Contents**MAIN STREET CAPITAL CORPORATION****Consolidated Schedule of Investments (Continued)****December 31, 2016****(dollars in thousands)**

| Portfolio Company(1) | Business Description | Type of Investment(2)(3) | Principal(4) | Cost(4) | Fair Value |
|-------------------------------------|--|---|---------------------|----------------|-------------------|
| CMS Minerals Investments | Oil & Gas Exploration & Production | Preferred Member Units (CMS Minerals LLC) (458 units)(8) | | 2,104 | 3,682 |
| | | Member Units (CMS Minerals II, LLC) (100 units)(8) | | 3,829 | 3,381 |
| | | | | 5,933 | 7,063 |
| Datacom, LLC | Technology and Telecommunications Provider | 8% Secured Debt (Maturity May 30, 2017) | 900 | 900 | 900 |
| | | 5.25% Current / 5.25% PIK Secured Debt (Maturity May 30, 2019) | 11,713 | 11,651 | 11,049 |
| | | Class A Preferred Member Units (15% cumulative) | | 1,181 | 1,368 |
| | | Class B Preferred Member Units (6,453 units) | | 6,030 | 1,529 |
| | | | | 19,762 | 14,846 |
| Gamber-Johnson Holdings, LLC | Manufacturer of Ruggedized Computer Mounting Systems | LIBOR Plus 11.00% (Floor 1.00%), Current Coupon 12.00%, Secured Debt (Maturity June 24, 2021)(9) | 24,080 | 23,846 | 23,846 |
| | | Member Units (8,619 units) | | 14,844 | 18,920 |
| | | | | 38,690 | 42,766 |
| Garreco, LLC | Manufacturer and Supplier of Dental Products | 14% Secured Debt (Maturity January 12, 2018) | 5,250 | 5,219 | 5,219 |
| | | Member Units (1,200 units) | | 1,200 | 1,150 |
| | | | | 6,419 | 6,369 |
| GRT Rubber Technologies LLC | Manufacturer of Engineered Rubber Products | LIBOR Plus 9.00% (Floor 1.00%), Current Coupon 10.00%, Secured Debt (Maturity December 19, 2019)(9) | 13,274 | 13,188 | 13,274 |
| | | Member Units (5,879 units)(8) | | 13,065 | 20,310 |
| | | | | 26,253 | 33,584 |

Edgar Filing: Main Street Capital CORP - Form 10-Q

Gulf Manufacturing, LLC

Manufacturer of
Specialty Fabricated
Industrial Piping
Products

9% PIK Secured Debt (Ashland
Capital IX, LLC) (Maturity June 30,
2017)
Member Units (438 units)(8)

777

777

777

2,980

8,770

3,757

9,547

Table of Contents**MAIN STREET CAPITAL CORPORATION****Consolidated Schedule of Investments (Continued)****December 31, 2016****(dollars in thousands)**

| Portfolio Company(1) | Business Description | Type of Investment(2)(3) | Principal(4) | Cost(4) | Fair Value |
|---|--|---|---------------------|----------------|-------------------|
| Gulf Publishing Holdings, LLC | Energy Industry Focused Media and Publishing | 12.5% Secured Debt (Maturity April 29, 2021) | 10,000 | 9,911 | 9,911 |
| | | Member Units (3,124 units) | | 3,124 | 3,124 |
| | | | | 13,035 | 13,035 |
| Harrison Hydra-Gen, Ltd. | Manufacturer of Hydraulic Generators | Common Stock (107,456 shares)(8) | | 718 | 3,120 |
| Hawthorne Customs and Dispatch Services, LLC | Facilitator of Import Logistics, Brokerage, and Warehousing | Member Units (500 units) | | 589 | 280 |
| | | Member Units (Wallisville Real Estate, LLC) (588,210 units)(8) | | 1,215 | 2,040 |
| | | | | 1,804 | 2,320 |
| HW Temps LLC | Temporary Staffing Solutions | LIBOR Plus 13.00% (Floor 1.00%), Current Coupon 14.00%, Secured Debt (Maturity July 2, 2020)(9) | 10,576 | 10,500 | 10,500 |
| | | Preferred Member Units (3,200 units)(8) | | 3,942 | 3,940 |
| | | | | 14,442 | 14,440 |
| Hydratec, Inc. | Designer and Installer of Micro-Irrigation Systems | Common Stock (7,095 shares)(8) | | 7,095 | 15,640 |
| IDX Broker, LLC | Provider of Marketing and CRM Tools for the Real Estate Industry | 12.5% Secured Debt (Maturity November 15, 2018) | 10,950 | 10,904 | 10,950 |
| | | Member Units (5,400 units)(8) | | 5,606 | 7,040 |
| | | | | 16,510 | 17,990 |
| Indianapolis Aviation Partners, LLC | Fixed Base Operator | 15% Secured Debt (Maturity January 15, 2017) | 3,100 | 3,100 | 3,100 |
| | | Warrants (1,046 equivalent units; Expiration September 15, 2019; Strike price \$0.01 per unit) | | 1,129 | 2,649 |
| | | | | | |

Edgar Filing: Main Street Capital CORP - Form 10-Q

| | | | | |
|--------------------------------------|----------------------|---|-------|-------|
| | | | 4,229 | 5,749 |
| Jensen Jewelers of Idaho, LLC | Retail Jewelry Store | | | |
| | | Prime Plus 6.75% (Floor 2.00%), Current Coupon 10.25%, Secured | | |
| | | Debt (Maturity November 14, 2019)(9) | 4,055 | 3,996 |
| | | Member Units (627 units)(8) | | 811 |
| | | | | 4,460 |
| | | | 4,807 | 8,515 |

Table of Contents**MAIN STREET CAPITAL CORPORATION****Consolidated Schedule of Investments (Continued)****December 31, 2016****(dollars in thousands)**

| Portfolio Company(1) | Business Description | Type of Investment(2)(3) | Principal(4) | Cost(4) | Fair Value |
|--|--|--|---------------------|----------------|-------------------|
| Lamb Ventures, LLC | Aftermarket Automotive Services Chain | 11% Secured Debt (Maturity May 31, 2018) | 7,657 | 7,657 | 7,657 |
| | | Preferred Equity (non-voting) | | 400 | 400 |
| | | Member Units (742 units)(8) | | 5,273 | 5,990 |
| | | 9.5% Secured Debt (Lamb's Real Estate Investment I, LLC) (Maturity December 31, 2041) | 1,170 | 1,170 | 1,170 |
| | | Member Units (Lamb's Real Estate Investment I, LLC) (1,000 units)(8) | | 625 | 1,340 |
| | | | | 15,125 | 16,557 |
| Lighting Unlimited, LLC | Commercial and Residential Lighting Products and Design Services | 8% Secured Debt (Maturity August 22, 2017) | 1,514 | 1,514 | 1,514 |
| | | Preferred Equity (non-voting) | | 434 | 410 |
| | | Warrants (71 equivalent units; Expiration June 14, 2021; Strike price \$0.01 per unit) | | 54 | |
| | | Member Units (700 units) | | 100 | |
| | | | | | 2,102 |
| Marine Shelters Holdings, LLC | Fabricator of Marine and Industrial Shelters | 12% PIK Secured Debt (Maturity December 28, 2017)(14) | 9,967 | 9,914 | 9,387 |
| | | Preferred Member Units (3,810 units) | | 5,352 | |
| | | | | 15,266 | 9,387 |
| MH Corbin Holding LLC | Manufacturer and Distributor of Traffic Safety Products | 10% Secured Debt (Maturity August 31, 2020) | 13,300 | 13,197 | 13,197 |
| | | Preferred Member Units (4,000 shares) | | 6,000 | 6,000 |
| | | | | 19,197 | 19,197 |
| Mid-Columbia Lumber Products, LLC | Manufacturer of Finger-Jointed Lumber Products | 10% Secured Debt (Maturity December 18, 2017) | 1,750 | 1,750 | 1,750 |
| | | 12% Secured Debt (Maturity December 18, 2017) | 3,900 | 3,900 | 3,900 |
| | | | | | |

Edgar Filing: Main Street Capital CORP - Form 10-Q

| | | | |
|---|-----|-------|-------|
| Member Units (3,554 units) | | 1,810 | 2,480 |
| 9.5% Secured Debt (Mid-Columbia Real Estate, LLC) (Maturity May 13, 2025) | 836 | 836 | 836 |
| Member Units (Mid-Columbia Real Estate, LLC) (250 units)(8) | | 250 | 600 |
| | | 8,546 | 9,566 |

Table of Contents**MAIN STREET CAPITAL CORPORATION****Consolidated Schedule of Investments (Continued)****December 31, 2016****(dollars in thousands)**

| Portfolio Company(1) | Business Description | Type of Investment(2)(3) | Principal(4) | Cost(4) | Fair Value |
|---------------------------------------|---|--|---------------------|----------------------------|------------------------------|
| MSC Adviser I, LLC(16) | Third Party Investment Advisory Services | Member Units (Fully diluted 100.0%)(8) | | | 30,617 |
| Mystic Logistics Holdings, LLC | Logistics and Distribution Services Provider for Large Volume Mailers | 12% Secured Debt (Maturity August 15, 2019) Common Stock (5,873 shares) | 9,176 | 9,053 2,720 | 9,176 5,780 |
| | | | | 11,773 | 14,956 |
| NAPCO Precast, LLC | Precast Concrete Manufacturing | Prime Plus 2.00% (Floor 7.00%), Current Coupon 9.00%, Secured Debt (Maturity February 1, 2019)(9) 18% Secured Debt (Maturity February 1, 2019) Member Units (2,955 units)(8) | 2,713 3,952 | 2,693 3,922 2,975 | 2,713 3,952 10,920 |
| | | | | 9,590 | 17,585 |
| NRI Clinical Research, LLC | Clinical Research Service Provider | LIBOR Plus 6.50% (Floor 1.50%), Current Coupon 8.00%, Secured Debt (Maturity September 8, 2017)(9) 14% Secured Debt (Maturity September 8, 2017) Warrants (251,723 equivalent units; Expiration September 8, 2021; Strike price \$0.01 per unit) Member Units (1,454,167 units) | 200 4,261 | 200 4,228 252 765 | 200 4,261 680 2,462 |
| | | | | 5,445 | 7,603 |
| NRP Jones, LLC | Manufacturer of Hoses, Fittings and Assemblies | 6% Current / 6% PIK Secured Debt (Maturity December 22, 2016)(17) Warrants (14,331 equivalent units; Expiration December 22, 2022; Strike price \$0.01 per unit) Member Units (50,877 units) | 13,915 | 13,915 817 2,900 | 13,915 130 410 |
| | | | | 17,632 | 14,455 |
| OMi Holdings, Inc. | | | | | |

Edgar Filing: Main Street Capital CORP - Form 10-Q

| | | | | |
|------------------------------------|---|--------------------------------|-------|--------|
| | Manufacturer of Overhead Cranes | Common Stock (1,500 shares)(8) | 1,080 | 13,080 |
| Pegasus Research Group, LLC | Provider of Telemarketing and Data Services | Member Units (460 units)(8) | 1,290 | 8,620 |

40

Table of Contents**MAIN STREET CAPITAL CORPORATION****Consolidated Schedule of Investments (Continued)****December 31, 2016****(dollars in thousands)**

| Portfolio Company(1) | Business Description | Type of Investment(2)(3) | Principal(4) | Cost(4) | Fair Value |
|---------------------------------------|---|---|---------------------|----------------|-------------------|
| PPL RVs, Inc. | Recreational Vehicle Dealer | LIBOR Plus 7.00% (Floor 0.50%), Current Coupon 7.93%, Secured Debt (Maturity November 15, 2021)(9) | 18,000 | 17,826 | 17,826 |
| | | Common Stock (1,962 shares)(8) | | 2,150 | 11,780 |
| | | | | 19,976 | 29,606 |
| Principle Environmental, LLC | Noise Abatement Service Provider | 12% Secured Debt (Maturity April 30, 2017) | 4,060 | 4,060 | 4,060 |
| | | 12% Current / 2% PIK Secured Debt (Maturity April 30, 2017) | 3,378 | 3,378 | 3,378 |
| | | Preferred Member Units (19,631 units) Warrants (1,036 equivalent units; Expiration January 31, 2021; Strike price \$0.01 per unit) | | 4,663 | 5,370 |
| | | | | 1,200 | 270 |
| | | | | 13,301 | 13,078 |
| Quality Lease Service, LLC | Provider of Rigsite Accommodation Unit Rentals and Related Services | 8% PIK Secured Debt (Maturity June 8, 2020) | 7,068 | 7,068 | 7,068 |
| | | Member Units (1,000 units) | | 1,118 | 3,188 |
| | | | | 8,186 | 10,256 |
| River Aggregates, LLC | Processor of Construction Aggregates | Zero Coupon Secured Debt (Maturity June 30, 2018) | 750 | 627 | 627 |
| | | Member Units (1,150 units)(8) | | 1,150 | 4,600 |
| | | Member Units (RA Properties, LLC) (1,500 units) | | 369 | 2,510 |
| | | | | 2,146 | 7,737 |
| SoftTouch Medical Holdings LLC | Provider of In-Home Pediatric Durable Medical Equipment | LIBOR Plus 9.00% (Floor 1.00%), Current Coupon 10.00%, Secured Debt (Maturity October 31, 2019)(9) | 7,140 | 7,096 | 7,140 |
| | | Member Units (4,450 units)(8) | | 4,930 | 9,170 |
| | | | | 12,026 | 16,310 |

Edgar Filing: Main Street Capital CORP - Form 10-Q

The MPI Group, LLC

Manufacturer of Custom
Hollow Metal Doors,
Frames and Accessories

| | | | |
|--|-------|-------|-------|
| 9% Secured Debt (Maturity October 2, 2018) | 2,924 | 2,922 | 2,922 |
| Series A Preferred Units (2,500 units; 10% Cumulative) | | 2,500 | |
| Warrants (1,424 equivalent units; Expiration July 1, 2024; Strike price \$0.01 per unit) | | 1,096 | |
| Member Units (MPI Real Estate Holdings, LLC) (100 units)(8) | | 2,300 | 2,300 |
| | | 8,818 | 5,222 |

Table of Contents**MAIN STREET CAPITAL CORPORATION****Consolidated Schedule of Investments (Continued)****December 31, 2016****(dollars in thousands)**

| Portfolio Company(1) | Business Description | Type of Investment(2)(3) | Principal(4) | Cost(4) | Fair Value |
|--|--|--|---------------------|-------------------|-------------------|
| Uvalco Supply, LLC | Farm and Ranch Supply Store | 9% Secured Debt (Maturity January 1, 2019) | 872 | 872 | 872 |
| | | Member Units (2,011 units)(8) | | 3,843 | 4,640 |
| | | | | 4,715 | 5,512 |
| Vision Interests, Inc. | Manufacturer / Installer of Commercial Signage | 13% Secured Debt (Maturity December 23, 2018) | 2,814 | 2,814 | 2,814 |
| | | Series A Preferred Stock (3,000,000 shares) | | 3,000 | 3,000 |
| | | Common Stock (1,126,242 shares) | | 3,706 | |
| | | | | 9,520 | 5,814 |
| Ziegler's NYPD, LLC | Casual Restaurant Group | 6.5% Secured Debt (Maturity October 1, 2019) | 1,000 | 994 | 994 |
| | | 12% Secured Debt (Maturity October 1, 2019) | 300 | 300 | 300 |
| | | 14% Secured Debt (Maturity October 1, 2019) | 2,750 | 2,750 | 2,750 |
| | | Warrants (587 equivalent units; Expiration September 29, 2018; Strike price \$0.01 per unit) | | 600 | 240 |
| | | Preferred Member Units (10,072 units) | | 2,834 | 4,100 |
| | | | | 7,478 | 8,384 |
| Subtotal Control Investments (29.8% of total investments at fair value) | | | | \$ 439,674 | \$ 594,282 |

MAIN STREET CAPITAL CORPORATION

Consolidated Schedule of Investments (Continued)

December 31, 2016

(dollars in thousands)

| Portfolio Company(1) | Business Description | Type of Investment(2)(3) | Principal(4) | Cost(4) | Fair Value |
|--------------------------------------|---|---|--------------|---------|------------|
| Affiliate Investments(6) | | | | | |
| AFG Capital Group, LLC | Provider of Rent-to-Own Financing Solutions and Services | Warrants (42 equivalent units; Expiration November 7, 2024; Strike price \$0.01 per unit) | | \$ 259 | \$ 670 |
| | | Member Units (186 units)(8) | | 1,200 | 2,750 |
| | | | | 1,459 | 3,420 |
| Barfly Ventures, LLC(10) | Casual Restaurant Group | 12% Secured Debt (Maturity August 31, 2020) | 5,958 | 5,860 | 5,827 |
| | | Options (2 equivalent units) | | 397 | 490 |
| | | Warrant (1 equivalent unit; Expiration August 31, 2025; Strike price \$1.00 per unit) | | 473 | 280 |
| | | | | 6,730 | 6,597 |
| BBB Tank Services, LLC | Maintenance, Repair and Construction Services to the Above-Ground Storage Tank Market | LIBOR Plus 9.50% (Floor 1.00%), Current Coupon 10.50%, Secured Debt (Maturity April 8, 2021)(9) | 800 | 797 | 797 |
| | | 15% Current Secured Debt (Maturity April 8, 2021) | 4,027 | 3,991 | 3,991 |
| | | Member Units (800,000 units) | | 800 | 800 |
| | | | | 5,588 | 5,588 |
| Boss Industries, LLC | Manufacturer and Distributor of Air, Power and Other Industrial Equipment | Preferred Member Units (2,242 units)(8) | | 2,426 | 2,800 |
| Bridge Capital Solutions Corporation | Financial Services and Cash Flow Solutions Provider | 13% Secured Debt (Maturity July 25, 2021) | 7,500 | 5,610 | 5,610 |
| | | Warrants (63 equivalent shares; Expiration April 18, 2022; Strike price \$0.01 per share) | | 2,132 | 3,370 |
| | | 13% Secured Debt (Mercury Service Group, LLC) (Maturity July 25, 2021) | 1,000 | 991 | 1,000 |
| | | Preferred Member Units (Mercury Service Group, LLC) (17,742 units)(8) | | 1,000 | 1,000 |
| | | | | | |

MAIN STREET CAPITAL CORPORATION

Consolidated Schedule of Investments (Continued)

December 31, 2016

(dollars in thousands)

| Portfolio Company(1) | Business Description | Type of Investment(2)(3) | Principal(4) | Cost(4) | Fair Value |
|---|---|---|--------------|-----------------|-----------------|
| Buca C, LLC | Casual Restaurant Group | LIBOR Plus 7.25% (Floor 1.00%), Current Coupon 8.25%, Secured Debt (Maturity June 30, 2020)(9) | 22,671 | 22,504 | 22,671 |
| | | Preferred Member Units (6 units; 6% cumulative)(8) | | 3,937 | 4,660 |
| | | | | 26,441 | 27,331 |
| CAI Software LLC | Provider of Specialized Enterprise Resource Planning Software | 12% Secured Debt (Maturity October 10, 2019) Member Units (65,356 units)(8) | 3,683 | 3,660 654 | 3,683 2,480 |
| | | | | 4,314 | 6,163 |
| | | | | | |
| CapFusion, LLC(13) | Non-Bank Lender to Small Businesses | 13% Secured Debt (Maturity March 25, 2021) Warrants (1,600 equivalent units; Expiration March 24, 2026; Strike price \$0.01 per unit) | 14,400 | 13,202 1,200 | 13,202 1,200 |
| | | | | 14,402 | 14,402 |
| | | | | | |
| Chandler Signs Holdings, LLC(10) | Sign Manufacturer | 12% Secured Debt (Maturity July 4, 2021) Class A Units (1,500,000 units)(8) | 4,500 | 4,461 1,500 | 4,500 3,240 |
| | | | | 5,961 | 7,740 |
| | | | | | |
| Condit Exhibits, LLC | Tradeshow Exhibits / Custom Displays Provider | Member Units (3,936 units)(8) | | 100 | 1,840 |
| Congruent Credit Opportunities Funds(12)(13) | Investment Partnership | LP Interests (Congruent Credit Opportunities Fund II, LP) (Fully diluted 19.8%)(8) | | 5,730 | 1,518 |
| | | LP Interests (Congruent Credit Opportunities Fund III, LP) (Fully diluted 17.4%)(8) | | 15,754 | 16,181 |
| | | | | 21,484 | 17,699 |
| Daseke, Inc. | Specialty Transportation Provider | | 21,799 | 21,632 | 21,799 |

Edgar Filing: Main Street Capital CORP - Form 10-Q

| | | |
|---|--------|--------|
| 12% Current / 2.5% PIK Secured Debt (Maturity July 31, 2018) | 5,213 | 24,063 |
| Common Stock (19,467 shares) | 26,845 | 45,862 |

MAIN STREET CAPITAL CORPORATION

Consolidated Schedule of Investments (Continued)

December 31, 2016

(dollars in thousands)

| Portfolio Company(1) | Business Description | Type of Investment(2)(3) | Principal(4) | Cost(4) | Fair Value |
|--|---|--|--------------|---------|------------|
| Dos Rios Partners(12)(13) | Investment Partnership | LP Interests (Dos Rios Partners, LP) (Fully diluted 20.2%) | | 5,996 | 4,925 |
| | | LP Interests (Dos Rios Partners A, LP) (Fully diluted 6.4%) | | 1,904 | 1,444 |
| | | | | 7,900 | 6,369 |
| Dos Rios Stone Products LLC(10) | Limestone and Sandstone Dimension Cut Stone Mining Quarries | Class A Units (2,000,000 units)(8) | | 2,000 | 2,070 |
| East Teak Fine Hardwoods, Inc. | Distributor of Hardwood Products | Common Stock (6,250 shares)(8) | | 480 | 860 |
| | | | | | |
| East West Copolymer & Rubber, LLC | Manufacturer of Synthetic Rubbers | 12% Current / 2% PIK Secured Debt (Maturity October 17, 2019) | 9,699 | 9,591 | 8,630 |
| | | Warrants (2,510,790 equivalent units; Expiration October 15, 2024; Strike price \$0.01 per unit) | | 50 | |
| | | | | 9,641 | 8,630 |
| EIG Fund Investments(12)(13) | Investment Partnership | LP Interests (EIG Global Private Debt fund-A, L.P.) (Fully diluted 11.1%)(8) | | 2,804 | 2,804 |
| | | | | | |
| EIG Traverse Co-Investment, L.P.(12)(13) | Investment Partnership | LP Interests (Fully diluted 22.2%)(8) | | 9,805 | 9,905 |
| Freeport Financial Funds(12)(13) | Investment Partnership | LP Interests (Freeport Financial SBIC Fund LP) (Fully diluted 9.3%)(8) | | 5,974 | 5,620 |
| | | LP Interests (Freeport First Lien Loan Fund III LP) (Fully diluted 6.0%)(8) | | 4,763 | 4,763 |
| | | | | 10,737 | 10,383 |
| Gault Financial, LLC (RMB Capital, LLC) | Purchases and Manages Collection of Healthcare and other Business Receivables | 10% Current Secured Debt (Maturity January 1, 2019) | 13,046 | 13,046 | 11,079 |
| | | Warrants (29,025 equivalent units; Expiration February 9, 2022; Strike price \$0.01 per unit) | | 400 | |

MAIN STREET CAPITAL CORPORATION

Consolidated Schedule of Investments (Continued)

December 31, 2016

(dollars in thousands)

| Portfolio Company(1) | Business Description | Type of Investment(2)(3) | Principal(4) | Cost(4) | Fair Value |
|-----------------------------------|--|--|--------------|---------|------------|
| Glowpoint, Inc. | Provider of Cloud Managed Video Collaboration Services | 12% Secured Debt (Maturity October 18, 2018) | 9,000 | 8,949 | 3,997 |
| | | Common Stock (7,711,517 shares) | | 3,958 | 2,080 |
| | | | | 12,907 | 6,077 |
| Guerdon Modular Holdings, Inc. | Multi-Family and Commercial Modular Construction Company | 9% Current / 4% PIK Secured Debt (Maturity August 13, 2019) | 10,708 | 10,594 | 10,594 |
| | | Preferred Stock (404,998 shares) | | 1,140 | 1,140 |
| | | Common Stock (212,033 shares) | | 2,983 | 80 |
| | | | | 14,717 | 11,814 |
| Hawk Ridge Systems, LLC(13) | Value-Added Reseller of Engineering Design and Manufacturing Solutions | 10% Secured Debt (Maturity December 2, 2021) | 10,000 | 9,901 | 9,901 |
| | | Preferred Member Units (226 units)(8) | | 2,850 | 2,850 |
| | | Preferred Member Units (HRS Services, ULC) (226 units) | | 150 | 150 |
| | | | | 12,901 | 12,901 |
| Houston Plating and Coatings, LLC | Provider of Plating and Industrial Coating Services | Member Units (265,756 units) | | 1,429 | 4,000 |
| I-45 SLF LLC(12)(13) | Investment Partnership | Member units (Fully diluted 20.0%; 24.4% profits interest)(8) | | 14,200 | 14,586 |
| Indianhead Pipeline Services, LLC | Provider of Pipeline Support Services | 12% Secured Debt (Maturity February 6, 2017) | 5,100 | 5,079 | 5,079 |
| | | Preferred Member Units (33,819 units; 8% cumulative)(8) | | 2,339 | 2,677 |
| | | Warrants (31,928 equivalent units; Expiration August 6, 2022; Strike price \$0.001 per unit) | | 459 | |
| | | Member Units (14,732 units) | | 1 | |
| | | | | 7,878 | 7,756 |
| KBK Industries, LLC | Manufacturer of Specialty Oilfield and Industrial Products | | | | |

Edgar Filing: Main Street Capital CORP - Form 10-Q

| | | | |
|---|-------|-------|-------|
| 10% Secured Debt (Maturity September 28, 2017) | 1,250 | 1,250 | 1,250 |
| 12.5% Secured Debt (Maturity September 28, 2017) | 5,900 | 5,889 | 5,889 |
| Member Units (250 units) | | 341 | 2,780 |
| | | 7,480 | 9,919 |

MAIN STREET CAPITAL CORPORATION

Consolidated Schedule of Investments (Continued)

December 31, 2016

(dollars in thousands)

| Portfolio Company(1) | Business Description | Type of Investment(2)(3) | Principal(4) | Cost(4) | Fair Value |
|--|--|--|--------------|---------|------------|
| L.F. Manufacturing Holdings, LLC(10) | Manufacturer of Fiberglass Products | Member Units (2,179,001 units) | | 2,019 | 1,380 |
| OnAsset Intelligence, Inc. | Provider of Transportation Monitoring / Tracking Products and Services | 12% PIK Secured Debt (Maturity December 31, 2015)(17) | 4,519 | 4,519 | 4,519 |
| | | Preferred Stock (912 shares; 7% cumulative) | | 1,981 | |
| | | Warrants (5,333 equivalent shares; Expiration April 18, 2021; Strike price \$0.01 per share) | | 1,919 | |
| | | | | 8,419 | 4,519 |
| OPI International Ltd.(13) | Provider of Man Camp and Industrial Storage Services | 10% Unsecured Debt (Maturity April 8, 2018) | 473 | 473 | 473 |
| | | Common Stock (20,766,317 shares) | | 1,371 | 1,600 |
| | | | | 1,844 | 2,073 |
| PCI Holding Company, Inc. | Manufacturer of Industrial Gas Generating Systems | 12% Secured Debt (Maturity March 31, 2019) | 13,000 | 12,898 | 13,000 |
| | | Preferred Stock (1,500,000 shares; 20% cumulative)(8) | | 3,379 | 5,370 |
| | | | | 16,277 | 18,370 |
| Rocacea, LLC (Quality Lease and Rental Holdings, LLC) | Provider of Rigsite Accommodation Unit Rentals and Related Services | 12% Secured Debt (Maturity January 8, 2018)(14)(15) | 30,785 | 30,281 | 250 |
| | | Preferred Member Units (250 units) | | 2,500 | |
| | | | | 32,781 | 250 |
| Tin Roof Acquisition Company | Casual Restaurant Group | 12% Secured Debt (Maturity November 13, 2018) | 13,511 | 13,385 | 13,385 |
| | | Class C Preferred Stock (Fully diluted 10.0%; 10% cumulative)(8) | | 2,738 | 2,738 |
| | | | | 16,123 | 16,123 |

MAIN STREET CAPITAL CORPORATION

Consolidated Schedule of Investments (Continued)

December 31, 2016

(dollars in thousands)

| Portfolio Company(1) | Business Description | Type of Investment(2)(3) | Principal(4) | Cost(4) | Fair Value |
|--|--|--|--------------|-------------------|-------------------|
| UniTek Global Services, Inc.(11) | Provider of Outsourced Infrastructure Services | LIBOR Plus 7.50% (Floor 1.00%), Current Coupon 8.50%, Secured Debt (Maturity January 13, 2019)(9) | 5,021 | 5,010 | 5,021 |
| | | LIBOR Plus 8.50% (Floor 1.00%), Current Coupon 9.50%, Secured Debt (Maturity January 13, 2019)(9) | 824 | 824 | 824 |
| | | 15% PIK Unsecured Debt (Maturity July 13, 2019) | 745 | 745 | 745 |
| | | Preferred Stock (4,935,377 shares; 13.5% cumulative)(8) | | 5,814 | 6,410 |
| | | Common Stock (705,054 shares) | | | 3,010 |
| | | | | 12,393 | 16,010 |
| Universal Wellhead Services Holdings, LLC(10) | Provider of Wellhead Equipment, Designs, and Personnel to the Oil & Gas Industry | Preferred Member Units (UWS Investments, LLC) (716,949 units; 14% cumulative) | | 717 | 720 |
| | | Member Units (UWS Investments, LLC) (4,000,000 units) | | 4,000 | 610 |
| | | | | 4,717 | 1,330 |
| Valley Healthcare Group, LLC | Provider of Durable Medical Equipment | LIBOR Plus 12.50% (Floor 0.50%), Current Coupon 13.12%, Secured Debt (Maturity December 29, 2020)(9) | 12,956 | 12,844 | 12,844 |
| | | Preferred Member Units (Valley Healthcare Holding, LLC) (1,600 units) | | 1,600 | 1,600 |
| | | | | 14,444 | 14,444 |
| Volusion, LLC | Provider of Online Software-as-a-Service eCommerce Solutions | 11.5% Secured Debt (Maturity January 26, 2020) | 17,500 | 15,298 | 15,298 |
| | | Preferred Member Units (4,876,670 units) | | 14,000 | 14,000 |
| | | Warrants (1,831,355 equivalent units; Expiration January 26, 2025; Strike price \$0.01 per unit) | | 2,576 | 2,576 |
| | | | | 31,874 | 31,874 |
| Subtotal Affiliate Investments (18.8% of total investments at fair value) | | | | \$ 394,699 | \$ 375,948 |

Table of Contents**MAIN STREET CAPITAL CORPORATION****Consolidated Schedule of Investments (Continued)****December 31, 2016****(dollars in thousands)**

| Portfolio Company(1) | Business Description | Type of Investment(2)(3) | Principal(4) | Cost(4) | Fair Value |
|--|--|---|---------------------|-----------------|-------------------|
| <u>Non-Control/Non-Affiliate Investments(7)</u> | | | | | |
| Adams Publishing Group, LLC(10) | Local Newspaper Operator | LIBOR Plus 7.00% (Floor 1.00%), Current Coupon 8.00%, Secured Debt (Maturity November 3, 2020)(9) | \$ 7,662 | \$ 7,544 | \$ 7,662 |
| Ahead, LLC(10) | IT Infrastructure Value Added Reseller | LIBOR Plus 6.50%, Current Coupon 7.50%, Secured Debt (Maturity November 2, 2020) | 14,250 | 13,906 | 14,303 |
| Allflex Holdings III Inc.(11) | Manufacturer of Livestock Identification Products | LIBOR Plus 7.00% (Floor 1.00%), Current Coupon 8.00%, Secured Debt (Maturity July 19, 2021)(9) | 14,795 | 14,706 | 14,809 |
| American Scaffold Holdings, Inc.(10) | Marine Scaffolding Service Provider | LIBOR Plus 6.50% (Floor 1.00%), Current Coupon 7.50%, Secured Debt (Maturity March 31, 2022)(9) | 7,359 | 7,258 | 7,323 |
| American Seafoods Group, LLC(11) | Catcher and Processor of Alaskan Pollock | LIBOR Plus 5.00% (Floor 1.00%), Current Coupon 6.00%, Secured Debt (Maturity August 19, 2021)(9) | 9,634 | 9,624 | 9,634 |
| American Teleconferencing Services, Ltd.(11) | Provider of Audio Conferencing and Video Collaboration Solutions | LIBOR Plus 6.50% (Floor 1.00%), Current Coupon 7.50%, Secured Debt (Maturity December 8, 2021)(9) LIBOR Plus 9.50% (Floor 1.00%), Current Coupon 10.50%, Secured Debt (Maturity June 6, 2022)(9) | 11,163 3,714 | 10,345 3,569 | 10,933 3,569 |
| | | | | 13,914 | 14,502 |
| Anchor Hocking, LLC(11) | Household Products Manufacturer | LIBOR Plus 9.00% (Floor 1.00%), Current Coupon 10.00%, Secured Debt (Maturity June 4, 2018)(9) Member Units (440,620 units) | 2,277 | 2,277 4,928 | 2,231 3,305 |

Table of Contents**MAIN STREET CAPITAL CORPORATION****Consolidated Schedule of Investments (Continued)****December 31, 2016****(dollars in thousands)**

| Portfolio Company(1) | Business Description | Type of Investment(2)(3) | Principal(4) | Cost(4) | Fair Value |
|-------------------------------------|---|---|---------------------|----------------|-------------------|
| AP Gaming I, LLC(10) | Developer, Manufacturer, and Operator of Gaming Machines | LIBOR Plus 8.25% (Floor 1.00%), Current Coupon 9.25%, Secured Debt (Maturity December 20, 2020)(9) | 7,209 | 7,099 | 7,194 |
| Apex Linen Service, Inc. | Industrial Launderers | LIBOR Plus 6.00% (Floor 1.00%), Current Coupon 7.00%, Secured Debt (Maturity October 30, 2022)(9) | 2,400 | 2,400 | 2,400 |
| | | 13% Secured Debt (Maturity October 30, 2022) | 14,416 | 14,337 | 14,337 |
| | | | | 16,737 | 16,737 |
| Applied Products, Inc.(10) | Adhesives Distributor | LIBOR Plus 6.50% (Floor 1.00%), Current Coupon 7.50%, Secured Debt (Maturity September 30, 2019)(9) | 3,527 | 3,499 | 3,518 |
| Arcus Hunting LLC.(10) | Manufacturer of Bowhunting and Archery Products and Accessories | LIBOR Plus 7.00% (Floor 1.00%), Current Coupon 8.00%, Secured Debt (Maturity November 13, 2019)(9) | 13,947 | 13,796 | 13,947 |
| Artel, LLC(11) | Provider of Secure Satellite Network and IT Solutions | LIBOR Plus 7.00% (Floor 1.25%), Current Coupon 8.25%, Secured Debt (Maturity November 27, 2017)(9) | 7,050 | 6,920 | 6,592 |
| ATI Investment Sub, Inc.(11) | Manufacturer of Solar Tracking Systems | LIBOR Plus 7.25% (Floor 1.00%), Current Coupon 8.25%, Secured Debt (Maturity June 22, 2021)(9) | 9,500 | 9,322 | 9,476 |
| ATS Workholding, Inc.(10) | Manufacturer of Machine Cutting Tools and Accessories | LIBOR Plus 9.50% (Floor 1.00%), Current Coupon 10.50%, Secured Debt (Maturity March 10, 2019)(9) | 6,173 | 6,146 | 5,924 |
| ATX Networks Corp.(11)(13) | Provider of Radio Frequency Management Equipment | LIBOR Plus 6.00% (Floor 1.00%), Current Coupon 7.00%, Secured Debt | 11,790 | 11,604 | 11,584 |

Edgar Filing: Main Street Capital CORP - Form 10-Q

(Maturity June 11, 2021)(9)

Table of Contents**MAIN STREET CAPITAL CORPORATION****Consolidated Schedule of Investments (Continued)****December 31, 2016****(dollars in thousands)**

| Portfolio Company(1) | Business Description | Type of Investment(2)(3) | Principal(4) | Cost(4) | Fair Value |
|--|---|--|---------------------|----------------|-------------------|
| Berry Aviation, Inc.(10) | Airline Charter Service Operator | 12.00% Current / 1.75% PIK Secured Debt (Maturity January 30, 2020) Common Stock (553 shares) | 5,627 | 5,588 400 | 5,627 820 |
| | | | | 5,988 | 6,447 |
| Bluestem Brands, Inc.(11) | Multi-Channel Retailer of General Merchandise | LIBOR Plus 7.50% (Floor 1.00%), Current Coupon 8.50%, Secured Debt (Maturity November 6, 2020)(9) | 12,880 | 12,635 | 11,227 |
| Brainworks Software, LLC(10) | Advertising Sales and Newspaper Circulation Software | Prime Plus 9.25% (Floor 3.25%), Current Coupon 13.00%, Secured Debt (Maturity July 22, 2019)(9) | 6,733 | 6,684 | 6,733 |
| Brightwood Capital Fund Investments(12)(13) | Investment Partnership | LP Interests (Brightwood Capital Fund III, LP) (Fully diluted 1.6%)(8) LP Interests (Brightwood Capital Fund IV, LP) (Fully diluted 0.9%) | | 12,000 500 | 11,094 500 |
| | | | | 12,500 | 11,594 |
| Brundage-Bone Concrete Pumping, Inc.(11) | Construction Services Provider | 10.375% Secured Debt (Maturity September 1, 2021) | 3,000 | 2,985 | 3,240 |
| California Pizza Kitchen, Inc.(11) | Casual Restaurant Group | LIBOR Plus 6.00% (Floor 1.00%), Current Coupon 7.00%, Secured Debt (Maturity August 23, 2022)(9) | 4,988 | 4,940 | 4,976 |
| Cenveo Corporation(11) | Provider of Commercial Printing, Envelopes, Labels, and Printed Office Products | 6% Secured Debt (Maturity August 1, 2019) | 13,130 | 11,097 | 11,719 |
| CDHA Management, LLC(10) | Dental Services | LIBOR Plus 7.25% (Floor 1.00%), Current Coupon 8.25%, Secured Debt (Maturity December 5, 2021)(9) | 4,491 | 4,415 | 4,415 |

Table of Contents**MAIN STREET CAPITAL CORPORATION****Consolidated Schedule of Investments (Continued)****December 31, 2016****(dollars in thousands)**

| Portfolio Company(1) | Business Description | Type of Investment(2)(3) | Principal(4) | Cost(4) | Fair Value |
|---|--|--|---------------------|--------------------------|--------------------------|
| Charlotte Russe, Inc(11) | Fast-Fashion Retailer to Young Women | LIBOR Plus 5.50% (Floor 1.25%), Current Coupon 6.75%, Secured Debt (Maturity May 22, 2019)(9) | 14,346 | 14,141 | 8,724 |
| Clarius BIGS, LLC(10) | Prints & Advertising Film Financing | 15% PIK Secured Debt (Maturity January 5, 2015)(14)(17) | 2,928 | 2,928 | 88 |
| Compact Power Equipment, Inc. | Equipment / Tool Rental | 12% Secured Debt (Maturity October 1, 2017) Series A Preferred Stock (4,298,435 shares) | 4,100 | 4,095 1,079 5,174 | 4,100 4,180 8,280 |
| Compuware Corporation(11) | Provider of Software and Supporting Services | LIBOR Plus 5.25% (Floor 1.00%), Current Coupon 6.25%, Secured Debt (Maturity December 15, 2019)(9) | 8,345 | 8,187 | 8,398 |
| Construction Supply Investments, LLC(10) | Distribution Platform of Specialty Construction Materials to Professional Concrete and Masonry Contractors | LIBOR Plus 9.50% (Floor 1.00%), Current Coupon 10.50%, Secured Debt (Maturity June 30, 2023)(9) Member Units (20,000 units) | 8,500 | 8,416 2,000 10,416 | 8,416 2,000 10,416 |
| ContextMedia Health, LLC(11) | Provider of Healthcare Media Content | LIBOR Plus 6.50% (Floor 1.00%), Current Coupon 7.50%, Secured Debt (Maturity December 23, 2021)(9) | 8,000 | 7,201 | 7,320 |
| Covenant Surgical Partners, Inc.(11) | Ambulatory Surgical Centers | 8.75% Secured Debt (Maturity August 1, 2019) | 800 | 800 | 772 |
| CRGT Inc.(11) | Provider of Custom Software Development | LIBOR Plus 6.50% (Floor 1.00%), Current Coupon 7.50%, Secured Debt (Maturity December 19, 2020)(9) | 6,366 | 6,286 | 6,382 |

