

MONROE CAPITAL Corp
Form 10-Q
November 07, 2016

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 September 30, 2016

OR

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

Commission file number: 814-00866

MONROE CAPITAL CORPORATION

(Exact Name of Registrant as Specified in its Charter)

Maryland	27-4895840
(State or Other Jurisdiction of	(I.R.S. Employer
Incorporation or Organization)	Identification No.)
311 South Wacker Drive, Suite 6400	60606

Chicago, Illinois
(Address of Principal Executive Office) (Zip Code)

(312) 258-8300

(Registrant's Telephone Number, Including Area Code)

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

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 or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (check one):

Large accelerated filer	<input type="checkbox"/>	Accelerated filer	<input checked="" type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/> (Do not check if a smaller reporting company)	Smaller reporting company	<input type="checkbox"/>

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

As of November 4, 2016, the registrant had 16,577,500 shares of common stock, \$0.001 par value, outstanding.

TABLE OF CONTENTS

	Page
<u>PART I. FINANCIAL INFORMATION</u>	3
Item 1. <u>Consolidated Financial Statements</u>	3
<u>Consolidated Statements of Assets and Liabilities as of September 30, 2016 (unaudited) and December 31, 2015</u>	3
<u>Consolidated Statements of Operations for the three and nine months ended September 30, 2016 (unaudited) and 2015 (unaudited)</u>	4
<u>Consolidated Statements of Changes in Net Assets for the nine months ended September 30, 2016 (unaudited) and 2015 (unaudited)</u>	5
<u>Consolidated Statements of Cash Flows for the nine months ended September 30, 2016 (unaudited) and 2015 (unaudited)</u>	6
<u>Consolidated Schedules of Investments as of September 30, 2016 (unaudited) and December 31, 2015</u>	7
<u>Notes to Consolidated Financial Statements (unaudited)</u>	11
Item 2. <u>Management’s Discussion and Analysis of Financial Condition and Results of Operations</u>	29
Item 3. <u>Quantitative and Qualitative Disclosures About Market Risk</u>	41
Item 4. <u>Controls and Procedures</u>	42
<u>PART II. OTHER INFORMATION</u>	43
Item 1. <u>Legal Proceedings</u>	43
Item 1A. <u>Risk Factors</u>	43
Item 2. <u>Unregistered Sales of Equity Securities and Use of Proceeds</u>	43
Item 3. <u>Defaults Upon Senior Securities</u>	43
Item 4. <u>Mine Safety Disclosures</u>	43
Item 5. <u>Other Information</u>	43
Item 6. <u>Exhibits</u>	44

Signatures

2

Part I. Financial Information**Item 1. Consolidated Financial Statements****MONROE CAPITAL CORPORATION****CONSOLIDATED STATEMENTS OF ASSETS AND LIABILITIES****(in thousands, except per share data)**

	September 30, 2016 (unaudited)	December 31, 2015
ASSETS		
Investments, at fair value:		
Non-controlled/non-affiliate company investments	\$ 327,984	\$ 295,819
Non-controlled affiliate company investments	42,423	38,747
Controlled affiliate company investments	6,249	6,525
Total investments, at fair value (cost of: \$379,150 and \$342,738, respectively)	376,656	341,091
Cash	5,974	5,278
Restricted cash	2,241	8,588
Interest receivable	2,121	1,606
Other assets	418	747
Total assets	387,410	357,310
LIABILITIES		
Debt:		
Revolving credit facility	104,500	123,700
SBA debentures payable	40,000	40,000
Total debt	144,500	163,700
Less: Unamortized deferred financing costs	(3,883	) (3,569
Total debt less unamortized deferred financing costs	140,617	160,131
Secured borrowings, at fair value (proceeds of: \$1,633 and \$2,535, respectively)	1,610	2,476
Payable for open trades	604	5,297
Interest payable	208	577
Management fees payable	1,594	1,503
Incentive fees payable	1,360	1,251

Edgar Filing: MONROE CAPITAL Corp - Form 10-Q

Accounts payable and accrued expenses	2,293	1,466
Directors fees payable	37	74
Total liabilities	148,323	172,775
Net assets	\$ 239,087	\$ 184,535

Commitments and contingencies (See Note 10)

ANALYSIS OF NET ASSETS

Common stock, \$0.001 par value, 100,000 shares authorized, 16,578 and 13,008 shares issued and outstanding, respectively	\$ 17	\$ 13
Capital in excess of par value	237,040	184,419
Undistributed net investment income (accumulated distributions in excess of net investment income)	4,502	1,692
Accumulated net unrealized appreciation (depreciation) on investments and secured borrowings	(2,472	) (1,589)
Total net assets	\$ 239,087	\$ 184,535
Net asset value per share	\$ 14.42	\$ 14.19

See Notes to Consolidated Financial Statements.

MONROE CAPITAL CORPORATION**CONSOLIDATED STATEMENTS OF OPERATIONS****(unaudited)****(in thousands, except per share data)**

	Three months ended September 30,		Nine months ended September 30,	
	2016	2015	2016	2015
Investment income:				
Interest income:				
Non-controlled/non-affiliate company investments	\$ 8,607	\$ 7,733	\$ 26,176	\$ 23,437
Non-controlled affiliate company investments	1,117	1,069	3,282	2,521
Controlled affiliate company investments	20	295	30	739
Total interest income	9,744	9,097	29,488	26,697
Dividend income:				
Non-controlled/non-affiliate company investments	251	75	751	75
Non-controlled affiliate company investments	1,133	-	3,546	-
Total dividend income	1,384	75	4,297	75
Total investment income	11,128	9,172	33,785	26,772
Operating expenses:				
Interest and other debt financing expenses	1,523	1,434	4,987	3,788
Base management fees	1,594	1,370	4,598	3,626
Incentive fees	1,223	1,124	4,282	3,434
Professional fees	237	226	682	657
Administrative service fees	324	279	956	828
General and administrative expenses	265	206	611	591
Excise taxes	342	-	429	3
Directors fees	37	35	111	109
Total expenses	5,545	4,674	16,656	13,036
Net investment income	5,583	4,498	17,129	13,736
Net gain (loss) on investments and secured borrowings:				
Net realized gain (loss) on investments:				
Non-controlled/non-affiliate company investments	-	167	587	167
Net realized gain (loss) on investments	-	167	587	167

Edgar Filing: MONROE CAPITAL Corp - Form 10-Q

Net change in unrealized appreciation (depreciation) on investments:				
Non-controlled/non-affiliate company investments	200	(511)	(920)	(474)
Non-controlled affiliate company investments	618	1,904	3,814	2,885
Controlled affiliate company investments	(2,666)	(1,275)	(3,741)	(2,599)
Net change in unrealized appreciation (depreciation) on investments	(1,848)	118	(847)	(188)
Net change in unrealized (appreciation) depreciation on secured borrowings	(123)	(43)	(36)	(35)
Net gain (loss) on investments and secured borrowings	(1,971)	242	(296)	(56)
Net increase (decrease) in net assets resulting from operations	\$ 3,612	\$ 4,740	\$ 16,833	\$ 13,680
Per common share data:				
Net investment income per share - basic and diluted	\$ 0.36	\$ 0.36	\$ 1.24	\$ 1.22
Net increase in net assets resulting from operations per share - basic and diluted	\$ 0.23	\$ 0.38	\$ 1.21	\$ 1.21
Weighted average common shares outstanding - basic and diluted	15,559	12,545	13,864	11,286

See Notes to Consolidated Financial Statements.

