

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

FORM 8-K

CURRENT REPORT

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

Date of Report: May 03, 2012
(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 2.02. Results of Operations and Financial Condition

On May 3, 2012, PennantPark Floating Rate Capital Ltd. issued a press release announcing its financial results for the quarter ended March 31, 2012. A copy of the press release is furnished as Exhibit 99.1 to this report pursuant to Item 2.02 on Form 8-K and Regulation FD.

The information in this 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, or the Exchange Act, or otherwise subject to the liabilities of such section. The information in this report on Form 8-K shall not be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, or under the Exchange Act, except as shall be expressly set forth by specific reference in such filing.

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 May 03, 2012](#)

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: May 03, 2012

PENNANTPARK FLOATING RATE CAPITAL LTD.

By: /s/ Aviv Efrat

Aviv Efrat

Chief Financial Officer & Treasurer

Exhibit Index

Exhibit No.

99.1

Description

Press Release of PennantPark Floating Rate Capital Ltd. dated
May 03, 2012

PennantPark Floating Rate Capital Ltd. Announces Financial Results for the Quarter Ended March 31, 2012

NEW YORK, NY -- (Marketwire - May 03, 2012) - PennantPark Floating Rate Capital Ltd. (NASDAQ: PFLT), "we," "our," "us" or "Company," today announces financial results for its second fiscal quarter ended March 31, 2012.

HIGHLIGHTS

Quarter Ended March 31, 2012

(\$ in millions, except per share amounts)

Assets and Liabilities:

Investment portfolio	\$	146.2
Net assets	\$	96.7
Net asset value per share	\$	14.12
Credit Facility (cost \$47.8)	\$	47.6

Yield on debt investments at quarter-end 8.6%

Operating Results:

Net investment income	\$	1.5
Net investment income per share	\$	0.23
Distributions declared per share	\$	0.225

Portfolio Activity:

Purchases of investments	\$	32.9
Sales and repayments of investments	\$	19.3

Number of new portfolio companies invested	12
Number of existing portfolio companies invested	-
Number of portfolio companies at quarter-end	51

CONFERENCE CALL AT 10:00 A.M. ET ON MAY 4, 2012

The Company will host a conference call at 10:00 a.m. (Eastern Time) on Friday, May 4, 2012 to discuss its quarterly financial results. All interested parties are welcome to participate. You can access the conference call by dialing (888) 378-4350 approximately 5-10 minutes prior to the call. International callers should dial (719) 457-2625. All callers should reference PennantPark Floating Rate Capital Ltd. An archived replay of the call will be available through May 18, 2012 by calling (888) 203-1112. International callers please dial (719) 457-0820. For all phone replays, please reference conference ID #3847131.

PORTFOLIO AND INVESTMENT ACTIVITY

As of March 31, 2012, our portfolio totaled \$146.2 million and consisted of \$126.3 million of senior secured loans, \$7.1 million of second lien secured debt, \$12.8 million of subordinated debt, preferred and common equity investments. Our portfolio consisted of 85% variable-rate investments (including 80% with a London Interbank Offered Rate, or LIBOR, or prime floor) and 15% fixed-rate investments. Overall, the portfolio had net unrealized depreciation of less than \$0.1 million. Our portfolio consisted of 51 companies with an average investment size of \$2.9 million, had a weighted average yield on debt investments of 8.6% and was invested 86% in senior secured loans, 5% in second lien secured debt and 9% in subordinated debt, preferred and common equity investments.

As of September 30, 2011, our portfolio totaled \$110.7 million and consisted of \$94.3 million of senior secured loans, \$9.3 million of second lien secured debt, \$7.1 million of subordinated debt, preferred and common equity investments. Our portfolio consisted of 84% variable-rate investments (including 78% with a LIBOR or prime floor) and 16% fixed-rate investments. Overall, the portfolio had net unrealized depreciation of \$4.1 million. Our overall portfolio consisted of 38 companies with an average investment size of \$2.9 million, had a weighted average yield on debt investments of 8.0% and was invested 85% in senior secured loans, 9% in second lien secured debt and 6% in subordinated debt, preferred and common equity investments.