Table of Contents**MAIN STREET CAPITAL CORPORATION****Consolidated Schedule of Investments (Continued)****December 31, 2016****(dollars in thousands)**

| Portfolio Company(1) | Business Description | Type of Investment(2)(3) | Principal(4) | Cost(4) | Fair Value |
|--|--|---|---------------------|--|---|
| CST Industries Inc.(11) | Storage Tank Manufacturer | LIBOR Plus 6.25% (Floor 1.50%), Current Coupon 7.75%, Secured Debt (Maturity May 22, 2017)(9) | 9,102 | 9,084 | 9,102 |
| Darr Equipment LP(10) | Heavy Equipment Dealer | 12% Current / 2% PIK Secured Debt (Maturity April 15, 2020) Warrants (915,734 equivalent units; Expiration April 15, 2024; Strike price \$1.50 per unit) | 21,130 | 20,697 474 21,171 | 20,748 10 20,758 |
| Digital River, Inc.(11) | Provider of Outsourced e-Commerce Solutions and Services | LIBOR Plus 6.50% (Floor 1.00%), Current Coupon 7.50%, Secured Debt (Maturity February 12, 2021)(9) | 15,184 | 15,086 | 15,317 |
| Digital Room LLC(11) | Pure-Play e-Commerce Print Business | LIBOR Plus 6.00% (Floor 1.00%), Current Coupon 7.00%, Secured Debt (Maturity November 21, 2022)(9) | 7,625 | 7,475 | 7,549 |
| Drilling Info Holdings, Inc. | Information Services for the Oil and Gas Industry | Common Stock (3,788,865 shares) | | 1,335 | 10,410 |
| ECP-PF Holdings Group, Inc.(10) | Fitness Club Operator | LIBOR Plus 9.00% (Floor 1.00%), Current Coupon 10.00%, Secured Debt (Maturity November 26, 2019)(9) | 5,625 | 5,589 | 5,625 |
| EnCap Energy Fund Investments(12)(13) | Investment Partnership | LP Interests (EnCap Energy Capital Fund VIII, L.P.) (Fully diluted 0.1%)(8) LP Interests (EnCap Energy Capital Fund VIII Co-Investors, L.P.) (Fully diluted 0.4%) LP Interests (EnCap Energy Capital Fund IX, L.P.) (Fully diluted 0.1%)(8) LP Interests (EnCap Energy Capital Fund X, L.P.) (Fully diluted 0.1%) LP Interests (EnCap Flatrock Midstream Fund II, L.P.) (Fully diluted 0.8%)(8) | | 3,877 2,200 3,957 3,039 9,116 2,513 | 1,955 1,225 3,680 3,039 10,452 2,461 |

Edgar Filing: Main Street Capital CORP - Form 10-Q

LP Interests (EnCap Flatrock
Midstream Fund III, L.P.) (Fully
diluted 0.2%)(8)

24,702

22,812

Table of Contents**MAIN STREET CAPITAL CORPORATION****Consolidated Schedule of Investments (Continued)****December 31, 2016****(dollars in thousands)**

| Portfolio Company(1) | Business Description | Type of Investment(2)(3) | Principal(4) | Cost(4) | Fair Value |
|--|---|--|---------------------|-------------------------|-------------------------|
| Evergreen Skills Lux S.á r.l. (d/b/a Skillsoft)(11)(13) | Technology-based Performance Support Solutions | LIBOR Plus 8.25% (Floor 1.00%), Current Coupon 9.25%, Secured Debt (Maturity April 28, 2022)(9) | 7,000 | 6,857 | 5,274 |
| Flavors Holdings Inc.(11) | Global Provider of Flavoring and Sweetening Products and Solutions | LIBOR Plus 5.75% (Floor 1.00%), Current Coupon 6.75%, Secured Debt (Maturity April 3, 2020)(9) | 12,483 | 12,082 | 10,174 |
| GI KBS Merger Sub LLC(11) | Outsourced Janitorial Services to Retail/Grocery Customers | LIBOR Plus 5.00% (Floor 1.00%), Current Coupon 6.00%, Secured Debt (Maturity October 29, 2021)(9) LIBOR Plus 8.50% (Floor 1.00%), Current Coupon 9.50%, Secured Debt (Maturity April 29, 2022)(9) | 3,900 800 | 3,851 787 4,638 | 3,842 760 4,602 |
| Grace Hill, LLC(10) | Online Training Tools for the Multi-Family Housing Industry | Prime Plus 5.25% (Floor 1.00%), Current Coupon 9.00%, Secured Debt (Maturity August 15, 2019)(9) LIBOR Plus 6.25% (Floor 1.00%), Current Coupon 7.25%, Secured Debt (Maturity August 15, 2019)(9) | 634 11,552 | 623 11,472 12,095 | 634 11,552 12,186 |
| Great Circle Family Foods, LLC(10) | Quick Service Restaurant Franchise | LIBOR Plus 6.00% (Floor 1.00%), Current Coupon 7.00%, Secured Debt (Maturity October 28, 2019)(9) | 7,648 | 7,598 | 7,648 |
| Grupo Hima San Pablo, Inc.(11) | Tertiary Care Hospitals | LIBOR Plus 7.00% (Floor 1.50%), Current Coupon 8.50%, Secured Debt (Maturity January 31, 2018)(9) 13.75% Secured Debt (Maturity July 31, 2018) | 4,813 2,000 | 4,787 1,962 | 3,734 1,205 |

6,749

4,939

Table of Contents**MAIN STREET CAPITAL CORPORATION****Consolidated Schedule of Investments (Continued)****December 31, 2016****(dollars in thousands)**

| Portfolio Company(1) | Business Description | Type of Investment(2)(3) | Principal(4) | Cost(4) | Fair Value |
|--|--|--|---------------------|----------------|-------------------|
| GST Autoleather, Inc.(11) | Automotive Leather Manufacturer | LIBOR Plus 5.50% (Floor 1.00%), Current Coupon 6.50%, Secured Debt (Maturity July 10, 2020)(9) | 13,317 | 13,215 | 13,017 |
| Guitar Center, Inc.(11) | Musical Instruments Retailer | 6.5% Secured Debt (Maturity April 15, 2019) | 14,625 | 13,890 | 13,272 |
| Hojeij Branded Foods, LLC(10) | Multi-Airport, Multi-Concept Restaurant Operator | LIBOR Plus 6.50% (Floor 1.00%), Current Coupon 7.50%, Secured Debt (Maturity July 27, 2021)(9) | 5,432 | 5,390 | 5,432 |
| Hoover Group, Inc.(10)(13) | Provider of Storage Tanks and Related Products to the Energy and Petrochemical Markets | LIBOR Plus 7.25% (Floor 1.00%), Current Coupon 8.25%, Secured Debt (Maturity January 28, 2021)(9) | 8,546 | 7,963 | 7,963 |
| Horizon Global Corporation(11)(13) | Auto Parts Manufacturer | LIBOR Plus 6.00% (Floor 1.00%), Current Coupon 7.00%, Secured Debt (Maturity June 30, 2021)(9) | 9,375 | 9,249 | 9,551 |
| Hostway Corporation(11) | Managed Services and Hosting Provider | LIBOR Plus 6.75% (Floor 1.25%), Current Coupon 8.00%, Secured Debt (Maturity December 13, 2019)(9) | 10,577 | 10,515 | 10,028 |
| Hunter Defense Technologies, Inc.(11) | Provider of Military and Commercial Shelters and Systems | LIBOR Plus 6.00% (Floor 1.00%), Current Coupon 7.00%, Secured Debt (Maturity August 5, 2019)(9) | 9,606 | 9,120 | 8,933 |
| Hygea Holdings, Corp.(10) | Provider of Physician Services | LIBOR Plus 9.25%, Current Coupon 10.17%, Secured Debt (Maturity February 24, 2019) Warrants (5,990,452 equivalent shares; Expiration February 24, 2023; Strike price \$0.01 per share) | 7,875 | 7,381 | 7,615 |
| | | | | 369 | 1,530 |

7,750 9,145

Table of Contents**MAIN STREET CAPITAL CORPORATION****Consolidated Schedule of Investments (Continued)****December 31, 2016****(dollars in thousands)**

| Portfolio Company(1) | Business Description | Type of Investment(2)(3) | Principal(4) | Cost(4) | Fair Value |
|---|---|---|---------------------|-----------------------|-----------------------|
| iEnergizer Limited(11)(13) | Provider of Business Outsourcing Solutions | LIBOR Plus 6.00% (Floor 1.25%), Current Coupon 7.25%, Secured Debt (Maturity May 1, 2019)(9) | 9,918 | 9,467 | 9,621 |
| Indivior Finance LLC(11)(13) | Specialty Pharmaceutical Company Treating Opioid Dependence | LIBOR Plus 6.00% (Floor 1.00%), Current Coupon 7.00%, Secured Debt (Maturity December 19, 2019)(9) | 6,750 | 6,455 | 6,809 |
| Industrial Container Services, LLC(10) | Steel Drum Reconditioner | LIBOR Plus 5.75% (Floor 1.00%), Current Coupon 6.75%, Secured Debt (Maturity December 31, 2018)(9) | 8,949 | 8,932 | 8,949 |
| Industrial Services Acquisition, LLC(10) | Industrial Cleaning Services | 11.25% Current / 0.75% PIK Unsecured Debt (Maturity December 17, 2022) Member Units (Industrial Services Investments, LLC) (900,000 units) | 4,519 | 4,433 900 5,333 | 4,433 900 5,333 |
| Infinity Acquisition Finance Corp.(11) | Application Software for Capital Markets | 7.25% Unsecured Debt (Maturity August 1, 2022) | 5,700 | 5,366 | 4,802 |
| Inn of the Mountain Gods Resort and Casino(11) | Hotel & Casino Owner & Operator | 9.25% Secured Debt (Maturity November 30, 2020) | 6,249 | 5,924 | 5,687 |
| Intertain Group Limited(11)(13) | Business-to-Consumer Online Gaming Operator | LIBOR Plus 6.50% (Floor 1.00%), Current Coupon 7.50%, Secured Debt (Maturity April 8, 2022)(9) | 4,426 | 4,364 | 4,465 |
| iPayment, Inc.(11) | Provider of Merchant Acquisition | LIBOR Plus 5.25% (Floor 1.50%), Current Coupon 6.75%, Secured Debt (Maturity May 8, 2017)(9) | 14,918 | 14,907 | 14,395 |

Table of Contents**MAIN STREET CAPITAL CORPORATION****Consolidated Schedule of Investments (Continued)****December 31, 2016****(dollars in thousands)**

| Portfolio Company(1) | Business Description | Type of Investment(2)(3) | Principal(4) | Cost(4) | Fair Value |
|--|--|--|---------------------|----------------|-------------------|
| iQor US Inc.(11) | Business Process Outsourcing Services Provider | LIBOR Plus 5.00% (Floor 1.00%), Current Coupon 6.00%, Secured Debt (Maturity April 1, 2021)(9) | 9,812 | 9,671 | 9,413 |
| irth Solutions, LLC | Provider of Damage Prevention Information Technology Services | Member Units (27,893 units) | | 1,441 | 1,790 |
| Jackmont Hospitality, Inc.(10) | Franchisee of Casual Dining Restaurants | LIBOR Plus 4.25% (Floor 1.00%), Current Coupon 5.25% / 2.50% PIK, Current Coupon Plus PIK 7.75%, Secured Debt (Maturity May 26, 2021)(9) | 4,445 | 4,429 | 4,445 |
| Joerns Healthcare, LLC(11) | Manufacturer and Distributor of Health Care Equipment & Supplies | LIBOR Plus 5.00% (Floor 1.00%), Current Coupon 6.00%, Secured Debt (Maturity May 9, 2020)(9) | 14,655 | 14,560 | 13,776 |
| JSS Holdings, Inc.(11) | Aircraft Maintenance Program Provider | LIBOR Plus 6.50% (Floor 1.00%), Current Coupon 7.50%, Secured Debt (Maturity August 31, 2021)(9) | 12,829 | 12,562 | 12,765 |
| Kendra Scott, LLC(11) | Jewelry Retail Stores | LIBOR Plus 6.00% (Floor 1.00%), Current Coupon 7.00%, Secured Debt (Maturity July 17, 2020)(9) | 5,578 | 5,536 | 5,550 |
| Keypoint Government Solutions, Inc.(11) | Provider of Pre-Employment Screening Services | LIBOR Plus 6.50% (Floor 1.25%), Current Coupon 7.75%, Secured Debt (Maturity November 13, 2017)(9) | 5,459 | 5,443 | 5,431 |
| LaMi Products, LLC(10) | General Merchandise Distribution | LIBOR Plus 6.50% (Floor 1.00%), Current Coupon 7.50%, Secured Debt (Maturity September 16, 2020)(9) | 10,735 | 10,658 | 10,735 |

Table of Contents**MAIN STREET CAPITAL CORPORATION****Consolidated Schedule of Investments (Continued)****December 31, 2016****(dollars in thousands)**

| Portfolio Company(1) | Business Description | Type of Investment(2)(3) | Principal(4) | Cost(4) | Fair Value |
|---|--|--|---------------------|----------------|-------------------|
| Larchmont Resources, LLC(11) | Oil & Gas Exploration & Production | LIBOR Plus 9.00% (Floor 1.00%), Current Coupon 10.00%, PIK Secured Debt (Maturity August 7, 2020)(9) | 2,260 | 2,260 | 2,209 |
| | | Member Units (Larchmont Intermediate Holdco, LLC) (2,828 units) | | 353 | 1,193 |
| | | | | 2,613 | 3,402 |
| LKCM Headwater Investments I, L.P.(12)(13) | Investment Partnership | LP Interests (Fully diluted 2.3%) | | 2,500 | 3,627 |
| Logix Acquisition Company, LLC(10) | Competitive Local Exchange Carrier | LIBOR Plus 8.28% (Floor 1.00%), Current Coupon 9.28%, Secured Debt (Maturity June 24, 2021)(9) | 8,593 | 8,457 | 8,593 |
| Looking Glass Investments, LLC(12)(13) | Specialty Consumer Finance | 9% Unsecured Debt (Maturity June 30, 2020) | 188 | 188 | 188 |
| | | Member Units (2.5 units) | | 125 | 125 |
| | | Member Units (LGI Predictive Analytics LLC) (190,712 units)(8) | | 160 | 160 |
| | | | | 473 | 473 |
| Messenger, LLC(10) | Supplier of Specialty Stationery and Related Products to the Funeral Industry | LIBOR Plus 7.25% (Floor 1.00%), Current Coupon 8.25%, Secured Debt (Maturity September 9, 2020)(9) | 14,403 | 14,326 | 14,403 |
| Minute Key, Inc. | Operator of Automated Key Duplication Kiosks | 10% Current / 2% PIK Secured Debt (Maturity September 19, 2019) Warrants (1,437,409 equivalent shares; Expiration May 20, 2025; Strike price \$0.01 per share) | 15,700 | 15,404 | 15,404 |
| | | | | 280 | 470 |
| | | | | 15,684 | 15,874 |
| Mood Media Corporation(11)(13) | Provider of Electronic Equipment | | 14,805 | 14,645 | 14,312 |

Edgar Filing: Main Street Capital CORP - Form 10-Q

LIBOR Plus 6.00% (Floor 1.00%),
Current Coupon 7.00%, Secured Debt
(Maturity May 1, 2019)(9)

58

Table of Contents**MAIN STREET CAPITAL CORPORATION****Consolidated Schedule of Investments (Continued)****December 31, 2016****(dollars in thousands)**

| Portfolio Company(1) | Business Description | Type of Investment(2)(3) | Principal(4) | Cost(4) | Fair Value |
|--|---|--|---------------------|-----------------------|---------------------|
| New Media Holdings II LLC(11)(13) | Local Newspaper Operator | LIBOR Plus 6.25% (Floor 1.00%), Current Coupon 7.25%, Secured Debt (Maturity June 4, 2020)(9) | 14,888 | 14,632 | 14,813 |
| North American Lifting Holdings, Inc.(11) | Crane Service Provider | LIBOR Plus 4.50% (Floor 1.00%), Current Coupon 5.50%, Secured Debt (Maturity November 27, 2020)(9) | 3,865 | 3,235 | 3,375 |
| North Atlantic Trading Company, Inc.(11) | Marketer/Distributor of Tobacco Products | LIBOR Plus 6.50% (Floor 1.25%), Current Coupon 7.75%, Secured Debt (Maturity January 13, 2020)(9) | 9,396 | 9,343 | 9,337 |
| Novitex Intermediate, LLC(11) | Provider of Document Management Services | LIBOR Plus 6.75% (Floor 1.25%), Current Coupon 8.00%, Secured Debt (Maturity July 7, 2020)(9) | 9,335 | 9,175 | 8,985 |
| NTM Acquisition Corp.(11) | Provider of B2B Travel Information Content | LIBOR Plus 6.25% (Floor 1.00%), Current Coupon 7.25%, Secured Debt (Maturity June 7, 2022)(9) | 4,144 | 4,085 | 4,128 |
| Ospemifene Royalty Sub LLC (QuatRx)(10) | Estrogen-Deficiency Drug Manufacturer and Distributor | 11.5% Secured Debt (Maturity November 15, 2026)(14) | 5,071 | 5,071 | 2,088 |
| Pardus Oil and Gas, LLC(11) | Oil & Gas Exploration & Production | 13% PIK Secured Debt (Maturity November 12, 2021) 5% PIK Secured Debt (Maturity May 13, 2022) Member Units (2,472 units) | 1,869 992 | 1,869 992 2,472 | 1,869 562 970 |
| | | | | 5,333 | 3,401 |
| Paris Presents Incorporated(11) | Branded Cosmetic and Bath Accessories | LIBOR Plus 8.75% (Floor 1.00%), Current Coupon 9.75%, Secured Debt (Maturity December 31, 2021)(9) | 2,000 | 1,969 | 1,960 |

Table of Contents**MAIN STREET CAPITAL CORPORATION****Consolidated Schedule of Investments (Continued)****December 31, 2016****(dollars in thousands)**

| Portfolio Company(1) | Business Description | Type of Investment(2)(3) | Principal(4) | Cost(4) | Fair Value |
|--|---|--|---------------------|-------------------|-------------------|
| Parq Holdings Limited Partnership(11)(13) | Hotel & Casino Operator | LIBOR Plus 7.50% (Floor 1.00%), Current Coupon 8.50%, Secured Debt (Maturity December 17, 2020)(9) | 7,500 | 7,394 | 7,388 |
| Permian Holdco 2, Inc.(11) | Storage Tank Manufacturer | 14% PIK Unsecured Debt (Maturity October 15, 2021) Preferred Stock (Permian Holdco 1, Inc.) (154,558 units) Common Stock (Permian Holdco 1, Inc.) (154,558 units) | 198 | 198 799 997 | 198 799 997 |
| Pernix Therapeutics Holdings, Inc.(10) | Pharmaceutical Royalty | 12% Secured Debt (Maturity August 1, 2020) | 3,447 | 3,447 | 3,326 |
| Pet Holdings ULC(11)(13) | Retailer of Pet Products and Supplies to Consumers | LIBOR Plus 5.50% (Floor 1.00%), Current Coupon 6.50%, Secured Debt (Maturity July 5, 2022)(9) | 2,494 | 2,470 | 2,503 |
| Pike Corporation(11) | Construction and Maintenance Services for Electric Transmission and Distribution Infrastructure | LIBOR Plus 8.50% (Floor 1.00%), Current Coupon 9.50%, Secured Debt (Maturity June 22, 2022)(9) | 14,000 | 13,720 | 14,082 |
| Point.360(10) | Fully Integrated Provider of Digital Media Services | Warrants (65,463 equivalent shares; Expiration July 7, 2020; Strike price \$0.75 per share) Common Stock (163,658 shares) | | 69 273 342 | 63 63 |
| Polycom, Inc.(11) | Provider of Audio and Video Communication Solutions | LIBOR Plus 6.50% (Floor 1.00%), Current Coupon 7.50%, Secured Debt (Maturity September 27, 2023)(9) | 12,089 | 11,617 | 12,194 |

Table of Contents**MAIN STREET CAPITAL CORPORATION****Consolidated Schedule of Investments (Continued)****December 31, 2016****(dollars in thousands)**

| Portfolio Company(1) | Business Description | Type of Investment(2)(3) | Principal(4) | Cost(4) | Fair Value |
|--|--|---|---------------------|----------------|-------------------|
| PPC/SHIFT LLC(10) | Provider of Digital Solutions to Automotive Industry | LIBOR Plus 6.00% (Floor 1.00%), Current Coupon 7.00%, Secured Debt (Maturity June 6, 2022)(9) | 7,000 | 6,852 | 6,852 |
| Prowler Acquisition Corp.(11) | Specialty Distributor to the Energy Sector | LIBOR Plus 4.50% (Floor 1.00%), Current Coupon 5.50%, Secured Debt (Maturity January 28, 2020)(9) | 9,519 | 7,904 | 7,044 |
| PT Network, LLC(10) | Provider of Outpatient Physical Therapy and Sports Medicine Services | LIBOR Plus 6.50% (Floor 1.00%), Current Coupon 7.50%, Secured Debt (Maturity November 30, 2021)(9) | 16,225 | 15,979 | 15,979 |
| QBS Parent, Inc.(11) | Provider of Software and Services to the Oil & Gas Industry | LIBOR Plus 4.75% (Floor 1.00%), Current Coupon 5.75%, Secured Debt (Maturity August 7, 2021)(9) | 11,274 | 11,201 | 11,161 |
| Raley's(11) | Family-Owned Supermarket Chain | LIBOR Plus 6.25% (Floor 1.00%), Current Coupon 7.25%, Secured Debt (Maturity May 18, 2022)(9) | 4,195 | 4,125 | 4,242 |
| Redbox Automated Retail, LLC(11) | Operator of Home Media Entertainment Kiosks | LIBOR Plus 7.50% (Floor 1.00%), Current Coupon 8.50%, Secured Debt (Maturity September 27, 2021)(9) | 15,000 | 14,581 | 14,629 |
| Renaissance Learning, Inc.(11) | Technology-based K-12 Learning Solutions | LIBOR Plus 7.00% (Floor 1.00%), Current Coupon 8.00%, Secured Debt (Maturity April 11, 2022)(9) | 3,000 | 2,978 | 2,987 |
| RGL Reservoir Operations Inc.(11)(13) | Oil & Gas Equipment and Services | LIBOR Plus 5.00% (Floor 1.00%), Current Coupon 6.00%, Secured Debt (Maturity August 13, 2021)(9) | 3,910 | 3,826 | 880 |

Table of Contents**MAIN STREET CAPITAL CORPORATION****Consolidated Schedule of Investments (Continued)****December 31, 2016****(dollars in thousands)**

| Portfolio Company(1) | Business Description | Type of Investment(2)(3) | Principal(4) | Cost(4) | Fair Value |
|---|--|---|---------------------|------------------|-------------------|
| RM Bidder, LLC(10) | Scripted and Unscripted TV and Digital Programming Provider | Warrants (327,532 equivalent units; Expiration October 20, 2025; Strike price \$14.28 per unit) Member Units (2,779 units) | | 425 46 471 | 300 44 344 |
| SAExploration, Inc.(10)(13) | Geophysical Services Provider | Common Stock (50 shares) | | 65 | 3 |
| SAFETY Investment Holdings, LLC | Provider of Intelligent Driver Record Monitoring Software and Services | Member Units (2,000,000 units) | | 2,000 | 2,000 |
| Salient Partners L.P.(11) | Provider of Asset Management Services | LIBOR Plus 8.50% (Floor 1.00%), Current Coupon 9.50%, Secured Debt (Maturity June 9, 2021)(9) | 10,812 | 10,538 | 10,352 |
| School Specialty, Inc.(11) | Distributor of Education Supplies and Furniture | LIBOR Plus 8.50% (Floor 1.00%), Current Coupon 9.50%, Secured Debt (Maturity June 11, 2019)(9) | 5,712 | 5,632 | 5,784 |
| Sigma Electric Manufacturing Corporation(10)(13) | Manufacturer and Distributor of Electrical Fittings and Parts | LIBOR Plus 7.25% (Floor 1.00%), Current Coupon 8.25%, Secured Debt (Maturity October 13, 2021)(9) | 12,500 | 12,200 | 12,200 |
| Sorenson Communications, Inc.(11) | Manufacturer of Communication Products for Hearing Impaired | LIBOR Plus 5.75% (Floor 2.25%), Current Coupon 8.00%, Secured Debt (Maturity April 30, 2020)(9) | 13,371 | 13,283 | 13,271 |
| Strike, LLC(11) | Pipeline Construction and Maintenance Services | LIBOR Plus 8.00% (Floor 1.00%), Current Coupon 9.00%, Secured Debt (Maturity November 30, 2022)(9) | 10,000 | 9,666 | 9,864 |

Table of Contents**MAIN STREET CAPITAL CORPORATION****Consolidated Schedule of Investments (Continued)****December 31, 2016****(dollars in thousands)**

| Portfolio Company(1) | Business Description | Type of Investment(2)(3) | Principal(4) | Cost(4) | Fair Value |
|--|---|--|---------------------|-----------------|-------------------|
| Subsea Global Solutions, LLC(10) | Underwater Maintenance and Repair Services | LIBOR Plus 6.00% (Floor 1.50%), Current Coupon 7.50%, Secured Debt (Maturity March 17, 2020)(9) | 5,629 | 5,588 | 5,624 |
| Synagro Infrastructure Company, Inc(11) | Waste Management Services | LIBOR Plus 5.25% (Floor 1.00%), Current Coupon 6.25%, Secured Debt (Maturity August 22, 2020)(9) | 4,714 | 4,659 | 4,136 |
| Targus International, LLC(11) | Distributor of Protective Cases for Mobile Devices | 15% PIK Secured Debt (Maturity December 31, 2019) Common Stock (Targus Cayman HoldCo Limited) (249,614 shares)(13) | 1,140 | 1,140 2,555 | 1,140 2,260 |
| | | | | 3,695 | 3,400 |
| TE Holdings, LLC(11) | Oil & Gas Exploration & Production | Member Units (97,048 units) | | 970 | 728 |
| TeleGuam Holdings, LLC(11) | Cable and Telecom Services Provider | LIBOR Plus 4.00% (Floor 1.25%), Current Coupon 5.25%, Secured Debt (Maturity December 10, 2018)(9) LIBOR Plus 7.50% (Floor 1.25%), Current Coupon 8.75%, Secured Debt (Maturity June 10, 2019)(9) | 7,622 10,500 | 7,613 10,442 | 7,546 10,290 |
| | | | | 18,055 | 17,836 |
| The Topps Company, Inc.(11) | Trading Cards & Confectionary | LIBOR Plus 6.00% (Floor 1.25%), Current Coupon 7.25%, Secured Debt (Maturity October 2, 2020)(9) | 2,218 | 2,208 | 2,226 |
| TMC Merger Sub Corp.(11) | Refractory & Maintenance Services Provider | LIBOR Plus 6.25% (Floor 1.00%), Current Coupon 7.25%, Secured Debt (Maturity October 31, 2022)(9) | 12,500 | 12,376 | 12,438 |
| TOMS Shoes, LLC(11) | Global Designer, Distributor, and Retailer of Casual Footwear | | | | |

Edgar Filing: Main Street Capital CORP - Form 10-Q

| | | | |
|---|-------|-------|-------|
| LIBOR Plus 5.50% (Floor 1.00%), Current Coupon 6.50%, Secured Debt (Maturity October 30, 2020)(9) | 4,913 | 4,567 | 3,635 |
|---|-------|-------|-------|

Table of Contents**MAIN STREET CAPITAL CORPORATION****Consolidated Schedule of Investments (Continued)****December 31, 2016****(dollars in thousands)**

| Portfolio Company(1) | Business Description | Type of Investment(2)(3) | Principal(4) | Cost(4) | Fair Value |
|---|--|--|---------------------|---------------------------|---------------------------|
| Travel Leaders Group, LLC(11) | Travel Agency Network Provider | LIBOR Plus 6.00% (Floor 1.00%), Current Coupon 7.00%, Secured Debt (Maturity December 7, 2020)(9) | 10,994 | 10,936 | 10,975 |
| Truck Bodies and Equipment International, Inc.(10) | Manufacturer of Dump Truck Bodies and Dump Trailers | LIBOR Plus 7.50% (Floor 1.00%), Current Coupon 8.50%, Secured Debt (Maturity March 31, 2021)(9) | 15,750 | 15,602 | 15,602 |
| TVG-I-E CMN ACQUISITION, LLC(10) | Organic Lead Generation for Online Postsecondary Schools | LIBOR Plus 6.00% (Floor 1.00%), Current Coupon 7.00%, Secured Debt (Maturity November 3, 2021)(9) | 6,459 | 6,334 | 6,334 |
| Tweddle Group, Inc.(11) | Provider of Technical Information Services to Automotive OEMs | LIBOR Plus 6.00% (Floor 1.00%), Current Coupon 7.00%, Secured Debt (Maturity October 21, 2022)(9) | 8,462 | 8,295 | 8,419 |
| UniRush, LLC | Provider of Prepaid Debit Card Solutions | 12% Secured Debt (Maturity February 1, 2019) Warrants (444,725 equivalent units; Expiration February 2, 2026; Strike price \$10.27 per unit) | 12,000 | 10,981 1,250 12,231 | 12,000 1,250 13,250 |
| US Joiner Holding Company(11) | Marine Interior Design and Installation | LIBOR Plus 6.00% (Floor 1.00%), Current Coupon 7.00%, Secured Debt (Maturity April 16, 2020)(9) | 11,514 | 11,435 | 11,456 |
| U.S. TelePacific Corp.(10) | Provider of Communications and Managed Services | LIBOR Plus 8.50% (Floor 1.00%), Current Coupon 9.50%, Secured Debt (Maturity February 24, 2021)(9) | 7,500 | 7,377 | 7,377 |
| VCVH Holding Corp. (Verisk)(11) | Healthcare Technology Services Focused on Revenue Maximization | | | | |

Edgar Filing: Main Street Capital CORP - Form 10-Q

| | | | |
|--|-------|-------|-------|
| LIBOR Plus 9.25% (Floor 1.00%), Current Coupon 10.25%, Secured Debt (Maturity June 1, 2024)(9) | 1,500 | 1,464 | 1,488 |
|--|-------|-------|-------|

Table of Contents**MAIN STREET CAPITAL CORPORATION****Consolidated Schedule of Investments (Continued)****December 31, 2016****(dollars in thousands)**

| Portfolio Company(1) | Business Description | Type of Investment(2)(3) | Principal(4) | Cost(4) | Fair Value |
|--|---|--|---------------------|---------------------|---------------------|
| Virtex Enterprises, LP(10) | Specialty, Full-Service Provider of Complex Electronic Manufacturing Services | 12% Secured Debt (Maturity December 27, 2018) Preferred Class A Units (14 units; 5% cumulative)(8) Warrants (11 equivalent units; Expiration December 27, 2023; Strike price \$0.001 per unit) | 1,667 | 1,559 333 186 | 1,559 612 220 |
| | | | | 2,078 | 2,391 |
| Wellnext, LLC(10) | Manufacturer of Supplements and Vitamins | LIBOR Plus 9.00% (Floor 0.50%), Current Coupon 9.85%, Secured Debt (Maturity May 23, 2021)(9) | 10,058 | 9,968 | 10,058 |
| Western Dental Services, Inc.(11) | Dental Care Services | LIBOR Plus 6.50% (Floor 1.00%), Current Coupon 7.50%, Secured Debt (Maturity November 1, 2018)(9) | 4,904 | 4,902 | 4,885 |
| Wilton Brands LLC(11) | Specialty Housewares Retailer | LIBOR Plus 7.25% (Floor 1.25%), Current Coupon 8.50%, Secured Debt (Maturity August 30, 2018)(9) | 1,153 | 1,147 | 1,093 |
| Worley Claims Services, LLC(10) | Insurance Adjustment Management and Services Provider | LIBOR Plus 8.00% (Floor 1.00%), Current Coupon 9.00%, Secured Debt (Maturity October 31, 2020)(9) | 6,386 | 6,342 | 6,386 |
| YP Holdings LLC(11) | Online and Offline Advertising Operator | LIBOR Plus 11.00% (Floor 1.25%), Current Coupon 12.25%, Secured Debt (Maturity June 4, 2018)(9) | 11,428 | 10,969 | 11,398 |

Table of Contents**MAIN STREET CAPITAL CORPORATION****Consolidated Schedule of Investments (Continued)****December 31, 2016****(dollars in thousands)**

| Portfolio Company(1) | Business Description | Type of Investment(2)(3) | Principal(4) | Cost(4) | Fair Value |
|--|--|---|---------------------|---------------------|---------------------|
| Zilliant Incorporated | Price Optimization and Margin Management Solutions | Preferred Stock (186,777 shares) Warrants (952,500 equivalent shares; Expiration June 15, 2022; Strike price \$0.001 per share) | | 154 | 260 |
| | | | | 1,071 | 1,190 |
| | | | | 1,225 | 1,450 |
| Subtotal Non-Control/Non-Affiliate Investments (51.4% of total investments at fair value) | | | | \$ 1,037,510 | \$ 1,026,676 |
| Total Portfolio Investments, December 31, 2016 | | | | \$ 1,871,883 | \$ 1,996,906 |

- (1) All investments are Lower Middle Market portfolio investments, unless otherwise noted. See Note B for a description of Lower Middle Market portfolio investments. All of the Company's investments, unless otherwise noted, are encumbered either as security for the Company's Credit Agreement or in support of the SBA-guaranteed debentures issued by the Funds.
- (2) Debt investments are income producing, unless otherwise noted. Equity and warrants are non-income producing, unless otherwise noted.
- (3) See Note C for a summary of geographic location of portfolio companies.
- (4) Principal is net of repayments. Cost is net of repayments and accumulated unearned income.
- (5) Control investments are defined by the Investment Company Act of 1940, as amended ("1940 Act") as investments in which more than 25% of the voting securities are owned or where the ability to nominate greater than 50% of the board representation is maintained.
- (6) Affiliate investments are defined by the 1940 Act as investments in which between 5% and 25% of the voting securities are owned and the investments are not classified as Control investments.
- (7) Non-Control/Non-Affiliate investments are defined by the 1940 Act as investments that are neither Control investments nor Affiliate investments.
- (8) Income producing through dividends or distributions.
- (9) Index based floating interest rate is subject to contractual minimum interest rate. A majority of the variable rate loans in the Company's investment portfolio bear interest at a rate that may be determined by reference to either LIBOR or an alternate Base Rate (commonly based on the Federal Funds Rate or the Prime Rate), which typically resets semi-annually, quarterly, or monthly at the borrower's option. The borrower may also elect to have

Edgar Filing: Main Street Capital CORP - Form 10-Q

multiple interest reset periods for each loan. For each such loan, the Company has provided the weighted average annual stated interest rate in effect at December 31, 2016. As noted in this schedule, 64% (based on the par amount of the loans) of the loans contain LIBOR floors which range between 0.50% and 2.25%, with a weighted-average LIBOR floor of approximately 1.04%.

- (10) Private Loan portfolio investment. See Note B for a description of Private Loan portfolio investments.
- (11) Middle Market portfolio investment. See Note B for a description of Middle Market portfolio investments.
- (12) Other Portfolio investment. See Note B for a description of Other Portfolio investments.
- (13) Investment is not a qualifying asset as defined under Section 55(a) of the 1940 Act. Qualifying assets must represent at least 70% of total assets at the time of acquisition of any additional non-qualifying assets.
- (14) Non-accrual and non-income producing investment.
- (15) Portfolio company is in a bankruptcy process and, as such, the maturity date of our debt investments in this portfolio company will not be finally determined until such process is complete. As noted in footnote (14), our debt investments in this portfolio company are on non-accrual status.
- (16) External Investment Manager. Investment is not encumbered as security for the Company's Credit Agreement or in support of the SBA-guaranteed debentures issued by the Funds.
- (17) Maturity date is under on-going negotiations with the portfolio company and other lenders, if applicable.

Table of Contents

MAIN STREET CAPITAL CORPORATION

Notes to Consolidated Financial Statements

(Unaudited)

NOTE A ORGANIZATION AND BASIS OF PRESENTATION

1. Organization

Main Street Capital Corporation ("MSCC") is a principal investment firm primarily focused on providing customized debt and equity financing to lower middle market ("LMM") companies and debt capital to middle market ("Middle Market") companies. The portfolio investments of MSCC and its consolidated subsidiaries are typically made to support management buyouts, recapitalizations, growth financings, refinancings and acquisitions of companies that operate in a variety of industry sectors. MSCC seeks to partner with entrepreneurs, business owners and management teams and generally provides "one stop" financing alternatives within its LMM portfolio. MSCC and its consolidated subsidiaries invest primarily in secured debt investments, equity investments, warrants and other securities of LMM companies based in the United States and in secured debt investments of Middle Market companies generally headquartered in the United States.

MSCC was formed in March 2007 to operate as an internally managed business development company ("BDC") under the Investment Company Act of 1940, as amended (the "1940 Act"). MSCC wholly owns several investment funds, including Main Street Mezzanine Fund, LP ("MSMF"), Main Street Capital II, LP ("MSC II") and Main Street Capital III, LP ("MSC III" and, collectively with MSMF and MSC II, the "Funds"), and each of their general partners. The Funds are each licensed as a Small Business Investment Company ("SBIC") by the United States Small Business Administration ("SBA"). Because MSCC is internally managed, all of the executive officers and other employees are employed by MSCC. Therefore, MSCC does not pay any external investment advisory fees, but instead directly incurs the operating costs associated with employing investment and portfolio management professionals.

MSC Adviser I, LLC (the "External Investment Manager") was formed in November 2013 as a wholly owned subsidiary of MSCC to provide investment management and other services to parties other than MSCC and its subsidiaries or their portfolio companies ("External Parties") and receive fee income for such services. MSCC has been granted no-action relief by the Securities and Exchange Commission ("SEC") to allow the External Investment Manager to register as a registered investment adviser under the Investment Advisers Act of 1940, as amended. Since the External Investment Manager conducts all of its investment management activities for External Parties, it is accounted for as a portfolio investment of MSCC and is not included as a consolidated subsidiary of MSCC in MSCC's consolidated financial statements.

MSCC has elected to be treated for U.S. federal income tax purposes as a regulated investment company ("RIC") under Subchapter M of the Internal Revenue Code of 1986, as amended (the "Code"). As a result, MSCC generally will not pay corporate-level U.S. federal income taxes on any net ordinary taxable income or capital gains that it distributes to its stockholders.

MSCC has certain direct and indirect wholly owned subsidiaries that have elected to be taxable entities (the "Taxable Subsidiaries"). The primary purpose of the Taxable Subsidiaries is to permit MSCC to hold equity investments in portfolio companies which are "pass-through" entities for tax purposes. The External Investment Manager is also a direct wholly owned subsidiary that has elected to be a taxable entity. The Taxable Subsidiaries and the External Investment Manager are each taxed at their normal corporate tax rates based on their taxable income.

Table of Contents

MAIN STREET CAPITAL CORPORATION

Notes to Consolidated Financial Statements (Continued)

(Unaudited)

Unless otherwise noted or the context otherwise indicates, the terms "we," "us," "our," the "Company" and "Main Street" refer to MSCC and its consolidated subsidiaries, which include the Funds and the Taxable Subsidiaries.

2. Basis of Presentation

Main Street's consolidated financial statements are prepared in accordance with generally accepted accounting principles in the United States of America ("U.S. GAAP"). The Company is an investment company following accounting and reporting guidance in Financial Accounting Standards Board ("FASB") Accounting Standards Codification ("ASC") 946, *Financial Services-Investment Company* ("ASC 946"). For each of the periods presented herein, Main Street's consolidated financial statements include the accounts of MSCC and its consolidated subsidiaries. The Investment Portfolio, as used herein, refers to all of Main Street's investments in LMM portfolio companies, investments in Middle Market portfolio companies, Private Loan portfolio investments, Other Portfolio investments and the investment in the External Investment Manager (see Note C Fair Value Hierarchy for Investments and Debentures Portfolio Composition Investment Portfolio Composition for additional discussion of Main Street's Investment Portfolio and definitions for the terms Private Loan and Other Portfolio). Main Street's results of operations for the three and six months ended June 30, 2017 and 2016, cash flows for the six months ended June 30, 2017 and 2016, and financial position as of June 30, 2017 and December 31, 2016, are presented on a consolidated basis. The effects of all intercompany transactions between Main Street and its consolidated subsidiaries have been eliminated in consolidation.

The accompanying unaudited consolidated financial statements of Main Street are presented in conformity with U.S. GAAP for interim financial information and pursuant to the requirements for reporting on Form 10-Q and Article 10 of Regulation S-X. Accordingly, certain disclosures accompanying annual financial statements prepared in accordance with U.S. GAAP are omitted. In the opinion of management, the unaudited consolidated financial results included herein contain all adjustments, consisting solely of normal recurring accruals, considered necessary for the fair presentation of financial statements for the interim periods included herein. The results of operations for the three and six months ended June 30, 2017 and 2016 are not necessarily indicative of the operating results to be expected for the full year. Also, the unaudited financial statements and notes should be read in conjunction with the audited financial statements and notes thereto for the year ended December 31, 2016. Financial statements prepared on a U.S. GAAP basis require management to make estimates and assumptions that affect the amounts and disclosures reported in the financial statements and accompanying notes. Such estimates and assumptions could change in the future as more information becomes known, which could impact the amounts reported and disclosed herein.