MONROE CAPITAL CORPORATION

CONSOLIDATED STATEMENTS OF CHANGES IN NET ASSETS

(unaudited)

(in thousands)

	Common Stock		Capital in	Undistributed net investment income (accumulated distributions in excess of net investment income)	Accumulated net realized gain (loss) on investments	Accumulated net unrealized appreciation (depreciation) on investments and secured borrowings	Total net assets
	Number of shares	Par value	excess of par value				
Balances at December 31, 2014	9,518	\$ 10	\$ 134,803	\$ (639	) \$ -	\$ (436	) \$ 133,738
Net increase (decrease) in net assets resulting from operations	-	-	-	13,736	167	(223	) 13,680
Issuance of common stock, net of offering and underwriting costs	3,143	3	44,607	-	-	-	44,610
Stockholder distributions paid	-	-	-	(11,993	) (167	) -	(12,160)
Balances at September 30, 2015	12,661	\$ 13	\$ 179,410	\$ 1,104	\$ -	\$ (659	) \$ 179,868
Balances at December 31, 2015	13,008	\$ 13	\$ 184,419	\$ 1,692	\$ -	\$ (1,589	) \$ 184,535
Net increase (decrease) in net assets resulting from operations	-	-	-	17,129	587	(883	) 16,833
Issuance of common stock, net of offering and underwriting costs	3,566	4	52,551	-	-	-	52,555
Stockholder distributions paid, including stock	4	-	70	(14,319	) (587	) -	(14,836)

issued in connection with
dividend reinvestment plan
Balances at September 30,
2016

16,578	\$ 17	\$ 237,040	\$ 4,502	\$ -	\$ (2,472) \$ 239,087
--------	-------	------------	----------	------	-----------	--------------

See Notes to Consolidated Financial Statements.

MONROE CAPITAL CORPORATION

CONSOLIDATED STATEMENTS OF CASH FLOWS

(unaudited)

(in thousands)

	Nine months ended September 30,	
	2016	2015
Cash flows from operating activities:		
Net increase (decrease) in net assets resulting from operations	\$ 16,833	\$ 13,680
Adjustments to reconcile net increase (decrease) in net assets resulting from operations to net cash provided by (used in) operating activities:		
Net change in unrealized (appreciation) depreciation on investments	847	188
Net change in unrealized appreciation (depreciation) on secured borrowings	36	35
Net realized (gain) loss on investments	(587)	(167)
Payment-in-kind interest income	(1,430)	(1,494)
Net accretion of discounts and amortization of premiums	(1,137)	(787)
Proceeds from principal payments and sales of investments	62,459	68,790
Purchases of investments	(95,717)	(162,726)
Amortization of deferred financing costs	603	553
Changes in operating assets and liabilities:		
Interest receivable	(515)	(628)
Other assets	329	401
Payable for open trades	(4,693)	-
Interest payable	(369)	142
Management fees payable	91	321
Incentive fees payable	109	(16)
Accounts payable and accrued expenses	827	572
Directors fees payable	(37)	35
Net cash provided by (used in) operating activities	(22,351)	(81,101)
Cash flows from investing activities:		
Net change in restricted cash	6,347	(3,268)
Net cash provided by (used in) investing activities	6,347	(3,268)
Cash flows from financing activities:		
Borrowings on revolving credit facility	64,000	120,400

Edgar Filing: MONROE CAPITAL Corp - Form 10-Q

Repayments of revolving credit facility	(83,200	)	(86,500)
SBA debentures borrowings	-		20,000	
Payments of deferred financing costs	(917	)	(677)
Repayments on secured borrowings	(902	)	(1,200)
Proceeds from shares sold, net of offering and underwriting costs	52,555		44,610	
Stockholder distributions paid (net of stock issued under dividend reinvestment plan of \$70 and \$0, respectively)	(14,836	)	(12,160)
Net cash provided by (used in) financing activities	16,700		84,473	
Net increase (decrease) in cash	696		104	
Cash, beginning of period	5,278		4,561	
Cash, end of period	\$ 5,974		\$ 4,665	
Supplemental disclosure of cash flow information:				
Cash interest paid during the period	\$ 4,545		\$ 2,879	
Cash paid for excise taxes during the period	\$ 284		\$ -	

See Notes to Consolidated Financial Statements.

MONROE CAPITAL CORPORATION

CONSOLIDATED SCHEDULE OF INVESTMENTS

(unaudited)

September 30, 2016

(in thousands, except for units)

Portfolio Company (a)	Industry	Spread Above Index (b)	Interest Rate (b)		Maturity	Principal	Amortized Cost	Fair Value (c)	% of Net Assets (d)	
Senior Secured Loans										
360 Holdings III Corp.	Consumer Goods: Non-Durable	L+9.00%	10.00	%	10/1/2021	5,940	\$5,725	\$5,732	2.4	%
American Community Homes, Inc. (e)	Banking, Finance, Insurance & Real Estate	L+8.00%	9.50	%	7/22/2019	7,667	7,539	7,713	3.2	%
American Community Homes, Inc. (e)	Banking, Finance, Insurance & Real Estate	L+12.50%	9.50% Cash/4.50% PIK		7/22/2019	4,169	4,106	4,253	1.8	%
American Community Homes, Inc. (e)	Banking, Finance, Insurance & Real Estate	L+12.50%	9.50% Cash/4.50% PIK		n/a	(x) 512	502	512	0.2	%
Answers Corporation	High Tech Industries	P + 6.25%	9.75	%	10/1/2021	2,903	2,815	1,568	0.7	%
BC Equity Ventures LLC	Hotels, Gaming & Leisure	L+6.50%	7.50	%	8/31/2022	2,618	2,566	2,579	1.1	%
BC Equity Ventures LLC	Hotels, Gaming & Leisure	L+6.50%	7.50	%	8/31/2022	375	371	373	0.2	%
BCC Software, LLC (f)	High Tech Industries	L+8.00%	9.00	%	6/20/2019	2,375	2,354	2,355	1.0	%

Edgar Filing: MONROE CAPITAL Corp - Form 10-Q

BCC Software, LLC (Revolver) (g)	High Tech Industries	L+8.00%	9.00	%	6/20/2019	469	-	-	0.0	%
Beaver-Visitec International Holdings, Inc.	Healthcare & Pharmaceuticals	L+5.00%	6.00	%	8/19/2023	5,000	4,950	4,988	2.1	%
Bluestem Brands, Inc.	Consumer Goods: Non-Durable	L+7.50%	8.50	%	11/6/2020	2,799	2,775	2,452	1.0	%
Cali Bamboo, LLC	Construction & Building	L+8.50%	9.03	%	7/10/2020	5,437	5,359	5,518	2.3	%
Cali Bamboo, LLC (Revolver) (g)	Construction & Building	L+8.50%	9.03	%	7/10/2020	1,624	411	411	0.2	%
California Pizza Kitchen, Inc.	Beverage, Food & Tobacco	L+6.00%	7.00	%	8/23/2022	7,000	6,930	6,980	2.9	%
Cornerstone Detention Products, Inc. (h)	Construction & Building	L+10.50%	10.50% Cash/1.00% PIK		4/8/2019	3,893	3,850	3,683	1.5	%
Cornerstone Detention Products, Inc. (Revolver) (g)	Construction & Building	L+9.50%	10.50	%	4/8/2019	400	-	-	0.0	%
CRCI Holdings, Inc.	Utilities: Electric	L+5.50%	6.50	%	8/31/2023	3,000	2,970	2,996	1.3	%
Cyalume Technologies Holdings, Inc. (f)	Aerospace & Defense	L+9.00%	10.00	%	5/18/2020	4,641	4,542	4,774	2.0	%
Cyalume Technologies Holdings, Inc. (Delayed Draw)	Aerospace & Defense	L+9.00%	10.00	%	5/18/2020	418	418	430	0.2	%
Cyalume Technologies Holdings, Inc. (Revolver) (g)	Aerospace & Defense	L+9.00%	10.00	%	5/18/2020	1,528	-	-	0.0	%
Diesel Direct Holdings, Inc. (f)	Energy: Oil & Gas	L+7.00%	7.53	%	2/17/2020	5,259	5,237	5,288	2.2	%
EB Employee Solutions, LLC (f)	Services: Business	L+8.50%	10.00	%	2/28/2019	3,395	3,345	3,304	1.4	%
Familia Dental Group Holdings, LLC (f)	Healthcare & Pharmaceuticals	L+8.00%	8.53	%	4/8/2021	5,431	5,361	5,472	2.3	%
		L+8.00%	8.53	%	4/8/2021	519	519	522	0.2	%

