

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

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**FORM 8-K**

**CURRENT REPORT**

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

**Date of Report: June 25, 2015**  
(Date of earliest event reported)

**PennantPark Floating Rate Capital Ltd.**  
(Exact name of registrant as specified in its charter)

**Maryland**  
(State or other jurisdiction  
of incorporation)

**814-00891**  
(Commission File  
Number)

**27-3794690**  
(IRS Employer  
Identification Number)

**590 Madison Avenue, 15th Floor, New York, NY**  
(Address of principal executive offices)

**10022**  
(Zip Code)

**212-905-1000**  
(Registrant's telephone number, including area code)

**Not Applicable**  
(Former Name or Former Address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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**Item 7.01. Regulation FD Disclosure**

On June 25, 2015, PennantPark Floating Rate Capital Ltd. ("PFLT") issued a press release announcing that PFLT and MCG Capital Corporation ("MCGC") Joint Proxy Statement/Prospectus was Declared Effective. The text of the press release is included as Exhibit 99.1 to this Form 8-K and is incorporated by reference hereto.

The information in this Current Report on Form 8-K, including Exhibit 99.1 furnished herewith, is being furnished and shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or otherwise subject to the liabilities of such section. The information in this Current Report on Form 8-K shall not be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act except as shall be expressly set forth by specific reference in such filing.

**FORWARD-LOOKING STATEMENTS**

This Current Report on Form 8-K, including Exhibit 99.1 furnished herewith, may contain "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995. All statements other than statements of historical facts included in this Current Report on Form 8-K are forward-looking statements and are not guarantees of future performance or results and involve a number of risks and uncertainties. Actual results may differ materially from those in the forward-looking statements as a result of a number of factors, including those described from time to time in filings with the Securities and Exchange Commission. PennantPark Floating Rate Capital Ltd. undertakes no duty to update any forward-looking statement made herein. All forward-looking statements speak only as of the date of this Current Report on Form 8-K.

**Item 9.01. Financial Statements and Exhibits**

**(a) Financial statements:**

None

**(b) Pro forma financial information:**

None

**(c) Shell company transactions:**

None

**(d) Exhibits**

99.1 [Press Release of PennantPark Floating Rate Capital Ltd. dated June 25, 2015](#)

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**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Dated: June 25, 2015

**PENNANTPARK FLOATING RATE CAPITAL LTD.**

By: /s/ Aviv Efrat

Aviv Efrat

*Chief Financial Officer and Treasurer*

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**Exhibit Index**

**Exhibit No.**

99.1

**Description**

Press Release of PennantPark Floating Rate Capital Ltd. dated  
June 25, 2015

## **PennantPark Floating Rate Capital Ltd. and MCG Capital Corporation Joint Proxy Statement/Prospectus Declared Effective**

NEW YORK, NY -- (Marketwired - June 25, 2015) - PennantPark Floating Rate Capital Ltd. (NASDAQ: PFLT) announced today that its Registration Statement on Form N-14 that includes a Joint Proxy Statement of PFLT and MCG Capital Corporation (NASDAQ: MCGC) and Prospectus of PFLT has been declared effective by the SEC. As described in the Joint Proxy Statement/Prospectus, each of PFLT and MCG Capital Corporation has set a record date of July 13, 2015 and a meeting date of August 14, 2015 for their special meetings of stockholders to consider matters related to the proposed acquisition by PFLT of MCG in a stock and cash transaction.

PFLT stockholders are being asked to vote on the approval of the issuance of the shares of PFLT common stock to be issued pursuant to the merger agreement described in the Joint Proxy Statement/Prospectus. Approval of the issuance of the shares of PFLT common stock pursuant to the merger agreement requires the vote of at least a majority of the votes cast by holders of shares of PFLT at a meeting at which a quorum is present.

PFLT's board of directors, including its independent directors, unanimously approved the merger and the merger agreement, including the issuance of PFLT common stock in connection therewith, and recommends that PFLT stockholders vote "FOR" approval of the issuance of PFLT common stock to be issued pursuant to the merger agreement.

### **ABOUT PENNANTPARK FLOATING RATE CAPITAL LTD.**

PennantPark Floating Rate Capital Ltd. is a business development company which primarily invests in U.S. middle-market private companies in the form of floating rate senior secured loans. From time to time, the Company may also invest in mezzanine debt and equity investments. PennantPark Floating Rate Capital Ltd. is managed by PennantPark Investment Advisers, LLC.

### **IMPORTANT ADDITIONAL INFORMATION AND WHERE TO FIND IT**

This communication is being made in respect of the proposed business combination involving PFLT and MCGC. In connection with the proposed transaction, PFLT has filed with the SEC a Registration Statement on Form N-14 that includes a Joint Proxy Statement of PFLT and MCGC and that also constitutes a Prospectus of PFLT. The definitive Joint Proxy Statement/Prospectus will be mailed to stockholders of record of each of PFLT and MCGC as of the close of business on July 13, 2015. **INVESTORS AND SECURITY HOLDERS OF PFLT AND MCGC ARE URGED TO READ THE JOINT PROXY STATEMENT/PROSPECTUS AND OTHER DOCUMENTS FILED WITH THE SEC CAREFULLY IN THEIR ENTIRETY WHEN THEY BECOME AVAILABLE BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION ABOUT THE PROPOSED TRANSACTION.**

Investors and security holders can obtain free copies of the Registration Statement and Joint Proxy Statement/Prospectus and other documents filed with the SEC by each of PFLT and MCGC through the web site maintained by the SEC at [www.sec.gov](http://www.sec.gov). Free copies of the Registration Statement and Joint Proxy Statement/Prospectus and other documents filed with the SEC can also be obtained on PFLT's website at [www.pennantpark.com](http://www.pennantpark.com) or on MCGC's website at [www.mcgcapi.com](http://www.mcgcapi.com).

### **PROXY SOLICITATION**

PFLT and MCGC and their respective directors, executive officers and certain other members of management and employees may be deemed to be participants in the solicitation of proxies from stockholders of PFLT and MCGC in respect of the proposed transaction. Information regarding the persons who may, under the rules of the SEC, be considered participants in the solicitation of the PFLT and MCGC stockholders in connection with the proposed acquisition is set forth in the Joint Proxy Statement/Prospectus. You can obtain free copies of these documents from PFLT and MCGC in the manner set forth above.

### **FORWARD-LOOKING STATEMENTS**

This press release may contain "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995. All statements other than statements of historical facts included in this press release are forward-looking statements and are not guarantees of future performance or results and involve a number of risks and uncertainties. Actual results may differ materially from those in the forward-looking statements as a result of a number of factors, including those described from time to time in filings with the Securities and Exchange Commission. The Company undertakes no duty to update any forward-looking statement made herein. You should not place undue influence on such forward-looking statements as such statements speak only as of the date on which they are made.

### **CONTACT:**

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