Under regulations pursuant to Article 6 of Regulation S-X applicable to BDCs and ASC 946, Main Street is precluded from consolidating other entities in which Main Street has equity investments, including those in which it has a controlling interest, unless the other entity is another investment company. An exception to this general principle in ASC 946 occurs if Main Street holds a controlling interest in an operating company that provides all or substantially all of its services directly to Main Street or to its portfolio companies. Accordingly, as noted above, MSCC's consolidated financial statements include the financial position and operating results for the Funds and the Taxable Subsidiaries. Main Street has determined that all of its portfolio investments do not qualify for this exception, including the investment in the External Investment Manager. Therefore, Main Street's Investment Portfolio is carried on the consolidated balance sheet at fair value, as discussed further in Note B, with any adjustments to fair value recognized as "Net Change in Unrealized Appreciation"

Table of Contents

MAIN STREET CAPITAL CORPORATION

Notes to Consolidated Financial Statements (Continued)

(Unaudited)

(Depreciation)" on the consolidated statements of operations until the investment is realized, usually upon exit, resulting in any gain or loss being recognized as a "Net Realized Gain (Loss)."

Portfolio Investment Classification

Main Street classifies its Investment Portfolio in accordance with the requirements of the 1940 Act. Under the 1940 Act, (a) "Control Investments" are defined as investments in which Main Street owns more than 25% of the voting securities or has rights to maintain greater than 50% of the board representation, (b) "Affiliate Investments" are defined as investments in which Main Street owns between 5% and 25% of the voting securities and does not have rights to maintain greater than 50% of the board representation, and (c) "Non-Control/Non-Affiliate Investments" are defined as investments that are neither Control Investments nor Affiliate Investments.

NOTE B SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

1. Valuation of the Investment Portfolio

Main Street accounts for its Investment Portfolio at fair value. As a result, Main Street follows the provisions of ASC 820, *Fair Value Measurements and Disclosures* ("ASC 820"). ASC 820 defines fair value, establishes a framework for measuring fair value, establishes a fair value hierarchy based on the quality of inputs used to measure fair value and enhances disclosure requirements for fair value measurements. ASC 820 requires Main Street to assume that the portfolio investment is to be sold in the principal market to independent market participants, which may be a hypothetical market. Market participants are defined as buyers and sellers in the principal market that are independent, knowledgeable and willing and able to transact.

Main Street's portfolio strategy calls for it to invest primarily in illiquid debt and equity securities issued by privately held LMM companies and more liquid debt securities issued by Middle Market companies that are generally larger in size than the LMM companies. Main Street categorizes some of its investments in LMM companies and Middle Market companies as Private Loan portfolio investments, which are primarily debt securities in privately held companies which have been originated through strategic relationships with other investment funds on a collaborative basis, and are often referred to in the debt markets as "club deals." Private Loan investments are typically similar in size, structure, terms and conditions to investments Main Street holds in its LMM portfolio and Middle Market portfolio. Main Street's portfolio also includes Other Portfolio investments which primarily consist of investments that are not consistent with the typical profiles for its LMM portfolio investments, Middle Market portfolio investments or Private Loan portfolio investments, including investments which may be managed by third parties. Main Street's portfolio investments may be subject to restrictions on resale.

LMM investments and Other Portfolio investments generally have no established trading market while Middle Market securities generally have established markets that are not active. Private Loan investments may include investments which have no established trading market or have established markets that are not active. Main Street determines in good faith the fair value of its Investment Portfolio pursuant to a valuation policy in accordance with ASC 820 and a valuation process approved by its Board of Directors and in accordance with the 1940 Act. Main Street's valuation policies and processes are intended to provide a consistent basis for determining the fair value of Main Street's Investment Portfolio.

Table of Contents

MAIN STREET CAPITAL CORPORATION

Notes to Consolidated Financial Statements (Continued)

(Unaudited)

For LMM portfolio investments, Main Street generally reviews external events, including private mergers, sales and acquisitions involving comparable companies, and includes these events in the valuation process by using an enterprise value waterfall methodology ("Waterfall") for its LMM equity investments and an income approach using a yield-to-maturity model ("Yield-to-Maturity") for its LMM debt investments. For Middle Market portfolio investments, Main Street primarily uses quoted prices in the valuation process. Main Street determines the appropriateness of the use of third-party broker quotes, if any, in determining fair value based on its understanding of the level of actual transactions used by the broker to develop the quote and whether the quote was an indicative price or binding offer, the depth and consistency of broker quotes and the correlation of changes in broker quotes with underlying performance of the portfolio company and other market indices. For Middle Market and Private Loan portfolio investments in debt securities for which it has determined that third-party quotes or other independent pricing are not available or appropriate, Main Street generally estimates the fair value based on the assumptions that it believes hypothetical market participants would use to value the investment in a current hypothetical sale using the Yield-to-Maturity valuation method. For its Other Portfolio equity investments, Main Street generally calculates the fair value of the investment primarily based on the net asset value ("NAV") of the fund and adjusts the fair value for other factors that would affect the fair value of the investment. All of the valuation approaches for Main Street's portfolio investments estimate the value of the investment as if Main Street were to sell, or exit, the investment as of the measurement date.

These valuation approaches consider the value associated with Main Street's ability to control the capital structure of the portfolio company, as well as the timing of a potential exit. For valuation purposes, "control" portfolio investments are composed of debt and equity securities in companies for which Main Street has a controlling interest in the equity ownership of the portfolio company or the ability to nominate a majority of the portfolio company's board of directors. For valuation purposes, "non-control" portfolio investments are generally composed of debt and equity securities in companies for which Main Street does not have a controlling interest in the equity ownership of the portfolio company or the ability to nominate a majority of the portfolio company's board of directors.

Under the Waterfall valuation method, Main Street estimates the enterprise value of a portfolio company using a combination of market and income approaches or other appropriate valuation methods, such as considering recent transactions in the equity securities of the portfolio company or third-party valuations of the portfolio company, and then performs a waterfall calculation by allocating the enterprise value over the portfolio company's securities in order of their preference relative to one another. The enterprise value is the fair value at which an enterprise could be sold in a transaction between two willing parties, other than through a forced or liquidation sale. Typically, private companies are bought and sold based on multiples of earnings before interest, taxes, depreciation and amortization ("EBITDA"), cash flows, net income, revenues, or in limited cases, book value. There is no single methodology for estimating enterprise value. For any one portfolio company, enterprise value is generally described as a range of values from which a single estimate of enterprise value is derived. In estimating the enterprise value of a portfolio company, Main Street analyzes various factors including the portfolio company's historical and projected financial results. Due to SEC deadlines for Main Street's quarterly and annual financial reporting, the operating results of a portfolio company used in the current period valuation are generally the results from the period ended three months prior to such valuation date and may include unaudited, projected, budgeted or pro forma financial information and may require adjustments for non-recurring items or to normalize the operating results that may require significant judgment in its determination. In addition, projecting future financial

Table of Contents

MAIN STREET CAPITAL CORPORATION

Notes to Consolidated Financial Statements (Continued)

(Unaudited)

results requires significant judgment regarding future growth assumptions. In evaluating the operating results, Main Street also analyzes the impact of exposure to litigation, loss of customers or other contingencies. After determining the appropriate enterprise value, Main Street allocates the enterprise value to investments in order of the legal priority of the various components of the portfolio company's capital structure. In applying the Waterfall valuation method, Main Street assumes the loans are paid off at the principal amount in a change in control transaction and are not assumed by the buyer, which Main Street believes is consistent with its past transaction history and standard industry practices.

Under the Yield-to-Maturity valuation method, Main Street also uses the income approach to determine the fair value of debt securities based on projections of the discounted future free cash flows that the debt security will likely generate, including analyzing the discounted cash flows of interest and principal amounts for the debt security, as set forth in the associated loan agreements, as well as the financial position and credit risk of the portfolio company. Main Street's estimate of the expected repayment date of its debt securities is generally the maturity date of the instrument, as Main Street generally intends to hold its loans and debt securities to maturity. The Yield-to-Maturity analysis also considers changes in leverage levels, credit quality, portfolio company performance and other factors. Main Street will generally use the value determined by the Yield-to-Maturity analysis as the fair value for that security; however, because of Main Street's general intent to hold its loans to maturity, the fair value will not exceed the principal amount of the debt security valued using the Yield-to-Maturity valuation method. A change in the assumptions that Main Street uses to estimate the fair value of its debt securities using the Yield-to-Maturity valuation method could have a material impact on the determination of fair value. If there is deterioration in credit quality or if a debt security is in workout status, Main Street may consider other factors in determining the fair value of the debt security, including the value attributable to the debt security from the enterprise value of the portfolio company or the proceeds that would most likely be received in a liquidation analysis.

Under the NAV valuation method, for an investment in an investment fund that does not have a readily determinable fair value, Main Street measures the fair value of the investment predominately based on the NAV of the investment fund as of the measurement date and adjusts the investment's fair value for factors known to Main Street that would affect that fund's NAV, including, but not limited to, fair values for individual investments held by the fund if Main Street holds the same investment or for a publicly traded investment. In addition, in determining the fair value of the investment, Main Street considers whether adjustments to the NAV are necessary in certain circumstances, based on the analysis of any restrictions on redemption of Main Street's investment as of the measurement date, recent actual sales or redemptions of interests in the investment fund, and expected future cash flows available to equity holders, including the rate of return on those cash flows compared to an implied market return on equity required by market participants, or other uncertainties surrounding Main Street's ability to realize the full NAV of its interests in the investment fund.

Pursuant to its internal valuation process and the requirements under the 1940 Act, Main Street performs valuation procedures on each of its portfolio investments quarterly. In addition to its internal valuation process, in arriving at estimates of fair value for its investments in its LMM portfolio companies, Main Street, among other things, consults with a nationally recognized independent financial advisory services firm. The nationally recognized independent financial advisory services firm analyzes and provides observations, recommendations and an assurance certification regarding the Company's determinations of the fair value of its LMM portfolio company investments. The nationally recognized independent financial advisory services firm is generally consulted relative to Main Street's investments in each LMM portfolio company at least once every calendar year, and for Main Street's

Table of Contents

MAIN STREET CAPITAL CORPORATION

Notes to Consolidated Financial Statements (Continued)

(Unaudited)

investments in new LMM portfolio companies, at least once in the twelve-month period subsequent to the initial investment. In certain instances, Main Street may determine that it is not cost-effective, and as a result is not in its stockholders' best interest, to consult with the nationally recognized independent financial advisory services firm on its investments in one or more LMM portfolio companies. Such instances include, but are not limited to, situations where the fair value of Main Street's investment in a LMM portfolio company is determined to be insignificant relative to the total Investment Portfolio. Main Street consulted with and received an assurance certification from its independent financial advisory services firm in arriving at Main Street's determination of fair value on its investments in a total of 27 LMM portfolio companies for the six months ended June 30, 2017, representing approximately 39% of the total LMM portfolio at fair value as of June 30, 2017, and on a total of 29 LMM portfolio companies for the six months ended June 30, 2016, representing approximately 43% of the total LMM portfolio at fair value as of June 30, 2016. Excluding its investments in new LMM portfolio companies which have not been in the Investment Portfolio for at least twelve months subsequent to the initial investment as of June 30, 2017 and 2016, as applicable, and its investments in the LMM portfolio companies that were not reviewed because their equity is publicly traded or they hold real estate for which a third-party appraisal is obtained on at least an annual basis, the percentage of the LMM portfolio reviewed and certified by its independent financial advisory services firm for the six months ended June 30, 2017 and 2016 was 45% and 48% of the total LMM portfolio at fair value as of June 30, 2017 and 2016, respectively.

For valuation purposes, all of Main Street's Middle Market portfolio investments are non-control investments. To the extent sufficient observable inputs are available to determine fair value, Main Street uses observable inputs to determine the fair value of these investments through obtaining third-party quotes or other independent pricing. For Middle Market portfolio investments for which it has determined that third-party quotes or other independent pricing are not available or appropriate, Main Street generally estimates the fair value based on the assumptions that it believes hypothetical market participants would use to value such Middle Market debt investments in a current hypothetical sale using the Yield-to-Maturity valuation method and such Middle Market equity investments in a current hypothetical sale using the Waterfall valuation method. Because the vast majority of the Middle Market portfolio investments are typically valued using third-party quotes or other independent pricing services (including 96% and 94% of the Middle Market portfolio investments as of June 30, 2017 and December 31, 2016, respectively), Main Street does not generally consult with any financial advisory services firms in connection with determining the fair value of its Middle Market investments.

For valuation purposes, all of Main Street's Private Loan portfolio investments are non-control investments. For Private Loan portfolio investments for which it has determined that third-party quotes or other independent pricing are not available or appropriate, Main Street generally estimates the fair value based on the assumptions that it believes hypothetical market participants would use to value such Private Loan debt investments in a current hypothetical sale using the Yield-to-Maturity valuation method and such Private Loan equity investments in a current hypothetical sale using the Waterfall valuation method.

In addition to its internal valuation process, in arriving at estimates of fair value for its investments in its Private Loan portfolio companies, Main Street, among other things, consults with a nationally recognized independent financial advisory services firm. The nationally recognized independent financial advisory services firm analyzes and provides observations and recommendations and an assurance certification regarding the Company's determinations of the fair value of its Private Loan portfolio company investments. The nationally recognized independent financial advisory services firm

Table of Contents

MAIN STREET CAPITAL CORPORATION

Notes to Consolidated Financial Statements (Continued)

(Unaudited)

is generally consulted relative to Main Street's investments in each Private Loan portfolio company at least once every calendar year, and for Main Street's investments in new Private Loan portfolio companies, at least once in the twelve-month period subsequent to the initial investment. In certain instances, Main Street may determine that it is not cost-effective, and as a result is not in its stockholders' best interest, to consult with the nationally recognized independent financial advisory services firm on its investments in one or more Private Loan portfolio companies. Such instances include, but are not limited to, situations where the fair value of Main Street's investment in a Private Loan portfolio company is determined to be insignificant relative to the total Investment Portfolio. Main Street consulted with and received an assurance certification from its independent financial advisory services firm in arriving at its determination of fair value on its investments in a total of 13 Private Loan portfolio companies for the six months ended June 30, 2017, representing approximately 39% of the total Private Loan portfolio at fair value as of June 30, 2017, and on a total of 14 Private Loan portfolio companies for the six months ended June 30, 2016, representing approximately 48% of the total Private Loan portfolio at fair value as of June 30, 2016. Excluding its investments in new Private Loan portfolio companies which have not been in the Investment Portfolio for at least twelve months subsequent to the initial investment as of June 30, 2017 and 2016, as applicable, and investments in its Private Loan portfolio companies that were not reviewed because the investment is valued based upon third-party quotes or other independent pricing, the percentage of the Private Loan portfolio reviewed and certified by its independent financial advisory services firm for the six months ended June 30, 2017 and 2016 was 59% and 65% of the total Private Loan portfolio at fair value as of June 30, 2017 and 2016, respectively.

For valuation purposes, all of Main Street's Other Portfolio investments are non-control investments. Main Street's Other Portfolio investments comprised 5.0% of Main Street's Investment Portfolio at fair value as of both June 30, 2017 and December 31, 2016. Similar to the LMM investment portfolio, market quotations for Other Portfolio equity investments are generally not readily available. For Other Portfolio equity investments, Main Street generally determines the fair value of its investments using the NAV valuation method. For its Other Portfolio debt investments for which it has determined that third-party quotes or other independent pricing are not available or appropriate, Main Street generally estimates the fair value based on the assumptions that it believes hypothetical market participants would use to value such Other Portfolio debt investments in a current hypothetical sale using the Yield-to-Maturity valuation method. For its Other Portfolio debt investments for which third-party quotes or other independent pricing are available and appropriate, Main Street determines the fair value of these investments through obtaining third-party quotes or other independent pricing to the extent that these inputs are available and appropriate to determine fair value.

For valuation purposes, Main Street's investment in the External Investment Manager is a control investment. Market quotations are not readily available for this investment, and as a result, Main Street determines the fair value of the External Investment Manager using the Waterfall valuation method under the market approach. In estimating the enterprise value, Main Street analyzes various factors, including the entity's historical and projected financial results, as well as its size, marketability and performance relative to the population of market comparables. This valuation approach estimates the value of the investment as if Main Street were to sell, or exit, the investment. In addition, Main Street considers its ability to control the capital structure of the company, as well as the timing of a potential exit, in connection with determining the fair value of the External Investment Manager.

Due to the inherent uncertainty in the valuation process, Main Street's determination of fair value for its Investment Portfolio may differ materially from the values that would have been determined had

Table of Contents

MAIN STREET CAPITAL CORPORATION

Notes to Consolidated Financial Statements (Continued)

(Unaudited)

a ready market for the securities existed. In addition, changes in the market environment, portfolio company performance and other events that may occur over the lives of the investments may cause the gains or losses ultimately realized on these investments to be materially different than the valuations currently assigned. Main Street determines the fair value of each individual investment and records changes in fair value as unrealized appreciation or depreciation.

Main Street uses an internally developed portfolio investment rating system in connection with its investment oversight, portfolio management and analysis and investment valuation procedures for its LMM portfolio companies. This system takes into account both quantitative and qualitative factors of the LMM portfolio company and the investments held therein.

The Board of Directors of Main Street has the final responsibility for overseeing, reviewing and approving, in good faith, Main Street's determination of the fair value for its Investment Portfolio, as well as its valuation procedures, consistent with 1940 Act requirements. Main Street believes its Investment Portfolio as of June 30, 2017 and December 31, 2016 approximates fair value as of those dates based on the markets in which Main Street operates and other conditions in existence on those reporting dates.

2. Use of Estimates

The preparation of financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenue and expenses during the period. Actual results may differ from these estimates under different conditions or assumptions. Additionally, as explained in Note B.1., the consolidated financial statements include investments in the Investment Portfolio whose values have been estimated by Main Street with the oversight, review and approval by Main Street's Board of Directors in the absence of readily ascertainable market values. Because of the inherent uncertainty of the Investment Portfolio valuations, those estimated values may differ materially from the values that would have been determined had a ready market for the securities existed.

3. Cash and Cash Equivalents

Cash and cash equivalents consist of cash and highly liquid investments with an original maturity of three months or less at the date of purchase. Cash and cash equivalents are carried at cost, which approximates fair value.

At June 30, 2017, cash balances totaling \$18.1 million exceeded Federal Deposit Insurance Corporation insurance protection levels, subjecting the Company to risk related to the uninsured balance. All of the Company's cash deposits are held at large, established, high credit quality financial institutions and management believes that the risk of loss associated with any uninsured balances is remote.

4. Interest, Dividend and Fee Income

Main Street records interest and dividend income on the accrual basis to the extent amounts are expected to be collected. Dividend income is recorded as dividends are declared by the portfolio company or at the point an obligation exists for the portfolio company to make a distribution. In accordance with Main Street's valuation policies, Main Street evaluates accrued interest and dividend

Table of Contents

MAIN STREET CAPITAL CORPORATION

Notes to Consolidated Financial Statements (Continued)

(Unaudited)

income periodically for collectability. When a loan or debt security becomes 90 days or more past due, and if Main Street otherwise does not expect the debtor to be able to service all of its debt or other obligations, Main Street will generally place the loan or debt security on non-accrual status and cease recognizing interest income on that loan or debt security until the borrower has demonstrated the ability and intent to pay contractual amounts due. If a loan or debt security's status significantly improves regarding the debtor's ability to service the debt or other obligations, or if a loan or debt security is sold or written off, Main Street removes it from non-accrual status.

As of June 30, 2017, Main Street's total Investment Portfolio had five investments on non-accrual status, which comprised approximately 0.2% of its fair value and 2.6% of its cost. As of December 31, 2016, Main Street's total Investment Portfolio had four investments on non-accrual status, which comprised approximately 0.6% of its fair value and 3.0% of its cost.

Main Street holds certain debt and preferred equity instruments in its Investment Portfolio that contain payment-in-kind ("PIK") interest and cumulative dividend provisions. The PIK interest, computed at the contractual rate specified in each debt agreement, is periodically added to the principal balance of the debt and is recorded as interest income. Thus, the actual collection of this interest may be deferred until the time of debt principal repayment. Cumulative dividends are recorded as dividend income, and any dividends in arrears are added to the balance of the preferred equity investment. The actual collection of these dividends in arrears may be deferred until such time as the preferred equity is redeemed or sold. To maintain RIC tax treatment (as discussed in Note B.9. below), these non-cash sources of income may need to be paid out to stockholders in the form of distributions, even though Main Street may not have collected the PIK interest and cumulative dividends in cash. Main Street stops accruing PIK interest and cumulative dividends and writes off any accrued and uncollected interest and dividends in arrears when it determines that such PIK interest and dividends in arrears are no longer collectible. For the three months ended June 30, 2017 and 2016, (i) approximately 3.0% and 4.1%, respectively, of Main Street's total investment income was attributable to PIK interest income not paid currently in cash and (ii) approximately 1.8% and 0.7%, respectively, of Main Street's total investment income was attributable to cumulative dividend income not paid currently in cash. For the six months ended June 30, 2017 and 2016, (i) approximately 3.2% and 3.6%, respectively, of Main Street's total investment income was attributable to PIK interest income not paid currently in cash and (ii) approximately 1.8% and 0.8%, respectively, of Main Street's total investment income was attributable to cumulative dividend income not paid currently in cash.

Main Street may periodically provide services, including structuring and advisory services, to its portfolio companies or other third parties. For services that are separately identifiable and evidence exists to substantiate fair value, fee income is recognized as earned, which is generally when the investment or other applicable transaction closes. Fees received in connection with debt financing transactions for services that do not meet these criteria are treated as debt origination fees and are deferred and accreted into income over the life of the financing.

Table of Contents**MAIN STREET CAPITAL CORPORATION****Notes to Consolidated Financial Statements (Continued)****(Unaudited)**

A presentation of the investment income Main Street received from its Investment Portfolio in each of the periods presented is as follows:

| | Three Months Ended June 30, | | Six Months Ended June 30, | |
|--|--|------------------|--------------------------------------|------------------|
| | 2017 | 2016 | 2017 | 2016 |
| | (dollars in thousands) | | | |
| Interest, fee and dividend income: | | | | |
| Interest income | \$ 39,065 | \$ 33,419 | \$ 77,528 | \$ 65,601 |
| Dividend income | 8,128 | 7,735 | 15,110 | 15,364 |
| Fee income | 3,078 | 1,711 | 5,522 | 3,776 |
| Total interest, fee and dividend income | \$ 50,271 | \$ 42,865 | \$ 98,160 | \$ 84,741 |

5. Deferred Financing Costs

Deferred financing costs include commitment fees and other costs related to Main Street's multi-year revolving credit facility (the "Credit Facility", as discussed further in Note F) and its notes (as discussed further in Note G), as well as the commitment fees and leverage fees (approximately 3.4% of the total commitment and draw amounts, as applicable) on the SBIC debentures (as discussed further in Note E) which are not accounted for under the fair value option under ASC 825 (as discussed further in Note B.11.). Deferred financing costs in connection with our Credit Facility are capitalized as an asset. Deferred financing costs in connection with all other debt arrangements not using the fair value option are a direct deduction from the related debt liability.

6. Equity Offering Costs

The Company's offering costs are charged against the proceeds from equity offerings when the proceeds are received.

7. Unearned Income Debt Origination Fees and Original Issue Discount and Discounts / Premiums to Par Value

Main Street capitalizes debt origination fees received in connection with financings and reflects such fees as unearned income netted against the applicable debt investments. The unearned income from the fees is accreted into income based on the effective interest method over the life of the financing.

In connection with its portfolio debt investments, Main Street sometimes receives nominal cost warrants or warrants with an exercise price below the fair value of the underlying equity (together, "nominal cost equity") that are valued as part of the negotiation process with the particular portfolio company. When Main Street receives nominal cost equity, Main Street allocates its cost basis in its investment between its debt security and its nominal cost equity at the time of origination based on amounts negotiated with the particular portfolio company. The allocated amounts are based upon the fair value of the nominal cost equity, which is then used to determine the allocation of cost to the debt security. Any discount recorded on a debt investment resulting from this allocation is reflected as unearned income, which is netted against the applicable debt investment, and accreted into interest income based on the effective interest method over the life of the debt investment. The actual collection of this interest is deferred until the time of debt principal repayment.

Table of Contents

MAIN STREET CAPITAL CORPORATION

Notes to Consolidated Financial Statements (Continued)

(Unaudited)

Main Street may also purchase debt securities at a discount or at a premium to the par value of the debt security. In the case of a purchase at a discount, Main Street records the investment at the par value of the debt security net of the discount, and the discount is accreted into interest income based on the effective interest method over the life of the debt investment. In the case of a purchase at a premium, Main Street records the investment at the par value of the debt security plus the premium, and the premium is amortized as a reduction to interest income based on the effective interest method over the life of the debt investment.

To maintain RIC tax treatment (as discussed in Note B.9. below), these non-cash sources of income may need to be paid out to stockholders in the form of distributions, even though Main Street may not have collected the interest income. For the three months ended June 30, 2017 and 2016, approximately 3.6% and 3.0%, respectively, of Main Street's total investment income was attributable to interest income from the accretion of discounts associated with debt investments, net of any premium reduction. For the six months ended June 30, 2017 and 2016, approximately 3.6% and 2.8%, respectively, of Main Street's total investment income was attributable to interest income from the accretion of discounts associated with debt investments, net of any premium reduction.

8. Share-Based Compensation

Main Street accounts for its share-based compensation plans using the fair value method, as prescribed by ASC 718, *Compensation Stock Compensation*. Accordingly, for restricted stock awards, Main Street measures the grant date fair value based upon the market price of its common stock on the date of the grant and amortizes the fair value of the awards as share-based compensation expense over the requisite service period, which is generally the vesting term.

Effective January 1, 2016, Main Street elected early adoption of Accounting Standards Update ("ASU") 2016-09, *Compensation Stock Compensation: Improvements to Employee Share-Based Payment Accounting* ("ASU 2016-09," as discussed further below in Note B.13.). ASU 2016-09 requires that all excess tax benefits and tax deficiencies (including tax benefits of dividends on share-based payment awards) should be recognized as income tax expense or benefit in the income statement and no longer delay recognition of a tax benefit until the tax benefit is realized through a reduction to taxes payable. The tax effects of exercised or vested awards should be treated as discrete items in the reporting period in which they occur. Additionally, ASU 2016-09 allows an entity to make an entity-wide accounting policy election to either estimate the number of awards that are expected to vest, net of forfeitures, (current GAAP) or account for forfeitures when they occur. Amendments related to the timing of when excess tax benefits are recognized, minimum statutory withholding requirements, forfeitures and intrinsic value should be applied using a modified retrospective transition method by means of a cumulative-effect adjustment to equity as of the beginning of the period in which the guidance is adopted. As such, Main Street recorded a \$1.8 million adjustment to "Net Unrealized Appreciation, Net of Income Taxes" on the consolidated balance sheet to capture the cumulative tax effect as of January 1, 2016. Main Street has elected to account for forfeitures as they occur and this change had no impact on its consolidated financial statements. The additional amendments (cash flows classification, minimum statutory tax withholding requirements and classification of awards as either a liability or equity) did not have an effect on Main Street's consolidated financial statements.

Table of Contents

MAIN STREET CAPITAL CORPORATION

Notes to Consolidated Financial Statements (Continued)

(Unaudited)

9. Income Taxes

MSCC has elected to be treated for U.S. federal income tax purposes as a RIC. MSCC's taxable income includes the taxable income generated by MSCC and certain of its subsidiaries, including the Funds, which are treated as disregarded entities for tax purposes. As a RIC, MSCC generally will not pay corporate-level U.S. federal income taxes on any net ordinary taxable income or capital gains that MSCC distributes to its stockholders. MSCC must generally distribute at least 90% of its "investment company taxable income" (which is generally its net ordinary taxable income and realized net short-term capital gains in excess of realized net long-term capital losses) and 90% of its tax-exempt income to maintain its RIC status (pass-through tax treatment for amounts distributed). As part of maintaining RIC status, undistributed taxable income (subject to a 4% non-deductible U.S. federal excise tax) pertaining to a given fiscal year may be distributed up to 12 months subsequent to the end of that fiscal year, provided such dividends are declared on or prior to the later of (i) the filing of the U.S. federal income tax return for the applicable fiscal year or (ii) the fifteenth day of the ninth month following the close of the year in which such taxable income was generated.

The Taxable Subsidiaries primarily hold certain portfolio investments for Main Street. The Taxable Subsidiaries permit Main Street to hold equity investments in portfolio companies which are "pass-through" entities for tax purposes and to continue to comply with the "source-income" requirements contained in the RIC tax provisions of the Code. The Taxable Subsidiaries are consolidated with Main Street for U.S. GAAP financial reporting purposes, and the portfolio investments held by the Taxable Subsidiaries are included in Main Street's consolidated financial statements as portfolio investments and recorded at fair value. The Taxable Subsidiaries are not consolidated with MSCC for income tax purposes and may generate income tax expense, or benefit, and tax assets and liabilities, as a result of their ownership of certain portfolio investments. The taxable income, or loss, of the Taxable Subsidiaries may differ from its book income, or loss, due to temporary book and tax timing differences and permanent differences. This income tax expense, or benefit, if any, and the related tax assets and liabilities, are reflected in Main Street's consolidated financial statements.

The Taxable Subsidiaries use the liability method in accounting for income taxes. Deferred tax assets and liabilities are recorded for temporary differences between the tax basis of assets and liabilities and their reported amounts in the consolidated financial statements, using statutory tax rates in effect for the year in which the temporary differences are expected to reverse. A valuation allowance is provided, if necessary, against deferred tax assets when it is more likely than not that some portion or all of the deferred tax asset will not be realized.

Taxable income generally differs from net income for financial reporting purposes due to temporary and permanent differences in the recognition of income and expenses. Taxable income generally excludes net unrealized appreciation or depreciation, as investment gains or losses are not included in taxable income until they are realized.

10. Net Realized Gains or Losses and Net Change in Unrealized Appreciation or Depreciation

Realized gains or losses are measured by the difference between the net proceeds from the sale or redemption of an investment or a financial instrument and the cost basis of the investment or financial instrument, without regard to unrealized appreciation or depreciation previously recognized, and includes investments written-off during the period net of recoveries and realized gains or losses from in-kind redemptions. Net change in unrealized appreciation or depreciation reflects the net change in

Table of Contents

MAIN STREET CAPITAL CORPORATION

Notes to Consolidated Financial Statements (Continued)

(Unaudited)

the fair value of the Investment Portfolio and financial instruments and the reclassification of any prior period unrealized appreciation or depreciation on exited investments and financial instruments to realized gains or losses.

11. Fair Value of Financial Instruments

Fair value estimates are made at discrete points in time based on relevant information. These estimates may be subjective in nature and involve uncertainties and matters of significant judgment and, therefore, cannot be determined with precision. Main Street believes that the carrying amounts of its financial instruments, consisting of cash and cash equivalents, receivables, payables and other liabilities approximate the fair values of such items due to the short-term nature of these instruments.

As part of Main Street's acquisition of the majority of the equity interests of MSC II in January 2010 (the "MSC II Acquisition"), Main Street elected the fair value option under ASC 825, *Financial Instruments* ("ASC 825") relating to accounting for debt obligations at their fair value, for the MSC II SBIC debentures acquired as part of the acquisition accounting related to the MSC II Acquisition and values those obligations as discussed further in Note C. In order to provide for a more consistent basis of presentation, Main Street has continued to elect the fair value option for SBIC debentures issued by MSC II subsequent to the MSC II Acquisition. When the fair value option is elected for a given SBIC debenture, the deferred loan costs associated with the debenture are fully expensed in the current period to "Net Change in Unrealized Appreciation (Depreciation) SBIC debentures" as part of the fair value adjustment. Interest incurred in connection with SBIC debentures which are valued at fair value is included in interest expense.

12. Earnings per Share

Basic and diluted per share calculations are computed utilizing the weighted-average number of shares of common stock outstanding for the period. In accordance with ASC 260, *Earnings Per Share*, the unvested shares of restricted stock awarded pursuant to Main Street's equity compensation plans are participating securities and, therefore, are included in the basic earnings per share calculation. As a result, for all periods presented, there is no difference between diluted earnings per share and basic earnings per share amounts.

13. Recently Issued or Adopted Accounting Standards

In May 2014, the FASB issued ASU 2014-09, *Revenue from Contracts with Customers (Topic 606)*. ASU 2014-09 supersedes the revenue recognition requirements under ASC 605, *Revenue Recognition*, and most industry-specific guidance throughout the Industry Topics of the ASC. The core principle of the guidance is that an entity should recognize revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which an entity expects to be entitled in exchange for those goods or services. Under the new guidance, an entity is required to perform the following five steps: (1) identify the contract(s) with a customer; (2) identify the performance obligations in the contract; (3) determine the transaction price; (4) allocate the transaction price to the performance obligations in the contract, and (5) recognize revenue when (or as) the entity satisfies a performance obligation. The new guidance will significantly enhance comparability of revenue recognition practices across entities, industries, jurisdictions and capital markets. Additionally, the guidance requires improved disclosures as to the nature, amount, timing and uncertainty of revenue that is recognized. In March 2016, the FASB issued ASU 2016-08, *Revenue from Contracts with*

Table of Contents

MAIN STREET CAPITAL CORPORATION

Notes to Consolidated Financial Statements (Continued)

(Unaudited)

Customers (Topic 606): Principal versus Agent Considerations (Reporting Revenue Gross versus Net), which clarified the implementation guidance on principal versus agent considerations. In April 2016, the FASB issued ASU 2016-10, *Revenue from Contracts with Customers (Topic 606): Identifying Performance Obligations and Licensing*, which clarified the implementation guidance regarding performance obligations and licensing arrangements. In May 2016, the FASB issued ASU No. 2016-12, *Revenue from Contracts with Customers (Topic 606) Narrow-Scope Improvements and Practical Expedients*, which clarified guidance on assessing collectability, presenting sales tax, measuring noncash consideration, and certain transition matters. In December 2016, the FASB issued ASU No. 2016-20, *Revenue from Contracts with Customers (Topic 606) Technical Corrections and Improvements*, which provided disclosure relief, and clarified the scope and application of the new revenue standard and related cost guidance. The new guidance will be effective for the annual reporting period beginning after December 15, 2017, including interim periods within that reporting period. Early adoption would be permitted for annual reporting periods beginning after December 15, 2016. Main Street expects to identify similar performance obligations under ASC 606 as compared with deliverables and separate units of account previously identified. As a result, Main Street expects timing of its revenue recognition to remain the same.

In April 2015, the FASB issued ASU 2015-03, *Interest Imputation of Interest (Subtopic 835-30): Simplifying the Presentation of Debt Issuance Costs*, which requires debt financing costs related to a recognized debt liability to be presented on the balance sheet as a direct deduction from the related debt liability, similar to the presentation of debt discounts. Additionally in August 2015, the FASB issued ASU 2015-15, *Interest Imputation of Interest: Presentation and Subsequent Measurement of Debt Issuance Costs Associated with Line-of-Credit Arrangements*, which provides further clarification on the same topic and states that the SEC would not object to the deferral and presentation of debt issuance costs as an asset and subsequent amortization of the deferred costs over the term of the line-of-credit arrangement, regardless of whether there are any outstanding borrowings on the line-of-credit arrangement. Main Street adopted the guidance for debt arrangements that are not line-of-credit arrangements as of June 30, 2017. Comparative financial statements of prior interim and annual periods have been adjusted to apply the new method retrospectively. As a result of the adoption, Main Street reclassified \$7.9 million of deferred financing costs assets to a direct deduction from the related debt liability on the consolidated balance sheet as of December 31, 2016. The adoption of this guidance had no impact on net assets, the consolidated statements of operations or the consolidated statements of cash flows.

In May 2015, the FASB issued ASU 2015-07, *Fair Value Measurements Disclosures for Certain Entities that Calculate Net Asset Value per Share*. This amendment updates guidance intended to eliminate the diversity in practice surrounding how investments measured at net asset value under the practical expedient with future redemption dates have been categorized in the fair value hierarchy. Under the updated guidance, investments for which fair value is measured at net asset value per share using the practical expedient should no longer be categorized in the fair value hierarchy, while investments for which fair value is measured at net asset value per share but the practical expedient is not applied should continue to be categorized in the fair value hierarchy. The updated guidance requires retrospective adoption for all periods presented and is effective for interim and annual reporting periods beginning after December 15, 2015, with early adoption permitted. Main Street adopted this standard during the three months ended March 31, 2016. There was no impact of the adoption of this new accounting standard on Main Street's consolidated financial statements as none of its investments are measured through the use of the practical expedient.

Table of Contents

MAIN STREET CAPITAL CORPORATION

Notes to Consolidated Financial Statements (Continued)

(Unaudited)

In February 2016, the FASB issued ASU 2016-02, *Leases*, which requires lessees to recognize on the balance sheet a right-of-use asset, representing its right to use the underlying asset for the lease term, and a lease liability for all leases with terms greater than 12 months. The guidance also requires qualitative and quantitative disclosures designed to assess the amount, timing, and uncertainty of cash flows arising from leases. The standard requires the use of a modified retrospective transition approach, which includes a number of optional practical expedients that entities may elect to apply. The new guidance is effective for annual periods beginning after December 15, 2018, and interim periods therein. Early application is permitted. While Main Street continues to assess the effect of adoption, Main Street currently believes the most significant change relates to the recognition of a new right-of-use asset and lease liability on its consolidated balance sheet for its office space operating lease. Main Street currently has one operating lease for office space and does not expect a significant change in the leasing activity between now and adoption. See further discussion of the operating lease obligation in Note M.

In March 2016, the FASB issued ASU 2016-09, which is intended to simplify several aspects of the accounting for share-based payment transactions, including the income tax consequences, classification of awards as either equity or liabilities, and classification on the statement of cash flows. The new guidance is effective for annual periods beginning after December 15, 2016, and interim periods therein. Early application is permitted. Main Street elected to early adopt this standard during the three months ended March 31, 2016. See further discussion of the impact of the adoption of this standard in Note B.8.

In August 2016, the FASB issued ASU 2016-15, *Statement of Cash Flows (Topic 230)*, which is intended to reduce the existing diversity in practice in how certain cash receipts and cash payments are presented and classified in the statement of cash flows. The guidance is effective for annual periods beginning after December 15, 2017, and interim periods therein. Early application is permitted. The impact of the adoption of this new accounting standard on Main Street's consolidated financial statements is not expected to be material.

From time to time, new accounting pronouncements are issued by the FASB or other standards setting bodies that are adopted by Main Street as of the specified effective date. Main Street believes that the impact of recently issued standards and any that are not yet effective will not have a material impact on its consolidated financial statements upon adoption.

NOTE C FAIR VALUE HIERARCHY FOR INVESTMENTS AND DEBENTURES PORTFOLIO COMPOSITION

ASC 820 defines fair value, establishes a framework for measuring fair value, establishes a fair value hierarchy based on the quality of inputs used to measure fair value, and enhances disclosure requirements for fair value measurements. Main Street accounts for its investments at fair value.

Fair Value Hierarchy

In accordance with ASC 820, Main Street has categorized its investments based on the priority of the inputs to the valuation technique into a three-level fair value hierarchy. The fair value hierarchy gives the highest priority to quoted prices in active markets for identical investments (Level 1) and the lowest priority to unobservable inputs (Level 3).

Table of Contents

MAIN STREET CAPITAL CORPORATION

Notes to Consolidated Financial Statements (Continued)

(Unaudited)

Investments recorded on Main Street's balance sheet are categorized based on the inputs to the valuation techniques as follows:

Level 1 Investments whose values are based on unadjusted quoted prices for identical assets in an active market that Main Street has the ability to access (examples include investments in active exchange-traded equity securities and investments in most U.S. government and agency securities).

Level 2 Investments whose values are based on quoted prices in markets that are not active or model inputs that are observable either directly or indirectly for substantially the full term of the investment. Level 2 inputs include the following:

Quoted prices for similar assets in active markets (for example, investments in restricted stock);

Quoted prices for identical or similar assets in non-active markets (for example, investments in thinly traded public companies);

Pricing models whose inputs are observable for substantially the full term of the investment (for example, market interest rate indices); and

Pricing models whose inputs are derived principally from, or corroborated by, observable market data through correlation or other means for substantially the full term of the investment.

Level 3 Investments whose values are based on prices or valuation techniques that require inputs that are both unobservable and significant to the overall fair value measurement (for example, investments in illiquid securities issued by private companies). These inputs reflect management's own assumptions about the assumptions a market participant would use in pricing the investment.

As required by ASC 820, when the inputs used to measure fair value fall within different levels of the hierarchy, the level within which the fair value measurement is categorized is based on the lowest level input that is significant to the fair value measurement in its entirety. For example, a Level 3 fair value measurement may include inputs that are observable (Levels 1 and 2) and unobservable (Level 3). Therefore, unrealized appreciation and depreciation related to such investments categorized within the Level 3 tables below may include changes in fair value that are attributable to both observable inputs (Levels 1 and 2) and unobservable inputs (Level 3). Main Street conducts reviews of fair value hierarchy classifications on a quarterly basis. During the classification process, Main Street may determine that it is appropriate to transfer investments between fair value hierarchy Levels. These transfers occur when Main Street has concluded that it is appropriate for the classification of an individual asset to be changed due to a change in the factors used to determine the selection of the Level. Any such changes are deemed to be effective during the quarter in which the transfer occurs.