Edgar Filing: MONROE CAPITAL Corp - Form 10-Q

Familia Dental Group Holdings, LLC (Delayed Draw) ⁽ⁱ⁾	Healthcare & Pharmaceuticals									
Familia Dental Group Holdings, LLC (Revolver) ^(g)	Healthcare & Pharmaceuticals	L+8.00%	8.53	%	4/8/2021	573	115	115	0.0	%
G&M Opco LLC ^(f)	Construction & Building	L+7.50%	8.03	%	6/23/2020	3,047	2,987	3,105	1.3	%
InMobi Pte, Ltd. (Delayed Draw) ^{(g) (i) (j)}	Media: Advertising, Printing & Publishing	L+10.17%	10.98	%	9/1/2018	10,000	6,667	6,617	2.8	%
Inteva Products, LLC	Automotive	L+8.50%	9.75	%	9/8/2021	2,000	1,989	2,020	0.8	%
Jerry Lee Radio, LLC	Media: Broadcasting & Subscription	L+9.50%	10.03	%	12/17/2020	13,800	13,497	14,076	5.9	%
Landpoint, LLC	Energy: Oil & Gas	L+12.75%	12.00% Cash/2.25% PIK	^(q)	12/20/2019	2,922	2,884	2,772	1.2	%
Landpoint, LLC (Revolver) ^(g)	Energy: Oil & Gas	L+10.50%	12.00	%	12/20/2019	313	-	-	0.0	%
L.A.R.K. Industries, Inc.	Construction & Building	L+7.00%	8.00	%	9/3/2019	6,430	6,332	6,433	2.7	%
Luxury Optical Holdings Co.	Retail	L+11.50%	9.00% Cash/3.50% PIK		9/12/2019	3,977	3,926	3,981	1.7	%
Luxury Optical Holdings Co. (Revolver) ^(g)	Retail	L+11.50%	9.00% Cash/3.50% PIK		9/12/2019	273	-	-	0.0	%
Miles Media Group LLC	Hotels, Gaming & Leisure	L+11.00%	10.00% Cash/2.00% PIK		3/24/2021	6,110	6,046	6,070	2.5	%
Miles Media Group LLC (Delayed Draw) ^{(g) (i)}	Hotels, Gaming & Leisure	L+11.00%	10.00% Cash/2.00% PIK		3/24/2021	1,455	-	-	0.0	%
Miles Media Group LLC (Revolver) ^(g)	Hotels, Gaming & Leisure	L+11.00%	10.00% Cash/2.00% PIK		3/24/2021	320	-	-	0.0	%
O'Brien Industrial Holdings, LLC	Metals & Mining	L+7.75%	8.75	%	5/13/2019	5,286	5,212	5,366	2.2	%
PD Products, LLC	Consumer Goods: Non-Durable	L+10.50%	12.00	%	10/4/2018	12,174	12,094	12,241	5.1	%
		L+10.50%	12.00	%	10/4/2018	2,500	25	25	0.0	%

Edgar Filing: MONROE CAPITAL Corp - Form 10-Q

PD Products, LLC (Revolver) ^(g)	Consumer Goods: Non-Durable										
PeopleConnect Intermediate, LLC (formerly Intelius, Inc.)	Services: Consumer	L+5.50%	6.50	%	7/1/2020	4,698	4,614	4,690	2.0	%	
PeopleConnect Intermediate, LLC (formerly Intelius, Inc.)	Services: Consumer	L+11.50%	12.50	%	7/1/2020	4,849	4,760	4,805	2.0	%	
PeopleConnect Intermediate, LLC (formerly Intelius, Inc.) (Revolver) ^(g)	Services: Consumer	L+8.50%	9.50	%	8/1/2017	236	-	-	0.0	%	
Precision Toxicology, LLC ^(f)	Healthcare & Pharmaceuticals	L+11.50%	10.03% Cash/2.00% PIK		3/24/2020	4,289	4,228	4,289	1.8	%	
Repay Holdings, LLC	Banking, Finance, Insurance & Real Estate	L+9.00%	9.53	%	9/1/2021	12,000	11,792	11,790	4.9	%	
Repay Holdings, LLC (Revolver) ^(g)	Banking, Finance, Insurance & Real Estate	L+9.00%	9.53	%	9/1/2021	1,200	-	-	0.0	%	
Rockdale Blackhawk, LLC ^(e)	Healthcare & Pharmaceuticals	L+11.00%	12.00	%	3/31/2020	11,244	10,406	11,283	4.7	%	
Rockdale Blackhawk, LLC (Revolver) ^(e)	Healthcare & Pharmaceuticals	L+11.00%	12.00	%	3/31/2020	1,849	-	-	0.0	%	
Rockdale Blackhawk, LLC (Capex) ^(e)	Healthcare & Pharmaceuticals	L+11.00%	12.00	%	3/31/2020	581	581	583	0.2	%	
Rocket Dog Brands, LLC ^(e)	Consumer Goods: Non-Durable	n/a	10.00% PIK		8/29/2019	1,086	1,086	568	0.2	%	
Rocket Dog Brands, LLC ^(e)	Consumer Goods: Non-Durable	n/a	15.00% PIK		8/29/2019	392	387	373	0.2	%	
Rocket Dog Brands, LLC ^(e)	Consumer Goods: Non-Durable	n/a	17.00% PIK		3/31/2017	216	212	216	0.1	%	
SHI Holdings, Inc. ^(f)	Healthcare & Pharmaceuticals	L+9.25%	9.78	%	7/10/2019	2,625	2,588	2,431	1.0	%	
		L+9.25%	9.78	%	7/10/2019	1,009	985	912	0.4	%	