For the three months ended March 31, 2012, we invested \$32.9 million in 12 new portfolio companies with a weighted average yield on debt investments of 8.9%. Sales and repayments of investments totaled \$19.3 million for the same period. For the six months ended March 31, 2012, we invested \$72.2 million in 25 new and two existing portfolio companies with a weighted average yield on debt investments of 9.2%. Sales and repayments of investments totaled \$41.6 million for the same period.

RESULTS OF OPERATIONS

Set forth below are the results of operations for the three and six months ended March 31, 2012, respectively.

Investment Income

Investment income for the three and six months ended March 31, 2012 was \$2.9 million and \$5.4 million, respectively, and was primarily attributable to \$2.3 million and \$4.3 million from senior secured loans investments, \$0.3 million and \$0.6 million from second lien secured debt investments and \$0.3 million and \$0.5 million from subordinated debt investments, respectively. We continue to find attractive investment opportunities and grow our portfolio.

Expenses

Expenses for the three and six months ended March 31, 2012 totaled \$1.4 million and \$2.5 million, respectively. Base management fees for the same period totaled \$0.4 million and \$0.7 million, performance-based incentive fees totaled \$0.2 million and \$0.2 million, our senior secured revolving credit facility, or the Credit Facility, expenses totaled \$0.3 million and \$0.6 million and general and administrative expenses totaled \$0.5 million and \$1.0 million, respectively. We expect our Credit Facility expenses and management fees to continue to increase as a result of growth in our portfolio.

Net Investment Income

Net investment income totaled \$1.5 million and \$2.9 million, or \$0.23 per share and \$0.43 per share, for the three and six months ended March 31, 2012, respectively.

Net Realized Gains or Losses

Sales and repayments of investments for the three and six months ended March 31, 2012 totaled \$19.3 million and \$41.6 million and realized gains totaled \$0.1 million and \$0.4 million, respectively, due to rotation and refinancing of our debt investments.

Unrealized Appreciation or Depreciation on Investments and Credit Facility

For the three and six months ended March 31, 2012, we reported unrealized appreciation on investments of \$3.0 million and \$4.1 million, respectively. On March 31, 2012 and September 30, 2011, net unrealized depreciation on investments totaled less than \$0.1 million and \$4.1 million, respectively.

For the three and six months ended March 31, 2012, our long-term Credit Facility payable increased (decreased) in value due to unrealized appreciation of \$0.1 million and \$(0.2) million, respectively. On March 31, 2012 and September 30, 2011, net unrealized depreciation on our long-term Credit Facility totaled \$0.2 million and zero, respectively.

Net Increase in Net Assets Resulting from Operations

Net increase in net assets resulting from operations totaled \$4.5 million and \$7.6 million, or \$0.66 and \$1.12 per share, for the three and six months ended March 31, 2012, respectively.

LIQUIDITY AND CAPITAL RESOURCES

Our liquidity and capital resources were and are derived from our initial public offering, our Credit Facility and cash flows from operations, including investment sales and repayments, and income earned. Our primary use of funds from operations includes investments in portfolio companies and payments of fees and other operating expenses we incur. We have used, and expect to continue to use, our Credit Facility, proceeds from the rotation of our portfolio and proceeds from public and private offerings of securities to finance our investment objectives.

On March 31, 2012 and September 30, 2011, we had outstanding borrowings of \$47.8 million and \$24.7 million under our Credit Facility, with a weighted average interest rate of 2.54% and 2.53% excluding the 0.50% undrawn commitment fee, respectively.

Our operating activities used cash of \$23.3 million for the six months ended March 31, 2012 primarily due to investments and offset by repayments. Our financing activities provided cash of \$20.2 million for the same period primarily due to net draws under the Credit Facility.

DISTRIBUTIONS

During the three and six months ended March 31, 2012, we declared to stockholders distributions of \$0.225 and \$0.435 per share, respectively, for total distributions of \$1.5 million and \$3.0 million, respectively. Distributions are paid from taxable earnings and may include a return of capital and/or capital gains. The specific tax characteristics of the distributions will be reported to stockholders on Form 1099-DIV after the end of the calendar year and in our periodic reports filed with the Securities and Exchange Commission.