As of June 30, 2017 and December 31, 2016, all of Main Street's LMM portfolio investments except for the equity investment in one portfolio company consisted of illiquid securities issued by private companies. The investment which was the exception was in a company with publicly traded equity. As a result, the fair value determination for the LMM portfolio investments primarily consisted of unobservable inputs. The fair value determination for the publicly traded equity security consisted of observable inputs in non-active markets for which sufficient observable inputs were available to determine the fair value. As a result, all of Main Street's LMM portfolio investments were categorized

Table of Contents

MAIN STREET CAPITAL CORPORATION

Notes to Consolidated Financial Statements (Continued)

(Unaudited)

as Level 3 as of June 30, 2017 and December 31, 2016, except for the one publicly traded equity security which was categorized as Level 2.

As of June 30, 2017 and December 31, 2016, Main Street's Middle Market portfolio investments consisted primarily of investments in secured and unsecured debt investments and independently rated debt investments. The fair value determination for these investments consisted of a combination of observable inputs in non-active markets for which sufficient observable inputs were not available to determine the fair value of these investments and unobservable inputs. As a result, all of Main Street's Middle Market portfolio investments were categorized as Level 3 as of June 30, 2017 and December 31, 2016.

As of June 30, 2017 and December 31, 2016, Main Street's Private Loan portfolio investments primarily consisted of investments in interest-bearing secured debt investments. The fair value determination for these investments consisted of a combination of observable inputs in non-active markets for which sufficient observable inputs were not available to determine the fair value of these investments and unobservable inputs. As a result, all of Main Street's Private Loan portfolio investments were categorized as Level 3 as of June 30, 2017 and December 31, 2016.

As of June 30, 2017 and December 31, 2016, Main Street's Other Portfolio investments consisted of illiquid securities issued by private companies. The fair value determination for these investments primarily consisted of unobservable inputs. As a result, all of Main Street's Other Portfolio investments were categorized as Level 3 as of June 30, 2017 and December 31, 2016.

The fair value determination of each portfolio investment categorized as Level 3 required one or more of the following unobservable inputs:

Financial information obtained from each portfolio company, including unaudited statements of operations and balance sheets for the most recent period available as compared to budgeted numbers;

Current and projected financial condition of the portfolio company;

Current and projected ability of the portfolio company to service its debt obligations;

Type and amount of collateral, if any, underlying the investment;

Current financial ratios (e.g., fixed charge coverage ratio, interest coverage ratio and net debt/EBITDA ratio) applicable to the investment;

Current liquidity of the investment and related financial ratios (e.g., current ratio and quick ratio);

Pending debt or capital restructuring of the portfolio company;

Projected operating results of the portfolio company;

Current information regarding any offers to purchase the investment;

Edgar Filing: Main Street Capital CORP - Form 10-Q

Current ability of the portfolio company to raise any additional financing as needed;

Changes in the economic environment which may have a material impact on the operating results of the portfolio company;

Table of Contents**MAIN STREET CAPITAL CORPORATION****Notes to Consolidated Financial Statements (Continued)****(Unaudited)**

Internal occurrences that may have an impact (both positive and negative) on the operating performance of the portfolio company;

Qualitative assessment of key management;

Contractual rights, obligations or restrictions associated with the investment; and

Other factors deemed relevant.

The significant unobservable inputs used in the fair value measurement of Main Street's LMM equity securities, which are generally valued through an average of the discounted cash flow technique and the market comparable/enterprise value technique (unless one of these approaches is determined to not be appropriate), are (i) EBITDA multiples and (ii) the weighted-average cost of capital ("WACC"). Significant increases (decreases) in EBITDA multiple inputs in isolation would result in a significantly higher (lower) fair value measurement. On the contrary, significant increases (decreases) in WACC inputs in isolation would result in a significantly lower (higher) fair value measurement. The significant unobservable inputs used in the fair value measurement of Main Street's LMM, Middle Market, Private Loan and Other Portfolio debt securities are (i) risk adjusted discount rates used in the Yield-to-Maturity valuation technique (described in Note B.1. Valuation of the Investment Portfolio) and (ii) the percentage of expected principal recovery. Significant increases (decreases) in any of these discount rates in isolation would result in a significantly lower (higher) fair value measurement. Significant increases (decreases) in any of these expected principal recovery percentages in isolation would result in a significantly higher (lower) fair value measurement. However, due to the nature of certain investments, fair value measurements may be based on other criteria, such as third-party appraisals of collateral and fair values as determined by independent third parties, which are not presented in the tables below.

The following tables provide a summary of the significant unobservable inputs used to fair value Main Street's Level 3 portfolio investments as of June 30, 2017 and December 31, 2016:

| Type of Investment | Fair Value as of June 30, 2017 (in thousands) | Valuation Technique | Significant Unobservable Inputs | Range(3) | Weighted Average(3) | Median(3) |
|---------------------------|--|---|---|--|--------------------------------|------------------|
| Equity investments | \$ 595,462 | Discounted cash flow Market comparable / Enterprise Value | Weighted-average cost of capital EBITDA multiple(1) | 10.2% - 22.6% 4.5x - 8.5x(2) | 12.5% 7.2x | 13.1% 6.0x |
| Debt investments | \$ 839,680 | Discounted cash flow | Risk adjusted discount factor Expected principal recovery percentage | 6.7% - 16.8%(2) 3.0% - 100.0% | 11.2% 99.7% | 11.3% 100.0% |
| Debt investments | \$ 639,634 | Market approach | Third-party quote | 17.3 - 105.0 | | |
| Total Level 3 investments | \$ 2,074,776 | | | | | |

(1)

Edgar Filing: Main Street Capital CORP - Form 10-Q

EBITDA may include proforma adjustments and/or other addbacks based on specific circumstances related to each investment.

- (2) Range excludes outliers that are greater than one standard deviation from the mean. Including these outliers, the range for EBITDA multiple is 4.0x - 17.5x and the range for risk adjusted discount factor is 4.4% - 49.0%.
- (3) Does not include investments for which the valuation technique does not include the use of the applicable fair value input.

Table of Contents**MAIN STREET CAPITAL CORPORATION****Notes to Consolidated Financial Statements (Continued)****(Unaudited)**

| Type of Investment | Fair Value as of December 31, 2016 (in thousands) | Valuation Technique | Significant Unobservable Inputs | Range(3) | Weighted Average(3) | Median(3) |
|---------------------------|---|---|---|----------------------------------|------------------------|-----------------|
| Equity investments | \$ 567,003 | Discounted cash flow Market comparable / Enterprise Value | Weighted-average cost of capital EBITDA multiple(1) | 10.4% - 23.1% 4.5x - 8.5x(2) | 13.0% 7.1x | 13.7% 6.0x |
| Debt investments | \$ 808,895 | Discounted cash flow | Risk adjusted discount factor Expected principal recovery percentage | 7.4% - 15.9%(2) 3.0% - 100.0% | 11.8% 99.7% | 11.6% 100.0% |
| Debt investments | \$ 618,928 | Market approach | Third-party quote | 22.5 - 108.0 | | |
| Total Level 3 investments | \$ 1,994,826 | | | | | |

- (1) EBITDA may include proforma adjustments and/or other addbacks based on specific circumstances related to each investment.
- (2) Range excludes outliers that are greater than one standard deviation from the mean. Including these outliers, the range for EBITDA multiple is 3.3x - 17.5x and the range for risk adjusted discount factor is 4.8% - 38.0%.
- (3) Does not include investments for which the valuation technique does not include the use of the applicable fair value input.

The following tables provide a summary of changes in fair value of Main Street's Level 3 portfolio investments for the six month periods ended June 30, 2017 and 2016 (amounts in thousands):

| Type of Investment | Fair Value as of December 31, 2016 | Transfers Into Level 3 Hierarchy | Redemptions/ Repayments | New Investments | Net Changes from Unrealized to Realized | Net Unrealized Appreciation (Depreciation) | Other(1) | Fair Value as of June 30, 2017 |
|--------------------|---|---|----------------------------|--------------------|---|---|------------|---|
| Debt | \$ 1,427,823 | \$ | \$ (401,100) | \$ 463,717 | \$ 4,917 | \$ (9,987) | \$ (6,056) | \$ 1,479,314 |
| Equity | 549,453 | | (14,318) | 45,446 | (27,523) | 23,578 | 6,056 | 582,692 |
| Equity Warrant | 17,550 | | (2,802) | 331 | (2,688) | 379 | | 12,770 |
| | \$ 1,994,826 | \$ | \$ (418,220) | \$ 509,494 | \$ (25,294) | \$ 13,970 | \$ | \$ 2,074,776 |

- (1) Includes the impact of non-cash conversions.

| Type of Investment | Fair Value as of | Transfer Into | Redemptions/ Repayments | New Investments | Net Changes | Net Unrealized | Other(1) | Fair Value as of |
|--------------------|---------------------|------------------|----------------------------|--------------------|----------------|-------------------|----------|---------------------|
|--------------------|---------------------|------------------|----------------------------|--------------------|----------------|-------------------|----------|---------------------|

Edgar Filing: Main Street Capital CORP - Form 10-Q

| | December 31, Level 3 2015 Hierarchy | | | from Appreciation Unrealized (Depreciation) to Realized | | | June 30, 2016 |
|----------------|--|-----------|---------|--|----------|---------|------------------|
| Debt | 1,265,544 | (193,590) | 273,126 | 19,795 | (10,052) | (5,028) | 1,349,795 |
| Equity | 519,966 | (6,040) | 49,753 | (45,501) | 496 | 5,028 | 523,702 |
| Equity Warrant | 10,646 | (235) | 2,819 | 235 | (1,134) | | 12,331 |
| | 1,796,156 | (199,865) | 325,698 | (25,471) | (10,690) | | 1,885,828 |

(1) Includes the impact of non-cash conversions.

As of June 30, 2017 and December 31, 2016, the fair value determination for the SBIC debentures recorded at fair value primarily consisted of unobservable inputs. As a result, the SBIC debentures which are recorded at fair value were categorized as Level 3. Main Street determines the fair value of these instruments primarily using a Yield-to-Maturity approach that analyzes the discounted cash flows of interest and principal for each SBIC debenture recorded at fair value based on estimated market interest rates for debt instruments of similar structure, terms, and maturity. Main Street's estimate of the expected repayment date of principal for each SBIC debenture recorded at fair value is the legal maturity date of the instrument. The significant unobservable inputs used in the fair value measurement of Main Street's SBIC debentures recorded at fair value are the estimated market interest rates used to fair value each debenture using the yield valuation technique described above. Significant increases

Table of Contents**MAIN STREET CAPITAL CORPORATION****Notes to Consolidated Financial Statements (Continued)****(Unaudited)**

(decreases) in the estimated market interest rates in isolation would result in a significantly lower (higher) fair value measurement.

The following tables provide a summary of the significant unobservable inputs used to fair value Main Street's Level 3 SBIC debentures as of June 30, 2017 and December 31, 2016 (amounts in thousands):

| Type of Instrument | Fair Value as of June 30, 2017 | Valuation Technique | Significant Unobservable Inputs | Range | Weighted Average |
|--------------------|--------------------------------|----------------------|---------------------------------|-------------|------------------|
| SBIC debentures | \$ 49,191 | Discounted cash flow | Estimated market interest rates | 4.2% - 5.0% | 4.5% |

| Type of Instrument | Fair Value as of December 31, 2016 | Valuation Technique | Significant Unobservable Inputs | Range | Weighted Average |
|--------------------|------------------------------------|----------------------|---------------------------------|-------------|------------------|
| SBIC debentures | \$ 74,803 | Discounted cash flow | Estimated market interest rates | 3.4% - 5.3% | 4.2% |

The following tables provide a summary of changes for the Level 3 SBIC debentures recorded at fair value for the six month periods ended June 30, 2017 and 2016 (amounts in thousands):

| Type of Instrument | Fair Value as of December 31, 2016 | Repayments | Net Realized Loss | New SBIC Debentures | Net Unrealized (Appreciation) Depreciation | Fair Value as of June 30, 2017 |
|-------------------------------|------------------------------------|-------------|-------------------|---------------------|--|--------------------------------|
| SBIC debentures at fair value | \$ 74,803 | \$ (25,200) | \$ 5,217 | \$ | \$ (5,629) | \$ 49,191 |

| Type of Instrument | Fair Value as of December 31, 2015 | Repayments | Net Realized Loss | New SBIC Debentures | Net Unrealized (Appreciation) Depreciation | Fair Value as of June 30, 2016 |
|-------------------------------|------------------------------------|------------|-------------------|---------------------|--|--------------------------------|
| SBIC debentures at fair value | \$ 73,860 | \$ | \$ | \$ | \$ 19 | \$ 73,879 |

Table of Contents**MAIN STREET CAPITAL CORPORATION****Notes to Consolidated Financial Statements (Continued)****(Unaudited)**

At June 30, 2017 and December 31, 2016, Main Street's investments and SBIC debentures at fair value were categorized as follows in the fair value hierarchy for ASC 820 purposes:

| | Fair Value | Fair Value Measurements (in thousands) | | |
|--|--------------|---|---|--|
| | | Quoted Prices in Active Markets for Identical Assets (Level 1) | Significant Other Observable Inputs (Level 2) | Significant Unobservable Inputs (Level 3) |
| At June 30, 2017 | | | | |
| LMM portfolio investments | \$ 932,074 | \$ | \$ 2,170 | \$ 929,904 |
| Middle Market portfolio investments | 624,060 | | | 624,060 |
| Private Loan portfolio investments | 379,809 | | | 379,809 |
| Other Portfolio investments | 103,899 | | | 103,899 |
| External Investment Manager | 37,104 | | | 37,104 |
| Total portfolio investments | 2,076,946 | | 2,170 | 2,074,776 |
| Marketable securities and idle funds investments | | | | |
| Total investments | \$ 2,076,946 | \$ | \$ 2,170 | \$ 2,074,776 |
| SBIC debentures at fair value | \$ 49,191 | \$ | \$ | \$ 49,191 |

| | Fair Value | Fair Value Measurements (in thousands) | | |
|--|------------|--|---|--|
| | | Quoted Prices in Active Markets for Identical Assets (Level 1) | Significant Other Observable Inputs (Level 2) | Significant Unobservable Inputs (Level 3) |
| At December 31, 2016 | | | | |
| LMM portfolio investments | \$ 892,592 | \$ | \$ 2,080 | \$ 890,512 |
| Middle Market portfolio investments | 630,578 | | | 630,578 |
| Private Loan portfolio investments | 342,867 | | | 342,867 |
| Other Portfolio investments | 100,252 | | | 100,252 |
| External Investment Manager | 30,617 | | | 30,617 |
| Total portfolio investments | 1,996,906 | | 2,080 | 1,994,826 |
| Marketable securities and idle funds investments | | | | |

Edgar Filing: Main Street Capital CORP - Form 10-Q

| | | | | | | |
|-------------------|----|-----------|----|-------|----|-----------|
| Total investments | \$ | 1,996,906 | \$ | 2,080 | \$ | 1,994,826 |
|-------------------|----|-----------|----|-------|----|-----------|

| | | | | | | |
|-------------------------------|----|--------|----|--|----|--------|
| SBIC debentures at fair value | \$ | 74,803 | \$ | | \$ | 74,803 |
|-------------------------------|----|--------|----|--|----|--------|

Investment Portfolio Composition

Main Street's LMM portfolio investments primarily consist of secured debt, equity warrants and direct equity investments in privately held, LMM companies based in the United States. Main Street's LMM portfolio companies generally have annual revenues between \$10 million and \$150 million, and its LMM investments generally range in size from \$5 million to \$50 million. The LMM debt investments are typically secured by either a first or second priority lien on the assets of the portfolio

Table of Contents

MAIN STREET CAPITAL CORPORATION

Notes to Consolidated Financial Statements (Continued)

(Unaudited)

company, generally bear interest at fixed rates, and generally have a term of between five and seven years from the original investment date. In most LMM portfolio investments, Main Street receives nominally priced equity warrants and/or makes direct equity investments in connection with a debt investment.

Main Street's Middle Market portfolio investments primarily consist of direct investments in or secondary purchases of interest-bearing debt securities in privately held companies based in the United States that are generally larger in size than the companies included in Main Street's LMM portfolio. Main Street's Middle Market portfolio companies generally have annual revenues between \$150 million and \$1.5 billion, and its Middle Market investments generally range in size from \$3 million to \$15 million. Main Street's Middle Market portfolio debt investments are generally secured by either a first or second priority lien on the assets of the portfolio company and typically have a term of between three and seven years from the original investment date.

Main Street's private loan ("Private Loan") portfolio investments are primarily debt securities in privately held companies which have been originated through strategic relationships with other investment funds on a collaborative basis, and are often referred to in the debt markets as "club deals." Private Loan investments are typically similar in size, structure, terms and conditions to investments Main Street holds in its LMM portfolio and Middle Market portfolio. Main Street's Private Loan portfolio debt investments are generally secured by either a first or second priority lien on the assets of the portfolio company and typically have a term of between three and seven years from the original investment date.

Main Street's other portfolio ("Other Portfolio") investments primarily consist of investments which are not consistent with the typical profiles for LMM, Middle Market and Private Loan portfolio investments, including investments which may be managed by third parties. In the Other Portfolio, Main Street may incur indirect fees and expenses in connection with investments managed by third parties, such as investments in other investment companies or private funds. For Other Portfolio investments, Main Street generally receives distributions related to the assets held by the portfolio company. Those assets are typically expected to be liquidated over a five to ten year period.

Main Street's external asset management business is conducted through its External Investment Manager. The External Investment Manager earns management fees based on the assets of the funds under management and may earn incentive fees, or a carried interest, based on the performance of the funds managed. Main Street entered into an agreement with the External Investment Manager to share employees in connection with its asset management business generally, and specifically for its relationship with HMS Income Fund, Inc. ("HMS Income"). Through this agreement, Main Street shares employees with the External Investment Manager, including their related infrastructure, business relationships, management expertise and capital raising capabilities. In the first quarter of 2014, Main Street began allocating cost to the External Investment Manager pursuant to the sharing agreement. Main Street's total expenses for the three months ended June 30, 2017 and 2016 are net of expenses allocated to the External Investment Manager of \$1.6 million and \$1.4 million, respectively. Main Street's total expenses for the six months ended June 30, 2017 and 2016 are net of expenses allocated to the External Investment Manager of \$3.2 million and \$2.5 million, respectively.

Investment income, consisting of interest, dividends and fees, can fluctuate dramatically due to various factors, including the level of new investment activity, repayments of debt investments or sales of equity interests. Investment income in any given year could also be highly concentrated among several portfolio companies. For the three and six months ended June 30, 2017 and 2016, Main Street

Table of Contents**MAIN STREET CAPITAL CORPORATION****Notes to Consolidated Financial Statements (Continued)****(Unaudited)**

did not record investment income from any single portfolio company in excess of 10% of total investment income.

The following tables provide a summary of Main Street's investments in the LMM, Middle Market and Private Loan portfolios as of June 30, 2017 and December 31, 2016 (this information excludes the Other Portfolio investments and the External Investment Manager which are discussed further below):

| | As of June 30, 2017 | | |
|--|-----------------------|---------------|--------------|
| | LMM(a) | Middle Market | Private Loan |
| | (dollars in millions) | | |
| Number of portfolio companies | 75 | 68 | 49 |
| Fair value | \$ 932.1 | \$ 624.1 | \$ 379.8 |
| Cost | \$ 815.0 | \$ 646.3 | \$ 399.6 |
| % of portfolio at cost debt | 68.3% | 96.7% | 93.3% |
| % of portfolio at cost equity | 31.7% | 3.3% | 6.7% |
| % of debt investments at cost secured by first priority lien | 95.9% | 90.2% | 90.1% |
| Weighted-average annual effective yield(b) | 12.0% | 8.8% | 9.5% |
| Average EBITDA(c) | \$ 4.8 | \$ 92.9 | \$ 22.3 |

- (a) At June 30, 2017, Main Street had equity ownership in approximately 99% of its LMM portfolio companies, and the average fully diluted equity ownership in those portfolio companies was approximately 37%.
- (b) The weighted-average annual effective yields were computed using the effective interest rates for all debt investments at cost as of June 30, 2017, including amortization of deferred debt origination fees and accretion of original issue discount but excluding fees payable upon repayment of the debt instruments and any debt investments on non-accrual status. Weighted-average annual effective yield is higher than what an investor in shares of Main Street's common stock will realize on its investment because it does not reflect Main Street's expenses or any sales load paid by an investor.
- (c) The average EBITDA is calculated using a simple average for the LMM portfolio and a weighted-average for the Middle Market and Private Loan portfolios. These calculations exclude certain portfolio companies, including five LMM portfolio companies, two Middle Market portfolio companies and three Private Loan portfolio companies, as EBITDA is

Table of Contents**MAIN STREET CAPITAL CORPORATION****Notes to Consolidated Financial Statements (Continued)****(Unaudited)**

not a meaningful valuation metric for Main Street's investments in these portfolio companies, and those portfolio companies whose primary purpose is to own real estate.

As of December 31, 2016

| | LMM(a) | Middle Market | Private Loan |
|--|-----------------------|---------------|--------------|
| | (dollars in millions) | | |
| Number of portfolio companies | 73 | 78 | 46 |
| Fair value | \$ 892.6 | \$ 630.6 | \$ 342.9 |
| Cost | \$ 760.3 | \$ 646.8 | \$ 357.7 |
| % of total investments at cost debt | 69.1% | 97.2% | 93.5% |
| % of total investments at cost equity | 30.9% | 2.8% | 6.5% |
| % of debt investments at cost secured by first priority lien | 92.1% | 89.1% | 89.0% |
| Weighted-average annual effective yield(b) | 12.5% | 8.5% | 9.6% |
| Average EBITDA(c) | \$ 5.9 | \$ 98.6 | \$ 22.7 |

- (a) At December 31, 2016, Main Street had equity ownership in approximately 99% of its LMM portfolio companies, and the average fully diluted equity ownership in those portfolio companies was approximately 36%.
- (b) The weighted-average annual effective yields were computed using the effective interest rates for all debt investments at cost as of December 31, 2016, including amortization of deferred debt origination fees and accretion of original issue discount but excluding fees payable upon repayment of the debt instruments and any debt investments on non-accrual status. Weighted-average annual effective yield is higher than what an investor in shares of Main Street's common stock will realize on its investment because it does not reflect Main Street's expenses or any sales load paid by an investor.
- (c) The average EBITDA is calculated using a simple average for the LMM portfolio and a weighted-average for the Middle Market and Private Loan portfolios. These calculations exclude certain portfolio companies, including five LMM portfolio companies, one Middle Market portfolio company and three Private Loan portfolio companies, as EBITDA is not a meaningful valuation metric for Main Street's investments in these portfolio companies.

As of June 30, 2017, Main Street had Other Portfolio investments in ten companies, collectively totaling approximately \$103.9 million in fair value and approximately \$111.3 million in cost basis and which comprised approximately 5.0% of Main Street's Investment Portfolio at fair value. As of December 31, 2016, Main Street had Other Portfolio investments in ten companies, collectively totaling approximately \$100.3 million in fair value and approximately \$107.1 million in cost basis and which comprised approximately 5.0% of Main Street's Investment Portfolio at fair value.

As discussed further in Note A.1., Main Street holds an investment in the External Investment Manager, a wholly owned subsidiary that is treated as a portfolio investment. As of June 30, 2017, there was no cost basis in this investment and the investment had a fair value of approximately \$37.1 million, which comprised approximately 1.8% of Main Street's Investment Portfolio at fair value. As of December 31, 2016, there was no cost basis in this investment and the investment had a fair value of approximately \$30.6 million, which comprised approximately 1.5% of Main Street's Investment Portfolio at fair value.

Table of Contents**MAIN STREET CAPITAL CORPORATION****Notes to Consolidated Financial Statements (Continued)****(Unaudited)**

The following tables summarize the composition of Main Street's total combined LMM portfolio investments, Middle Market portfolio investments and Private Loan portfolio investments at cost and fair value by type of investment as a percentage of the total combined LMM portfolio investments, Middle Market portfolio investments and Private Loan portfolio investments, as of June 30, 2017 and December 31, 2016 (this information excludes the Other Portfolio investments and the External Investment Manager).

| Cost: | June 30, 2017 | December 31, 2016 |
|------------------|----------------------|--------------------------|
| First lien debt | 77.0% | 76.1% |
| Equity | 15.6% | 14.5% |
| Second lien debt | 5.9% | 7.7% |
| Equity warrants | 0.9% | 1.1% |
| Other | 0.6% | 0.6% |
| | 100.0% | 100.0% |

| Fair Value: | June 30, 2017 | December 31, 2016 |
|--------------------|----------------------|--------------------------|
| First lien debt | 70.2% | 68.7% |
| Equity | 22.9% | 22.6% |
| Second lien debt | 5.6% | 7.2% |
| Equity warrants | 0.7% | 0.9% |
| Other | 0.6% | 0.6% |
| | 100.0% | 100.0% |

The following tables summarize the composition of Main Street's total combined LMM portfolio investments, Middle Market portfolio investments and Private Loan portfolio investments by geographic region of the United States and other countries at cost and fair value as a percentage of the total combined LMM portfolio investments, Middle Market portfolio investments and Private Loan portfolio investments, as of June 30, 2017 and December 31, 2016 (this information excludes the Other Portfolio investments and the External Investment Manager). The geographic composition is determined by the location of the corporate headquarters of the portfolio company.

| Cost: | June 30, 2017 | December 31, 2016 |
|-------------------------|----------------------|--------------------------|
| Southwest | 26.2% | 29.7% |
| Midwest | 23.0% | 23.0% |
| Northeast | 17.2% | 14.8% |
| West | 16.2% | 16.1% |
| Southeast | 14.5% | 13.1% |
| Canada | 1.3% | 1.7% |
| Other Non-United States | 1.6% | 1.6% |
| | 100.0% | 100.0% |

Table of Contents**MAIN STREET CAPITAL CORPORATION****Notes to Consolidated Financial Statements (Continued)****(Unaudited)**

| Fair Value: | June 30, 2017 | December 31, 2016 |
|-------------------------|----------------------|--------------------------|
| Southwest | 26.5% | 31.0% |
| Midwest | 21.6% | 21.2% |
| West | 18.7% | 18.3% |
| Northeast | 16.5% | 13.9% |
| Southeast | 14.1% | 12.7% |
| Canada | 1.1% | 1.4% |
| Other Non-United States | 1.5% | 1.5% |
| | 100.0% | 100.0% |

Main Street's LMM portfolio investments, Middle Market portfolio investments and Private Loan portfolio investments are in companies conducting business in a variety of industries. The following tables summarize the composition of Main Street's total combined LMM portfolio investments, Middle Market portfolio investments and Private Loan portfolio investments by industry at cost and fair value

Table of Contents**MAIN STREET CAPITAL CORPORATION****Notes to Consolidated Financial Statements (Continued)****(Unaudited)**

as of June 30, 2017 and December 31, 2016 (this information excludes the Other Portfolio investments and the External Investment Manager).

| Cost: | June 30, 2017 | December 31, 2016 |
|--|----------------------|--------------------------|
| Energy Equipment & Services | 7.7% | 7.5% |
| Construction & Engineering | 6.5% | 5.3% |
| Hotels, Restaurants & Leisure | 6.2% | 6.5% |
| Media | 6.1% | 5.7% |
| Machinery | 5.6% | 5.6% |
| Commercial Services & Supplies | 4.7% | 5.0% |
| Specialty Retail | 3.8% | 4.4% |
| Diversified Telecommunication Services | 3.6% | 3.3% |
| Electronic Equipment, Instruments & Components | 3.5% | 4.5% |
| Diversified Consumer Services | 3.3% | 2.8% |
| Leisure Equipment & Products | 3.2% | 0.9% |
| Health Care Providers & Services | 3.0% | 3.0% |
| IT Services | 2.9% | 3.9% |
| Internet Software & Services | 2.9% | 3.6% |
| Software | 2.3% | 2.6% |
| Distributors | 2.2% | 1.1% |
| Diversified Financial Services | 2.1% | 2.3% |
| Health Care Equipment & Supplies | 2.1% | 2.3% |
| Computers & Peripherals | 2.1% | 2.2% |
| Communications Equipment | 2.1% | 2.3% |
| Food Products | 2.0% | 2.6% |
| Building Products | 2.0% | 2.1% |
| Aerospace & Defense | 2.0% | 0.9% |
| Auto Components | 1.7% | 3.0% |
| Professional Services | 1.7% | 1.4% |
| Oil, Gas & Consumable Fuels | 1.5% | 1.2% |
| Construction Materials | 1.3% | 0.7% |
| Road & Rail | 1.1% | 1.5% |
| Real Estate Management & Development | 1.0% | 0.7% |
| Health Care Technology | 1.0% | 0.5% |
| Air Freight & Logistics | 0.9% | 1.0% |
| Consumer Finance | 0.7% | 1.5% |
| Other(1) | 7.2% | 8.1% |
| | 100.0% | 100.0% |

(1)

Includes various industries with each industry individually less than 1.0% of the total combined LMM portfolio investments, Middle Market portfolio investments and Private Loan portfolio investments at each date.

Table of Contents**MAIN STREET CAPITAL CORPORATION****Notes to Consolidated Financial Statements (Continued)****(Unaudited)**

| Fair Value: | June 30, 2017 | December 31, 2016 |
|--|----------------------|--------------------------|
| Machinery | 6.9% | 6.7% |
| Construction & Engineering | 6.7% | 5.6% |
| Hotels, Restaurants & Leisure | 6.3% | 6.5% |
| Diversified Consumer Services | 6.3% | 5.5% |
| Energy Equipment & Services | 6.3% | 5.8% |
| Media | 5.6% | 5.2% |
| Commercial Services & Supplies | 4.7% | 5.0% |
| Specialty Retail | 3.9% | 4.6% |
| Leisure Equipment & Products | 3.1% | 0.9% |
| Electronic Equipment, Instruments & Components | 3.0% | 3.9% |
| IT Services | 3.0% | 3.7% |
| Health Care Providers & Services | 2.9% | 2.9% |
| Internet Software & Services | 2.7% | 3.5% |
| Diversified Telecommunication Services | 2.7% | 2.5% |
| Computers & Peripherals | 2.4% | 2.3% |
| Software | 2.3% | 2.6% |
| Diversified Financial Services | 2.2% | 2.3% |
| Health Care Equipment & Supplies | 2.2% | 2.4% |
| Communications Equipment | 2.1% | 2.3% |
| Distributors | 2.1% | 1.1% |
| Food Products | 1.9% | 2.4% |
| Aerospace & Defense | 1.9% | 0.8% |
| Building Products | 1.8% | 1.9% |
| Auto Components | 1.7% | 2.9% |
| Professional Services | 1.7% | 1.3% |
| Construction Materials | 1.5% | 1.0% |
| Oil, Gas & Consumable Fuels | 1.2% | 1.1% |
| Air Freight & Logistics | 1.1% | 1.1% |
| Real Estate Management & Development | 1.1% | 0.7% |
| Health Care Technology | 1.0% | 0.5% |
| Road & Rail | 1.0% | 2.5% |
| Consumer Finance | 0.6% | 1.3% |
| Other(1) | 6.1% | 7.2% |
| | 100.0% | 100.0% |

(1)

Includes various industries with each industry individually less than 1.0% of the total combined LMM portfolio investments, Middle Market portfolio investments and Private Loan portfolio investments at each date.

At June 30, 2017 and December 31, 2016, Main Street had no portfolio investment that was greater than 10% of the Investment Portfolio at fair value.

Table of Contents**MAIN STREET CAPITAL CORPORATION****Notes to Consolidated Financial Statements (Continued)****(Unaudited)****Unconsolidated Significant Subsidiaries**

In accordance with Rules 3-09 and 4-08(g) of Regulation S-X, Main Street must determine which of its unconsolidated controlled portfolio companies, if any, are considered "significant subsidiaries." In evaluating these unconsolidated controlled portfolio companies, there are three tests utilized to determine if any of Main Street's Control Investments (as defined in Note A, including those unconsolidated controlled portfolio companies in which Main Street does not own greater than 50% of the voting securities) are considered significant subsidiaries: the investment test, the asset test and the income test. Rule 3-09 of Regulation S-X, as interpreted by the SEC, requires Main Street to include separate audited financial statements of an unconsolidated majority-owned subsidiary (Control Investments in which Main Street owns greater than 50% of the voting securities) in an annual report if any of the three tests exceed 20% of Main Street's total investments at fair value, total assets or total income, respectively. Rule 4-08(g) of Regulation S-X requires summarized financial information of a Control Investment in an annual report if any of the three tests exceeds 10% of Main Street's annual total amounts and Rule 10-01(b)(1) of Regulation S-X requires summarized financial information in a quarterly report if any of the three tests exceeds 20% of Main Street's year-to-date total amounts.

As of June 30, 2017 and December 31, 2016, Main Street had no single investment that represented greater than 20% of its total Investment Portfolio at fair value and no single investment whose total assets represented greater than 20% of its total assets. After performing the income test for the six months ended June 30, 2017, Main Street determined that the income from no single investment generated more than 20% of Main Street's total income. After performing the income test for the six months ended June 30, 2016, Main Street determined that its income from one of its Control Investments individually generated more than 20% of its total income, primarily due to the unrealized appreciation that was recognized on the investment during the six months ended June 30, 2016. As such, CBT Nuggets, LLC, an unconsolidated portfolio company that was a Control Investment, but which was not majority-owned by Main Street, was considered a significant subsidiary as of June 30, 2016.

The following table shows the summarized financial information for CBT Nuggets, LLC:

| | As of June 30, 2017 | As of December 31, 2016 |
|---------------------------|------------------------------------|--|
| | (dollars in thousands) | |
| Balance Sheet Data | | |
| Current Assets | \$ 9,840 | \$ 7,275 |
| Noncurrent Assets | 12,428 | 13,610 |
| Current Liabilities | 18,264 | 17,883 |
| Noncurrent Liabilities | | |

Table of Contents**MAIN STREET CAPITAL CORPORATION****Notes to Consolidated Financial Statements (Continued)****(Unaudited)**

| | Six Months Ended June 30, | |
|------------------------------|--------------------------------------|-------------|
| | 2017 | 2016 |
| | (dollars in thousands) | |
| Summary of Operations | | |
| Total Revenue | \$ 20,563 | \$ 18,283 |
| Gross Profit | 17,262 | 15,819 |
| Income from Operations | 5,464 | 6,275 |
| Net Income | 6,605 | 5,953 |

NOTE D EXTERNAL INVESTMENT MANAGER

As discussed further in Note A.1., the External Investment Manager provides investment management and other services to External Parties. The External Investment Manager is accounted for as a portfolio investment of MSCC since the External Investment Manager conducts all of its investment management activities for External Parties.

During May 2012, Main Street entered into an investment sub-advisory agreement with HMS Adviser, LP ("HMS Adviser"), which is the investment advisor to HMS Income, a non-listed BDC, to provide certain investment advisory services to HMS Adviser. In December 2013, after obtaining required no-action relief from the SEC to allow it to own a registered investment adviser, Main Street assigned the sub-advisory agreement to the External Investment Manager since the fees received from such arrangement could otherwise have negative consequences on MSCC's ability to meet the source-of-income requirement necessary for it to maintain its RIC tax treatment. Under the investment sub-advisory agreement, the External Investment Manager is entitled to 50% of the base management fee and the incentive fees earned by HMS Adviser under its advisory agreement with HMS Income. Based upon several fee waiver agreements with HMS Income and HMS Adviser, the External Investment Manager did not begin accruing the base management fee and incentive fees, if any, until January 1, 2014. The External Investment Manager has conditionally agreed to waive a limited amount of the incentive fees otherwise earned. During the three months ended June 30, 2017 and 2016, the External Investment Manager earned \$2.7 million and \$2.3 million, respectively, of management fees (net of fees waived, if any) under the sub-advisory agreement with HMS Adviser. During the six months ended June 30, 2017 and 2016, the External Investment Manager earned \$5.3 million and \$4.6 million, respectively, of management fees (net of fees waived, if any) under the sub-advisory agreement with HMS Adviser.

The investment in the External Investment Manager is accounted for using fair value accounting, with the fair value determined by Main Street and approved, in good faith, by Main Street's Board of Directors. Main Street determines the fair value of the External Investment Manager using the Waterfall valuation method under the market approach (see further discussion in Note B.1.). Any change in fair value of the investment in the External Investment Manager is recognized on Main Street's consolidated statements of operations in "Net Change in Unrealized Appreciation (Depreciation) Portfolio investments."

The External Investment Manager has elected, for tax purposes, to be treated as a taxable entity, is not consolidated with Main Street for income tax purposes and is taxed at normal corporate tax rates based on its taxable income and, as a result of its activities, may generate income tax expense or benefit. The External Investment Manager has elected to be treated as a taxable entity to enable it to

Table of Contents**MAIN STREET CAPITAL CORPORATION****Notes to Consolidated Financial Statements (Continued)****(Unaudited)**

receive fee income and to allow MSCC to continue to comply with the "source-income" requirements contained in the RIC tax provisions of the Code. The taxable income, or loss, of the External Investment Manager may differ from its book income, or loss, due to temporary book and tax timing differences and permanent differences. The External Investment Manager provides for any income tax expense, or benefit, and any tax assets or liabilities in its separate financial statements.

Main Street shares employees with the External Investment Manager and allocates costs related to such shared employees to the External Investment Manager generally based on a combination of the direct time spent, new investment origination activity and assets under management, depending on the nature of the expense. For the three months ended June 30, 2017 and 2016, Main Street allocated \$1.6 million and \$1.4 million of total expenses, respectively, to the External Investment Manager. For the six months ended June 30, 2017 and 2016, Main Street allocated \$3.2 million and \$2.5 million of total expenses, respectively, to the External Investment Manager. The total contribution of the External Investment Manager to Main Street's net investment income consists of the combination of the expenses allocated to the External Investment Manager and dividend income from the External Investment Manager. For the three months ended June 30, 2017 and 2016, the total contribution to Main Street's net investment income was \$2.4 million and \$2.0 million, respectively. For the six months ended June 30, 2017 and 2016, the total contribution to Main Street's net investment income was \$4.6 million and \$3.8 million, respectively.

Summarized financial information from the separate financial statements of the External Investment Manager as of June 30, 2017 and December 31, 2016 and for the three and six months ended June 30, 2017 and 2016 is as follows:

| | As of June 30, 2017 | As of December 31, 2016 |
|---|---------------------------|-------------------------------|
| | (dollars in thousands) | |
| Cash | \$ 84 | \$ |
| Accounts receivable HMS Income | 2,687 | 2,496 |
| Total assets | \$ 2,771 | \$ 2,496 |
| Accounts payable to MSCC and its subsidiaries | \$ 1,922 | \$ 1,635 |
| Dividend payable to MSCC | 726 | 719 |
| Taxes payable | 123 | 142 |
| Equity | | |
| Total liabilities and equity | \$ 2,771 | \$ 2,496 |

Table of Contents**MAIN STREET CAPITAL CORPORATION****Notes to Consolidated Financial Statements (Continued)****(Unaudited)**

| | Three Months Ended June 30, | | Six Months Ended June 30, | |
|--|--------------------------------|----------|------------------------------|----------|
| | 2017 | 2016 | 2017 | 2016 |
| | (dollars in thousands) | | | |
| Management fee income | \$ 2,674 | \$ 2,336 | \$ 5,294 | \$ 4,587 |
| Expenses allocated from MSCC or its subsidiaries: | | | | |
| Salaries, share-based compensation and other personnel costs | (1,026) | (961) | (1,945) | (1,689) |
| Other G&A expenses | (602) | (400) | (1,207) | (826) |
| Total allocated expenses | (1,628) | (1,361) | (3,152) | (2,515) |
| Pre-tax income | 1,046 | 975 | 2,142 | 2,072 |
| Tax expense | (320) | (357) | (722) | (756) |
| Net income | \$ 726 | \$ 618 | \$ 1,420 | \$ 1,316 |

NOTE E SBIC DEBENTURES

Due to each of the Funds' status as a licensed SBIC, Main Street has the ability to issue, through the Funds, debentures guaranteed by the SBA up to a maximum amount of \$350.0 million through its three existing SBIC licenses. SBIC debentures payable were \$261.2 million and \$240.0 million at June 30, 2017 and December 31, 2016, respectively. SBIC debentures provide for interest to be paid semiannually, with principal due at the applicable 10-year maturity date of each debenture. During the six months ended June 30, 2017, Main Street issued \$46.4 million of SBIC debentures and opportunistically prepaid \$25.2 million of existing SBIC debentures as part of an effort to manage the maturity dates of the oldest SBIC debentures, leaving \$88.8 million of additional capacity under Main Street's SBIC licenses as of June 30, 2017. As a result of this prepayment, Main Street recognized a realized loss of \$5.2 million due to the previously recognized gain recorded as a result of recording the MSC II debentures at fair value on the date of the acquisition of MSC II. The effect of the realized loss is offset by the reversal of all previously recognized unrealized depreciation due to fair value adjustments since the date of the acquisition. Main Street expects to issue new SBIC debentures under the SBIC program in the future in an amount up to the regulatory maximum amount of \$350.0 million for affiliated SBIC funds. The weighted-average annual interest rate on the SBIC debentures was 3.7% and 4.1% as of June 30, 2017 and December 31, 2016, respectively. The first principal maturity due under the existing SBIC debentures is in 2019 and the weighted-average remaining duration as of June 30, 2017 was approximately 5.8 years. For each of the three months ended June 30, 2017 and 2016, Main Street recognized interest expense attributable to the SBIC debentures of \$2.5 million. For the six months ended June 30, 2017 and 2016, Main Street recognized interest expense attributable to the SBIC debentures of \$4.9 million and \$5.0 million, respectively. Main Street has incurred upfront leverage and other miscellaneous fees of approximately 3.4% of the debenture principal amount. In accordance with SBA regulations, the Funds are precluded from incurring additional non-SBIC debt without the prior approval of the SBA.