Edgar Filing: MONROE CAPITAL Corp - Form 10-Q

SHI Holdings, Inc. (Revolver) (g)	Healthcare & Pharmaceuticals									
Shields Land Company of Georgia, LLC	Banking, Finance, Insurance & Real Estate	L+9.50%	10.02	%	12/28/2017	2,450	2,419	2,413	1.0	%
SNI Companies (k)	Services: Business	L+8.00%	9.00	%	12/31/2018	5,590	5,522	5,590	2.3	%
SNI Companies (Revolver) (g)	Services: Business	L+8.00%	9.00	%	12/31/2018	1,250	250	250	0.1	%
Summit Container Corporation (e) (f)	Containers, Packaging & Glass	L+12.00%	12.00% Cash/2.00% PIK		1/6/2019	3,658	3,602	3,581	1.5	%
Synergy Environmental Corporation (Soltterra) (f)	Environmental Industries	L+8.00%	8.53	%	4/29/2021	3,150	3,087	3,164	1.3	%
Synergy Environmental Corporation (Soltterra) (f)	Environmental Industries	L+8.00%	8.53	%	4/29/2021	527	516	529	0.2	%
Synergy Environmental Corporation (Soltterra) (Delayed Draw) (g) (i)	Environmental Industries	L+8.00%	8.53	%	4/29/2018	1,342	-	-	0.0	%
Synergy Environmental Corporation (Soltterra) (Revolver) (g)	Environmental Industries	L+8.00%	8.53	%	4/29/2021	671	94	94	0.0	%
Tectum Holdings, Inc.	Automotive	L+4.75%	5.75	%	8/24/2023	2,000	1,980	2,005	0.8	%
The Worth Collection, Ltd.	Retail	L+8.50%	9.53	%	9/29/2021	11,000	10,780	10,780	4.5	%
TPP Acquisition, Inc. (l)	Retail	L+11.00%	12.50% PIK (r)		12/17/2017	6,835	6,769	1,381	0.6	%
TPP Acquisition, Inc. (Revolver) (l)	Retail	L+11.00%	12.50% PIK (r)		12/17/2017	2,035	2,035	2,035	0.9	%
TPP Acquisition, Inc. (l)	Retail	L+11.00%	12.50% PIK (r)		12/17/2017	1,660	1,660	335	0.1	%
	Retail	L+11.00%	12.50% PIK (r)		12/17/2017	3,429	3,429	693	0.3	%

Edgar Filing: MONROE CAPITAL Corp - Form 10-Q

TPP Acquisition, Inc. (Delayed Draw) ^(l)										
TPP Acquisition, Inc. ^{(g)(i)(l)}	Retail	L+6.00%	7.50	% ^(r)	12/31/2016	3,324	1,805	1,805	0.8	%
TRG, LLC	Hotels, Gaming & Leisure	L+13.04%	8.02% Cash/5.54% PIK	^(s)	3/31/2021	11,817	11,774	11,947	5.0	%
TRG, LLC (Revolver)	Hotels, Gaming & Leisure	L+9.50%	10.02	%	3/31/2021	131	131	131	0.1	%
TRG, LLC (CapEx) ^(g)	Hotels, Gaming & Leisure	L+9.50%	8.02% Cash/2.00% PIK		3/31/2021	1,605	802	808	0.3	%
Vacation Innovations, LLC ^(m)	Hotels, Gaming & Leisure	L+9.40%	7.53% Cash/2.40% PIK	^(t)	8/20/2020	10,651	10,467	10,651	4.5	%
Vacation Innovations, LLC (Revolver) ^(g)	Hotels, Gaming & Leisure	L+8.50%	7.53% Cash/1.50% PIK		8/20/2020	342	-	-	0.0	%
Vacation Innovations, LLC (Delayed Draw) ^{(g)(i)}	Hotels, Gaming & Leisure	L+8.50%	7.53% Cash/1.50% PIK		8/20/2020	2,037	-	-	0.0	%
Yandy Holding, LLC	Retail	L+9.00%	10.00	%	9/30/2019	5,759	5,701	5,664	2.4	%
Yandy Holding, LLC (Revolver) ^(g)	Retail	L+9.00%	10.00	%	9/30/2019	907	-	-	0.0	%
Total Senior Secured Loans						276,996	248,881	240,520	100.6%	
Unitranche Loans										
Collaborative Neuroscience Network, LLC ⁽ⁿ⁾	Healthcare & Pharmaceuticals	L+11.50%	13.00	%	12/27/2017	6,433	6,364	5,075	2.1	%
Collaborative Neuroscience Network, LLC	Healthcare & Pharmaceuticals	n/a	12.00% Cash/3.00% PIK		10/31/2016	284	284	284	0.2	%
Fabco Automotive Corporation	Automotive	L+11.25%	8.00% Cash/4.25% PIK		4/3/2019	8,496	8,459	4,129	1.7	%
Gracelock Industries, LLC	Wholesale	L+13.74%	11.00% Cash/4.24% PIK	^(u)	5/7/2019	4,968	4,887	4,585	2.0	%
		L+6.00%	7.00	%	12/26/2019	14,478	14,211	14,420	6.0	%

Edgar Filing: MONROE CAPITAL Corp - Form 10-Q

Incipio Technologies, Inc. ^(o)	Consumer Goods: Non-Durable									
MooreCo, Inc.	Consumer Goods: Durable	L+14.50%	13.50% Cash/2.50% PIK		12/27/2017	3,660	3,636	3,660	1.5	%
Output Services Group, Inc.	Services: Business	L+9.00%	9.50% Cash/1.00% PIK		12/17/2020	6,528	6,452	6,548	2.7	%
Output Services Group, Inc.	Services: Business	L+9.00%	9.50% Cash/1.00% PIK		12/17/2020	8,332	8,212	8,373	3.5	%
Playtime, LLC	Hotels, Gaming & Leisure	L+8.50%	9.00% Cash/1.00% PIK		12/31/2021	5,402	5,372	4,784	2.0	%
Total Unitranche Loans						58,581	57,877	51,858	21.7	%
Junior Secured Loans										
AIM Aerospace, Inc.	Aerospace & Defense	L+9.00%	10.00	%	8/2/2022	5,000	4,931	5,073	2.2	%
Confie Seguros Holdings II Co.	Banking, Finance, Insurance & Real Estate	L+9.00%	10.25	%	5/8/2019	8,594	8,181	8,680	3.6	%
CSM Bakery Supplies LLC	Beverage, Food & Tobacco	L+7.75%	8.75	%	7/3/2021	5,792	5,792	5,329	2.2	%
Education Corporation of America	Services: Consumer	L+11.00%	11.85	%	12/31/2018	4,583	4,500	4,597	2.0	%
Hyland Software Inc.	High Tech Industries	L+7.25%	8.25	%	7/1/2023	5,000	4,826	5,044	2.1	%
Mergermarket USA, Inc.	Media: Broadcasting & Subscription	L+6.50%	7.50	%	12/19/2021	4,500	4,396	4,320	1.8	%
Micro Holdings Corp.	High Tech Industries	L+7.50%	8.50	%	7/8/2022	5,590	5,469	5,527	2.3	%
Mud Pie, LLC	Consumer Goods: Non-Durable	n/a	10.00% Cash/1.50% PIK		11/4/2020	5,201	5,121	5,305	2.2	%
New NSI Holdings, Inc.	Chemicals, Plastics & Rubber	L+8.25%	9.25	%	7/28/2022	4,000	3,947	4,040	1.7	%
Pre-Paid Legal Services, Inc. (Legal Shield)	Services: Consumer	L+9.00%	10.25	%	7/1/2020	3,000	2,996	2,985	1.2	%
Rocket Dog Brands, LLC ^(e)	Consumer Goods:	n/a	15.00% PIK		5/1/2020	1,868	1,869	-	0.0	%

Edgar Filing: MONROE CAPITAL Corp - Form 10-Q

		Non-Durable								
Sterling Merger Sub Corp.	Services: Business	L+7.75%	8.75	%	6/19/2023	5,000	4,956	4,838	2.0	%
SCP TPZ Acquisition, Inc.	Media: Diversified & Production	L+8.25%	9.25	%	5/29/2022	5,000	4,935	4,956	2.1	%
Total Junior Secured Loans						63,128	61,919	60,694	25.4	%

