

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

**FORM 8-A**

FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES  
PURSUANT TO SECTION 12(b) OR (g) OF THE  
SECURITIES EXCHANGE ACT OF 1934

**PENNANTPARK FLOATING RATE CAPITAL LTD.**

(Exact name of registrant as specified in its charter)

**Maryland**

(State or other jurisdiction of incorporation or organization)

**27-3794690**

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

**1691 Michigan Avenue**

**Miami Beach, Florida**

(Address of principal executive offices)

**33139**

(Zip Code)

Securities to be registered pursuant to Section 12(b) of the Act:

**Title of each class**

**Name of each exchange on which**

**to be so registered**

**each class is to be registered**

**Common Stock, par value \$0.001 per share**

**The New York Stock Exchange**

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c) or (e), check the following box.

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d) or (e), check the following box.

If this form relates to the registration of a class of securities concurrently with a Regulation A offering, check the following box.

Securities Act registration statement or Regulation A offering statement file number to which this form relates: Not applicable

Securities to be registered pursuant to Section 12(g) of the Act: None

## EXPLANATORY NOTE

*This Registration Statement on Form 8-A is being filed by PennantPark Floating Rate Capital Ltd., a Maryland corporation, with the Securities and Exchange Commission (the “Commission”) in connection with the registration of its common stock, par value \$0.001 per share (the “Common Stock”), under Section 12(b) of the Securities Exchange Act of 1934 (the “Exchange Act”), and the transfer of the listing of the Common Stock from the Nasdaq Stock Market LLC to the New York Stock Exchange.*

### INFORMATION REQUIRED IN REGISTRATION STATEMENT

**Item 1. Description of Registrant’s Securities to be Registered.**

For a description of the securities registered hereunder, reference is made to the information set forth under the heading “Description of Securities” in Exhibit 4.4 to the registrant’s Annual Report on Form 10-K for the year ended September 30, 2019, filed with the Commission on November 20, 2019, which information is incorporated herein by reference.

**Item 2. Exhibits.**

No exhibits are required to be filed because no other securities of the registrant are registered on the New York Stock Exchange and the securities registered hereby are not being registered pursuant to Section 12(g) of the Exchange Act.

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**SIGNATURE**

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

**PennantPark Floating Rate Capital Ltd.**

Date: March 31, 2022

By: /s/ Richard Cheung  
Richard Cheung  
Chief Financial Officer & Treasurer

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