As of June 30, 2017, the recorded value of the SBIC debentures was \$255.7 million which consisted of (i) \$49.2 million recorded at fair value or \$0.8 million less than the \$50.0 million par value of the SBIC debentures issued in MSC II, (ii) \$149.8 million par value of SBIC debentures outstanding held in MSMF, with a recorded value of \$147.2 million that was net of unamortized debt issuance costs

Table of Contents**MAIN STREET CAPITAL CORPORATION****Notes to Consolidated Financial Statements (Continued)****(Unaudited)**

of \$2.6 million and (iii) \$61.4 million par value of SBIC debentures outstanding held in MSC III with a recorded value of \$59.2 million that was net of unamortized debt issuance costs of \$2.2 million. As of June 30, 2017, if Main Street had adopted the fair value option under ASC 825 for all of its SBIC debentures, Main Street estimates the fair value of its SBIC debentures would be approximately \$244.8 million or \$16.4 million less than the \$261.2 million par value of the SBIC debentures.

NOTE F CREDIT FACILITY

Main Street maintains the Credit Facility to provide additional liquidity to support its investment and operational activities. The Credit Facility includes total commitments of \$555.0 million from a diversified group of fourteen lenders and matures in September 2021. The Credit Facility also contains an accordion feature which allows Main Street to increase the total commitments under the facility to up to \$750.0 million from new and existing lenders on the same terms and conditions as the existing commitments.

Borrowings under the Credit Facility bear interest, subject to Main Street's election, on a per annum basis at a rate equal to the applicable LIBOR rate (1.22% as of June 30, 2017) plus (i) 1.875% (or the applicable base rate (Prime Rate of 4.25% as of June 30, 2017) plus 0.875%) as long as Main Street maintains an investment grade rating and meets certain agreed upon excess collateral and maximum leverage requirements, (ii) 2.0% (or the applicable base rate plus 1.0%) if Main Street maintains an investment grade rating but does not meet certain excess collateral and maximum leverage requirements or (iii) 2.25% (or the applicable base rate plus 1.25%) if Main Street does not maintain an investment grade rating. Main Street pays unused commitment fees of 0.25% per annum on the unused lender commitments under the Credit Facility. The Credit Facility is secured by a first lien on the assets of MSCC and its subsidiaries, excluding the equity ownership or assets of the Funds and the External Investment Manager. The Credit Facility contains certain affirmative and negative covenants, including but not limited to: (i) maintaining a minimum availability of at least 10% of the borrowing base, (ii) maintaining an interest coverage ratio of at least 2.0 to 1.0, (iii) maintaining an asset coverage ratio of at least 1.5 to 1.0 and (iv) maintaining a minimum tangible net worth. The Credit Facility is provided on a revolving basis through its final maturity date in September 2021, and contains two, one-year extension options which could extend the final maturity by up to two years, subject to certain conditions, including lender approval.

At June 30, 2017, Main Street had \$303.0 million in borrowings outstanding under the Credit Facility. As of June 30, 2017, if Main Street had adopted the fair value option under ASC 825 for its Credit Facility, Main Street estimates its fair value would approximate its recorded value. Main Street recognized interest expense related to the Credit Facility, including unused commitment fees and amortization of deferred issuance costs, of \$2.7 million and \$2.2 million for the three months ended June 30, 2017 and 2016, respectively, and \$5.2 million and \$4.3 million for the six month periods ended June 30, 2017 and 2016, respectively. As of June 30, 2017, the interest rate on the Credit Facility was 2.9%. The average interest rate was 2.9% and 2.8% for the three and six months ended June 30, 2017. As of June 30, 2017, Main Street was in compliance with all financial covenants of the Credit Facility.

NOTE G NOTES**6.125% Notes**

In April 2013, Main Street issued \$92.0 million, including the underwriters full exercise of their option to purchase additional principal amounts to cover over-allotments, in aggregate principal amount

Table of Contents**MAIN STREET CAPITAL CORPORATION****Notes to Consolidated Financial Statements (Continued)****(Unaudited)**

of 6.125% Notes due 2023 (the "6.125% Notes"). The 6.125% Notes are unsecured obligations and rank pari passu with Main Street's current and future unsecured indebtedness; senior to any of its future indebtedness that expressly provides it is subordinated to the 6.125% Notes; effectively subordinated to all of its existing and future secured indebtedness, to the extent of the value of the assets securing such indebtedness, including borrowings under its Credit Facility; and structurally subordinated to all existing and future indebtedness and other obligations of any of its subsidiaries, including without limitation, the indebtedness of the Funds. The 6.125% Notes mature on April 1, 2023, and may be redeemed in whole or in part at any time or from time to time at Main Street's option on or after April 1, 2018. The 6.125% Notes bear interest at a rate of 6.125% per year payable quarterly on January 1, April 1, July 1 and October 1 of each year. The total net proceeds to Main Street from the 6.125% Notes, after underwriting discounts and estimated offering expenses payable by Main Street, were approximately \$89.0 million. Main Street has listed the 6.125% Notes on the New York Stock Exchange under the trading symbol "MSCA." Main Street may from time to time repurchase the 6.125% Notes in accordance with the 1940 Act and the rules promulgated thereunder. As of June 30, 2017, the outstanding balance of the 6.125% Notes was \$90.7 million and the recorded value of \$88.9 million was net of unamortized debt issuance costs of \$1.8 million. As of June 30, 2017, if Main Street had adopted the fair value option under ASC 825 for the 6.125% Notes, Main Street estimates the fair value would be approximately \$93.2 million. Main Street recognized interest expense related to the 6.125% Notes, including amortization of deferred issuance costs, of \$1.5 million for each of the three months ended June 30, 2017 and 2016, and \$2.9 million for each of the six months ended June 30, 2017 and 2016.

The indenture governing the 6.125% Notes (the "6.125% Notes Indenture") contains certain covenants, including covenants requiring Main Street's compliance with (regardless of whether Main Street is subject to) the asset coverage requirements set forth in Section 18(a)(1)(A) as modified by Section 61(a)(1) of the 1940 Act, as well as covenants requiring Main Street to provide financial information to the holders of the 6.125% Notes and the Trustee if Main Street ceases to be subject to the reporting requirements of the Securities Exchange Act of 1934. These covenants are subject to limitations and exceptions that are described in the 6.125% Notes Indenture. As of June 30, 2017, Main Street was in compliance with these covenants.

4.50% Notes

In November 2014, Main Street issued \$175.0 million in aggregate principal amount of 4.50% unsecured notes due 2019 (the "4.50% Notes") at an issue price of 99.53%. The 4.50% Notes are unsecured obligations and rank pari passu with Main Street's current and future unsecured indebtedness; senior to any of its future indebtedness that expressly provides it is subordinated to the 4.50% Notes; effectively subordinated to all of its existing and future secured indebtedness, to the extent of the value of the assets securing such indebtedness, including borrowings under its Credit Facility; and structurally subordinated to all existing and future indebtedness and other obligations of any of its subsidiaries, including without limitation, the indebtedness of the Funds. The 4.50% Notes mature on December 1, 2019, and may be redeemed in whole or in part at any time at Main Street's option subject to certain make-whole provisions. The 4.50% Notes bear interest at a rate of 4.50% per year payable semiannually on June 1 and December 1 of each year. The total net proceeds from the 4.50% Notes, resulting from the issue price and after underwriting discounts and estimated offering expenses payable by us, were approximately \$171.2 million. Main Street may from time to time repurchase the 4.50% Notes in accordance with the 1940 Act and the rules promulgated thereunder. As

Table of Contents**MAIN STREET CAPITAL CORPORATION****Notes to Consolidated Financial Statements (Continued)****(Unaudited)**

of June 30, 2017, the outstanding balance of the 4.50% Notes was \$175.0 million and the recorded value of \$173.3 million was net of unamortized debt issuance costs of \$1.7 million. As of June 30, 2017, if Main Street had adopted the fair value option under ASC 825 for the 4.50% Notes, Main Street estimates its fair value would be approximately \$176.4 million. Main Street recognized interest expense related to the 4.50% Notes, including amortization of unamortized deferred issuance costs, of \$2.1 million for each of the three months ended June 30, 2017 and 2016, and \$4.3 million for each of the six months ended June 30, 2017 and 2016.

The indenture governing the 4.50% Notes (the "4.50% Notes Indenture") contains certain covenants, including covenants requiring Main Street's compliance with (regardless of whether Main Street is subject to) the asset coverage requirements set forth in Section 18(a)(1)(A) as modified by Section 61(a)(1) of the 1940 Act, as well as covenants requiring Main Street to provide financial information to the holders of the 4.50% Notes and the Trustee if Main Street ceases to be subject to the reporting requirements of the Securities Exchange Act of 1934. These covenants are subject to limitations and exceptions that are described in the 4.50% Notes Indenture. As of June 30, 2017, Main Street was in compliance with these covenants.

NOTE H FINANCIAL HIGHLIGHTS

| | Six Months Ended June 30, | |
|--|----------------------------------|-------------|
| | 2017 | 2016 |
| Per Share Data: | | |
| NAV at the beginning of the period | \$ 22.10 | \$ 21.24 |
| Net investment income(1) | 1.15 | 1.07 |
| Net realized gain(1)(2) | 0.60 | 0.57 |
| Net change in net unrealized depreciation(1)(2) | (0.27) | (0.72) |
| Income tax benefit (provision)(1)(2) | (0.15) | 0.02 |
| Net increase in net assets resulting from operations(1) | 1.33 | 0.94 |
| Dividends paid from net investment income | (0.98) | (0.79) |
| Distributions from capital gains | (0.41) | (0.57) |
| Total dividends paid | (1.39) | (1.36) |
| Accretive effect of stock offerings (issuing shares above NAV per share) | 0.55 | 0.25 |
| Accretive effect of DRIP issuance (issuing shares above NAV per share) | 0.03 | 0.05 |
| Other(3) | (0.00) | (0.01) |
| NAV at the end of the period | \$ 22.62 | \$ 21.11 |
| Market value at the end of the period | \$ 38.46 | \$ 32.85 |
| Shares outstanding at the end of the period | 56,698,333 | 52,074,810 |

(1) Based on weighted-average number of common shares outstanding for the period.

(2) Net realized gains or losses, net change in unrealized appreciation or depreciation, and income taxes can fluctuate significantly from period to period.

Table of Contents**MAIN STREET CAPITAL CORPORATION****Notes to Consolidated Financial Statements (Continued)****(Unaudited)**

- (3) Includes the impact of the different share amounts as a result of calculating certain per share data based on the weighted-average basic shares outstanding during the period and certain per share data based on the shares outstanding as of a period end or transaction date.

| | Six Months Ended June 30, | |
|---|----------------------------------|--------------|
| | 2017 | 2016 |
| | (dollars in thousands) | |
| NAV at end of period | \$ 1,282,745 | \$ 1,099,112 |
| Average NAV | \$ 1,242,720 | \$ 1,082,335 |
| Average outstanding debt | \$ 826,169 | \$ 781,243 |
| Ratio of total expenses, including income tax expense, to average NAV(1)(2) | 3.39% | 2.74% |
| Ratio of operating expenses to average NAV(2)(3) | 2.76% | 2.78% |
| Ratio of operating expenses, excluding interest expense, to average NAV(2)(3) | 1.36% | 1.26% |
| Ratio of net investment income to average NAV(2) | 5.14% | 5.06% |
| Portfolio turnover ratio(2) | 20.26% | 11.29% |
| Total investment return(2)(4) | 8.46% | 18.05% |
| Total return based on change in NAV(2)(5) | 6.18% | 4.46% |

- (1) Total expenses are the sum of operating expenses and net income tax provision/benefit. Net income tax provision/benefit includes the accrual of net deferred tax provision/benefit relating to the net unrealized appreciation/depreciation on portfolio investments held in Taxable Subsidiaries and due to the change in the loss carryforwards, which are non-cash in nature and may vary significantly from period to period. Main Street is required to include net deferred tax provision/benefit in calculating its total expenses even though these net deferred taxes are not currently payable/receivable.
- (2) Not annualized.
- (3) Unless otherwise noted, operating expenses include interest, compensation, general and administrative and share-based compensation expenses, net of expenses allocated to the External Investment Manager.
- (4) Total investment return based on purchase of stock at the current market price on the first day and a sale at the current market price on the last day of each period reported on the table and assumes reinvestment of dividends at prices obtained by Main Street's dividend reinvestment plan during the period. The return does not reflect any sales load that may be paid by an investor.
- (5) Total return based on change in net asset value was calculated using the sum of ending net asset value plus dividends to stockholders and other non-operating changes during the period, as divided by the beginning net asset value. Non-operating changes include any items that affect net asset value other than the net increase in net assets resulting from operations, such as the effects of stock offerings, shares issued under our DRIP and equity incentive plans and other miscellaneous items.

Table of Contents

MAIN STREET CAPITAL CORPORATION

Notes to Consolidated Financial Statements (Continued)

(Unaudited)

NOTE I DIVIDENDS, DISTRIBUTIONS AND TAXABLE INCOME

Main Street paid regular monthly dividends of \$0.185 per share for each month of January through June 2017, totaling \$31.0 million, or \$0.555 per share, for the three months ended June 30, 2017, and \$61.4 million, or \$1.110 per share, for the six months ended June 30, 2017. The second quarter 2017 regular monthly dividends represent a 2.8% increase from the regular monthly dividends paid for the second quarter of 2016. Additionally, Main Street paid a \$0.275 per share semi-annual supplemental dividend, totaling \$15.6 million, in June 2017 compared to \$14.2 million, or \$0.275 per share, paid in June 2016. The regular monthly dividends equaled a total of approximately \$27.6 million, or \$0.540 per share, for the three months ended June 30, 2016, and \$54.8 million, or \$1.080 per share, for the six months ended June 30, 2016.

MSCC has elected to be treated for U.S. federal income tax purposes as a RIC. MSCC's taxable income includes the taxable income generated by MSCC and certain of its subsidiaries, including the Funds, which are treated as disregarded entities for tax purposes. As a RIC, MSCC generally will not pay corporate-level U.S. federal income taxes on any net ordinary taxable income or capital gains that MSCC distributes to its stockholders. MSCC must generally distribute at least 90% of its "investment company taxable income" (which is generally its net ordinary taxable income and realized net short-term capital gains in excess of realized net long-term capital losses) and 90% of its tax-exempt income to maintain its RIC status (pass-through tax treatment for amounts distributed). As part of maintaining RIC status, undistributed taxable income (subject to a 4% non-deductible U.S. federal excise tax) pertaining to a given fiscal year may be distributed up to 12 months subsequent to the end of that fiscal year, provided such dividends are declared on or prior to the later of (i) filing of the U.S. federal income tax return for the applicable fiscal year or (ii) the fifteenth day of the ninth month following the close of the year in which such taxable income was generated.

The determination of the tax attributes for Main Street's distributions is made annually, based upon its taxable income for the full year and distributions paid for the full year. Therefore, a determination made on an interim basis may not be representative of the actual tax attributes of distributions for a full year. Ordinary dividend distributions from a RIC do not qualify for the 20% maximum tax rate (plus a 3.8% Medicare surtax, if applicable) on dividend income from domestic corporations and qualified foreign corporations, except to the extent that the RIC received the income in the form of qualifying dividends from domestic corporations and qualified foreign corporations. The tax attributes for distributions will generally include both ordinary income and capital gains, but may also include qualified dividends or return of capital.

Table of Contents**MAIN STREET CAPITAL CORPORATION****Notes to Consolidated Financial Statements (Continued)****(Unaudited)**

Listed below is a reconciliation of "Net increase in net assets resulting from operations" to taxable income and to total distributions declared to common stockholders for the six months ended June 30, 2017 and 2016.

| | Six Months Ended June 30, | |
|---|--|-------------|
| | 2017 | 2016 |
| | (estimated, dollars in thousands) | |
| Net increase in net assets resulting from operations | \$ 74,283 | \$ 47,724 |
| Book tax difference from share-based compensation expense | (5,880) | (2,845) |
| Net change in net unrealized depreciation | 15,097 | 36,639 |
| Income tax provision (benefit) | 7,812 | (490) |
| Pre-tax book (income) loss not consolidated for tax purposes | (13,316) | 2,564 |
| Book income and tax income differences, including debt origination, structuring fees, dividends, realized gains (losses) and changes in estimates | 2,941 | (4,224) |
| Estimated taxable income(1) | 80,937 | 79,368 |
| Taxable income earned in prior year and carried forward for distribution in current year | 42,362 | 29,683 |
| Taxable income earned prior to period end and carried forward for distribution next period | (56,438) | (49,087) |
| Dividend payable as of period end and paid in the following period | 10,484 | 9,364 |
| Total distributions accrued or paid to common stockholders | \$ 77,345 | \$ 69,328 |

- (1) Main Street's taxable income for each period is an estimate and will not be finally determined until the company files its tax return for each year. Therefore, the final taxable income, and the taxable income earned in each period and carried forward for distribution in the following period, may be different than this estimate.

The Taxable Subsidiaries primarily hold certain portfolio investments for Main Street. The Taxable Subsidiaries permit Main Street to hold equity investments in portfolio companies which are "pass-through" entities for tax purposes and to continue to comply with the "source-income" requirements contained in the RIC tax provisions of the Code. The Taxable Subsidiaries are consolidated with Main Street for U.S. GAAP financial reporting purposes, and the portfolio investments held by the Taxable Subsidiaries are included in Main Street's consolidated financial statements as portfolio investments and recorded at fair value. The Taxable Subsidiaries are not consolidated with MSCC for income tax purposes and may generate income tax expense, or benefit, and tax assets and liabilities, as a result of their ownership of certain portfolio investments. The taxable income, or loss, of the Taxable Subsidiaries may differ from its book income, or loss, due to temporary book and tax timing differences and permanent differences. This income tax expense, or benefit, if any, and the related tax assets and liabilities, are reflected in Main Street's consolidated financial statements.

Table of Contents**MAIN STREET CAPITAL CORPORATION****Notes to Consolidated Financial Statements (Continued)****(Unaudited)**

The income tax expense, or benefit, and the related tax assets and liabilities generated by the Taxable Subsidiaries, if any, are reflected in Main Street's consolidated financial statements. For the three months ended June 30, 2017, Main Street recognized a net income tax provision of \$2.2 million, principally consisting of a deferred tax provision of \$1.7 million, which is primarily the result of the net activity relating to the portfolio investments held in the Taxable Subsidiaries, including changes in the loss carryforwards, changes in net unrealized appreciation or depreciation and other temporary book-tax differences, and a \$0.4 million current tax expense, which is primarily related to a \$0.2 million accrual for excise tax on Main Street's estimated undistributed taxable income and \$0.2 million provision for current U.S. federal income and state taxes. For the six months ended June 30, 2017, Main Street recognized a net income tax provision of \$7.8 million, principally consisting of a deferred tax provision of \$6.1 million, which is primarily the result of the net activity relating to the portfolio investments held in the Taxable Subsidiaries, including changes in the loss carryforwards, changes in net unrealized appreciation or depreciation and other temporary book-tax differences, and \$1.7 million current tax expense, which is primarily related to a \$1.1 million accrual for excise tax on Main Street's estimated undistributed taxable income and \$0.6 million provision for current U.S. federal income and state taxes. For the three months ended June 30, 2016, Main Street recognized a net income tax provision of \$1.8 million, principally consisting of a \$1.0 million accrual for excise tax on our estimated undistributed taxable income, a deferred tax provision of \$0.7 million, which is primarily the result of the net activity relating to the portfolio investments held in the Taxable Subsidiaries, including changes in net operating loss carryforwards, changes in net unrealized appreciation or depreciation and other temporary book tax differences, and a \$0.1 million provision for current U.S. federal income and state taxes. For the six months ended June 30, 2016, Main Street recognized a net income tax benefit of \$0.5 million, which principally consisted of a deferred tax benefit of \$2.0 million, primarily the result of the net activity relating to the portfolio investments held in the Taxable Subsidiaries, including changes in net operating loss carryforwards, changes in net unrealized appreciation or depreciation and temporary book tax differences, partially offset by a \$1.1 million accrual for excise tax and \$0.4 million of accruals for current U.S. federal income and state taxes.

The net deferred tax asset at June 30, 2017 and December 31, 2016 was \$3.0 million and \$9.1 million, respectively, primarily related to loss carryforwards, timing differences in net unrealized appreciation or depreciation and other temporary book-tax differences relating to portfolio investments held by the Taxable Subsidiaries. In addition, during the three months ended March 31, 2016, Main Street recorded a one-time \$1.8 million increase to deferred tax assets for previously unrecognized excess tax benefits associated with share-based compensation due to the early adoption of the accounting standard ASU 2016-09 (See further discussion in Note B.8.). For the six months ended June 30, 2017, the Taxable Subsidiaries fully utilized capital loss carryforwards totaling approximately \$14.6 million. At June 30, 2017, for U.S. federal income tax purposes, the Taxable Subsidiaries had a net operating loss carryforward which, if unused, will expire in various taxable years from 2029 through 2037. The timing and manner in which Main Street will utilize any loss carryforwards in any year, or in total, may be limited in the future under the provisions of the Code.

NOTE J COMMON STOCK

During November 2015, Main Street commenced a program with certain selling agents through which it can sell shares of its common stock by means of at-the-market offerings from time to time (the "ATM Program"). During the six months ended June 30, 2017, Main Street sold 2,104,424 shares of its common stock at a weighted-average price of \$37.72 per share and raised \$79.4 million of gross

Table of Contents

MAIN STREET CAPITAL CORPORATION

Notes to Consolidated Financial Statements (Continued)

(Unaudited)

proceeds under the ATM Program. Net proceeds were \$78.4 million after commissions to the selling agents on shares sold and offering costs. As of June 30, 2017, sales transactions representing 25,837 shares had not settled and are not included in shares issued and outstanding on the face of the consolidated balance sheet, but are included in the weighted-average shares outstanding in the consolidated statement of operations and in the shares used to calculate net asset value per share. As of June 30, 2017, there were 3,751,904 shares were available for sale under the ATM Program.

During the year ended December 31, 2016, Main Street sold 3,324,646 shares of its common stock at a weighted-average price of \$34.17 per share and raised \$113.6 million of gross proceeds under the ATM Program. Net proceeds were \$112.0 million after commissions to the selling agents on shares sold and offering costs. As of December 31, 2016, sales transactions representing 42,413 shares had not settled and were not included in shares issued and outstanding on the face of the consolidated balance sheet, but were included in the weighted-average shares outstanding in the consolidated statements of operations and in the shares used to calculate net asset value per share.

NOTE K DIVIDEND REINVESTMENT PLAN ("DRIP")

Main Street's DRIP provides for the reinvestment of dividends on behalf of its stockholders, unless a stockholder has elected to receive dividends in cash. As a result, if Main Street declares a cash dividend, the company's stockholders who have not "opted out" of the DRIP by the dividend record date will have their cash dividend automatically reinvested into additional shares of MSCC common stock. The share requirements of the DRIP may be satisfied through the issuance of shares of common stock or through open market purchases of common stock. Newly issued shares will be valued based upon the final closing price of MSCC's common stock on the valuation date determined for each dividend by Main Street's Board of Directors. Shares purchased in the open market to satisfy the DRIP requirements will be valued based upon the average price of the applicable shares purchased, before any associated brokerage or other costs. Main Street's DRIP is administered by its transfer agent on behalf of Main Street's record holders and participating brokerage firms. Brokerage firms and other financial intermediaries may decide not to participate in Main Street's DRIP but may provide a similar dividend reinvestment plan for their clients.

For the six months ended June 30, 2017, \$4.4 million of the total \$76.9 million in dividends paid to stockholders represented DRIP participation. During this period, the DRIP participation requirements were satisfied with the issuance of 115,807 newly issued shares. For the six months ended June 30, 2016, \$7.8 million of the total \$69.0 million in dividends paid to stockholders represented DRIP participation. During this period, the DRIP participation requirements were satisfied with the issuance of 255,391 newly issued shares. The shares disclosed above relate only to Main Street's DRIP and exclude any activity related to broker-managed dividend reinvestment plans.

NOTE L SHARE-BASED COMPENSATION

Main Street accounts for its share-based compensation plans using the fair value method, as prescribed by ASC 718, *Compensation Stock Compensation*. Accordingly, for restricted stock awards, Main Street measured the grant date fair value based upon the market price of its common stock on the date of the grant and amortizes the fair value of the awards as share-based compensation expense over the requisite service period, which is generally the vesting term.

Main Street's Board of Directors approves the issuance of shares of restricted stock to Main Street employees pursuant to the Main Street Capital Corporation 2015 Equity and Incentive Plan (the

Table of Contents**MAIN STREET CAPITAL CORPORATION****Notes to Consolidated Financial Statements (Continued)****(Unaudited)**

"Equity and Incentive Plan"). These shares generally vest over a three-year period from the grant date. The fair value is expensed over the service period, starting on the grant date. The following table summarizes the restricted stock issuances approved by Main Street's Board of Directors under the Equity and Incentive Plan, net of shares forfeited, if any, and the remaining shares of restricted stock available for issuance as of June 30, 2017.

| | |
|---|-----------|
| Restricted stock authorized under the plan | 3,000,000 |
| Less net restricted stock granted during: | |
| Year ended December 31, 2015 | (900) |
| Year ended December 31, 2016 | (260,514) |
| Six months ended June 30, 2017 | (223,659) |
| Restricted stock available for issuance as of June 30, 2017 | 2,514,927 |

As of June 30, 2017, the following table summarizes the restricted stock issued to Main Street's non-employee directors and the remaining shares of restricted stock available for issuance pursuant to the Main Street Capital Corporation 2015 Non-Employee Director Restricted Stock Plan. These shares are granted upon appointment or election to the board and vest on the day immediately preceding the annual meeting of stockholders following the respective grant date and are expensed over such service period.

| | |
|---|---------|
| Restricted stock authorized under the plan | 300,000 |
| Less net restricted stock granted during: | |
| Year ended December 31, 2015 | (6,806) |
| Year ended December 31, 2016 | (6,748) |
| Six months ended June 30, 2017 | (5,201) |
| Restricted stock available for issuance as of June 30, 2017 | 281,245 |

For the three months ended June 30, 2017 and 2016, Main Street recognized total share-based compensation expense of \$2.8 million and \$2.3 million, respectively, related to the restricted stock issued to Main Street employees and non-employee directors, and, for the six months ended June 30, 2017 and 2016, Main Street recognized total share-based compensation expense of \$5.1 million and \$3.8 million, respectively, related to the restricted stock issued to Main Street employees and non-employee directors.

As of June 30, 2017, there was \$15.7 million of total unrecognized compensation expense related to Main Street's non-vested restricted shares. This compensation expense is expected to be recognized over a remaining weighted-average period of approximately 2.0 years as of June 30, 2017.

Table of Contents

MAIN STREET CAPITAL CORPORATION

Notes to Consolidated Financial Statements (Continued)

(Unaudited)

NOTE M COMMITMENTS AND CONTINGENCIES

At June 30, 2017, Main Street had the following outstanding commitments (in thousands):

| | Amount |
|--|-----------|
| <u>Investments with equity capital commitments that have not yet funded:</u> | |
| <u>Congruent Credit Opportunities Funds</u> | |
| Congruent Credit Opportunities Fund II, LP | \$ 8,488 |
| Congruent Credit Opportunities Fund III, LP | 12,131 |
| | \$ 20,619 |
| <u>Encap Energy Fund Investments</u> | |
| EnCap Energy Capital Fund VIII, L.P. | \$ 419 |
| EnCap Energy Capital Fund IX, L.P. | 929 |
| EnCap Energy Capital Fund X, L.P. | 5,403 |
| EnCap Flatrock Midstream Fund II, L.P. | 7,383 |
| EnCap Flatrock Midstream Fund III, L.P. | 4,410 |
| | \$ 18,544 |
| <u>Brightwood Capital Fund Investments</u> | |
| Brightwood Capital Fund III, LP | \$ 3,000 |
| Brightwood Capital Fund IV, LP | 4,500 |
| | \$ 7,500 |
| <u>Freeport Fund Investments</u> | |
| Freeport First Lien Loan Fund III LP | \$ 4,941 |
| Freeport Financial SBIC Fund LP | 1,375 |
| | \$ 6,316 |
| <u>EIG Fund Investments</u> | |
| EIG Fund Investments | \$ 4,352 |
| <u>LKCM Headwater Investments I, L.P.</u> | |
| LKCM Headwater Investments I, L.P. | \$ 2,500 |
| <u>Dos Rios Partners</u> | |
| Dos Rios Partners, LP | \$ 1,594 |
| Dos Rios Partners A, LP | 506 |
| | \$ 2,100 |
| <u>Access Media Holdings, LLC</u> | |
| Access Media Holdings, LLC | \$ 1,211 |
| I-45 SLF LLC | \$ 800 |
| Total equity commitments | \$ 63,942 |

Table of Contents

MAIN STREET CAPITAL CORPORATION

Notes to Consolidated Financial Statements (Continued)

(Unaudited)

| | Amount |
|--|------------|
| <u>Investments with commitments to fund revolving loans that have not been fully drawn or term loans with additional commitments not yet funded:</u> | |
| Minute Key, Inc. | \$ 8,800 |
| NNE Partners, LLC | 8,458 |
| PT Network, LLC | 7,300 |
| Charps, LLC | 4,000 |
| CST Industries Inc. | 3,577 |
| CDHA Management, LLC | 3,373 |
| Strike, LLC | 2,000 |
| Boccella Precast Products LLC | 2,000 |
| Mid-Columbia Lumber Products, LLC | 2,000 |
| CapFusion, LLC | 1,600 |
| Hawk Ridge Systems, LLC | 1,600 |
| Meisler Operating LLC | 1,600 |
| Arcus Hunting LLC | 1,590 |
| Hojeij Branded Foods, LLC | 1,500 |
| Messenger, LLC | 1,417 |
| Subsea Global Solutions, LLC | 1,257 |
| Gamber-Johnson Holdings, LLC | 1,200 |
| NuStep, LLC | 1,200 |
| LaMi Products, LLC | 1,030 |
| Barfly Ventures, LLC | 919 |
| Lamb Ventures, LLC | 811 |
| Apex Linen Service, Inc. | 800 |
| Mystic Logistics Holdings, LLC | 800 |
| Pardus Oil and Gas, LLC | 663 |
| NRI Clinical Research, LLC | 600 |
| PPC/SHIFT LLC | 500 |
| Jensen Jewelers of Idaho, LLC | 500 |
| UniTek Global Services, Inc. | 483 |
| Grace Hill, LLC | 444 |
| Clad-Rex Steel, LLC | 400 |
| OnAsset Intelligence, Inc. | 225 |
| BigName Commerce, LLC | 120 |
| Permian Holdco 2, Inc. | 116 |
| Total loan commitments | \$ 62,883 |
| Total commitments | \$ 126,825 |

Main Street will fund its unfunded commitments from the same sources it uses to fund its investment commitments that are funded at the time they are made (which are typically through existing cash and cash equivalents and borrowings under the Credit Facility). Main Street follows a process to manage its liquidity and ensure that it has available capital to fund its unfunded commitments as necessary. The Company had total unrealized depreciation of \$0.1 million on the outstanding unfunded commitments as of June 30, 2017.

Table of Contents**MAIN STREET CAPITAL CORPORATION****Notes to Consolidated Financial Statements (Continued)****(Unaudited)**

Main Street has an operating lease for its office space in Houston, Texas. Total rent expense incurred by Main Street for the three months ended June 30, 2017 and 2016 was \$0.2 million and \$0.1 million, respectively. Total rent expense incurred by Main Street for each of the six months ended June 30, 2017 and 2016 was \$0.3 million.

The following table shows future minimum payments under Main Street's operating lease as of June 30, 2017:

| For the Years Ended December 31, | Amount |
|---|-----------------|
| 2017 | \$ |
| 2018 | \$ 373 |
| 2019 | \$ 749 |
| 2020 | \$ 763 |
| 2021 | \$ 777 |
| Thereafter | 5,031 |
| Total | \$ 7,693 |

Main Street may, from time to time, be involved in litigation arising out of its operations in the normal course of business or otherwise. Furthermore, third parties may try to impose liability on Main Street in connection with the activities of its portfolio companies. While the outcome of any current legal proceedings cannot at this time be predicted with certainty, Main Street does not expect any current matters will materially affect its financial condition or results of operations; however, there can be no assurance whether any pending legal proceedings will have a material adverse effect on Main Street's financial condition or results of operations in any future reporting period.

NOTE N RELATED PARTY TRANSACTIONS

As discussed further in Note D, the External Investment Manager is treated as a wholly owned portfolio company of MSCC and is included as part of Main Street's Investment Portfolio. At June 30, 2017, Main Street had a receivable of approximately \$2.6 million due from the External Investment Manager which included approximately \$1.9 million related primarily to operating expenses incurred by MSCC or its subsidiaries required to support the External Investment Manager's business and approximately \$0.7 million of dividends declared but not paid by the External Investment Manager.

In November 2015, Main Street's Board of Directors approved and adopted the Main Street Capital Corporation Deferred Compensation Plan (the "2015 Deferred Compensation Plan"). The 2015 Deferred Compensation Plan became effective on January 1, 2016 and replaced the Deferred Compensation Plan for Non-Employee Directors previously adopted by the Board of Directors in June 2013 (the "2013 Deferred Compensation Plan"). Under the 2015 Deferred Compensation Plan, non-employee directors and certain key employees may defer receipt of some or all of their cash compensation and directors' fees, subject to certain limitations. Individuals participating in the 2015 Deferred Compensation Plan receive distributions of their respective balances based on predetermined payout schedules or other events as defined by the plan and are also able to direct investments made on their behalf among investment alternatives permitted from time to time under the plan, including phantom Main Street stock units. As of June 30, 2017, \$3.6 million of compensation and directors' fees had been deferred under the 2015 Deferred Compensation Plan (including amounts previously deferred under the 2013 Deferred Compensation Plan). Of this amount, \$2.4 million was deferred into phantom

Table of Contents

MAIN STREET CAPITAL CORPORATION

Notes to Consolidated Financial Statements (Continued)

(Unaudited)

Main Street stock units, representing 72,182 shares of Main Street's common stock. Including phantom stock units issued through dividend reinvestment, the phantom stock units outstanding as of June 30, 2017 represented 83,739 shares of Main Street's common stock. Any amounts deferred under the plan represented by phantom Main Street stock units will not be issued or included as outstanding on the consolidated statements of changes in net assets until such shares are actually distributed to the participant in accordance with the plan, but are included in operating expenses and weighted-average shares outstanding in Main Street's consolidated statements of operations as earned.

NOTE O SUBSEQUENT EVENTS

In July 2017, Main Street fully exited its debt and equity investments in Compact Power Equipment, Inc. ("CPEC"), a light to medium duty equipment rental operation that owns and operates outdoor equipment rental locations. CPEC provides its customers a wide range of landscape and construction equipment available on both a long-term rental basis and an hourly rental basis. Main Street realized a gain of approximately \$3.7 million on the exit of its equity investments in CPEC.

In July 2017, Main Street made a new portfolio investment to facilitate the management-led buyout of Market Force Information, LLC ("Market Force"), a leading global provider of customer experience management software and services. Main Street, along with a co-investor, partnered with Market Force's management team to facilitate the transaction, with Main Street funding \$38.2 million in a combination of first-lien, senior secured term debt and a direct equity investment. In addition, Main Street and its co-investor are providing Market Force an undrawn credit facility to support its growth initiatives and working capital needs. Headquartered in Louisville, Colorado, and founded in 2005, Market Force is a global provider of customer experience management software and services, which capture customer experience data through multiple channels and provide location-based measurement and analytics. Market Force integrates this data into a cloud-based platform where clients can view, track, and analyze data in real time.

In August 2017, Main Street declared regular monthly dividends of \$0.190 per share for each month of October, November and December of 2017. These regular monthly dividends equal a total of \$0.570 per share for the fourth quarter of 2017 and represent a 2.7% increase from the regular monthly dividends declared for the fourth quarter of 2016. Including the regular monthly dividends declared for the third and fourth quarters of 2017, Main Street will have paid \$21.115 per share in cumulative dividends since its October 2007 initial public offering.