7

Equity Securities

American Community Homes, Inc. (warrant to purchase up to 9.0% of the equity) ^(e)	Banking, Finance, Insurance & Real Estate	-	-	(v)	10/9/2024	-	-	944	0.4	%
BookIt Operating LLC (warrant to purchase up to 3.0% of the equity) ^(p)	Hotels, Gaming & Leisure	-	-	(v)	12/21/2023	-	-	587	0.3	%
Collaborative Neuroscience Network, LLC (warrant to purchase up to 4 LLC units) ^(p)	Healthcare & Pharmaceuticals	-	-	(v)	12/27/2022	-	-	-	0.0	%
Cyalume Technologies Holdings, Inc. - Series D Preferred Stock (3.06 shares) ^(p)	Aerospace & Defense	-	-	(v)	-	-	-	559	0.2	%
Education Corporation of America - Series G Preferred Stock (8,333 shares) ^(p)	Services: Consumer	n/a	12.00	%	-	-	8,125	8,150	3.4	%
Fabco Automotive Corporation (warrant to purchase up to 1.87% of the equity) ^(p)	Automotive	-	-	(v)	-	-	-	-	0.0	%
InMobi Pte, Ltd. (represents the right to purchase 0.42% of the equity) ^{(j) (p)}	Media: Advertising, Printing & Publishing	-	-	(v)	9/18/2025	-	-	107	0.0	%
O'Brien Industrial Holdings, LLC (warrants to purchase up to 2.44% of certain affiliated entities of the company) ^(p)	Metals & Mining	-	-	(v)	5/13/2024	-	-	-	0.0	%
Output Services Group, Inc. (warrant to purchase up to 3.89% of the common stock) ^(p)	Services: Business	-	-	(v)	12/17/2022	-	-	747	0.3	%
Playtime, LLC - Preferred Units (8,665 units) ^(p)	Hotels, Gaming & Leisure	-	-	(v)	-	-	200	4	0.0	%
Rocket Dog Brands, LLC - Common Units (75,502 units) ^(e)	Consumer Goods: Non-Durable	-	-	(v)	-	-	-	-	0.0	%
Rocket Dog Brands, LLC - Preferred Units (10 units) ^(e)	Consumer Goods: Non-Durable	-	15.00%	(w)	-	-	967	-	0.0	%
Rockdale Blackhawk, LLC - LLC Units (11.56% of the LLC interest) ^(e)	Healthcare & Pharmaceuticals	-	-	(v)	-	-	1,093	12,397	5.2	%
Summit Container Corporation (warrant to purchase up to 19.50% of the equity) ^(e)	Containers, Packaging & Glass	-	-	(v)	1/6/2024	-	-	-	0.0	%
The Tie Bar Operating Company, LLC - Class A	Retail	-	-	(v)	-	-	87	89	0.0	%

Preferred Units (1,275 units) (p)									
The Tie Bar Operating Company, LLC - Class B Preferred Units (1,275 units) (p)	Retail	-	-	(v)	-	-	1	-	0.0 %
TPP Acquisition, Inc. (829 shares of common stock) (l)	Retail	-	-	(v)	-	-	-	-	0.0 %
Total Equity Securities							10,473	23,584	9.8 %
TOTAL INVESTMENTS							\$379,150	\$376,656	157.5 %

All of our investments are issued by eligible U.S. portfolio companies, as defined in the Investment Company Act of 1940 (the "1940 Act") except for InMobi Pte, Ltd. which is an international company headquartered in California. All investments are non-controlled/non-affiliate company investments, unless otherwise noted.

The majority of the investments bear interest at a rate that may be determined by reference to London Interbank Offered Rate ("LIBOR" or "L") or Prime Rate ("Prime" or "P") which reset daily, monthly, quarterly, or semiannually. For each such investment, the Company has provided the spread over LIBOR or Prime and the current contractual interest rate in effect at September 30, 2016. Certain investments are subject to a LIBOR or Prime interest rate floor.

Because there is no readily available market value for these investments, the fair value of these investments is determined in good faith by our board of directors as required by the Investment Company Act of 1940. (See Note 4 in the accompanying notes to the consolidated financial statements.)

(d) Percentages are based on net assets of \$239,087 as of September 30, 2016.

As defined in the 1940 Act, the Company is deemed to be an "Affiliated Person" of the portfolio company as it owns five percent or more of the portfolio company's voting securities. See Note 5 in the accompanying notes to the consolidated financial statements for additional information on transactions in which the issuer was an Affiliated Person (but not a portfolio company that the Company is deemed to control).

All of this loan is held in the Company's wholly-owned subsidiary, Monroe Capital Corporation SBIC, LP and is therefore not collateral to the Company's revolving credit facility.

All or a portion of this commitment was unfunded at September 30, 2016. As such, interest is earned only on the funded portion of this commitment.

A portion of this loan (principal of \$2,336) is held in the Company's wholly-owned subsidiary, Monroe Capital Corporation SBIC, LP and is therefore not collateral to the Company's revolving credit facility.

This delayed draw loan requires that certain financial covenants be met by the portfolio company prior to any fundings.

This investment is treated as a non-qualifying investment under Section 55(a) of the 1940 Act. Under the 1940 Act, the Company may not acquire any non-qualifying asset unless, at the time the acquisition is made, qualifying assets represent at least 70% of the Company's total assets. As of September 30, 2016, non-qualifying assets totaled 1.74% of the Company's total assets.

A portion of this loan (principal of \$3,585) is held in the Company's wholly-owned subsidiary, Monroe Capital Corporation SBIC, LP and is therefore not collateral to the Company's revolving credit facility.

As defined in the 1940 Act, the Company is deemed to be both an "Affiliated Person" of and to "Control" this portfolio company as it owns more than 25% in company's voting securities. See Note 5 in the accompanying notes to the consolidated financial statements for additional information on transactions in which the issuer was both an Affiliated Person and a portfolio company that the Company is deemed to Control.

A portion of this loan (principal of \$4,703) is held in the Company's wholly-owned subsidiary, Monroe Capital Corporation SBIC, LP and is therefore not collateral to the Company's revolving credit facility.

(n)

Edgar Filing: MONROE CAPITAL Corp - Form 10-Q

The sale of a portion of this loan does not qualify for sale accounting under ASC Topic 860 — Transfers and Servicing, and therefore, the entire unitranche loan asset remains in the Consolidated Schedule of Investments.

(o) A portion of this loan (principal of \$5,309) is held in the Company's wholly-owned subsidiary, Monroe Capital Corporation SBIC, LP and is therefore not collateral to the Company's revolving credit facility.

(p) Represents less than 5% ownership of the portfolio company's voting securities.

(q) The PIK portion of the interest rate for Landpoint, LLC is structured as a guaranteed fee paid upon the termination of the commitment. The fee accrues at 2.25% per annum and is subject to a minimum payment upon termination of \$338.

(r) This position is currently on non-accrual status.

(s) A portion of the PIK interest rate for TRG, LLC is structured as a guaranteed fee paid upon the termination of the commitment. The fee currently accrues at 3.54% per annum and is subject to an estimated minimum payment upon termination of \$2,155.

(t) The PIK portion of the interest rate for Vacation Innovations, LLC is structured as a fee paid upon the termination of the commitment. The fee currently accrues at 0.90% per annum.

(u) The PIK portion of the interest rate for Gracelock Industries, LLC is structured as a fee paid upon the termination of the commitment. The fee currently accrues at 4.24% per annum.

(v) Represents a non-income producing security.

(w) This position includes a PIK dividend and is currently on non-accrual status.