AVAILABLE INFORMATION

The Company makes available on its website its report on Form 10-Q filed with the Securities and Exchange Commission and stockholders may find the report on its website at www.pennantpark.com.

PENNANTPARK FLOATING RATE CAPITAL LTD. AND SUBSIDIARY CONSOLIDATED STATEMENTS OF ASSETS AND LIABILITIES

	March 31, 2012 (unaudited)	September 30, 2011
	-----	-----
Assets		
Investments at fair value		
Non-controlled, non-affiliated investments, at fair value		
(cost--\$146,227,958 and \$114,829,621,		

respectively)	\$ 146,188,132	\$ 110,724,241
Cash equivalents	3,849,360	6,987,450
Interest receivable	1,085,930	732,695
Receivable for investments sold	-	2,467,500
Prepaid expenses and other assets	50,742	163,374
	-----	-----
Total assets	151,174,164	121,075,260
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Liabilities		
Distributions payable	513,800	479,547
Payable for investments purchased	2,940,000	990,000
Unfunded investments	2,161,880	2,323,250
Credit Facility payable (cost--\$47,800,000 and \$24,650,000, respectively)	47,561,000	24,650,000
Interest payable on Credit Facility	342,495	150,246
Management fee payable	370,352	266,432
Performance-based incentive fees payable	175,740	-
Accrued other expenses	386,592	143,680
	-----	-----
Total liabilities	54,451,859	29,003,155
	-----	-----
Net Assets		
Common stock, 6,850,667 shares are issued and outstanding. Par value \$0.001 per share and 100,000,000 shares authorized.	6,851	6,851
Paid-in capital in excess of par value	97,251,174	97,251,174
Distributions in excess of net investment income	(1,452,769)	(1,392,528)
Accumulated net realized gain on investments	717,875	311,988
Net unrealized depreciation on investments	(39,826)	(4,105,380)
Net unrealized depreciation on Credit Facility	239,000	-
	-----	-----
Total net assets	\$ 96,722,305	\$ 92,072,105
	-----	-----
Total liabilities and net assets	\$ 151,174,164	\$ 121,075,260
	=====	=====
Net asset value per share	\$ 14.12	\$ 13.44

PENNANTPARK FLOATING RATE CAPITAL LTD. AND SUBSIDIARY
CONSOLIDATED STATEMENT OF OPERATIONS
(Unaudited)

	Three Months Ended March 31, 2012	Six Months Ended March 31, 2012
	-----	-----
Investment income:		
From non-controlled, non-affiliated investments:		
Interest	\$ 2,943,730	\$ 5,410,758
	-----	-----
Expenses:		
Base management fee	370,352	686,197
Performance-base incentive fees payable	175,740	175,740
Interest and expenses on the Credit Facility	342,496	621,476
Administrative services expenses	149,624	287,959
Other general and administrative expenses	360,618	719,587
	-----	-----
Total expenses	1,398,830	2,490,959
	-----	-----
Net investment income	1,544,900	2,919,799
	-----	-----
Realized and unrealized gain on investments and Credit Facility:		
Net realized gain on non-controlled, non-affiliated investments	95,712	405,887
Net change in unrealized depreciation on:		
Non-controlled, non-affiliated investments	2,996,463	4,065,554
Credit Facility depreciation	(112,000)	239,000
	-----	-----
Net change in unrealized depreciation on investments and Credit Facility	2,884,463	4,304,554
	-----	-----
Net realized and unrealized gain from investments and Credit Facility	2,980,175	4,710,441
	-----	-----
Net increase in net assets resulting from		

operations	\$ 4,525,075	\$ 7,630,240
	=====	=====
Net increase in net assets resulting from operations per common share	\$ 0.66	\$ 1.12
	=====	=====
Net investment income per common share	\$ 0.23	\$ 0.43
	=====	=====

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.

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. All forward-looking statements speak only as of the date of this press release.

We may use words such as "anticipates," "believes," "expects," "intends," "seeks," "plans," "estimates" and similar expressions to identify forward-looking statements. Such statements are based on currently available operating, financial and competitive information and are subject to various risks and uncertainties that could cause actual results to differ materially from our historical experience and our present expectations. 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. We do not undertake to update our forward-looking statements unless required by law.

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