MAIN STREET CAPITAL CORPORATION

Consolidated Schedule of Investments In and Advances to Affiliates
June 30, 2017
(dollars in thousands)

| Company | Investment(1) | Amount of Interest, Fees or Dividends Credited to Income(2) | December 31, 2016 Fair Value | Gross Additions(3) | Gross Reductions(4) | June 30, 2017 Fair Value |
|-----------------------------------|---------------------------------|---|------------------------------|--------------------|---------------------|--------------------------|
| Majority-owned investments | | | | | | |
| Café Brazil, LLC | Member Units | \$ 110 | \$ 6,040 | \$ | \$ 650 | \$ 5,390 |
| Clad-Rex Steel, LLC | LIBOR Plus 9.50% (Floor 1.00) | 772 | 14,337 | 12 | 400 | 13,949 |
| | Member Units | 177 | 7,280 | 550 | | 7,830 |
| | 10% Secured Debt | 60 | 1,190 | | 9 | 1,181 |
| | Member Units | | 210 | | | 210 |
| CMS Minerals Investments | Preferred Member Units | 96 | 3,682 | | 3,682 | |
| | Member Units | 103 | 3,381 | | 753 | 2,628 |
| Gamber-Johnson Holdings, LLC | LIBOR Plus 11.00% (Floor 1.00%) | 1,477 | 23,846 | 235 | 201 | 23,880 |
| | Member Units | 300 | 18,920 | 3,160 | | 22,080 |
| GRT Rubber Technologies LLC | LIBOR Plus 9.00% (Floor 1.00%) | 668 | 13,274 | 18 | 883 | 12,409 |
| | Member Units | 430 | 20,310 | 370 | | 20,680 |
| Harborside Holdings, LLC | Member Units | | | 9,400 | | 9,400 |
| Hydratec, Inc. | Common Stock | 911 | 15,640 | | | 15,640 |
| IDX Broker, LLC | 11.5% Secured Debt | 665 | 10,950 | 13 | 613 | 10,350 |
| | Member Units | 136 | 7,040 | 1,590 | | 8,630 |
| Jensen Jewelers of Idaho, LLC | Prime Plus 6.75% (Floor 2.00%) | 218 | 4,055 | 11 | 311 | 3,755 |
| | Member Units | 82 | 4,460 | | | 4,460 |
| Lamb Ventures, LLC | LIBOR Plus 5.75% | 11 | | 350 | 160 | 190 |
| | 11% Secured Debt | 420 | 7,657 | | 78 | 7,579 |
| | Preferred Equity | | 400 | | | 400 |
| | Member Units | 40 | 5,990 | 340 | | 6,330 |
| | 9.5% Secured Debt | 43 | 1,170 | 432 | 1,170 | 432 |
| | Member Units | 835 | 1,340 | | 750 | 590 |
| Lighting Unlimited, LLC | 8% Secured Debt | 29 | 1,514 | | 1,514 | |
| | Preferred Equity | | 410 | 24 | 434 | |
| | Warrants | | | 54 | 54 | |
| | Member Units | | | 100 | 100 | |
| Mid-Columbia Lumber Products, LLC | 10% Secured Debt | 88 | 1,750 | | | 1,750 |
| | 12% Secured Debt | 235 | 3,900 | | | 3,900 |

Edgar Filing: Main Street Capital CORP - Form 10-Q

| | | | | | | |
|---------------------------------------|-----------------------------------|-------|--------|-------|-------|--------|
| | Member Units | 3 | 2,480 | | 1,500 | 980 |
| | 9.5% Secured Debt | 39 | 836 | | 22 | 814 |
| | Member Units | 28 | 600 | 690 | | 1,290 |
| MSC Adviser I, LLC | Member Units | 1,420 | 30,617 | 6,487 | | 37,104 |
| Mystic Logistics Holdings, LLC | 12% Secured Debt | 568 | 9,176 | 29 | 1,173 | 8,032 |
| | Common Stock | | 5,780 | 810 | | 6,590 |
| NRP Jones, LLC | 8% Current / 4% PIK Secured Debt | 846 | 13,915 | 282 | | 14,197 |
| | Warrants | | 130 | | | 130 |
| | Member Units | | 410 | | | 410 |
| PPL RVs, Inc. | LIBOR Plus 7.00% (Floor 0.50%) | 748 | 17,826 | 174 | | 18,000 |
| | Common Stock | 100 | 11,780 | | | 11,780 |
| Principle Environmental, LLC | 12% Secured Debt | 245 | 4,060 | | | 4,060 |
| | 12% Current / 2% PIK Secured Debt | 238 | 3,378 | 34 | | 3,412 |
| | Preferred Member Units | | 5,370 | 1,303 | 63 | 6,610 |
| | Warrants | | 270 | 70 | | 340 |
| Quality Lease Service, LLC | 8% PIK Secured Debt | 273 | 7,068 | 273 | | 7,341 |
| | Member Units | | 3,188 | 1,199 | | 4,387 |

Edgar Filing: Main Street Capital CORP - Form 10-Q

Table of Contents

| Company | Investment(1) | Amount of Interest, Fees or Dividends Credited to Income(2) | December 31, 2016 Fair Value | Gross Additions(3) | Gross Reductions(4) | June 30, 2017 Fair Value |
|--|--|---|------------------------------|--------------------|---------------------|--------------------------|
| The MPI Group, LLC | 9% Secured Debt | 133 | 2,922 | 1 | 303 | 2,620 |
| | Series A Preferred Units Warrants | | | | | |
| | Member Units | 58 | 2,300 | 90 | | 2,390 |
| Uvalco Supply, LLC | 9% Secured Debt | 33 | 872 | | 236 | 636 |
| | Member Units | 67 | 4,640 | | 334 | 4,306 |
| Vision Interests, Inc. | 13% Secured Debt | 188 | 2,814 | | 24 | 2,790 |
| | Series A Preferred Stock | | 3,000 | | | 3,000 |
| | Common Stock | | | | | |
| Ziegler's NYPD, LLC | 6.5% Secured Debt | 34 | 994 | 1 | | 995 |
| | 12% Secured Debt | 18 | 300 | | | 300 |
| | 14% Secured Debt | 194 | 2,750 | | | 2,750 |
| | Warrants | | 240 | | 30 | 210 |
| | Preferred Member Units | | 4,100 | | 520 | 3,580 |
| <u>Other controlled investments</u> | | | | | | |
| Access Media Holdings, LLC | 5% Current / 5% PIK Secured Debt | 1,165 | 19,700 | 570 | 820 | 19,450 |
| | Preferred Member Units | | 240 | 759 | 729 | 270 |
| | Member Units | | | | | |
| Ameritech College Operations, LLC | 13% Secured Debt | 67 | 1,003 | 1 | | 1,004 |
| | 13% Secured Debt | 198 | 3,025 | | | 3,025 |
| | Preferred Member Units | | 2,291 | 3,900 | 3,281 | 2,910 |
| ASC Interests, LLC | 11% Secured Debt | 118 | 2,100 | 5 | 105 | 2,000 |
| | Member Units | 0 | 2,680 | | 360 | 2,320 |
| Bond-Coat, Inc. | 12% Secured Debt | 719 | 11,596 | 19 | 19 | 11,596 |
| | Common Stock | | 6,660 | 1,170 | | 7,830 |
| CBT Nuggets, LLC | Member Units | 2,693 | 55,480 | 10,430 | | 65,910 |
| Charps, LLC | 12% Secured Debt | 1,218 | | 19,009 | 800 | 18,209 |
| | Preferred Member Units | | | 400 | | 400 |
| Datacom, LLC | 8% Secured Debt | 43 | 900 | 450 | 270 | 1,080 |
| | 5.25% Current / 5.25% PIK Secured Debt | 634 | 11,049 | 604 | | 11,653 |
| | Class A Preferred Member Units | | 1,368 | 104 | | 1,472 |
| | Class B Preferred Member Units | | 1,529 | | 1,318 | 211 |
| Garreco, LLC | LIBOR Plus 10.00% (Floor 1.00%) | 362 | 5,219 | 981 | 406 | 5,794 |
| | Member Units | | 1,150 | 680 | | 1,830 |
| Gulf Manufacturing, LLC | 9% PIK Secured Debt | 35 | 777 | | | 777 |
| | Member Units | 217 | 8,770 | 1,700 | | 10,470 |
| Gulf Publishing Holdings, LLC | 12.5% Secured Debt | 728 | 9,911 | 2,781 | | 12,692 |
| | Member Units | 40 | 3,124 | 1,206 | | 4,330 |

Edgar Filing: Main Street Capital CORP - Form 10-Q

| | | | | | | |
|---|---------------------------------|-----|--------|--------|-------|--------|
| Harrison Hydra-Gen, Ltd. | Common Stock | | 3,120 | | 320 | 2,800 |
| Hawthorne Customs and Dispatch Services, LLC | Member Units | | 280 | | | 280 |
| | Member Units | 95 | 2,040 | | | 2,040 |
| HW Temps LLC | LIBOR Plus 13.00% (Floor 1.00%) | 726 | 10,500 | 9 | 600 | 9,909 |
| | Preferred Member Units | 70 | 3,940 | | | 3,940 |
| Indianapolis Aviation Partners, LLC | 15% Secured Debt | 292 | 3,100 | | 3,100 | |
| | Warrants | | 2,649 | | 2,649 | |
| KBK Industries, LLC | 10% Secured Debt | 59 | 1,250 | 100 | 410 | 940 |
| | 12.5% Secured Debt | 378 | 5,889 | 11 | | 5,900 |
| | Member Units | | 2,780 | 1,210 | | 3,990 |
| Marine Shelters Holdings, LLC | 12% PIK Secured Debt | | 9,387 | | 9,387 | |
| | Preferred Member Units | | | 100 | 100 | |
| MH Corbin Holding LLC | 10% Secured Debt | 670 | 13,197 | 15 | 350 | 12,862 |
| | Preferred Member Units | 70 | 6,000 | | | 6,000 |
| NAPCO Precast, LLC | LIBOR Plus 8.50% | 327 | | 10,438 | | 10,438 |
| | Prime Plus 2.00% (Floor 7.00%) | 122 | 2,713 | 20 | 2,733 | |
| | 18% Secured Debt | 327 | 3,952 | 31 | 3,983 | |
| | Member Units | 210 | 10,920 | 180 | | 11,100 |

Edgar Filing: Main Street Capital CORP - Form 10-Q

Table of Contents

| Company | Investment(1) | Amount of Interest, Fees or Dividends Credited to Income(2) | December 31, 2016 Fair Value | Gross Additions(3) | Gross Reductions(4) | June 30, 2017 Fair Value |
|---|--------------------------------|---|------------------------------|--------------------|---------------------|--------------------------|
| NRI Clinical Research, LLC | LIBOR Plus 6.50% (Floor 1.50%) | 19 | 200 | 200 | | 400 |
| | 14% Secured Debt Warrants | 321 | 4,261 | 22 | 78 | 4,205 |
| | Member Units | | 680 | | | 680 |
| | | | 2,462 | | 1 | 2,461 |
| NuStep, LLC | 12% Secured Debt | 1,362 | | 20,402 | | 20,402 |
| | Preferred Member Units | | | 10,200 | | 10,200 |
| OMi Holdings, Inc. | Common Stock | 432 | 13,080 | | 340 | 12,740 |
| Pegasus Research Group, LLC | Member Units | | 8,620 | | 390 | 8,230 |
| River Aggregates, LLC | Zero Coupon Secured Debt | 39 | 627 | 39 | | 666 |
| | Member Units | | 4,600 | | 190 | 4,410 |
| | Member Units | | 2,510 | | | 2,510 |
| SoftTouch Medical Holdings LLC | LIBOR Plus 9.00% (Floor 1.00%) | 366 | 7,140 | 7 | 7 | 7,140 |
| | Member Units | 535 | 9,170 | 370 | | 9,540 |
| Other | | | | | | |
| Amounts related to investments transferred to or from other 1940 Act classification during the period | | | | | | |
| | | (220) | (9,919) | | | |
| | | \$ 27,576 | \$ 594,282 | \$ 116,225 | \$ 48,713 | \$ 671,713 |
| <u>Affiliate Investments</u> | | | | | | |
| AFG Capital Group, LLC | Warrants | | \$ 670 | \$ 20 | | \$ 690 |
| | Member Units | \$ 16 | 2,750 | 100 | | 2,850 |
| Barfly Ventures, LLC | 12% Secured Debt | 480 | 5,827 | 1,969 | | 7,796 |
| | Options | | 490 | 100 | | 590 |
| | Warrants | | 280 | 50 | | 330 |
| BBB Tank Services, LLC | LIBOR Plus 9.50% (Floor 1.00%) | 43 | 797 | | | 797 |
| | 15% Secured Debt | 307 | 3,991 | 3 | | 3,994 |
| | Member Units | | 800 | | | 800 |
| Bocella Precast Products LLC | LIBOR Plus 10.0% (Floor 1.00%) | 235 | | 16,216 | | 16,216 |
| | Member Units | | | 2,160 | | 2,160 |
| Boss Industries, LLC | Preferred Member Units | 175 | 2,800 | 520 | | 3,320 |
| Bridge Capital Solutions Corporation | 13% Secured Debt | 620 | 5,610 | 130 | | 5,740 |
| | Warrants | | 3,370 | | | 3,370 |
| | 13% Secured Debt | 66 | 1,000 | 1 | 1 | 1,000 |

Edgar Filing: Main Street Capital CORP - Form 10-Q

| | | | | | | |
|---|--|-------|--------|-------|--------|--------|
| | Preferred Member Units | 50 | 1,000 | | | 1,000 |
| Buca C, LLC | LIBOR Plus 7.25% (Floor 1.00%) | 951 | 22,671 | 30 | 1,633 | 21,068 |
| | Preferred Member Units | 115 | 4,660 | 116 | 728 | 4,048 |
| CAI Software LLC | 12% Secured Debt | 217 | 3,683 | 5 | 205 | 3,483 |
| | Member Units | 49 | 2,480 | 340 | | 2,820 |
| CapFusion, LLC | 13% Secured Debt | 1,043 | 13,202 | 102 | | 13,304 |
| | Warrants | | 1,200 | | | 1,200 |
| Chandler Signs Holdings, LLC | 12% Secured Debt | 275 | 4,500 | 3 | 3 | 4,500 |
| | Class A Units | 63 | 3,240 | | 330 | 2,910 |
| Condit Exhibits, LLC | Member Units | 36 | 1,840 | | | 1,840 |
| Congruent Credit Opportunities Funds | LP Interests (Fund II) | | 1,518 | | 141 | 1,377 |
| | LP Interests (Fund III) | 768 | 16,181 | 2,396 | | 18,577 |
| Daseke, Inc. | 12% Current / 2.5% PIK Secured Debt | 676 | 21,799 | 255 | 22,054 | 24,063 |
| | Common Stock | | 24,063 | | 24,063 | |
| Dos Rios Partners | LP Interests (Dos Rios Partners, LP) | | 4,925 | 444 | | 5,369 |
| | LP Interests (Dos Rios Partners A, LP) | | 1,444 | 129 | | 1,573 |
| Dos Rios Stone Products LLC | Class A Units | | 2,070 | | 200 | 1,870 |

Edgar Filing: Main Street Capital CORP - Form 10-Q

Table of Contents

| Company | Investment(1) | Amount of Interest, Fees or Dividends Credited to Income(2) | December 31, 2016 Fair Value | Gross Additions(3) | Gross Reductions(4) | June 30, 2017 Fair Value |
|---|---|---|------------------------------|--------------------|---------------------|--------------------------|
| East Teak Fine Hardwoods, Inc. | Common Stock | 33 | 860 | | 230 | 630 |
| East West Copolymer & Rubber, LLC | 12% Current / 2% PIK Secured Debt Warrants | | 8,630 | | 5,630 | 3,000 |
| EIG Fund Investments | LP Interests (EIG Global Private Debt fund A, L.P.) | 90 | 2,804 | 352 | 2,462 | 694 |
| | LP Interests (EIG Traverse Co-Investment, L.P.) | 543 | 9,905 | 504 | | 10,409 |
| Freeport Financial Fund Investments | LP Interests (Freeport Financial SBIC Fund LP) | 204 | 5,620 | | 101 | 5,519 |
| | LP Interests (Freeport First Lien Loan Fund III LP) | 289 | 4,763 | 2,796 | 52 | 7,507 |
| Gault Financial, LLC (RMB Capital, LLC) | 10.5% Current Secured Debt Warrants | 649 | 11,079 | 1,018 | 327 | 11,770 |
| Glowpoint, Inc. | 12% Secured Debt | 555 | 3,997 | 14 | 1,311 | 2,700 |
| | Common Stock | | 2,080 | 90 | | 2,170 |
| Guerdon Modular Holdings, Inc. | 13% Secured Debt | 719 | 10,594 | 18 | | 10,612 |
| | Preferred Stock | | 1,140 | | | 1,140 |
| | Common Stock | | 80 | | | 80 |
| Hawk Ridge Systems, LLC | 10% Secured Debt | 513 | 9,901 | 8 | | 9,909 |
| | Preferred Member Units | 221 | 2,850 | | | 2,850 |
| | Preferred Member Units | 6 | 150 | | | 150 |
| Houston Plating and Coatings, LLC | 8% Unsecured Convertible Debt | 42 | | 3,000 | | 3,000 |
| | Member Units | 3 | 4,000 | 980 | | 4,980 |
| I-45 SLF LLC | Member Units | 1,435 | 14,586 | 2,579 | | 17,165 |
| Indianhead Pipeline Services, LLC | 12% Secured Debt | 887 | 5,079 | 562 | 449 | 5,192 |
| | Preferred Member Units | 198 | 2,677 | 198 | | 2,875 |
| | Warrants | | | | | |
| | Member Units | | | | | |
| L.F. Manufacturing Holdings, LLC | Member Units | | 1,380 | | | 1,380 |
| Meisler Operating LLC | LIBOR Plus 8.50% (Floor 1.00%) | 388 | | 16,618 | | 16,618 |
| | Member Units | | | 3,200 | | 3,200 |
| OnAsset Intelligence, Inc. | 12% PIK Secured Debt | 277 | 4,519 | 277 | | 4,796 |
| | 10% PIK Secured Debt | | | 45 | | 45 |
| | Preferred Stock | | | | | |
| | Warrants | | | | | |
| OPI International Ltd. | 10% Unsecured Debt | 16 | 473 | | 473 | |
| | Common Stock | | 1,600 | | 1,600 | |

Edgar Filing: Main Street Capital CORP - Form 10-Q

| | | | | | | |
|--|---------------------------------|-------|--------|-------|-----|--------|
| PCI Holding Company, Inc. | 12% Secured Debt | 1,112 | 13,000 | 320 | 20 | 13,300 |
| | Preferred Stock | 354 | 5,370 | 354 | 854 | 4,870 |
| | Preferred Stock | | | 2,610 | | 2,610 |
| Rocacea, LLC (Quality Lease and Rental Holdings, LLC) | 12% Secured Debt | | 250 | | | 250 |
| | Preferred Member Units | | | | | |
| Tin Roof Acquisition Company | 12% Secured Debt | 832 | 13,385 | 32 | 336 | 13,081 |
| | Class C Preferred Stock | 139 | 2,738 | 140 | | 2,878 |
| UniTek Global Services, Inc. | LIBOR Plus 8.50% (Floor 1.00%) | 290 | 5,021 | 3,517 | 3 | 8,535 |
| | LIBOR Plus 8.50% (Floor 1.00%) | 29 | 824 | 3 | 690 | 137 |
| | 15% PIK Unsecured Debt | 62 | 745 | 57 | | 802 |
| | Preferred Stock | 889 | 6,410 | 888 | 458 | 6,840 |
| | Preferred Stock | 78 | | 2,597 | | 2,597 |
| | Common Stock | | 3,010 | | 490 | 2,520 |
| Universal Wellhead Services Holdings, LLC | Preferred Member Units | | 720 | | | 720 |
| | Member Units | | 610 | | | 610 |
| Valley Healthcare Group, LLC | LIBOR Plus 12.50% (Floor 0.50%) | 873 | 12,844 | 13 | 270 | 12,587 |
| | Preferred Member Units | | 1,600 | | | 1,600 |

Edgar Filing: Main Street Capital CORP - Form 10-Q

Table of Contents

| Company | Investment(1) | Amount of Interest, Fees or Dividends Credited to Income(2) | December 31, 2016 Fair Value | Gross Additions(3) | Gross Reductions(4) | June 30, 2017 Fair Value |
|---|------------------------|---|------------------------------|--------------------|---------------------|--------------------------|
| Volusion, LLC | 11.5% Secured Debt | 1,337 | 15,298 | 333 | 423 | 15,208 |
| | Preferred Member Units | | 14,000 | | | 14,000 |
| | Warrants | | 2,576 | | 216 | 2,360 |
| Other | | | | | | |
| Amounts related to investments transferred to or from other 1940 Act classification during the period | | 220 | 9,919 | | | |
| | | \$ 19,468 | \$ 375,948 | \$ 68,212 | \$ 65,753 | \$ 368,488 |

This schedule should be read in conjunction with Main Street's consolidated financial statements, including the consolidated schedule of investments and notes to the consolidated financial statements.

- (1) The principal amount, the ownership detail for equity investments and if the investment is income producing is included in the consolidated schedule of investments.
- (2) Represents the total amount of interest, fees and dividends credited to income for the portion of the period for which an investment was included in Control or Affiliate categories, respectively. For investments transferred between Control and Affiliate categories during the period, any income or investment balances related to the time period it was in the category other than the one shown at period end is included in "Amounts from investments transferred from other 1940 Act classifications during the period."
- (3) Gross additions include increases in the cost basis of investments resulting from new portfolio investments, follow-on investments and accrued PIK interest, and the exchange of one or more existing securities for one or more new securities. Gross additions also include net increases in unrealized appreciation or net decreases in net unrealized depreciation as well as the movement of an existing portfolio company into this category and out of a different category.
- (4) Gross reductions include decreases in the cost basis of investments resulting from principal repayments or sales and the exchange of one or more existing securities for one or more new securities. Gross reductions also include net increases in net unrealized depreciation or net decreases in unrealized appreciation as well as the movement of an existing portfolio company out of this category and into a different category.

MAIN STREET CAPITAL CORPORATION

Consolidated Schedule of Investments In and Advances to Affiliates
June 30, 2016
(dollars in thousands)
(Unaudited)

| Company | Investment(1) | Amount of Interest, Fees or Dividends Credited to Income(2) | December 31, 2015 Fair Value | Gross Additions(3) | Gross Reductions(4) | June 30, 2016 Fair Value |
|--|---|---|---------------------------------------|---------------------------|---------------------|--|
| Control Investments | | | | | | |
| <u>Majority-owned investments</u> | | | | | | |
| Café Brazil, LLC | Member Units | 312 | 7,330 | | 760 | 6,570 |
| CMS Minerals LLC | Member Units | 62 | | 4,083 | 95 | 3,988 |
| | Preferred Member Units | 1,117 | 6,914 | | 2,866 | 4,048 |
| Gamber-Johnson Holdings, LLC | LIBOR Plus 11.00% (Floor 1.00%) Member Units | 261 | | 19,791 | | 19,791 |
| | | 304 | | 12,124 | | 12,124 |
| GRT Rubber Technologies LLC | LIBOR Plus 9.00% (Floor 1.00%) Member Units | 766 | 15,988 | 134 | 2,429 | 13,693 |
| | | 223 | 15,580 | 2,450 | | 18,030 |
| Hydratec, Inc. | Common Stock | 911 | 14,950 | 810 | | 15,760 |
| IDX Broker, LLC | 12.5% Secured Debt Member Units | 730 | 11,350 6,440 | 10 | 10 | 11,350 6,440 |
| Jensen Jewelers of Idaho, LLC | Prime Plus 6.75% (Floor 2.00%) Member Units | 240 | 4,055 | 515 | 215 | 4,355 |
| | | 139 | 4,750 | 450 | | 5,200 |
| Lamb's Venture, LLC | LIBOR Plus 5.75% 11% Secured Debt Preferred Equity Member Units 9.5% Secured Debt Member Units | 3 435 328 10 43 27 | 7,962 328 4,690 919 1,240 | 351 72 1,050 380 | 1 227 25 | 350 7,735 400 5,740 894 1,620 |
| Lighting Unlimited, LLC | 8% Secured Debt Preferred Equity Warrants Member Units | 61 | 1,514 430 40 350 | | 10 90 | 1,514 430 30 260 |
| Mid-Columbia Lumber Products, LLC | 10% Secured Debt 12% Secured Debt Member Units 9.5% Secured Debt Member Units | 88 237 40 42 10 | 1,750 3,900 2,580 881 550 | | 160 22 | 1,750 3,900 2,420 859 550 |
| MSC Adviser I, LLC | Member Units | 1,316 | 27,272 | | 360 | 26,912 |

Edgar Filing: Main Street Capital CORP - Form 10-Q

| | | | | | | |
|---------------------------------------|-----------------------------------|-----|--------|---------|--------|--------|
| Mystic Logistics Holdings, LLC | 12% Secured Debt | 593 | 9,448 | 20 | 108 | 9,360 |
| | Common Stock | 16 | 5,970 | | 580 | 5,390 |
| NRP Jones, LLC | 6% Current / 6% PIK Secured Debt | 940 | 12,948 | 405 | | 13,353 |
| | Warrants | | 450 | | 320 | 130 |
| | Member Units | | 1,480 | | 1,070 | 410 |
| PPL RVs, Inc. | 11.1% Secured Debt | 545 | 9,710 | | | 9,710 |
| | Common Stock | | 9,770 | 1,420 | | 11,190 |
| Principle Environmental, LLC | 12% Secured Debt | 267 | 4,060 | 21 | 21 | 4,060 |
| | 12% Current / 2% PIK Secured Debt | 236 | 3,310 | 35 | 1 | 3,344 |
| | Preferred Member Units | | 6,060 | | 1,460 | 4,600 |
| | Warrants | | 310 | | 290 | 20 |
| Quality Lease Service, LLC | 8% PIK Secured Debt | 253 | 6,538 | 252 | | 6,790 |
| | Member Units | | 2,638 | | | 2,638 |
| Southern RV, LLC | 13% Secured Debt | 157 | 11,400 | 104 | 11,504 | |
| | Member Units | 957 | 15,100 | (1,417) | 13,683 | |
| | 13% Secured Debt | 45 | 3,250 | 30 | 3,280 | |
| | Member Units | | 1,200 | | 1,200 | |

Edgar Filing: Main Street Capital CORP - Form 10-Q

Table of Contents

| Company | Investment(1) | Amount of Interest, Fees or Dividends Credited to Income(2) | December 31, 2015 Fair Value | Gross Additions(3) | Gross Reductions(4) | June 30, 2016 Fair Value |
|--|--|---|------------------------------|--------------------|---------------------|--------------------------|
| The MPI Group, LLC | 9% Secured Debt | 134 | 2,921 | | | 2,921 |
| | Series A Preferred Units | | 690 | | 190 | 500 |
| | Warrants | | | | | |
| | Member Units | 63 | 2,230 | 70 | | 2,300 |
| Travis Acquisition LLC | 12% Secured Debt | 212 | 3,513 | 10 | 278 | 3,245 |
| | Member Units | 50 | 14,480 | 5,890 | | 20,370 |
| Uvalco Supply, LLC | 9% Secured Debt | 53 | 1,314 | | 216 | 1,098 |
| | Member Units | 90 | 5,460 | 250 | | 5,710 |
| Vision Interests, Inc. | 13% Secured Debt | 209 | 3,052 | 10 | 107 | 2,955 |
| | Series A Preferred Stock | | 3,550 | | 180 | 3,370 |
| | Common Stock | | 210 | | 70 | 140 |
| Ziegler's NYPD, LLC | 6.5% Secured Debt | 34 | 992 | 1 | | 993 |
| | 12% Secured Debt | 28 | 500 | | 200 | 300 |
| | 14% Secured Debt | 198 | 2,750 | | | 2,750 |
| | Warrants | | 50 | 160 | | 210 |
| | Preferred Member Units | | 3,400 | 130 | | 3,530 |
| <u>Other controlled investments</u> | | | | | | |
| Access Media Holdings, LLC | 5.00% Current / 5.00% PIK Secured Debt | \$ 1,115 | \$ 20,380 | \$ 545 | \$ 485 | \$ 20,440 |
| | Preferred Member Units | | 2,000 | 1,305 | 2,525 | 780 |
| | Member Units | | | | | |
| AmeriTech College, LLC | 10% Secured Debt | 51 | 1,003 | 1 | | 1,004 |
| | 10% Secured Debt | 153 | 3,025 | | | 3,025 |
| | Preferred Member Units | 57 | 2,291 | | | 2,291 |
| ASC Interests, LLC | 11% Secured Debt | 140 | 2,500 | 8 | 258 | 2,250 |
| | Member Units | 35 | 2,230 | 450 | | 2,680 |
| Bond-Coat, Inc. | 12% Secured Debt | 720 | 11,596 | 17 | 17 | 11,596 |
| | Common Stock | | 9,140 | | 4,050 | 5,090 |
| CBT Nuggets, LLC | Member Units | 4,425 | 42,120 | 7,980 | | 50,100 |
| Datacom, LLC | 8% Secured Debt | 17 | | 450 | | 450 |
| | 5.25% Current / 5.25% PIK Secured Debt | 566 | 10,970 | 210 | 450 | 10,730 |
| | Class A Preferred Member Units | | 1,181 | 89 | | 1,270 |
| | Class B Preferred Member Units | | 5,079 | | 2,485 | 2,594 |
| Garreco, LLC | 14% Secured Debt | 424 | 5,739 | 13 | | 5,752 |
| | Member Units | 5 | 1,270 | | 180 | 1,090 |
| Gulf Manufacturing, LLC | 9% PIK Secured Debt | 35 | 777 | | | 777 |
| | Member Units | | 13,770 | | 5,000 | 8,770 |
| Gulf Publishing Holdings, LLC | 12.5% Secured Debt | 322 | | 9,904 | | 9,904 |
| | Member Units | 62 | | 3,124 | | 3,124 |

Edgar Filing: Main Street Capital CORP - Form 10-Q

| | | | | | | |
|---|--------------------------------|-----|--------|-------|-------|--------|
| Harrison Hydra-Gen, Ltd. | 9% Secured Debt | 9 | 5,010 | | 5,010 | |
| | Preferred Stock | 2 | 1,361 | 2 | 1,363 | |
| | Common Stock | 79 | 2,600 | 430 | | 3,030 |
| Hawthorne Customs and Dispatch Services, LLC | Member Units | 12 | 460 | | 180 | 280 |
| | Member Units | 81 | 2,220 | | | 2,220 |
| HW Temps LLC | LIBOR Plus 9.50% (Floor 1.00%) | 540 | 9,884 | 8 | | 9,892 |
| | Preferred Member Units | 362 | 3,942 | 1,008 | | 4,950 |
| Indianapolis Aviation Partners, LLC | 15% Secured Debt | 240 | 3,100 | 5 | 5 | 3,100 |
| | Warrants | | 2,540 | | | 2,540 |
| Marine Shelters Holdings, LLC (LoneStar Marine Shelters) | 12% PIK Secured Debt | 578 | 8,870 | 630 | 431 | 9,069 |
| | Preferred Member Units | | 4,881 | | 1,781 | 3,100 |
| MH Corbin Holding LLC | 10% Secured Debt | 710 | 13,869 | 14 | 350 | 13,533 |
| | Preferred Member Units | 70 | 6,000 | | | 6,000 |
| NAPCO Precast, LLC | Prime Plus 2.00% (Floor 7.00%) | 154 | 4,005 | | 1,292 | 2,713 |
| | 18% Secured Debt | 425 | 4,924 | | 972 | 3,952 |
| | Member Units | 357 | 8,590 | 1,180 | | 9,770 |

Edgar Filing: Main Street Capital CORP - Form 10-Q

Table of Contents

| Company | Investment(1) | Amount of Interest, Fees or Dividends Credited to Income(2) | December 31, 2015 Fair Value | Gross Additions(3) | Gross Reductions(4) | June 30, 2016 Fair Value |
|---|--|---|------------------------------|--------------------|---------------------|--------------------------|
| NRI Clinical Research, LLC | 14% Secured Debt | 347 | 4,539 | 79 | 108 | 4,510 |
| | Warrants | | 340 | 60 | | 400 |
| | Member Units | | 1,342 | 140 | | 1,482 |
| OMi Holdings, Inc. | Common Stock | | 13,640 | 1,940 | | 15,580 |
| Pegasus Research Group, LLC (Televerde) | Member Units | 314 | 6,840 | 1,780 | | 8,620 |
| River Aggregates, LLC | Zero Coupon Secured Debt | 34 | 556 | 35 | | 591 |
| | Member Units | 230 | 3,830 | 770 | | 4,600 |
| | Member Units | | 2,360 | 80 | | 2,440 |
| SoftTouch Medical Holdings LLC | LIBOR Plus 9.00% (Floor 1.00%) Member Units | 410 115 | 8,010 5,710 | 65 2,860 | 425 | 7,650 8,570 |
| Other | | | | | | |
| Amounts related to investments transferred to or from other 1940 Act classification during the period | | | | | | |
| | | \$ 25,572 | \$ 555,011 | \$ 84,793 | \$ 69,395 | \$ 570,409 |
| Affiliate Investments | | | | | | |
| AFG Capital Group, LLC | 11% Secured Debt | \$ 765 | \$ 12,790 | \$ 36 | \$ | \$ 12,826 |
| | Warrants | | 490 | 80 | | 570 |
| | Member Units | | 2,020 | 310 | | 2,330 |
| Barfly Ventures, LLC | 12% Secured Debt | 678 | 4,042 | 908 | 94 | 4,856 |
| | Options | | | 470 | | 470 |
| | Warrants | | 473 | | 233 | 240 |
| BBB Tank Services, LLC | 12% Current / 1% PIK Secured Debt | 164 | | 3,967 | | 3,967 |
| | Member Units | | | 800 | | 800 |
| Boss Industries, LLC | Preferred Member Units | 111 | 2,586 | 86 | 112 | 2,560 |
| Bridge Capital Solutions Corporation | 13% Secured Debt | 499 | 6,890 | 110 | | 7,000 |
| | Warrants | | 1,300 | 80 | | 1,380 |
| Buca C, LLC | LIBOR Plus 7.25% (Floor 1.00%) | 1,094 | 25,299 | 231 | 2,319 | 23,211 |
| | Preferred Member Units | 109 | 3,711 | 1,829 | | 5,540 |
| CAI Software LLC | 12% Secured Debt | 269 | 4,661 | 9 | 650 | 4,020 |
| | Member Units | 22 | 1,000 | 740 | | 1,740 |
| CapFusion, LLC | 13% Secured Debt | 529 | | 9,933 | | 9,933 |
| | Warrants | | | 1,200 | | 1,200 |

Edgar Filing: Main Street Capital CORP - Form 10-Q

| | | | | | | |
|--|-------------------------------------|-------|--------|-------|-------|--------|
| Chandler Signs Holdings, LLC | 12% Secured Debt | 316 | | 4,458 | | 4,458 |
| | Class A Units | 78 | | 1,500 | | 1,500 |
| Condit Exhibits, LLC | Member Units | 85 | 1,010 | 450 | | 1,460 |
| Congruent Credit Opportunities Funds | LP Interests (Fund II) | 400 | 2,834 | | 1,519 | 1,315 |
| | LP Interests (Fund III) | 459 | 12,024 | 2,616 | | 14,640 |
| Daseke, Inc. | 12% Current / 2.5% PIK Secured Debt | 1,608 | 21,253 | 310 | 40 | 21,523 |
| | Common Stock | | 22,660 | | | 22,660 |
| Dos Rios Partners | LP Interests (Fund) | | 2,031 | 1,070 | 619 | 2,482 |
| | LP Interests (Fund A) | | 648 | 340 | 317 | 671 |
| Dos Rios Stone Products LLC | Class A Units | | | 2,000 | | 2,000 |
| East Teak Fine Hardwoods, Inc. | Common Stock | 21 | 860 | | | 860 |
| East West Copolymer & Rubber, LLC | 12% Secured Debt Warrants | 597 | 9,463 | 14 | | 9,477 |
| | | | 50 | | | 50 |
| EIG Fund Investments | LP Interests | 99 | 718 | 2,062 | | 2,780 |
| EIG Traverse Co-Investment, L.P. | LP Interests | 616 | 4,755 | 5,175 | | 9,930 |

Edgar Filing: Main Street Capital CORP - Form 10-Q

Table of Contents

| Company | Investment(1) | Amount of Interest, Fees or Dividends Credited to Income(2) | December 31, 2015 Fair Value | Gross Additions(3) | Gross Reductions(4) | June 30, 2016 Fair Value |
|--|--|---|------------------------------|--------------------|---------------------|--------------------------|
| Freepoint Financial Funds | LP Interests (Fund) | 202 | 6,045 | | 346 | 5,699 |
| | LP Interests (Fund III) | 231 | 2,077 | 1,487 | | 3,564 |
| Gault Financial, LLC (RMB Capital, LLC) | 10% Secured Debt Warrants | 767 | 10,930 | 80 | | 11,010 |
| Glowpoint, Inc. | 8% Secured Debt | 14 | 397 | 1 | 398 | |
| | 12% Secured Debt | 560 | 8,929 | 11 | 1,303 | 7,637 |
| | Common Stock | | 3,840 | | 1,530 | 2,310 |
| Guerdon Modular Holdings, Inc. | LIBOR Plus 8.50% (Floor 1.00%) 9% Current / 4% PIK Secured Debt | 19 723 | (15) 10,295 | 962 78 | 947 13 | 10,360 |
| | Preferred Stock | | | 1,140 | | 1,140 |
| | Common Stock | | 1,990 | | 1,910 | 80 |
| Houston Plating and Coatings, LLC | Member Units | (23) | 8,440 | 433 | 3,543 | 5,330 |
| I-45 SLF LLC | Member units | 778 | 7,200 | 3,106 | | 10,306 |
| Indianhead Pipeline Services, LLC | 12% Secured Debt | 411 | 5,853 | 63 | 449 | 5,467 |
| | Preferred Member Units | 24 | 2,302 | 273 | | 2,575 |
| | Warrants Member Units | | | | | |
| KBK Industries, LLC | 10% Secured Debt | 8 | | 600 | | 600 |
| | 12.5% Secured Debt | 379 | 5,900 | 7 | 7 | 5,900 |
| | Member Units | (8) | 3,680 | | 450 | 3,230 |
| L.F. Manufacturing Holdings, LLC | Member Units | | 1,485 | 185 | | 1,670 |
| MPS Denver, LLC | Member Units | | 1,130 | | 290 | 840 |
| OnAsset Intelligence, Inc. | 12% PIK Secured Debt | 248 | 4,006 | 248 | | 4,254 |
| | Preferred Stock | | 1,380 | | | 1,380 |
| | Warrants | | | | | |
| OPI International Ltd. | 10% Unsecured Debt | 24 | 473 | | | 473 |
| | Common Stock | | 3,200 | | | 3,200 |
| PCI Holding Company, Inc. | 12% Secured Debt | 538 | | 13,000 | | 13,000 |
| | Preferred Stock | 291 | 4,887 | 291 | 939 | 4,239 |
| Radial Drilling Services Inc. | 12% Secured Debt Warrants | 10 | 1,500 | 10 | | 1,510 |
| Rocacea, LLC (Quality Lease and Rental Holdings, LLC) | 12% Secured Debt | | 250 | | | 250 |
| | Preferred Member Units | | | | | |
| Samba Holdings, Inc. | 12.5% Secured Debt | 1,100 | 24,662 | 110 | 24,772 | |
| | Common Stock | | 30,220 | | 30,220 | |

Edgar Filing: Main Street Capital CORP - Form 10-Q

| | | | | | | |
|--|--|-----|--------|-------|-------|--------|
| Tin Roof Acquisition Company | 12% Secured Debt | 869 | 13,807 | 30 | 209 | 13,628 |
| | Class C Preferred Stock | 127 | 2,477 | 126 | | 2,603 |
| UniTek Global Services, Inc. | LIBOR Plus 7.50% (Floor 1.00%) | 131 | 2,812 | | 1 | 2,811 |
| | LIBOR Plus 8.50% (Floor 1.00%) | 62 | 1,255 | 6 | 273 | 988 |
| | 15% PIK Unsecured Debt Preferred Stock | 54 | 638 | 50 | | 688 |
| | Common Stock | | 5,540 | 450 | | 5,990 |
| | | | | 2,100 | | 2,100 |
| Universal Wellhead Services Holdings, LLC | Class A Preferred Units | | 3,000 | | 1,840 | 1,160 |
| Valley Healthcare Group, LLC | LIBOR Plus 12.50% (Floor 0.50%) Preferred Member Units | 707 | 10,297 | 420 | | 10,717 |
| | | | | 1,600 | | 1,600 |

Edgar Filing: Main Street Capital CORP - Form 10-Q

Table of Contents

| Company | Investment(1) | Amount of Interest, Fees or Dividends Credited to Income(2) | December 31, 2015 Fair Value | Gross Additions(3) | Gross Reductions(4) | June 30, 2016 Fair Value |
|---|------------------------|---|------------------------------|--------------------|---------------------|--------------------------|
| Volusion, LLC | 10.5% Secured Debt | 1,056 | 16,199 | 126 | | 16,325 |
| | Preferred Member Units | | 14,000 | | | 14,000 |
| | Warrants | | 1,400 | | | 1,400 |
| Other | | | | | | |
| Amounts related to investments transferred to or from other 1940 Act classification during the period | | (345) | (15,530) | | | |
| | | \$ 17,476 | \$ 350,519 | \$ 67,777 | \$ 75,343 | \$ 358,483 |

This schedule should be read in conjunction with Main Street's consolidated financial statements, including the consolidated schedule of investments and notes to the consolidated financial statements.

- (1) The principal amount, the ownership detail for equity investments and if the investment is income producing is included in the consolidated schedule of investments.
- (2) Represents the total amount of interest, fees and dividends credited to income for the portion of the period for which an investment was included in Control or Affiliate categories, respectively. For investments transferred between Control and Affiliate categories during the period, any income or investment balances related to the time period it was in the category other than the one shown at period end is included in "Amounts from investments transferred from other 1940 Act classifications during the period."
- (3) Gross additions include increases in the cost basis of investments resulting from new portfolio investments, follow-on investments and accrued PIK interest, and the exchange of one or more existing securities for one or more new securities. Gross additions also include net increases in unrealized appreciation or net decreases in net unrealized depreciation as well as the movement of an existing portfolio company into this category and out of a different category.
- (4) Gross reductions include decreases in the cost basis of investments resulting from principal repayments or sales and the exchange of one or more existing securities for one or more new securities. Gross reductions also include net increases in net unrealized depreciation or net decreases in unrealized appreciation as well as the movement of an existing portfolio company out of this category and into a different category.

Table of Contents

Item 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The information in this section contains forward-looking statements that involve risks and uncertainties. Please see "Risk Factors" and "Cautionary Statement Concerning Forward-Looking Statements" in our Annual Report on Form 10-K for the year ended December 31, 2016, filed with the Securities and Exchange Commission (the "SEC") on February 24, 2017, for a discussion of the uncertainties, risks and assumptions associated with these statements. You should read the following discussion in conjunction with the consolidated financial statements and related notes and other financial information included in the Annual Report on Form 10-K for the year ended December 31, 2016.

ORGANIZATION

Main Street Capital Corporation ("MSCC") is a principal investment firm primarily focused on providing customized debt and equity financing to lower middle market ("LMM") companies and debt capital to middle market ("Middle Market") companies. The portfolio investments of MSCC and its consolidated subsidiaries are typically made to support management buyouts, recapitalizations, growth financings, refinancings and acquisitions of companies that operate in a variety of industry sectors. MSCC seeks to partner with entrepreneurs, business owners and management teams and generally provides "one stop" financing alternatives within its LMM portfolio. MSCC and its consolidated subsidiaries invest primarily in secured debt investments, equity investments, warrants and other securities of LMM companies based in the United States and in secured debt investments of Middle Market companies generally headquartered in the United States.

MSCC was formed in March 2007 to operate as an internally managed business development company ("BDC") under the Investment Company Act of 1940, as amended (the "1940 Act"). MSCC wholly owns several investment funds, including Main Street Mezzanine Fund, LP ("MSMF"), Main Street Capital II, LP ("MSC II") and Main Street Capital III, LP ("MSC III" and, collectively with MSMF and MSC II, the "Funds"), and each of their general partners. The Funds are each licensed as a Small Business Investment Company ("SBIC") by the United States Small Business Administration ("SBA"). Because MSCC is internally managed, all of the executive officers and other employees are employed by MSCC. Therefore, MSCC does not pay any external investment advisory fees, but instead directly incurs the operating costs associated with employing investment and portfolio management professionals.

MSC Adviser I, LLC (the "External Investment Manager") was formed in November 2013 as a wholly owned subsidiary of MSCC to provide investment management and other services to parties other than MSCC and its subsidiaries or their portfolio companies ("External Parties") and receives fee income for such services. MSCC has been granted no-action relief by the Securities and Exchange Commission ("SEC") to allow the External Investment Manager to register as a registered investment adviser under the Investment Advisers Act of 1940, as amended. Since the External Investment Manager conducts all of its investment management activities for External Parties, it is accounted for as a portfolio investment of MSCC and is not included as a consolidated subsidiary of MSCC in MSCC's consolidated financial statements.