(x) This is a demand note with no stated maturity.

n/a - not applicable

See Notes to Consolidated Financial Statements.

MONROE CAPITAL CORPORATION

CONSOLIDATED SCHEDULE OF INVESTMENTS

December 31, 2015

(in thousands, except for units)

Portfolio Company (a)	Industry	Spread Above Index (b)	Interest Rate (b)	Maturity	Principal	Amortized Cost	Fair Value (c)	% of Net Assets(d)
Senior Secured Loans								
360 Holdings III Corp.	Consumer Goods: Non-Durable	L+9.00%	10.00	% 10/1/2021	5,985	\$5,746	\$5,746	3.1 %
Alora Pharmaceuticals, LLC (e)	Healthcare & Pharmaceuticals	L+7.50%	8.50	% 9/13/2018	11,338	11,229	11,253	6.1 %
Alora Pharmaceuticals, LLC (Revolver) (f)	Healthcare & Pharmaceuticals	L+7.50%	8.50	% 9/13/2018	1,336	-	-	0.0 %
American Community Homes, Inc. (g)	Banking, Finance, Insurance & Real Estate	L+8.00%	9.50	% 7/22/2019	7,667	7,511	7,398	4.0 %
American Community Homes, Inc. (g)	Banking, Finance, Insurance & Real Estate	L+12.50%	9.50% Cash/4.50% PIK	7/22/2019	4,029	3,951	3,941	2.1 %
Answers Corporation	High Tech Industries	L+5.25%	6.25	% 10/1/2021	2,918	2,818	1,984	1.1 %
BCC Software, LLC (h)	High Tech Industries	L+8.00%	9.00	% 6/20/2019	2,817	2,785	2,776	1.5 %
BCC Software, LLC (Revolver) (f)	High Tech Industries	L+8.00%	9.00	% 6/20/2019	469	-	-	0.0 %
		L+7.50%	8.50	% 11/6/2020	2,919	2,892	2,737	1.4 %

Edgar Filing: MONROE CAPITAL Corp - Form 10-Q

Bluestem Brands, Inc.	Consumer Goods: Non-Durable									
Cali Bamboo, LLC	Construction & Building	L+8.50%	9.00	% 7/10/2020	4,179	4,101	4,093	2.2	%	
Cali Bamboo, LLC (Revolver) ^(f)	Construction & Building	L+8.50%	9.00	% 7/10/2020	1,624	1,039	1,039	0.6	%	
Cornerstone Detention Products, Inc. ⁽ⁱ⁾	Construction & Building	L+10.50%	10.50% Cash/1.00% PIK	4/8/2019	4,221	4,161	3,969	2.2	%	
Cornerstone Detention Products, Inc. (Revolver) ^(f)	Construction & Building	L+9.50%	10.50	% 4/8/2019	400	-	-	0.0	%	
Cyalume Technologies Holdings, Inc. ^(h)	Aerospace & Defense	L+9.00%	10.00	% 5/18/2020	5,236	5,106	5,278	2.9	%	
Cyalume Technologies Holdings, Inc. (Delayed Draw)	Aerospace & Defense	L+9.00%	10.00	% 5/18/2020	453	453	456	0.2	%	
Cyalume Technologies Holdings, Inc. (Revolver) ^(f)	Aerospace & Defense	L+9.00%	10.00	% 5/18/2020	1,528	306	306	0.2	%	
Diesel Direct Holdings, Inc. ^(h)	Energy: Oil & Gas	L+9.00%	10.00	% 2/17/2020	5,363	5,299	5,443	2.9	%	
EB Employee Solutions, LLC ^(h)	Services: Business	L+8.50%	10.00	% 2/28/2019	3,470	3,406	3,399	1.8	%	
G&M Opco LLC ^(h)	Construction & Building	L+7.50%	8.00	% 6/23/2020	3,169	3,096	3,109	1.7	%	
InMobi Pte, Ltd. (Delayed Draw) ^{(f) (j) (k)}	Media: Advertising, Printing & Publishing	L+10.17%	10.50	% 9/1/2018	10,000	5,842	5,772	3.1	%	
Jerry Lee Radio, LLC	Media: Broadcasting & Subscription	L+9.50%	10.00	% 12/17/2020	15,000	14,627	14,625	7.9	%	
Landpoint, LLC	Energy: Oil & Gas	L+12.75%	12.00% Cash/2.25% PIK	^(q) 12/20/2018	3,750	3,688	3,634	2.0	%	
Landpoint, LLC (Revolver) ^(f)	Energy: Oil & Gas	L+10.50%	12.00	% 12/20/2018	313	-	-	0.0	%	
L.A.R.K. Industries, Inc.	Construction & Building	L+7.00%	8.00	% 9/3/2019	6,690	6,562	6,657	3.6	%	
Luxury Optical Holdings Co.	Retail	L+9.00%	9.00% Cash/1.00% PIK	9/12/2019	4,035	3,972	3,986	2.2	%	
	Retail	L+8.00%	9.00	% 9/12/2019	273	-	-	0.0	%	

Edgar Filing: MONROE CAPITAL Corp - Form 10-Q

Luxury Optical Holdings Co. (Revolver) ^(f)									
Miles Media Group LLC	Hotels, Gaming & Leisure	L+8.50%	9.50	% 9/12/2019	3,875	3,814	3,864	2.1	%
Miles Media Group LLC (Delayed Draw) ^{(f) (j)}	Hotels, Gaming & Leisure	L+8.50%	9.50	% 9/12/2019	1,600	-	-	0.0	%
Miles Media Group LLC (Revolver) ^(f)	Hotels, Gaming & Leisure	L+8.50%	9.50	% 9/12/2019	320	-	-	0.0	%
O'Brien Industrial Holdings, LLC	Metals & Mining	L+11.50%	11.00% Cash/2.00% PIK	5/13/2019	6,326	6,213	6,177	3.4	%
O'Brien Industrial Holdings, LLC (Revolver) ^(f)	Metals & Mining	L+9.50%	11.00	% 5/13/2019	2,844	1,219	1,219	0.7	%
PD Products, LLC	Consumer Goods: Non-Durable	L+10.50%	12.00	% 10/4/2018	12,698	12,589	12,679	6.9	%
PD Products, LLC (Revolver) ^(f)	Consumer Goods: Non-Durable	L+10.50%	12.00	% 10/4/2018	2,500	1,025	1,024	0.6	%
PeopleConnect Intermediate, LLC (formerly Intelius, Inc.)	Services: Consumer	L+5.50%	6.50	% 7/1/2020	4,958	4,855	4,993	2.7	%
PeopleConnect Intermediate, LLC (formerly Intelius, Inc.)	Services: Consumer	L+11.50%	12.50	% 7/1/2020	4,979	4,874	4,964	2.7	%
PeopleConnect Intermediate, LLC (formerly Intelius, Inc.) (Revolver) ^(f)	Services: Consumer	L+8.50%	9.50	% 7/1/2020	354	-	-	0.0	%
Precision Toxicology, LLC ^(h)	Healthcare & Pharmaceuticals	L+8.00%	8.00% Cash/1.00% PIK	3/24/2020	5,440	5,345	5,358	2.9	%
Precision Toxicology, LLC (Revolver) ^(f)	Healthcare & Pharmaceuticals	L+8.00%	8.00% Cash/1.00% PIK	3/24/2020	635	-	-	0.0	%
Rockdale Blackhawk, LLC ^(g)	Healthcare & Pharmaceuticals	L+11.00%	12.00	% 3/31/2020	12,207	11,155	12,299	6.7	%
Rockdale Blackhawk, LLC (Revolver) ^{(f) (g)}	Healthcare & Pharmaceuticals	L+11.00%	12.00	% 3/31/2020	1,849	789	786	0.4	%
		L+11.00%	12.00	% 3/31/2020	2,288	629	634	0.3	%