MSCC has elected to be treated for U.S. federal income tax purposes as a regulated investment company ("RIC") under Subchapter M of the Internal Revenue Code of 1986, as amended (the "Code"). As a result, MSCC generally will not pay corporate-level U.S. federal income taxes on any net ordinary taxable income or capital gains that it distributes to its stockholders.

MSCC has certain direct and indirect wholly owned subsidiaries that have elected to be taxable entities (the "Taxable Subsidiaries"). The primary purpose of the Taxable Subsidiaries is to permit MSCC to hold equity investments in portfolio companies which are "pass-through" entities for tax purposes. The External Investment Manager is also a direct wholly owned subsidiary that has elected to

Table of Contents

be a taxable entity. The Taxable Subsidiaries and the External Investment Manager are each taxed at their normal corporate tax rates based on their taxable income.

Unless otherwise noted or the context otherwise indicates, the terms "we," "us," "our," the "Company" and "Main Street" refer to MSCC and its consolidated subsidiaries, which include the Funds and the Taxable Subsidiaries.

OVERVIEW

Our principal investment objective is to maximize our portfolio's total return by generating current income from our debt investments and capital appreciation from our equity and equity-related investments, including warrants, convertible securities and other rights to acquire equity securities in a portfolio company. Our LMM companies generally have annual revenues between \$10 million and \$150 million, and our LMM portfolio investments generally range in size from \$5 million to \$50 million. Our Middle Market investments are made in businesses that are generally larger in size than our LMM portfolio companies, with annual revenues typically between \$150 million and \$1.5 billion, and our Middle Market investments generally range in size from \$3 million to \$15 million. Our private loan ("Private Loan") portfolio investments are primarily debt securities in privately held companies which have been originated through strategic relationships with other investment funds on a collaborative basis. Private Loan investments are typically similar in size, structure, terms and conditions to investments we hold in our LMM portfolio and Middle Market portfolio.

We seek to fill the financing gap for LMM businesses, which, historically, have had more limited access to financing from commercial banks and other traditional sources. The underserved nature of the LMM creates the opportunity for us to meet the financing needs of LMM companies while also negotiating favorable transaction terms and equity participations. Our ability to invest across a company's capital structure, from secured loans to equity securities, allows us to offer portfolio companies a comprehensive suite of financing options, or a "one stop" financing solution. Providing customized, "one stop" financing solutions is important to LMM portfolio companies. We generally seek to partner directly with entrepreneurs, management teams and business owners in making our investments. Our LMM portfolio debt investments are generally secured by a first lien on the assets of the portfolio company and typically have a term of between five and seven years from the original investment date.

Our Middle Market portfolio investments primarily consist of direct investments in or secondary purchases of interest-bearing debt securities in privately held companies that are generally larger in size than the companies included in our LMM portfolio. Our Middle Market portfolio debt investments are generally secured by either a first or second priority lien on the assets of the portfolio company and typically have an expected duration of between three and seven years from the original investment date.

Our Private Loan portfolio investments are primarily debt securities in privately held companies which have been originated through strategic relationships with other investment funds on a collaborative basis, and are often referred to in the debt markets as "club deals." Private Loan investments are typically similar in size, structure, terms and conditions to investments we hold in our LMM portfolio and Middle Market portfolio. Our Private Loan portfolio debt investments are generally secured by either a first or second priority lien on the assets of the portfolio company and typically have a term of between three and seven years from the original investment date.

Our other portfolio ("Other Portfolio") investments primarily consist of investments which are not consistent with the typical profiles for our LMM, Middle Market or Private Loan portfolio investments, including investments which may be managed by third parties. In our Other Portfolio, we may incur indirect fees and expenses in connection with investments managed by third parties, such as investments in other investment companies or private funds.

Edgar Filing: Main Street Capital CORP - Form 10-Q

Table of Contents

Our external asset management business is conducted through the External Investment Manager. The External Investment Manager earns management fees based on the assets of the funds under management and may earn incentive fees, or a carried interest, based on the performance of the funds managed. We have entered into an agreement with the External Investment Manager to share employees in connection with its asset management business generally, and specifically for its relationship with HMS Income Fund, Inc. ("HMS Income"). Through this agreement, we share employees with the External Investment Manager, including their related infrastructure, business relationships, management expertise and capital raising capabilities.

The following tables provide a summary of our investments in the LMM, Middle Market and Private Loan portfolios as of June 30, 2017 and December 31, 2016 (this information excludes the Other Portfolio investments and the External Investment Manager which are discussed further below):

| | As of June 30, 2017 | | |
|--|-----------------------|------------------|--------------|
| | LMM(a) | Middle Market | Private Loan |
| | (dollars in millions) | | |
| Number of portfolio companies | 75 | 68 | 49 |
| Fair value | \$ 932.1 | \$ 624.1 | \$ 379.8 |
| Cost | \$ 815.0 | \$ 646.3 | \$ 399.6 |
| % of portfolio at cost debt | 68.3% | 96.7% | 93.3% |
| % of portfolio at cost equity | 31.7% | 3.3% | 6.7% |
| % of debt investments at cost secured by first priority lien | 95.9% | 90.2% | 90.1% |
| Weighted-average annual effective yield(b) | 12.0% | 8.8% | 9.5% |
| Average EBITDA(c) | \$ 4.8 | \$ 92.9 | \$ 22.3 |

(a) At June 30, 2017, we had equity ownership in approximately 99% of our LMM portfolio companies, and the average fully diluted equity ownership in those portfolio companies was approximately 37%.

(b) The weighted-average annual effective yields were computed using the effective interest rates for all debt investments at cost as of June 30, 2017, including amortization of deferred debt origination fees and accretion of original issue discount but excluding fees payable upon repayment of the debt instruments and any debt investments on non-accrual status. Weighted-average annual effective yield is higher than what an investor in shares of our common stock will realize on its investment because it does not reflect our expenses or any sales load paid by an investor.

(c) The average EBITDA is calculated using a simple average for the LMM portfolio and a weighted-average for the Middle Market and Private Loan portfolios. These calculations exclude certain portfolio companies, including five LMM portfolio companies, two Middle Market portfolio companies and three Private Loan portfolio companies, as EBITDA is

Edgar Filing: Main Street Capital CORP - Form 10-Q

Table of Contents

not a meaningful valuation metric for our investments in these portfolio companies, and those portfolio companies whose primary purpose is to own real estate.

| | As of December 31, 2016 | | |
|--|--------------------------------|--------------------------|---------------------|
| | LMM(a) | Middle Market | Private Loan |
| | (dollars in millions) | | |
| Number of portfolio companies | 73 | 78 | 46 |
| Fair value | \$ 892.6 | \$ 630.6 | \$ 342.9 |
| Cost | \$ 760.3 | \$ 646.8 | \$ 357.7 |
| % of portfolio at cost debt | 69.1% | 97.2% | 93.5% |
| % of portfolio at cost equity | 30.9% | 2.8% | 6.5% |
| % of debt investments at cost secured by first priority lien | 92.1% | 89.1% | 89.0% |
| Weighted-average annual effective yield(b) | 12.5% | 8.5% | 9.6% |
| Average EBITDA(c) | \$ 5.9 | \$ 98.6 | \$ 22.7 |

(a) At December 31, 2016, we had equity ownership in approximately 99% of our LMM portfolio companies, and the average fully diluted equity ownership in those portfolio companies was approximately 36%.

(b) The weighted-average annual effective yields were computed using the effective interest rates for all debt investments at cost as of December 31, 2016, including amortization of deferred debt origination fees and accretion of original issue discount but excluding fees payable upon repayment of the debt instruments and any debt investments on non-accrual status. Weighted-average annual effective yield is higher than what an investor in shares of our common stock will realize on its investment because it does not reflect our expenses or any sales load paid by an investor.

(c) The average EBITDA is calculated using a simple average for the LMM portfolio and a weighted-average for the Middle Market and Private Loan portfolios. These calculations exclude certain portfolio companies, including five LMM portfolio companies, one Middle Market portfolio company and three Private Loan portfolio companies, as EBITDA is not a meaningful valuation metric for our investments in these portfolio companies.

As of June 30, 2017, we had Other Portfolio investments in ten companies, collectively totaling approximately \$103.9 million in fair value and approximately \$111.3 million in cost basis and which comprised approximately 5.0% of our Investment Portfolio (as defined in "Critical Accounting Policies Basis of Presentation" below) at fair value. As of December 31, 2016, we had Other Portfolio investments in ten companies, collectively totaling approximately \$100.3 million in fair value and approximately \$107.1 million in cost basis and which comprised approximately 5.0% of our Investment Portfolio at fair value.

As previously discussed, the External Investment Manager is a wholly owned subsidiary that is treated as a portfolio investment. As of June 30, 2017, there was no cost basis in this investment and the investment had a fair value of approximately \$37.1 million, which comprised approximately 1.8% of our Investment Portfolio at fair value. As of December 31, 2016, there was no cost basis in this investment and the investment had a fair value of approximately \$30.6 million, which comprised approximately 1.5% of our Investment Portfolio at fair value.

Our portfolio investments are generally made through MSCC and the Funds. MSCC and the Funds share the same investment strategies and criteria, although they are subject to different regulatory regimes. An investor's return in MSCC will depend, in part, on the Funds' investment returns as they are wholly owned subsidiaries of MSCC.

Table of Contents

The level of new portfolio investment activity will fluctuate from period to period based upon our view of the current economic fundamentals, our ability to identify new investment opportunities that meet our investment criteria, and our ability to consummate the identified opportunities. The level of new investment activity, and associated interest and fee income, will directly impact future investment income. In addition, the level of dividends paid by portfolio companies and the portion of our portfolio debt investments on non-accrual status will directly impact future investment income. While we intend to grow our portfolio and our investment income over the long term, our growth and our operating results may be more limited during depressed economic periods. However, we intend to appropriately manage our cost structure and liquidity position based on applicable economic conditions and our investment outlook. The level of realized gains or losses and unrealized appreciation or depreciation on our investments will also fluctuate depending upon portfolio activity, economic conditions and the performance of our individual portfolio companies. The changes in realized gains and losses and unrealized appreciation or depreciation could have a material impact on our operating results.

Because we are internally managed, we do not pay any external investment advisory fees, but instead directly incur the operating costs associated with employing investment and portfolio management professionals. We believe that our internally managed structure provides us with a beneficial operating expense structure when compared to other publicly traded and privately held investment firms which are externally managed, and our internally managed structure allows us the opportunity to leverage our non-interest operating expenses as we grow our Investment Portfolio. For the three months ended June 30, 2017, the ratio of our total operating expenses, excluding interest expense and the effect of certain non-recurring professional fees and other expenses as discussed further below in "Discussion and analysis of results of operations Comparison of the three months ended June 30, 2017 and June 30, 2016", as a percentage of our quarterly average total assets was 1.6% on an annualized basis, compared to 1.4% on an annualized basis for the three months ended June 30, 2016. For the six months ended June 30, 2017, the ratio of our total operating expenses, excluding interest expense and these non-recurring expenses, as a percentage of our quarterly average total assets was 1.5% on an annualized basis, compared to 1.4% on an annualized basis for the six months ended June 30, 2016, and 1.5% for the year ended December 31, 2016. Including the effect of these non-recurring expenses, the ratio for the three and six months ended June 30, 2017 would have been 1.7% and 1.6%, respectively, on an annualized basis.

During May 2012, we entered into an investment sub-advisory agreement with HMS Adviser, LP ("HMS Adviser"), which is the investment advisor to HMS Income, a non-listed BDC, to provide certain investment advisory services to HMS Adviser. In December 2013, after obtaining required no-action relief from the SEC to allow us to own a registered investment adviser, we assigned the sub-advisory agreement to the External Investment Manager since the fees received from such arrangement could otherwise have negative consequences on our ability to meet the source-of-income requirement necessary for us to maintain our RIC tax treatment. Under the investment sub-advisory agreement, the External Investment Manager is entitled to 50% of the base management fee and the incentive fees earned by HMS Adviser under its advisory agreement with HMS Income. Based upon several fee waiver agreements with HMS Income and HMS Adviser, the External Investment Manager did not begin accruing the base management fee and incentive fees, if any, until January 1, 2014. The External Investment Manager has conditionally agreed to waive a limited amount of the incentive fees otherwise earned. During the three months ended June 30, 2017 and 2016, the External Investment Manager earned \$2.7 million and \$2.3 million, respectively, of management fees (net of fees waived, if any) under the sub-advisory agreement with HMS Adviser. During the six months ended June 30, 2017 and 2016, the External Investment Manager earned \$5.3 million and \$4.6 million, respectively, of management fees (net of fees waived, if any) under the sub-advisory agreement with HMS Adviser.

During April 2014, we received an exemptive order from the SEC permitting co-investments by us and HMS Income in certain negotiated transactions where co-investing would otherwise be prohibited

Table of Contents

under the 1940 Act. We have made, and in the future intend to continue to make, such co-investments with HMS Income in accordance with the conditions of the order. The order requires, among other things, that we and the External Investment Manager consider whether each such investment opportunity is appropriate for HMS Income and, if it is appropriate, to propose an allocation of the investment opportunity between us and HMS Income. Because the External Investment Manager may receive performance-based fee compensation from HMS Income, this may provide it an incentive to allocate opportunities to HMS Income instead of us. However, both we and the External Investment Manager have policies and procedures in place to manage this conflict.

CRITICAL ACCOUNTING POLICIES

Basis of Presentation

Our consolidated financial statements are prepared in accordance with generally accepted accounting principles in the United States of America ("U.S. GAAP"). For each of the periods presented herein, our consolidated financial statements include the accounts of MSCC and its consolidated subsidiaries. The Investment Portfolio, as used herein, refers to all of our investments in LMM portfolio companies, investments in Middle Market portfolio companies, Private Loan portfolio investments, Other Portfolio investments, and the investment in the External Investment Manager. Our results of operations for the three and six months ended June 30, 2017 and 2016, cash flows for the six months ended June 30, 2017 and 2016, and financial position as of June 30, 2017 and December 31, 2016, are presented on a consolidated basis. The effects of all intercompany transactions between us and our consolidated subsidiaries have been eliminated in consolidation.

Our accompanying unaudited consolidated financial statements are presented in conformity with U.S. GAAP for interim financial information and pursuant to the requirements for reporting on Form 10-Q and Article 10 of Regulation S-X. Accordingly, certain disclosures accompanying annual financial statements prepared in accordance with U.S. GAAP are omitted. In the opinion of management, the unaudited consolidated financial results included herein contain all adjustments, consisting solely of normal recurring accruals, considered necessary for the fair presentation of financial statements for the interim periods included herein. The results of operations for the three and six months ended June 30, 2017 and 2016 are not necessarily indicative of the operating results to be expected for the full year. Also, the unaudited financial statements and notes should be read in conjunction with the audited financial statements and notes thereto for the year ended December 31, 2016. Financial statements prepared on a U.S. GAAP basis require management to make estimates and assumptions that affect the amounts and disclosures reported in the financial statements and accompanying notes. Such estimates and assumptions could change in the future as more information becomes known, which could impact the amounts reported and disclosed herein.

We are an investment company following the accounting and reporting guidance in Financial Accounting Standards Board ("FASB") Accounting Standards Codification ("ASC") 946, *Financial Services Investment Company* ("ASC 946"). Under regulations pursuant to Article 6 of Regulation S-X applicable to BDCs and ASC 946, we are precluded from consolidating other entities in which we have equity investments, including those in which we have a controlling interest, unless the other entity is another investment company. An exception to this general principle in ASC 946 occurs if we hold a controlling interest in an operating company that provides all or substantially all of its services directly to us or to any of our portfolio companies. Accordingly, as noted above, our consolidated financial statements include the financial position and operating results for the Funds and the Taxable Subsidiaries. We have determined that all of our portfolio investments do not qualify for this exception, including the investment in the External Investment Manager. Therefore, our Investment Portfolio is carried on the consolidated balance sheet at fair value with any adjustments to fair value recognized as "Net Change in Unrealized Appreciation (Depreciation)" on the consolidated statements of operations

Table of Contents

until the investment is realized, usually upon exit, resulting in any gain or loss being recognized as a "Net Realized Gain (Loss)."

Investment Portfolio Valuation

The most significant determination inherent in the preparation of our consolidated financial statements is the valuation of our Investment Portfolio and the related amounts of unrealized appreciation and depreciation. As of both June 30, 2017 and December 31, 2016, our Investment Portfolio valued at fair value represented approximately 96% of our total assets. We are required to report our investments at fair value. We follow the provisions of Financial Accounting Standards Board ("FASB") ASC 820, *Fair Value Measurements and Disclosures* ("ASC 820"). ASC 820 defines fair value, establishes a framework for measuring fair value, establishes a fair value hierarchy based on the quality of inputs used to measure fair value, and enhances disclosure requirements for fair value measurements. ASC 820 requires us to assume that the portfolio investment is to be sold in the principal market to independent market participants, which may be a hypothetical market. Market participants are defined as buyers and sellers in the principal market that are independent, knowledgeable and willing and able to transact. See "Note B.1. Valuation of the Investment Portfolio" in the notes to consolidated financial statements for a detailed discussion of our investment portfolio valuation process and procedures.

Due to the inherent uncertainty in the valuation process, our determination of fair value for our Investment Portfolio may differ materially from the values that would have been determined had a ready market for the securities existed. In addition, changes in the market environment, portfolio company performance and other events that may occur over the lives of the investments may cause the gains or losses ultimately realized on these investments to be materially different than the valuations currently assigned. We determine the fair value of each individual investment and record changes in fair value as unrealized appreciation or depreciation.

Our Board of Directors has the final responsibility for overseeing, reviewing and approving, in good faith, our determination of the fair value for our Investment Portfolio and our valuation procedures, consistent with 1940 Act requirements. We believe our Investment Portfolio as of June 30, 2017 and December 31, 2016 approximates fair value as of those dates based on the markets in which we operate and other conditions in existence on those reporting dates.

Revenue Recognition

Interest and Dividend Income

We record interest and dividend income on the accrual basis to the extent amounts are expected to be collected. Dividend income is recorded as dividends are declared by the portfolio company or at the point an obligation exists for the portfolio company to make a distribution. In accordance with our valuation policies, we evaluate accrued interest and dividend income periodically for collectability. When a loan or debt security becomes 90 days or more past due, and if we otherwise do not expect the debtor to be able to service all of its debt or other obligations, we will generally place the loan or debt security on non-accrual status and cease recognizing interest income on that loan or debt security until the borrower has demonstrated the ability and intent to pay contractual amounts due. If a loan or debt security's status significantly improves regarding the debtor's ability to service the debt or other obligations, or if a loan or debt security is sold or written off, we remove it from non-accrual status.

Fee Income

We may periodically provide services, including structuring and advisory services, to our portfolio companies or other third parties. For services that are separately identifiable and evidence exists to substantiate fair value, fee income is recognized as earned, which is generally when the investment or

Table of Contents

other applicable transaction closes. Fees received in connection with debt financing transactions for services that do not meet these criteria are treated as debt origination fees and are deferred and accreted into income over the life of the financing.

Payment-in-Kind ("PIK") Interest and Cumulative Dividends

We hold certain debt and preferred equity instruments in our Investment Portfolio that contain PIK interest and cumulative dividend provisions. The PIK interest, computed at the contractual rate specified in each debt agreement, is periodically added to the principal balance of the debt and is recorded as interest income. Thus, the actual collection of this interest may be deferred until the time of debt principal repayment. Cumulative dividends are recorded as dividend income, and any dividends in arrears are added to the balance of the preferred equity investment. The actual collection of these dividends in arrears may be deferred until such time as the preferred equity is redeemed or sold. To maintain RIC tax treatment (as discussed below), these non-cash sources of income may need to be paid out to stockholders in the form of distributions, even though we may not have collected the PIK interest and cumulative dividends in cash. We stop accruing PIK interest and cumulative dividends and write off any accrued and uncollected interest and dividends in arrears when we determine that such PIK interest and dividends in arrears are no longer collectible. For the three months ended June 30, 2017 and 2016, (i) approximately 3.0% and 4.1%, respectively, of our total investment income was attributable to PIK interest income not paid currently in cash and (ii) approximately 1.8% and 0.7%, respectively, of our total investment income was attributable to cumulative dividend income not paid currently in cash. For the six months ended June 30, 2017 and 2016, (i) approximately 3.2% and 3.6%, respectively, of our total investment income was attributable to PIK interest income not paid currently in cash and (ii) approximately 1.8% and 0.8%, respectively, of our total investment income was attributable to cumulative dividend income not paid currently in cash.

Share-Based Compensation

We account for our share-based compensation plans using the fair value method, as prescribed by ASC 718, *Compensation Stock Compensation*. Accordingly, for restricted stock awards, we measure the grant date fair value based upon the market price of our common stock on the date of the grant and amortize the fair value of the awards as share-based compensation expense over the requisite service period, which is generally the vesting term.

Income Taxes

MSCC has elected to be treated for U.S. federal income tax purposes as a RIC. MSCC's taxable income includes the taxable income generated by MSCC and certain of its subsidiaries, including the Funds, which are treated as disregarded entities for tax purposes. As a RIC, MSCC generally will not pay corporate-level U.S. federal income taxes on any net ordinary taxable income or capital gains that MSCC distributes to its stockholders. MSCC must generally distribute at least 90% of its "investment company taxable income" (which is generally its net ordinary taxable income and realized net short-term capital gains in excess of realized net long-term capital losses) and 90% of its tax-exempt income to maintain its RIC status (pass-through tax treatment for amounts distributed). As part of maintaining RIC status, undistributed taxable income (subject to a 4% non-deductible U.S. federal excise tax) pertaining to a given fiscal year may be distributed up to 12 months subsequent to the end of that fiscal year, provided such dividends are declared on or prior to the later of (i) filing of the U.S. federal income tax return for the applicable fiscal year or (ii) the fifteenth day of the ninth month following the close of the year in which such taxable income was generated.

The Taxable Subsidiaries primarily hold certain portfolio investments for us. The Taxable Subsidiaries permit us to hold equity investments in portfolio companies which are "pass-through" entities for tax purposes and to continue to comply with the "source-income" requirements contained

Table of Contents

in the RIC tax provisions of the Code. The Taxable Subsidiaries are consolidated with us for U.S. GAAP financial reporting purposes, and the portfolio investments held by the Taxable Subsidiaries are included in our consolidated financial statements as portfolio investments and recorded at fair value. The Taxable Subsidiaries are not consolidated with MSCC for income tax purposes and may generate income tax expense, or benefit, and tax assets and liabilities, as a result of their ownership of certain portfolio investments. The taxable income, or loss, of the Taxable Subsidiaries may differ from their book income, or loss, due to temporary book and tax timing differences and permanent differences. This income tax expense, or benefit, if any, and the related tax assets and liabilities, are reflected in our consolidated financial statements.

The Taxable Subsidiaries use the liability method in accounting for income taxes. Deferred tax assets and liabilities are recorded for temporary differences between the tax basis of assets and liabilities and their reported amounts in the consolidated financial statements, using statutory tax rates in effect for the year in which the temporary differences are expected to reverse. A valuation allowance is provided, if necessary, against deferred tax assets when it is more likely than not that some portion or all of the deferred tax asset will not be realized.

Taxable income generally differs from net income for financial reporting purposes due to temporary and permanent differences in the recognition of income and expenses. Taxable income generally excludes net unrealized appreciation or depreciation, as investment gains or losses are not included in taxable income until they are realized.

INVESTMENT PORTFOLIO COMPOSITION

Our LMM portfolio investments primarily consist of secured debt, equity warrants and direct equity investments in privately held, LMM companies based in the United States. Our LMM portfolio companies generally have annual revenues between \$10 million and \$150 million, and our LMM investments generally range in size from \$5 million to \$50 million. The LMM debt investments are typically secured by either a first or second priority lien on the assets of the portfolio company, generally bear interest at fixed rates, and generally have a term of between five and seven years from the original investment date. In most LMM portfolio companies, we receive nominally priced equity warrants and/or make direct equity investments in connection with a debt investment.

Our Middle Market portfolio investments primarily consist of direct investments in or secondary purchases of interest-bearing debt securities in privately held companies based in the United States that are generally larger in size than the companies included in our LMM portfolio. Our Middle Market portfolio companies generally have annual revenues between \$150 million and \$1.5 billion, and our Middle Market investments generally range in size from \$3 million to \$15 million. Our Middle Market portfolio debt investments are generally secured by either a first or second priority lien on the assets of the portfolio company and typically have a term of between three and seven years from the original investment date.

Our Private Loan portfolio investments are primarily debt securities in privately held companies which have been originated through strategic relationships with other investment funds on a collaborative basis, and are often referred to in the debt markets as "club deals." Private Loan investments are typically similar in size, structure, terms and conditions to investments we hold in our LMM portfolio and Middle Market portfolio. Our Private Loan portfolio debt investments are generally secured by either a first or second priority lien on the assets of the portfolio company and typically have a term of between three and seven years from the original investment date.

Our Other Portfolio investments primarily consist of investments which are not consistent with the typical profiles for LMM, Middle Market and Private Loan portfolio investments, including investments which may be managed by third parties. In the Other Portfolio, we may incur indirect fees and expenses in connection with investments managed by third parties, such as investments in other investment companies or private funds.

Edgar Filing: Main Street Capital CORP - Form 10-Q

Table of Contents

Our external asset management business is conducted through the External Investment Manager. The External Investment Manager earns management fees based on the assets of the funds under management and may earn incentive fees, or a carried interest, based on the performance of the funds managed. We have entered into an agreement with the External Investment Manager to share employees in connection with its asset management business generally, and specifically for its relationship with HMS Income. Through this agreement, we share employees with the External Investment Manager, including their related infrastructure, business relationships, management expertise and capital raising capabilities. In the first quarter of 2014, we began allocating costs to the External Investment Manager pursuant to the sharing agreement. Our total expenses for the three months ended June 30, 2017 and 2016 are net of expenses allocated to the External Investment Manager of \$1.6 million and \$1.4 million, respectively. Our total expenses for the six months ended June 30, 2017 and 2016 are net of expenses allocated to the External Investment Manager of \$3.2 million and \$2.5 million, respectively. The External Investment Manager earns management fees based on the assets of the funds under management and may earn incentive fees, or a carried interest, based on the performance of the funds managed. The total contribution of the External Investment Manager to our net investment income consists of the combination of the expenses allocated to the External Investment Manager and dividend income from the External Investment Manager. For the three months ended June 30, 2017 and 2016, the total contribution to our net investment income was \$2.4 million and \$2.0 million, respectively. For the six months ended June 30, 2017 and 2016, the total contribution to our net investment income was \$4.6 million and \$3.8 million, respectively.

The following tables summarize the composition of our total combined LMM portfolio investments, Middle Market portfolio investments and Private Loan portfolio investments at cost and fair value by type of investment as a percentage of the total combined LMM portfolio investments, Middle Market portfolio investments and Private Loan portfolio investments as of June 30, 2017 and December 31, 2016 (this information excludes the Other Portfolio investments and the External Investment Manager).

| Cost: | June 30, 2017 | December 31, 2016 |
|------------------|--------------------------|------------------------------|
| First lien debt | 77.0% | 76.1% |
| Equity | 15.6% | 14.5% |
| Second lien debt | 5.9% | 7.7% |
| Equity warrants | 0.9% | 1.1% |
| Other | 0.6% | 0.6% |
| | 100.0% | 100.0% |

| Fair Value: | June 30, 2017 | December 31, 2016 |
|--------------------|--------------------------|------------------------------|
| First lien debt | 70.2% | 68.7% |
| Equity | 22.9% | 22.6% |
| Second lien debt | 5.6% | 7.2% |
| Equity warrants | 0.7% | 0.9% |
| Other | 0.6% | 0.6% |
| | 100.0% | 100.0% |

Our LMM portfolio investments, Middle Market portfolio investments and Private Loan portfolio investments carry a number of risks including: (1) investing in companies which may have limited operating histories and financial resources; (2) holding investments that generally are not publicly traded and which may be subject to legal and other restrictions on resale; and (3) other risks common to investing in below investment grade debt and equity investments in our Investment Portfolio. Please

Table of Contents

see "Risk Factors Risks Related to Our Investments" contained in our Form 10-K for the fiscal year ended December 31, 2016 and "Risk Factors" below for a more complete discussion of the risks involved with investing in our Investment Portfolio.

PORTFOLIO ASSET QUALITY

We utilize an internally developed investment rating system to rate the performance of each LMM portfolio company and to monitor our expected level of returns on each of our LMM investments in relation to our expectations for the portfolio company. The investment rating system takes into consideration various factors, including each investment's expected level of returns, the collectability of our debt investments and the ability to receive a return of the invested capital in our equity investments, comparisons to competitors and other industry participants, the portfolio company's future outlook and other factors that are deemed to be significant to the portfolio company.

Investment Rating 1 represents a LMM portfolio company that is performing in a manner which significantly exceeds expectations.

Investment Rating 2 represents a LMM portfolio company that, in general, is performing above expectations.

Investment Rating 3 represents a LMM portfolio company that is generally performing in accordance with expectations.

Investment Rating 4 represents a LMM portfolio company that is underperforming expectations. Investments with such a rating require increased monitoring and scrutiny by us.

Investment Rating 5 represents a LMM portfolio company that is significantly underperforming. Investments with such a rating require heightened levels of monitoring and scrutiny by us and involve the recognition of significant unrealized depreciation on such investment.

All new LMM portfolio investments receive an initial Investment Rating of 3.

The following table shows the distribution of our LMM portfolio investments on the 1 to 5 investment rating scale at fair value as of June 30, 2017 and December 31, 2016:

| Investment Rating | As of June 30, 2017 | | As of December 31, 2016 | |
|------------------------|---------------------------|-------------------------------|---------------------------|-------------------------------|
| | Investments at Fair Value | Percentage of Total Portfolio | Investments at Fair Value | Percentage of Total Portfolio |
| (dollars in thousands) | | | | |
| 1 | \$ 244,920 | 26.3% | \$ 253,420 | 28.4% |
| 2 | 205,710 | 22.0% | 258,085 | 28.9% |
| 3 | 389,454 | 41.8% | 294,807 | 33.0% |
| 4 | 79,028 | 8.5% | 75,433 | 8.5% |
| 5 | 12,962 | 1.4% | 10,847 | 1.2% |
| Total | \$ 932,074 | 100.0% | \$ 892,592 | 100.0% |

Based upon our investment rating system, the weighted-average rating of our LMM portfolio was approximately 2.4 and 2.3 as of June 30, 2017 and December 31, 2016, respectively.

As of June 30, 2017, our total Investment Portfolio had five investments on non-accrual status, which comprised approximately 0.2% of its fair value and 2.6% of its cost. As of December 31, 2016, our total Investment Portfolio had four investments on non-accrual status, which comprised approximately 0.6% of its fair value and 3.0% of its cost.

Edgar Filing: Main Street Capital CORP - Form 10-Q

The operating results of our portfolio companies are impacted by changes in the broader fundamentals of the United States economy. In the event that the United States economy contracts, it

Edgar Filing: Main Street Capital CORP - Form 10-Q

Table of Contents

is likely that the financial results of small to mid-sized companies, like those in which we invest, could experience deterioration or limited growth from current levels, which could ultimately lead to difficulty in meeting their debt service requirements, to an increase in defaults on our debt investments and to difficulty in maintaining historical dividend payment rates and unrealized appreciation on our equity investments. Consequently, we can provide no assurance that the performance of certain portfolio companies will not be negatively impacted by economic cycles or other conditions, which could also have a negative impact on our future results.

DISCUSSION AND ANALYSIS OF RESULTS OF OPERATIONS

Comparison of the three months ended June 30, 2017 and June 30, 2016

| | Three Months Ended June 30, | | Net Change | |
|--|--------------------------------|-----------|------------|-----|
| | 2017 | 2016 | Amount | % |
| | (dollars in thousands) | | | |
| Total investment income | \$ 50,271 | \$ 42,902 | \$ 7,369 | 17% |
| Total expenses | (17,578) | (15,254) | (2,324) | 15% |
| Net investment income | 32,693 | 27,648 | 5,045 | 18% |
| Net realized gain from investments | 10,981 | 15,457 | (4,476) | |
| Net change in net unrealized appreciation (depreciation) from: | | | | |
| Portfolio investments | 1,365 | (10,585) | 11,950 | |
| SBIC debentures and marketable securities and idle funds | (36) | 164 | (200) | |
| Total net change in net unrealized appreciation (depreciation) | 1,329 | (10,421) | 11,750 | |
| Income tax provision | (2,174) | (1,773) | (401) | |
| Net increase in net assets resulting from operations | \$ 42,829 | \$ 30,911 | \$ 11,918 | 39% |

| | Three Months Ended June 30, | | Net Change | |
|---|---|-----------|------------|-----|
| | 2017 | 2016 | Amount | % |
| | (dollars in thousands, except per share amounts) | | | |
| Net investment income | \$ 32,693 | \$ 27,648 | \$ 5,045 | 18% |
| Share-based compensation expense | 2,798 | 2,251 | 547 | 24% |
| Distributable net investment income(a) | \$ 35,491 | \$ 29,899 | \$ 5,592 | 19% |
| Net investment income per share | | | | |
| Basic and diluted | \$ 0.58 | \$ 0.54 | \$ 0.04 | 7% |
| Distributable net investment income per share | | | | |
| Basic and diluted(a) | \$ 0.63 | \$ 0.58 | \$ 0.05 | 9% |

- (a) Distributable net investment income is net investment income as determined in accordance with U.S. GAAP, excluding the impact of share-based compensation expense which is non-cash in nature. We believe presenting distributable net investment income and related per share amounts is useful and appropriate supplemental disclosure of information for analyzing our financial performance since share-based compensation does not require settlement in cash. However, distributable net investment income is a non-U.S. GAAP measure and should not be considered as a replacement to net investment income and other earnings measures presented in accordance with U.S. GAAP. Instead, distributable net investment income should be reviewed only in connection with such U.S. GAAP measures in analyzing our financial performance. A reconciliation of net investment income in accordance with U.S. GAAP to distributable net investment income is presented in the table above.

Table of Contents*Investment Income*

For the three months ended June 30, 2017, total investment income was \$50.3 million, a 17% increase over the \$42.9 million of total investment income for the corresponding period of 2016. This comparable period increase was principally attributable to (i) a \$5.6 million increase in interest income primarily related to higher average levels of portfolio debt investments and increased activities involving existing Investment Portfolio debt investments, (ii) a \$1.4 million increase in fee income, and (iii) a \$0.4 million increase in dividend income from Investment Portfolio equity investments. The \$7.4 million increase in total investment income in the three months ended June 30, 2017 includes an increase of \$2.5 million related to higher accelerated prepayment, repricing and other activity for certain Middle Market and Private Loan Investment Portfolio debt investments when compared to the same period in 2016.

Expenses

For the three months ended June 30, 2017, total expenses increased to \$17.6 million from \$15.3 million for the corresponding period of 2016. This comparable period increase in operating expenses was principally attributable to (i) a \$0.9 million increase in general and administrative expenses, including approximately \$0.3 million related to non-recurring professional fees and other expenses incurred on certain potential new portfolio investment opportunities which were terminated during the due diligence and legal documentation processes, (ii) a \$0.6 million increase in compensation expense related to increases in the number of personnel, base compensation levels and incentive compensation accruals, (iii) a \$0.5 million increase in share-based compensation expense and (iv) a \$0.5 million increase in interest expense, primarily due to the higher average interest rate and balance outstanding on our Credit Facility in the three months ended June 30, 2017, with these increases partially offset by a \$0.3 million increase in the expenses allocated to the External Investment Manager, in each case when compared to the same period in the prior year. For the three months ended June 30, 2017, the ratio of our total operating expenses, excluding interest expense and the effect of the non-recurring professional fees and other expenses discussed above, as a percentage of our quarterly average total assets was 1.6% on an annualized basis, compared to 1.4% on an annualized basis for the three months ended June 30, 2016 and 1.5% for the year ended December 31, 2016. Including the effect of the non-recurring expenses, the ratio for the three months ended June 30, 2017 was 1.7% on an annualized basis.

Net Investment Income

Net investment income for the three months ended June 30, 2017 was \$32.7 million, or an 18% increase, compared to net investment income of \$27.6 million for the corresponding period of 2016. The increase in net investment income was principally attributable to the increase in total investment income, partially offset by higher operating expenses as discussed above.

Distributable Net Investment Income

For the three months ended June 30, 2017, distributable net investment income increased 19% to \$35.5 million, or \$0.63 per share, compared with \$29.9 million, or \$0.58 per share, in the corresponding period of 2016. The increase in distributable net investment income was primarily due to the higher level of total investment income, partially offset by higher operating expenses both as discussed above. Distributable net investment income on a per share basis for the three months ended June 30, 2017 reflects (i) an increase of approximately \$0.04 per share from the comparable period in 2016 attributable to the net increase in the comparable levels of accelerated prepayment, repricing and other activity for certain Investment Portfolio debt investments and (ii) a greater number of average shares outstanding compared to the corresponding period in 2016 primarily due to shares issued through the ATM Program (as defined in "Liquidity and Capital Resources - Capital Resources" below), shares

Edgar Filing: Main Street Capital CORP - Form 10-Q

Table of Contents

issued pursuant to our equity incentive plans and shares issued pursuant to our dividend reinvestment plan.

Net Increase in Net Assets Resulting from Operations

The net increase in net assets resulting from operations during the three months ended June 30, 2017 was \$42.8 million, or \$0.76 per share, compared with \$30.9 million, or \$0.60 per share, during the three months ended June 30, 2016. This \$11.9 million increase from the same period in the prior year was primarily the result of (i) an \$11.9 million improvement in net change in unrealized appreciation (depreciation) from portfolio investments, including the impact of accounting reversals relating to realized gains/income (losses), from net unrealized depreciation of \$10.6 million for the three months ended June 30, 2016 to net unrealized appreciation of \$1.3 million for the three months ended June 30, 2017 and (ii) a \$5.0 million increase in net investment income as discussed above, with these increases partially offset by (i) a \$4.5 million decrease in the net realized gain from investments to a total net realized gain of \$11.0 million for the three months ended June 30, 2017 and (ii) a \$0.4 million increase in the income tax provision. The net realized gain from investments of \$11.0 million for the three months ended June 30, 2017 was primarily the result of (i) realized gains of \$6.8 million due to activity in our Other Portfolio, (ii) the realized gain of \$2.4 million on the exit of a LMM investment, (iii) the realized gain of \$1.4 million on the partial exit of a LMM investment and (iv) realized gains of \$0.6 million due to activity in our Middle Market portfolio.

The following table provides a summary of the total net unrealized appreciation of \$1.3 million for the three months ended June 30, 2017:

| | Three Months Ended June 30, 2017 | | | | | Total |
|--|---|----------------------|---------------------|-----------------|---------------|---------------|
| | LMM(a) | Middle Market | Private Loan | Other(b) | | |
| | (dollars in millions) | | | | | |
| Accounting reversals of net unrealized appreciation recognized in prior periods due to net realized gains/income (losses) recognized during the current period | \$ (3.0) | \$ (0.5) | \$ (0.7) | \$ (6.4) | \$ (10.6) | |
| Net unrealized appreciation (depreciation) relating to portfolio investments | 5.0 | (1.7) | 0.4 | 8.2 | 11.9 | |
| Total net change in unrealized appreciation (depreciation) relating to portfolio investments | \$ 2.0 | \$ (2.2) | \$ (0.3) | \$ 1.8 | \$ 1.3 | |
| Unrealized depreciation relating to SBIC debentures(c) | | | | | | |
| Total net change in unrealized appreciation | | | | | | \$ 1.3 |

(a) LMM includes unrealized appreciation on 20 LMM portfolio investments and unrealized depreciation on 17 LMM portfolio investments.

(b) Other includes \$4.6 million of net unrealized appreciation relating to the Other Portfolio and \$3.6 million of unrealized appreciation relating to the External Investment Manager.

(c) Relates to unrealized depreciation on the SBIC debentures held by MSC II which are accounted for on a fair value basis.

The income tax provision for the three months ended June 30, 2017 of \$2.2 million principally consisted of a deferred tax provision of \$1.7 million, which is primarily the result of the net activity relating to our portfolio investments held in our Taxable Subsidiaries, including changes in net

Edgar Filing: Main Street Capital CORP - Form 10-Q

Table of Contents

operating loss carryforwards, changes in net unrealized appreciation/depreciation and other temporary book-tax differences, and other current tax expense of \$0.4 million related to (i) a \$0.2 million accrual for excise tax on our estimated undistributed taxable income and (ii) other current tax expense of \$0.2 million related to accruals for U.S. federal and state income taxes.

Comparison of the six months ended June 30, 2017 and June 30, 2016

| | Six Months Ended June 30, | | Net Change | |
|--|------------------------------|-----------|------------|-----|
| | 2017 | 2016 | Amount | % |
| | (dollars in thousands) | | | |
| Total investment income | \$ 98,160 | \$ 84,909 | \$ 13,251 | 16% |
| Total expenses | (34,300) | (30,096) | (4,204) | 14% |
| Net investment income | 63,860 | 54,813 | 9,047 | 17% |
| Net realized gain from investments | 38,549 | 29,060 | 9,489 | |
| Net realized loss from SBIC debentures | (5,217) | | (5,217) | |
| Net change in net unrealized appreciation (depreciation) from: | | | | |
| Portfolio investments | (20,726) | (38,114) | 17,388 | |
| SBIC debentures and marketable securities and idle funds | 5,629 | 1,475 | 4,154 | |
| Total net change in net unrealized depreciation | (15,097) | (36,639) | 21,542 | |
| Income tax benefit (provision) | (7,812) | 490 | (8,302) | |
| Net increase in net assets resulting from operations | \$ 74,283 | \$ 47,724 | \$ 26,559 | 56% |

| | Six Months Ended June 30, | | Net Change | |
|---|---|-----------|------------|-----|
| | 2017 | 2016 | Amount | % |
| | (dollars in thousands, except per share amounts) | | | |
| Net investment income | \$ 63,860 | \$ 54,813 | \$ 9,047 | 17% |
| Share-based compensation expense | 5,067 | 3,840 | 1,227 | 32% |
| Distributable net investment income(a) | \$ 68,927 | \$ 58,653 | \$ 10,274 | 18% |
| Net investment income per share | | | | |
| Basic and diluted | \$ 1.15 | \$ 1.07 | \$ 0.08 | 7% |
| Distributable net investment income per share | | | | |
| Basic and diluted(a) | \$ 1.24 | \$ 1.15 | \$ 0.09 | 8% |

(a)

Edgar Filing: Main Street Capital CORP - Form 10-Q

Distributable net investment income is net investment income as determined in accordance with U.S. GAAP, excluding the impact of share-based compensation expense which is non-cash in nature. We believe presenting distributable net investment income and related per share amounts is useful and appropriate supplemental disclosure of information for analyzing our financial performance since share-based compensation does not require settlement in cash. However, distributable net investment income is a non-U.S. GAAP measure and should not be considered as a replacement to net investment income and other earnings measures presented in accordance with U.S. GAAP. Instead, distributable net investment income should be reviewed only in connection with such U.S. GAAP measures in analyzing our financial performance. A reconciliation of net investment income in accordance with U.S. GAAP to distributable net investment income is presented in the table above.

Table of Contents

Investment Income

For the six months ended June 30, 2017, total investment income was \$98.2 million, a 16% increase over the \$84.9 million of total investment income for the corresponding period of 2016. This comparable period increase was principally attributable to (i) an \$11.9 million increase in interest income primarily related to higher average levels of portfolio debt investments and increased activities involving existing Investment Portfolio debt investments and (ii) a \$1.7 million increase in fee income, partially offset by a \$0.3 million decrease in dividend income from Investment Portfolio equity investments. The \$13.3 million increase in total investment income in the six months ended June 30, 2017 includes an increase of \$5.2 million related to higher accelerated prepayment, repricing and other activity for certain Investment Portfolio debt investments when compared to the same period in 2016.

Expenses

For the six months ended June 30, 2017, total expenses increased to \$34.3 million from \$30.1 million for the corresponding period of 2016. This comparable period increase in operating expenses was principally attributable to (i) a \$1.4 million increase in general and administrative expenses, including approximately \$0.6 million related to non-recurring professional fees and other expenses incurred on certain potential new portfolio investment opportunities which were terminated during the due diligence and legal documentation processes, (ii) a \$1.2 million increase in share-based compensation expense, (iii) a \$1.2 million increase in compensation expense related to increases in the number of personnel, base compensation levels and incentive compensation accruals and (iv) a \$1.0 million increase in interest expense, primarily due to the higher average interest rate and balance outstanding on our Credit Facility in the six months ended June 30, 2017, with these increases partially offset by a \$0.6 million increase in the expenses allocated to the External Investment Manager, in each case when compared to the same period in the prior year. For the six months ended June 30, 2017, the ratio of our total operating expenses, excluding interest expense and the non-recurring professional fees and other expenses discussed above, as a percentage of our quarterly average total assets was 1.5% on an annualized basis, compared to 1.4% on an annualized basis for the six months ended June 30, 2016, and 1.5% for the year ended December 31, 2016. Including the effect of the non-recurring expenses, the ratio for the six months ended June 30, 2017 was 1.6% on an annualized basis.

Net Investment Income

Net investment income for the six months ended June 30, 2017 was \$63.9 million, or a 17% increase, compared to net investment income of \$54.8 million for the corresponding period of 2016. The increase in net investment income was principally attributable to the increase in total investment income, partially offset by higher operating expenses as discussed above.

Distributable Net Investment Income

For the six months ended June 30, 2017, distributable net investment income increased 18% to \$68.9 million, or \$1.24 per share, compared with \$58.7 million, or \$1.15 per share, in the corresponding period of 2016. The increase in distributable net investment income was primarily due to the higher level of total investment income, partially offset by higher operating expenses both as discussed above. Distributable net investment income on a per share basis for the six months ended June 30, 2017 reflects (i) an increase of approximately \$0.09 per share from the comparable period in 2016 attributable to the net increase in the comparable levels of accelerated prepayment, repricing and other activity for certain Investment Portfolio debt investments and (ii) a greater number of average shares outstanding compared to the corresponding period in 2016 primarily due to shares issued through the ATM Program, shares issued pursuant to our equity incentive plans and shares issued pursuant to our dividend reinvestment plan.

Edgar Filing: Main Street Capital CORP - Form 10-Q

Table of Contents

Net Increase in Net Assets Resulting from Operations

The net increase in net assets resulting from operations during the six months ended June 30, 2017 was \$74.3 million, or \$1.33 per share, compared with \$47.7 million, or \$0.94 per share, during the six months ended June 30, 2016. This \$26.6 million increase from the same period in the prior year was primarily the result of (i) a \$21.5 million improvement in net change in unrealized appreciation (depreciation) from portfolio investments and SBIC debentures, including the impact of accounting reversals relating to realized gains/income (losses), from net unrealized depreciation of \$36.6 million for the six months ended June 30, 2016 to net unrealized depreciation of \$15.1 million for the six months ended June 30, 2017, (ii) a \$9.5 million increase in the net realized gain from investments to a total net realized gain from investments of \$38.5 million for the six months ended June 30, 2017 and (iii) a \$9.0 million increase in net investment income as discussed above, with these increases partially offset by (i) an \$8.3 million increase in the income tax provision from an income tax benefit of \$0.5 million for the six months ended June 30, 2016 to an income tax provision of \$7.8 million for the six months ended June 30, 2017 and (ii) a \$5.2 million realized loss on the repayment of SBIC debentures outstanding at MSC II which had previously been accounted for on the fair value method of accounting. The net realized gain from investments of \$38.5 million for the six months ended June 30, 2017 was primarily the result of (i) the net realized gain of \$24.7 million on the exit of three LMM investments, (ii) realized gains of \$9.3 million due to activity in our Other Portfolio, (iii) the realized gain of \$2.6 million on the exit of one Private Loan investment, (iv) the realized gain of \$1.4 million on the partial exit of one LMM investment and (v) realized gains of \$0.9 million due to activity in our Middle Market portfolio. The realized loss of \$5.2 million on the repayment of SBIC debentures is related to the previously recognized bargain purchase gain resulting from recording the MSC II debentures at fair value on the date of the acquisition of MSC II in 2010. The effect of the realized loss is offset by the reversal of all previously recognized unrealized depreciation on these SBIC debentures due to fair value adjustments since the date of the acquisition.

The following table provides a summary of the total net unrealized depreciation of \$15.1 million for the six months ended June 30, 2017:

| | Six Months Ended June 30, 2017 | | | | |
|--|---------------------------------------|----------------------|---------------------|------------------|--------------|
| | LMM (a) | Middle Market | Private Loan | Other (b) | Total |
| | (dollars in millions) | | | | |
| Accounting reversals of net unrealized appreciation recognized in prior periods due to net realized gains/income (losses) recognized during the current period | \$ (23.0) | \$ (2.3) | \$ (2.1) | \$ (7.6) | \$ (35.0) |
| Net change in unrealized appreciation (depreciation) relating to portfolio investments | 7.3 | (3.6) | (3.0) | 13.5 | 14.2 |
| Total net change in unrealized appreciation (depreciation) relating to portfolio investments | \$ (15.7) | \$ (5.9) | \$ (5.1) | \$ 5.9 | \$ (20.8) |
| Unrealized appreciation relating to SBIC debentures (c) | | | | | 5.7 |
| Total net change in unrealized depreciation | | | | | \$ (15.1) |

(a) LMM includes unrealized appreciation on 26 LMM portfolio investments and unrealized depreciation on 22 LMM portfolio investments.

Table of Contents

- (b) Other includes \$7.0 million of net unrealized appreciation relating to the Other Portfolio and \$6.5 million of unrealized appreciation relating to the External Investment Manager.
- (c) Relates to unrealized appreciation on the SBIC debentures held by MSC II which are accounted for on a fair value basis and includes \$6.0 million of accounting reversals resulting from the reversal of previously recognized unrealized depreciation recorded since the date of acquisition of MSC II on the debentures repaid due to fair value adjustments since such date, partially offset by \$0.3 million of current period unrealized depreciation on the remaining SBIC debentures.

The income tax provision for the six months ended June 30, 2017 of \$7.8 million principally consisted of a deferred tax provision of \$6.1 million, which is primarily the result of the net activity relating to our portfolio investments held in our Taxable Subsidiaries, including changes in net operating loss carryforwards, changes in net unrealized appreciation/depreciation and other temporary book-tax differences, and other current tax expense of \$1.7 million related to (i) a \$1.1 million accrual for excise tax on our estimated undistributed taxable income and (ii) other current tax expense of \$0.6 million related to accruals for U.S. federal and state income taxes.

Liquidity and Capital Resources

Cash Flows

For the six months ended June 30, 2017, we experienced a net decrease in cash and cash equivalents in the amount of approximately \$2.7 million, which is the result of approximately \$15.7 million of cash provided by our operating activities and approximately \$18.3 million of cash used by financing activities.

During the period, we generated \$15.7 million of cash from our operating activities, which resulted primarily from (i) cash flows we generated from the operating profits earned through our operating activities totaling \$56.2 million, which is our \$68.9 million of distributable net investment income, excluding the non-cash effects of the accretion of unearned income of \$9.1 million, payment-in-kind interest income of \$3.1 million, cumulative dividends of \$1.8 million and the amortization expense for deferred financing costs of \$1.3 million, (ii) cash uses totaling \$476.5 million consisting of (a) \$471.5 million for the funding of new portfolio company investments and settlement of accruals for portfolio investments existing as of December 31, 2016, (b) \$5.0 million related to decreases in payables and accruals and (iii) cash proceeds totaling \$436.0 million from (a) \$434.4 in cash proceeds from the sales and repayments of debt investments and sales of and return on capital of equity investments and (b)\$1.6 million related to decreases in other assets.

During the six months ended June 30, 2017, \$18.3 million in cash was used in financing activities, which principally consisted of (i) \$72.5 million in cash dividends paid to stockholders, (ii) \$40.0 million in net repayments on the Credit Facility, (iii) \$25.2 million in repayment of SBIC debentures, (iv) \$4.3 million for purchases of vested restricted stock from employees to satisfy their tax withholding requirements upon the vesting of such restricted stock and (v) \$1.1 million for payment of deferred issuance costs, SBIC debenture fees and other costs, partially offset by (i) \$78.4 million in net cash proceeds from the ATM Program (described below) and (ii) \$46.4 million in cash proceeds from issuance of SBIC debentures.

Capital Resources

As of June 30, 2017, we had \$21.8 million in cash and cash equivalents and \$252.0 million of unused capacity under the Credit Facility, which we maintain to support our investment and operating activities. As of June 30, 2017, our net asset value totaled \$1,282.7 million, or \$22.62 per share.

The Credit Facility, which provides additional liquidity to support our investment and operational activities, provides for commitments of \$555.0 million from a diversified group of fourteen lenders and

Edgar Filing: Main Street Capital CORP - Form 10-Q

Table of Contents

matures in September 2021. The Credit Facility also contains an accordion feature which allows us to increase the total commitments under the facility to up to \$750.0 million from new and existing lenders on the same terms and conditions as the existing commitments.

Borrowings under the Credit Facility bear interest, subject to our election, on a per annum basis at a rate equal to the applicable LIBOR rate (1.22% as of June 30, 2017) plus (i) 1.875% (or the applicable base rate (Prime Rate of 4.25% as of June 30, 2017) plus 0.875%) as long as we maintain an investment grade rating and meet certain agreed upon excess collateral and maximum leverage requirements, (ii) 2.0% (or the applicable base rate plus 1.0%) if we maintain an investment grade rating but do not meet certain excess collateral and maximum leverage requirements or (iii) 2.25% (or the applicable base rate plus 1.25%) if we do not maintain an investment grade rating. We pay unused commitment fees of 0.25% per annum on the unused lender commitments under the Credit Facility. The Credit Facility is secured by a first lien on the assets of MSCC and its subsidiaries, excluding the equity ownership or assets of the Funds and the External Investment Manager. The Credit Facility contains certain affirmative and negative covenants, including but not limited to: (i) maintaining a minimum availability of at least 10% of the borrowing base, (ii) maintaining an interest coverage ratio of at least 2.0 to 1.0, (iii) maintaining an asset coverage ratio of at least 1.5 to 1.0 and (iv) maintaining a minimum tangible net worth. The Credit Facility is provided on a revolving basis through its final maturity date in September 2021, and contains two, one-year extension options which could extend the final maturity by up to two years, subject to certain conditions, including lender approval. As of June 30, 2017, we had \$303.0 million in borrowings outstanding under the Credit Facility, the interest rate on the Credit Facility was 2.9% and we were in compliance with all financial covenants of the Credit Facility.

Due to each of the Funds' status as a licensed SBIC, we have the ability to issue, through the Funds, debentures guaranteed by the SBA at favorable interest rates and favorable terms and conditions up to a maximum amount of \$350.0 million through our three existing SBIC licenses. During the six months ended June 30, 2017, we issued \$46.4 million of SBIC debentures and opportunistically prepaid \$25.2 million of our existing SBIC debentures as part of an effort to manage the maturity dates of our oldest SBIC debentures, leaving \$88.8 million of remaining capacity under our SBIC licenses. Debentures guaranteed by the SBA have fixed interest rates that equal prevailing 10-year Treasury Note rates plus a market spread and have a maturity of ten years with interest payable semiannually. The principal amount of the debentures is not required to be paid before maturity, but may be pre-paid at any time with no prepayment penalty. Main Street expects to issue new SBIC debentures under the SBIC program in the future in an amount up to the regulatory maximum amount of \$350.0 million for affiliated SBIC funds. On June 30, 2017, through our three wholly owned SBICs, we had \$261.2 million of outstanding SBIC debentures guaranteed by the SBA, which bear a weighted-average annual fixed interest rate of approximately 3.7%, paid semiannually, and mature ten years from issuance. The first maturity related to our SBIC debentures occurs in 2019, and the weighted-average remaining duration is approximately 5.8 years as of June 30, 2017.

In April 2013, we issued \$92.0 million, including the underwriters' full exercise of their over-allotment option, in aggregate principal amount of the 6.125% Notes (the "6.125% Notes"). The 6.125% Notes are unsecured obligations and rank pari passu with our current and future unsecured indebtedness; senior to any of our future indebtedness that expressly provides it is subordinated to the 6.125% Notes; effectively subordinated to all of our existing and future secured indebtedness, to the extent of the value of the assets securing such indebtedness, including borrowings under our Credit Facility; and structurally subordinated to all existing and future indebtedness and other obligations of any of our subsidiaries, including without limitation, the indebtedness of the Funds. The 6.125% Notes mature on April 1, 2023, and may be redeemed in whole or in part at any time or from time to time at our option on or after April 1, 2018. We may from time to time repurchase 6.125% Notes in

Edgar Filing: Main Street Capital CORP - Form 10-Q

Table of Contents

accordance with the 1940 Act and the rules promulgated thereunder. As of June 30, 2017, the outstanding balance of the 6.125% Notes was \$90.7 million.

The indenture governing the 6.125% Notes (the "6.125% Notes Indenture") contains certain covenants, including covenants requiring our compliance with (regardless of whether we are subject to) the asset coverage requirements set forth in Section 18(a)(1)(A) as modified by Section 61(a)(1) of the 1940 Act, as well as covenants requiring us to provide financial information to the holders of the 6.125% Notes and the Trustee if we cease to be subject to the reporting requirements of the Securities Exchange Act of 1934. These covenants are subject to limitations and exceptions that are described in the 6.125% Notes Indenture.

In November 2014, we issued \$175.0 million in aggregate principal amount of the 4.50% Notes (the "4.50% Notes") at an issue price of 99.53%. The 4.50% Notes are unsecured obligations and rank pari passu with our current and future unsecured indebtedness; senior to any of our future indebtedness that expressly provides it is subordinated to the 4.50% Notes; effectively subordinated to all of our existing and future secured indebtedness, to the extent of the value of the assets securing such indebtedness, including borrowings under our Credit Facility; and structurally subordinated to all existing and future indebtedness and other obligations of any of our subsidiaries, including without limitation, the indebtedness of the Funds. The 4.50% Notes mature on December 1, 2019, and may be redeemed in whole or in part at any time at our option subject to certain make-whole provisions. The 4.50% Notes bear interest at a rate of 4.50% per year payable semiannually on June 1 and December 1 of each year, beginning June 1, 2015. We may from time to time repurchase 4.50% Notes in accordance with the 1940 Act and the rules promulgated thereunder. As of June 30, 2017, the outstanding balance of the 4.50% Notes was \$175.0 million.

The indenture governing the 4.50% Notes (the "4.50% Notes Indenture") contains certain covenants, including covenants requiring our compliance with (regardless of whether we are subject to) the asset coverage requirements set forth in Section 18(a)(1)(A) as modified by Section 61(a)(1) of the 1940 Act, as well as covenants requiring us to provide financial information to the holders of the 4.50% Notes and the Trustee if we cease to be subject to the reporting requirements of the Securities Exchange Act of 1934. These covenants are subject to limitations and exceptions that are described in the 4.50% Notes Indenture.

During November 2015, we commenced a program with certain selling agents through which we can sell shares of our common stock by means of at-the-market offerings from time to time (the "ATM Program"). During the six months ended June 30, 2017, we sold 2,104,424 shares of our common stock at a weighted-average price of \$37.72 per share and raised \$79.4 million of gross proceeds under the ATM Program. Net proceeds were \$78.4 million after commissions to the selling agents on shares sold and offering costs. As of June 30, 2017, sales transactions representing 25,837 shares had not settled and are not included in shares issued and outstanding on the face of the consolidated balance sheet, but are included in the weighted-average shares outstanding in the consolidated statement of operations and in the shares used to calculate net asset value per share. As of June 30, 2017, there were 3,751,904 shares were available for sale under the ATM Program.

During the year ended December 31, 2016, we sold 3,324,646 shares of our common stock at a weighted-average price of \$34.17 per share and raised \$113.6 million of gross proceeds under the ATM Program. Net proceeds were \$112.0 million after commissions to the selling agents on shares sold and offering costs. As of December 31, 2016, sales transactions representing 42,413 shares had not settled and were not included in shares issued and outstanding on the face of the consolidated balance sheet, but were included in the weighted-average shares outstanding in the consolidated statements of operations and in the shares used to calculate net asset value per share.

We anticipate that we will continue to fund our investment activities through existing cash and cash equivalents, cash flows generated through our ongoing operating activities, utilization of available

Table of Contents

borrowings under our Credit Facility and a combination of future issuances of debt and equity capital. Our primary uses of funds will be investments in portfolio companies, operating expenses and cash distributions to holders of our common stock.

We periodically invest excess cash balances into "Marketable securities and idle funds investments". The primary investment objective of Marketable securities and idle funds investments is to generate incremental cash returns on excess cash balances prior to utilizing those funds for investment in our LMM, Middle Market and Private Loan portfolio investments. Marketable securities and idle funds investments generally consist of debt investments, independently rated debt investments, certificates of deposit with financial institutions, diversified bond funds and publicly traded debt and equity investments. The composition of Marketable securities and idle funds investments will vary in a given period based upon, among other things, changes in market conditions, the underlying fundamentals in our Marketable securities and idle funds investments, our outlook regarding future LMM, Middle Market and Private Loan portfolio investment needs, and any regulatory requirements applicable to us.

If our common stock trades below our net asset value per share, we will generally not be able to issue additional common stock at the market price unless our stockholders approve such a sale and our Board of Directors makes certain determinations. We did not seek stockholder authorization to sell shares of our common stock below the then current net asset value per share of our common stock at our 2017 annual meeting of stockholders because our common stock price per share had been trading significantly above the current net asset value per share of our common stock since 2011. We would therefore need future approval from our stockholders to issue shares below the then current net asset value per share.

In order to satisfy the Code requirements applicable to a RIC, we intend to distribute to our stockholders, after consideration and application of our ability under the Code to carry forward certain excess undistributed taxable income from one tax year into the next tax year, substantially all of our taxable income. In addition, as a BDC, we generally are required to meet a coverage ratio of total assets to total senior securities, which include borrowings and any preferred stock we may issue in the future, of at least 200%. This requirement limits the amount that we may borrow. In January 2008, we received an exemptive order from the SEC to exclude SBA-guaranteed debt securities issued by MSMF and any other wholly owned subsidiaries of ours which operate as SBICs from the asset coverage requirements of the 1940 Act as applicable to us, which, in turn, enables us to fund more investments with debt capital.

Although we have been able to secure access to additional liquidity, including through the Credit Facility, public debt issuances, leverage available through the SBIC program and equity offerings, there is no assurance that debt or equity capital will be available to us in the future on favorable terms, or at all.

Recently Issued or Adopted Accounting Standards

In May 2014, the FASB issued Accounting Standards Update ("ASU") 2014-09, *Revenue from Contracts with Customers (Topic 606)*. ASU 2014-09 supersedes the revenue recognition requirements under ASC 605, *Revenue Recognition*, and most industry-specific guidance throughout the Industry Topics of the ASC. The core principle of the guidance is that an entity should recognize revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which an entity expects to be entitled in exchange for those goods or services. Under the new guidance, an entity is required to perform the following five steps: (1) identify the contract(s) with a customer; (2) identify the performance obligations in the contract; (3) determine the transaction price; (4) allocate the transaction price to the performance obligations in the contract, and (5) recognize revenue when (or as) the entity satisfies a performance obligation. The new guidance will

Table of Contents

significantly enhance comparability of revenue recognition practices across entities, industries, jurisdictions and capital markets. Additionally, the guidance requires improved disclosures as to the nature, amount, timing and uncertainty of revenue that is recognized. In March 2016, the FASB issued ASU 2016-08, *Revenue from Contracts with Customers (Topic 606): Principal versus Agent Considerations (Reporting Revenue Gross versus Net)*, which clarified the implementation guidance on principal versus agent considerations. In April 2016, the FASB issued ASU 2016-10, *Revenue from Contracts with Customers (Topic 606): Identifying Performance Obligations and Licensing*, which clarified the implementation guidance regarding performance obligations and licensing arrangements. In May 2016, the FASB issued ASU No. 2016-12, *Revenue from Contracts with Customers (Topic 606) Narrow-Scope Improvements and Practical Expedients*, which clarified guidance on assessing collectability, presenting sales tax, measuring noncash consideration, and certain transition matters. In December 2016, the FASB issued ASU No. 2016-20, *Revenue from Contracts with Customers (Topic 606) Technical Corrections and Improvements*, which provided disclosure relief, and clarified the scope and application of the new revenue standard and related cost guidance. The new guidance will be effective for the annual reporting period beginning after December 15, 2017, including interim periods within that reporting period. Early adoption would be permitted for annual reporting periods beginning after December 15, 2016. We expect to identify similar performance obligations under ASC 606 as compared with deliverables and separate units of account previously identified. As a result, we expect timing of our revenue recognition to remain the same.

In April 2015, the FASB issued ASU 2015-03, *Interest Imputation of Interest (Subtopic 835-30): Simplifying the Presentation of Debt Issuance Costs*, which requires debt financing costs related to a recognized debt liability to be presented on the balance sheet as a direct deduction from the related debt liability, similar to the presentation of debt discounts. Additionally in August 2015, the FASB issued ASU 2015-15, *Interest Imputation of Interest: Presentation and Subsequent Measurement of Debt Issuance Costs Associated with Line-of-Credit Arrangements*, which provides further clarification on the same topic and states that the SEC would not object to the deferral and presentation of debt issuance costs as an asset and subsequent amortization of the deferred costs over the term of the line-of-credit arrangement, regardless of whether there are any outstanding borrowings on the line-of-credit arrangement. The Company adopted the guidance for debt arrangements that are not line-of-credit arrangements for the three months ended June 30, 2017. Comparative financial statements of prior interim and annual periods have been adjusted to apply the new method retrospectively. As a result of the adoption, the Company reclassified \$7.9 million of deferred financing costs assets to a direct deduction from the related debt liability on the consolidated balance sheet as of December 31, 2016. The adoption of this guidance had no impact on net assets, the consolidated statements of operations or the consolidated statements of cash flows.

In May 2015, the FASB issued ASU 2015-07, *Fair Value Measurements Disclosures for Certain Entities that Calculate Net Asset Value per Share*. This amendment updates guidance intended to eliminate the diversity in practice surrounding how investments measured at net asset value under the practical expedient with future redemption dates have been categorized in the fair value hierarchy. Under the updated guidance, investments for which fair value is measured at net asset value per share using the practical expedient should no longer be categorized in the fair value hierarchy, while investments for which fair value is measured at net asset value per share but the practical expedient is not applied should continue to be categorized in the fair value hierarchy. The updated guidance requires retrospective adoption for all periods presented and is effective for interim and annual reporting periods beginning after December 15, 2015, with early adoption permitted. The Company adopted this standard during the three months ended March 31, 2016. There was no impact of the adoption of this new accounting standard on our consolidated financial statements as none of our investments are measured through the use of the practical expedient.

Table of Contents

In February 2016, the FASB issued ASU 2016-02, *Leases*, which requires lessees to recognize on the balance sheet a right-of-use asset, representing its right to use the underlying asset for the lease term, and a lease liability for all leases with terms greater than 12 months. The guidance also requires qualitative and quantitative disclosures designed to assess the amount, timing, and uncertainty of cash flows arising from leases. The standard requires the use of a modified retrospective transition approach, which includes a number of optional practical expedients that entities may elect to apply. The new guidance is effective for annual periods beginning after December 15, 2018, and interim periods therein. Early application is permitted. While we continue to assess the effect of adoption, we currently believe the most significant change relates to the recognition of a new right-of-use asset and lease liability on our consolidated balance sheet for our office space operating lease. We currently have one operating lease for office space and do not expect a significant change in our leasing activity between now and adoption. See further discussion of our operating lease obligation in "Note M Commitments and Contingences" in the notes to the consolidated financial statements.

In March 2016, the FASB issued ASU 2016-09, *Compensation Stock Compensation: Improvements to Employee Share-Based Payment Accounting*, which is intended to simplify several aspects of the accounting for share-based payment transactions, including the income tax consequences, classification of awards as either equity or liabilities, and classification on the statement of cash flows. The guidance is effective for annual periods beginning after December 15, 2016, and interim periods therein. Early application is permitted. The Company elected to early adopt this standard during the three months ended March 31, 2016. See further discussion of the impact of the adoption of this standard in "Note B.8. Summary of Significant Accounting Policies Share-based Compensation" in the notes to consolidated financial statements.

In August 2016, the FASB issued ASU 2016-15, *Statement of Cash Flows (Topic 230)*, which is intended to reduce the existing diversity in practice in how certain cash receipts and cash payments are presented and classified in the statement of cash flows. The guidance is effective for annual periods beginning after December 15, 2017, and interim periods therein. Early application is permitted. The impact of the adoption of this new accounting standard on our consolidated financial statements is not expected to be material.

From time to time, new accounting pronouncements are issued by the FASB or other standards setting bodies that are adopted by us as of the specified effective date. We believe that the impact of recently issued standards and any that are not yet effective will not have a material impact on our consolidated financial statements upon adoption.

Inflation

Inflation has not had a significant effect on our results of operations in any of the reporting periods presented herein. However, our portfolio companies have experienced, and may in the future experience, the impacts of inflation on their operating results, including periodic escalations in their costs for labor, raw materials and third-party services and required energy consumption.

Off-Balance Sheet Arrangements

We may be a party to financial instruments with off-balance sheet risk in the normal course of business to meet the financial needs of our portfolio companies. These instruments include commitments to extend credit and fund equity capital and involve, to varying degrees, elements of liquidity and credit risk in excess of the amount recognized in the balance sheet. At June 30, 2017, we had a total of \$126.8 million in outstanding commitments comprised of (i) 33 investments with commitments to fund revolving loans that had not been fully drawn or term loans with additional commitments not yet funded and (ii) nine investments with equity capital commitments that had not been fully called.

Table of Contents***Contractual Obligations***

As of June 30, 2017, the future fixed commitments for cash payments in connection with our SBIC debentures, the 4.50% Notes, the 6.125% Notes and rent obligations under our office lease for each of the next five years and thereafter are as follows:

| | 2017 | 2018 | 2019 | 2020 | 2021 | Thereafter | Total |
|---------------------------------|-----------|-----------|------------|-----------|-----------|------------|------------|
| SBIC debentures | \$ | \$ | \$ 20,000 | \$ 55,000 | \$ 40,000 | \$ 146,200 | \$ 261,200 |
| Interest due on SBIC debentures | 5,330 | 9,967 | 9,967 | 8,774 | 6,223 | 18,452 | 58,713 |
| Notes 6.125% | | | | | | 90,655 | 90,655 |
| Interest due on 6.125% Notes | 2,776 | 5,553 | 5,553 | 5,553 | 5,553 | 6,939 | 31,927 |
| 4.50% Notes | | | 175,000 | | | | 175,000 |
| Interest due on 4.50% Notes | 3,938 | 7,875 | 7,875 | | | | 19,688 |
| Operating Lease Obligation(1) | | 373 | 749 | 763 | 777 | 5,031 | 7,693 |
| Total | \$ 12,044 | \$ 23,768 | \$ 219,144 | \$ 70,090 | \$ 52,553 | \$ 267,277 | \$ 644,876 |

(1)

Operating Lease Obligation means a rent payment obligation under a lease classified as an operating lease and disclosed pursuant to FASB ASC 840, as may be modified or supplemented.

As of June 30, 2017, we had \$303.0 million in borrowings outstanding under our Credit Facility, and the Credit Facility is currently scheduled to mature in September 2021. The Credit Facility contains two, one-year extension options which could extend the maturity to September 2023, subject to lender approval. See further discussion of the Credit Facility terms in "Liquidity and Capital Resources - Capital Resources."

Related Party Transactions

As discussed further above, the External Investment Manager is treated as a wholly owned portfolio company of MSCC and is included as part of our Investment Portfolio. At June 30, 2017, we had a receivable of approximately \$2.6 million due from the External Investment Manager which included approximately \$1.9 million primarily related to operating expenses incurred by us required to support the External Investment Manager's business and approximately \$0.7 million of dividends declared but not paid by the External Investment Manager.

In November 2015, our Board of Directors approved and adopted the Main Street Capital Corporation Deferred Compensation Plan (the "2015 Deferred Compensation Plan"). The 2015 Deferred Compensation Plan became effective on January 1, 2016 and replaced the Deferred Compensation Plan for Non-Employee Directors previously adopted by the Board of Directors in June 2013 (the "2013 Deferred Compensation Plan"). Under the 2015 Deferred Compensation Plan, non-employee directors and certain key employees may defer receipt of some or all of their cash compensation and directors' fees, subject to certain limitations. Individuals participating in the 2015 Deferred Compensation Plan receive distributions of their respective balances based on predetermined payout schedules or other events as defined by the plan and are also able to direct investments made on their behalf among investment alternatives permitted from time to time under the plan, including phantom Main Street stock units. As of June 30, 2017, \$3.6 million of compensation and directors' fees had been deferred under the 2015 Deferred Compensation Plan (including amounts previously deferred under the 2013 Deferred Compensation Plan). Of this amount, \$2.4 million was deferred into phantom Main Street stock units, representing 72,182 shares of our common stock. Including phantom stock units issued through dividend reinvestment, the phantom stock units outstanding as of June 30, 2017 represented 83,739 shares of our common stock. Any amounts deferred under the plan represented by phantom Main Street stock units will not be issued or included as outstanding on the consolidated statements of changes in net assets until such shares are actually distributed to the participant in

Table of Contents

accordance with the plan, but are included in operating expenses and weighted-average shares outstanding in our consolidated statements of operations as earned.

Recent Developments

In July 2017, we fully exited our debt and equity investments in Compact Power Equipment, Inc. ("CPEC"), a light to medium duty equipment rental operation that owns and operates outdoor equipment rental locations. CPEC provides its customers a wide range of landscape and construction equipment available on both a long-term rental basis and an hourly rental basis. We realized a gain of approximately \$3.7 million on the exit of our equity investments in CPEC.

In July 2017, we made a new portfolio investment to facilitate the management-led buyout of Market Force Information, LLC ("Market Force"), a leading global provider of customer experience management software and services. We, along with a co-investor, partnered with Market Force's management team to facilitate the transaction, with us funding \$38.2 million in a combination of first-lien, senior secured term debt and a direct equity investment. In addition, we and our co-investor are providing Market Force an undrawn credit facility to support its growth initiatives and working capital needs. Headquartered in Louisville, Colorado, and founded in 2005, Market Force is a global provider of customer experience management software and services, which capture customer experience data through multiple channels and provide location-based measurement and analytics. Market Force integrates this data into a cloud-based platform where clients can view, track, and analyze data in real time.

In August 2017, we declared regular monthly dividends of \$0.190 per share for each month of October, November and December of 2017. These regular monthly dividends equal a total of \$0.570 per share for the fourth quarter of 2017 and represent a 2.7% increase from the regular monthly dividends declared for the fourth quarter of 2016. Including the regular monthly dividends declared for the third and fourth quarters of 2017, we will have paid \$21.115 per share in cumulative dividends since our October 2007 initial public offering.

Item 3. *Quantitative and Qualitative Disclosures about Market Risk*

We are subject to financial market risks, including changes in interest rates. Changes in interest rates may affect both our cost of funding and our interest income from portfolio investments. Our risk management systems and procedures are designed to identify and analyze our risk, to set appropriate policies and limits and to continually monitor these risks. Our investment income will be affected by changes in various interest rates, including LIBOR and prime rates, to the extent that any debt investments include floating interest rates. The majority of our debt investments are made with either fixed interest rates or floating rates that are subject to contractual minimum interest rates for the term of the investment. As of June 30, 2017, approximately 67% of our debt investment portfolio (at cost) bore interest at floating rates, 96% of which were subject to contractual minimum interest rates. Our interest expense will be affected by changes in the published LIBOR rate in connection with our Credit Facility; however, the interest rates on our outstanding SBIC debentures, 4.50% Notes and 6.125% Notes, which comprise the majority of our outstanding debt, are fixed for the life of such debt. As of June 30, 2017, we had not entered into any interest rate hedging arrangements. The following table shows the approximate annualized increase or decrease in the components of net investment income

Edgar Filing: Main Street Capital CORP - Form 10-Q

Table of Contents

due to hypothetical base rate changes in interest rates, assuming no changes in our investments and borrowings as of June 30, 2017.

| Basis Point Change | Increase (Decrease) in Interest Income | Increase (Decrease) in Interest Expense | Increase (Decrease) in Net Investment Income | Increase (Decrease) in Net Investment Income per Share |
|------------------------|---|--|---|---|
| (dollars in thousands) | | | | |
| (25) | \$ (2,397) | \$ 758 | \$ (1,639) | \$ (0.03) |
| 25 | 2,581 | (758) | 1,824 | 0.03 |
| 50 | 5,189 | (1,515) | 3,674 | 0.06 |
| 100 | 10,409 | (3,030) | 7,379 | 0.13 |
| 150 | 15,690 | (4,545) | 11,145 | 0.20 |
| 200 | 20,971 | (6,060) | 14,911 | 0.26 |
| 300 | 31,532 | (9,090) | 22,442 | 0.40 |
| 400 | 42,093 | (12,120) | 29,973 | 0.53 |

The hypothetical results would also be impacted by the changes in the amount of debt outstanding under our Credit Facility (with an increase (decrease) in the debt outstanding under the Credit Facility resulting in an (increase) decrease in the hypothetical interest expense).

Item 4. Controls and Procedures

As of the end of the period covered by this report, we carried out an evaluation, under the supervision and with the participation of our management, including our Chairman and Chief Executive Officer, our President, our Chief Financial Officer, our Chief Compliance Officer and our Chief Accounting Officer, of the effectiveness of the design and operation of our disclosure controls and procedures (as defined in Rule 13a-15 of the Securities Exchange Act of 1934). Based on that evaluation, our Chairman and Chief Executive Officer, our President, our Chief Financial Officer, our Chief Compliance Officer and our Chief Accounting Officer have concluded that our current disclosure controls and procedures are effective in timely alerting them of material information relating to us that is required to be disclosed in the reports we file or submit under the Securities Exchange Act of 1934. There have been no changes in our internal control over financial reporting that occurred during the quarter ended June 30, 2017 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

Table of Contents**PART II OTHER INFORMATION****Item 1. Legal Proceedings**

We may, from time to time, be involved in litigation arising out of our operations in the normal course of business or otherwise. Furthermore, third parties may seek to impose liability on us in connection with the activities of our portfolio companies. While the outcome of any current legal proceedings cannot at this time be predicted with certainty, we do not expect any current matters will materially affect our financial condition or results of operations; however, there can be no assurance whether any pending legal proceedings will have a material adverse effect on our financial condition or results of operations in any future reporting period.

Item 1A. Risk Factors

There have been no material changes to the risk factors as previously disclosed in our Annual Report on Form 10-K for the year ended December 31, 2016 that we filed with the SEC on February 24, 2017, and as updated in our registration statement on Form N-2 filed on April 26, 2017.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds

During the three months ended June 30, 2017, we issued 67,132 shares of our common stock under our dividend reinvestment plan. These issuances were not subject to the registration requirements of the Securities Act of 1933, as amended. The aggregate value of the shares of common stock issued during the three months ended June 30, 2017 under the dividend reinvestment plan was approximately \$2.6 million.

During the three months ended June 30, 2017, we issued 11,464 shares of our common stock in exchange for additional equity securities in one of our existing portfolio companies. We issued these shares in reliance on exemptions from registration under Section 4(2) of the Securities Act of 1933, as amended. The value of the shares of common stock issued in connection with this transaction was approximately \$0.4 million.

Item 6. Exhibits

Listed below are the exhibits which are filed as part of this report (according to the number assigned to them in Item 601 of Regulation S-K):

| Exhibit Number | Description of Exhibit |
|---------------------------|---|
| 10.1 | Supplement Agreement dated July 14, 2017. |
| 10.2 | Dividend Reinvestment and Direct Stock Purchase Plan (previously filed as Exhibit (e) to Main Street Capital Corporation's Post-Effective Amendment No. 12 to the Registration Statement on Form N-2 filed on July 18, 2017 (Reg. No. 333-183555)). |
| 10.3 | Form of Equity Distribution Agreement dated May 10, 2017 (previously filed as Exhibit (h)(3) to Main Street Capital Corporation's Post-Effective Amendment No. 11 to the Registration Statement on Form N-2 filed on May 10, 2017 (Reg. No. 333-183555)). |
| 31.1 | Certification of Chief Executive Officer Pursuant to Rule 13a-14(a) under the Securities Exchange Act of 1934. |
| 31.2 | Certification of Chief Financial Officer Pursuant to Rule 13a-14(a) under the Securities Exchange Act of 1934. |
| 32.1 | Certification of Chief Executive Officer Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (18 U.S.C. 1350). |
| 32.2 | Certification of Chief Financial Officer Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (18 U.S.C. 1350). |

Table of Contents

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 thereunto duly authorized.

Main Street Capital Corporation

Date: August 4, 2017

/s/ VINCENT D. FOSTER

Vincent D. Foster
Chairman and Chief Executive Officer
(principal executive officer)

Date: August 4, 2017

/s/ BRENT D. SMITH

Brent D. Smith
Chief Financial Officer and Treasurer
(principal financial officer)

Date: August 4, 2017

/s/ SHANNON D. MARTIN

Shannon D. Martin
Vice President and Chief Accounting Officer
(principal accounting officer)

Table of Contents

EXHIBIT INDEX

| Exhibit Number | Description of Exhibit |
|---------------------------|--|
| 10.1 | Supplement Agreement dated July 14, 2017. |
| 31.1 | Certification of Chief Executive Officer Pursuant to Rule 13a-14(a) under the Securities Exchange Act of 1934. |
| 31.2 | Certification of Chief Financial Officer Pursuant to Rule 13a-14(a) under the Securities Exchange Act of 1934. |
| 32.1 | Certification of Chief Executive Officer Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (18 U.S.C. 1350). |
| 32.2 | Certification of Chief Financial Officer Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (18 U.S.C. 1350). |