Edgar Filing: MONROE CAPITAL Corp - Form 10-Q

Rockdale Blackhawk, LLC (Capex) ^{(f) (g)}	Healthcare & Pharmaceuticals									
Rocket Dog Brands, LLC ^(g)	Consumer Goods: Non-Durable	n/a	10.00	% 8/29/2019	1,032	1,032	1,032	0.6	%	
Rocket Dog Brands, LLC (Delayed Draw) (f) (g) (j)	Consumer Goods: Non-Durable	n/a	15.00	% 8/29/2019	350	150	150	0.1	%	
SHI Holdings, Inc. ^(h)	Healthcare & Pharmaceuticals	L+9.25%	9.67	% 7/10/2019	2,737	2,688	2,710	1.5	%	
SHI Holdings, Inc. (Revolver) ^(f)	Healthcare & Pharmaceuticals	L+9.25%	9.67	% 7/10/2019	818	573	573	0.3	%	
SNI Companies (l)	Services: Business	L+10.00%	11.00	% 12/31/2018	6,852	6,743	6,842	3.7	%	
SNI Companies (Revolver) ^(f)	Services: Business	L+10.00%	11.00	% 12/31/2018	1,250	125	125	0.1	%	
Summit Container Corporation ^{(g) (h)}	Containers, Packaging & Glass	L+9.00%	11.00	% 1/6/2019	3,600	3,537	3,400	1.8	%	
The Sandbox Group LLC ^(h)	Media: Advertising, Printing & Publishing	L+10.00%	9.00% Cash/2.00% PIK	2/23/2020	5,388	5,274	5,329	2.9	%	
The Sandbox Group LLC (Revolver) ^(f)	Media: Advertising, Printing & Publishing	L+10.00%	9.00% Cash/2.00% PIK	2/23/2020	1,250	1,243	1,243	0.7	%	
TRG, LLC	Hotels, Gaming & Leisure	L+17.92%	11.00% Cash/7.92% PIK	^(r) 12/23/2019	3,068	3,017	3,040	1.6	%	
TRG, LLC (Revolver) ^(f)	Hotels, Gaming & Leisure	L+12.00%	13.00	% 12/23/2019	131	-	-	0.0	%	
TRG, LLC (CapEx) ^(f)	Hotels, Gaming & Leisure	L+12.00%	11.00% Cash/2.00% PIK	12/23/2019	919	653	649	0.3	%	
TTM Technologies, Inc.	High Tech Industries	L+5.00%	6.00	% 5/31/2021	1,330	1,287	1,207	0.6	%	
Vacation Innovations, LLC	Hotels, Gaming & Leisure	L+9.00%	9.50	% 8/20/2020	6,211	6,093	6,236	3.4	%	
Vacation Innovations, LLC (Revolver) ^(f)	Hotels, Gaming & Leisure	L+9.00%	9.50	% 8/20/2020	342	-	-	0.0	%	
Yandy Holding, LLC	Retail	L+9.00%	10.00	% 9/30/2019	6,419	6,342	6,425	3.5	%	
Yandy Holding, LLC (Revolver) (f)	Retail	L+9.00%	10.00	% 9/30/2019	907	-	-	0.0	%	
					214,659	189,854	190,559	103.3	%	

Total Senior Secured Loans**Unitranche Loans**

Accutest Corporation Collaborative Neuroscience Network, LLC (m)	Services: Business	L+9.50%	11.00	% 6/5/2018	6,586	6,440	6,586	3.6	%
Fabco Automotive Corporation	Automotive	L+9.25%	10.25	% 4/3/2017	8,437	8,393	5,358	2.9	%
Gracelock Industries, LLC	Wholesale	L+12.05%	11.00% Cash/2.55% (s) PIK	5/7/2019	5,207	5,101	4,730	2.6	%
Incipio Technologies, Inc. (n)	Consumer Goods: Non-Durable	L+6.00%	7.00	% 12/26/2019	15,000	14,669	15,008	8.1	%
MooreCo, Inc.	Consumer Goods: Durable	L+13.50%	12.50% Cash/2.50% PIK	12/27/2017	4,223	4,177	4,223	2.3	%
Output Services Group, Inc.	Services: Business	L+9.00%	9.50% Cash/1.00% PIK	12/17/2018	6,655	6,555	6,562	3.6	%
Output Services Group, Inc.	Services: Business	L+9.00%	9.50% Cash/1.00% PIK	12/17/2018	7,429	7,301	7,295	3.9	%
Playtime, LLC (m)	Hotels, Gaming & Leisure	L+7.50%	9.00	% 12/4/2017	5,677	5,627	5,070	2.8	%
TPP Acquisition, Inc. (o)	Retail	L+11.00%	10.50% Cash/2.00% PIK	12/17/2017	6,835	6,769	2,990	1.6	%
TPP Acquisition, Inc. (Revolver) (o)	Retail	L+11.00%	4.50% Cash/8.00% PIK	12/17/2017	2,035	2,035	2,035	1.1	%
TPP Acquisition, Inc. (Delayed Draw) (o)	Retail	L+11.00%	10.50% Cash/2.00% PIK	12/17/2017	3,429	3,429	1,500	0.8	%
Total Unitranche Loans					78,571	77,464	68,090	36.9	%

Junior Secured Loans

Confie Seguros Holdings II Co.	Banking, Finance, Insurance & Real Estate	L+9.00%	10.25	% 5/8/2019	5,594	5,555	5,538	3.0	%
		L+7.75%	8.75	% 7/3/2021	5,792	5,691	5,532	3.0	%

Edgar Filing: MONROE CAPITAL Corp - Form 10-Q

CSM Bakery Supplies LLC	Beverage, Food & Tobacco								
Education Corporation of America	Services: Consumer	L+11.00%	11.60	% 12/31/2018	5,833	5,698	5,854	3.2	%
Hyland Software Inc.	High Tech Industries	L+7.25%	8.25	% 7/1/2023	5,000	4,810	4,700	2.5	%
Mergermarket USA, Inc.	Media: Broadcasting & Subscription	L+6.50%	7.50	% 12/19/2021	4,500	4,384	4,016	2.2	%
Micro Holdings Corp.	High Tech Industries	L+7.50%	8.50	% 7/8/2022	5,590	5,455	5,339	2.9	%
Mud Pie, LLC	Consumer Goods: Non-Durable	n/a	10.00% Cash/1.50% PIK	11/4/2020	10,101	9,919	10,060	5.4	%
New NSI Holdings, Inc.	Chemicals, Plastics & Rubber	L+8.25%	9.25	% 7/28/2022	4,000	3,942	3,948	2.1	%
Pre-Paid Legal Services, Inc. (Legal Shield)	Services: Consumer	L+9.00%	10.25	% 7/1/2020	3,000	2,988	2,950	1.6	%
Physiotherapy Corporation	Healthcare & Pharmaceuticals	L+8.50%	9.50	% 6/3/2022	5,000	4,953	5,000	2.7	%
Rocket Dog Brands, LLC ^(g)	Consumer Goods: Non-Durable	n/a	15.00% PIK	5/1/2020	1,673	1,673	570	0.3	%
Sterling Infosystems, Inc.	Services: Business	L+7.75%	8.75	% 6/19/2023	5,000	4,952	4,956	2.7	%
SCP TPZ Acquisition, Inc.	Media: Diversified & Production	L+8.25%	9.25	% 5/29/2022	5,000	4,928	4,925	2.7	%
Total Junior Secured Loans					66,083	64,948	63,388	34.3	%

Equity Securities

American Community Homes, Inc. (warrant to purchase up to 9.0% of the equity) ^(p)	Banking, Finance, Insurance & Real Estate	-	-	(t) 10/9/2024	-	-	353	0.2	%
BookIt Operating LLC (warrant to purchase up to 3.0% of the equity) ^(p)	Hotels, Gaming & Leisure	-	-	(t) 12/21/2023	-	-	587	0.3	%
Collaborative Neuroscience Network, LLC (warrant to purchase up to 1.67 LLC units) ^(p)	Healthcare & Pharmaceuticals	-	-	(t) 12/27/2022	-	-	147	0.1	%
Cyalume Technologies Holdings, Inc. - Series D Preferred Stock (3.06 shares) ^(p)	Aerospace & Defense	-	-	(t) -	-	-	449	0.2	%
Education Corporation of America - Series G Preferred Stock (8,333 shares) ^(p)	Services: Consumer	n/a	12.00	%-	-	8,125	8,345	4.5	%
InMobi Pte, Ltd. (represents the right to purchase 0.42% of the equity) ^{(k) (p)}	Media: Advertising, Printing & Publishing	-	-	(t) 9/18/2025	-	-	108	0.1	%
O'Brien Industrial Holdings, LLC (warrants to purchase up to 2.44% of certain affiliated entities of the company) ^(p)	Metals & Mining	-	-	(t) 5/13/2024	-	-	-	0.0	%
Output Services Group, Inc. (warrant to purchase up to 3.89% of the common stock) ^(p)	Services: Business	-	-	(t) 12/17/2022	-	-	450	0.2	%
Playtime, LLC - Preferred Units (8,665 units) ^(p)	Hotels, Gaming & Leisure	-	-	(t) -	-	200	64	0.0	%
Rocket Dog Brands, LLC - Common Units (75,502 units) ^(g)	Consumer Goods: Non-Durable	-	-	(t) -	-	-	-	0.0	%
Rocket Dog Brands, LLC - Preferred Units (10 units) ^(g)	Consumer Goods: Non-Durable	-	15.00%	(u)-	-	967	-	0.0	%
Rockdale Blackhawk, LLC - LLC Units (11.56% of the LLC interest) ^(g)	Healthcare & Pharmaceuticals	-	-	(t) -	-	1,093	8,184	4.4	%
Summit Container Corporation (warrant to purchase up to 19.50% of the equity) ^(g)	Containers, Packaging & Glass	-	-	(t) 1/6/2024	-	-	-	0.0	%
The Sandbox Group LLC (warrant to purchase up to 1.0% of the equity) ^(p)	Media: Advertising, Printing & Publishing	-	-	(t) -	-	-	277	0.2	%
The Tie Bar Operating Company, LLC - Class A Preferred Units (1,275 units) ^(p)	Retail	-	-	(t) -	-	86	90	0.1	%
The Tie Bar Operating Company, LLC - Class B	Retail	-	-	(t) -	-	1	-	0.0	%

Preferred Units (1,275 units) ^(p)								
TPP Acquisition, Inc. (829 shares of common stock) ^(o)	Retail	-	-	(t) -	-	-	-	0.0 %
Total Equity Securities					10,472	19,054		10.3 %
TOTAL INVESTMENTS					\$342,738	\$341,091		184.8 %

All of our investments are issued by eligible U.S. portfolio companies, as defined in the Investment Company Act (a) of 1940 (the “1940 Act”) except for InMobi Pte, Ltd. which is an international company headquartered in California. All investments are non-controlled/non-affiliate company investments, unless otherwise noted.

The majority of the investments bear interest at a rate that may be determined by reference to London Interbank Offered Rate (“LIBOR” or “L”) or Prime Rate (“Prime” or “P”) which reset daily, monthly, quarterly, or semiannually. For (b) each such investment the Company has provided the spread over LIBOR or Prime and the current contractual interest rate in effect at December 31, 2015. Certain investments are subject to a LIBOR or Prime interest rate floor.

Because there is no readily available market value for these investments, the fair value of these investments is (c) determined in good faith by our board of directors as required by the Investment Company Act of 1940. (See Note 4 in the accompanying notes to the consolidated financial statements.)

(d) Percentages are based on net assets of \$184,535 as of December 31, 2015.

(e) A portion of this loan (principal of \$4,679) is held in the Company’s wholly-owned subsidiary, Monroe Capital Corporation SBIC, LP and is therefore not collateral to the Company’s revolving credit facility.

(f) All or a portion of this commitment was unfunded at December 31, 2015. As such, interest is earned only on the funded portion of this commitment.

As defined in the 1940 Act, the Company is deemed to be an “Affiliated Person” of the portfolio company as it owns (g) five percent or more of the portfolio company's voting securities. See Note 5 in the accompanying notes to the consolidated financial statements for additional information on transactions in which the issuer was an Affiliated Person (but not a portfolio company that the Company is deemed to control).

(h) All of this loan is held in the Company’s wholly-owned subsidiary, Monroe Capital Corporation SBIC, LP and is therefore not collateral to the Company’s revolving credit facility.

(i) A portion of this loan (principal of \$2,532) is held in the Company’s wholly-owned subsidiary, Monroe Capital Corporation SBIC, LP and is therefore not collateral to the Company’s revolving credit facility.

(j) This delayed draw loan requires that certain financial covenants be met by the portfolio company prior to any fundings.

(k) This investment is treated as a non-qualifying investment under Section 55(a) of the 1940 Act. Under the 1940 Act, the Company may not acquire any non-qualifying asset unless, at the time the acquisition is made, qualifying assets represent at least 70% of the Company’s total assets. As of December 31, 2015, non-qualifying assets totaled 1.60% of the Company’s total assets.

(l) A portion of this loan (principal of \$4,394) is held in the Company’s wholly-owned subsidiary, Monroe Capital Corporation SBIC, LP and is therefore not collateral to the Company’s revolving credit facility.

(m) The sale of a portion of this loan does not qualify for sale accounting under ASC Topic 860 — Transfers and Servicing, and therefore, the entire unitranche loan asset remains in the Consolidated Schedule of Investments.

(n) A portion of this loan (principal of \$5,500) is held in the Company’s wholly-owned subsidiary, Monroe Capital Corporation SBIC, LP and is therefore not collateral to the Company’s revolving credit facility.

(o) As defined in the 1940 Act, the Company is deemed to be both an “Affiliated Person” of and to “Control” this portfolio company as it owns more than 25% percent of the portfolio company’s voting securities. See Note 5 in the accompanying notes to the consolidated financial statements for additional information on transactions in which the issuer was both an Affiliated Person and a portfolio company that the Company is deemed to Control.

(p) Represents less than 5% ownership of the portfolio company’s voting securities.

(q)

Edgar Filing: MONROE CAPITAL Corp - Form 10-Q

The PIK portion of the interest rate for Landpoint, LLC is structured as a guaranteed fee paid upon the termination of the commitment. The fee accrues at 2.25% per annum and is subject to a minimum payment upon termination of \$338.

(r) A portion of the PIK interest rate for TRG, LLC is structured as a guaranteed fee paid upon the termination of the commitment. The fee accrues at 5.92% per annum and is subject to an estimated minimum payment upon termination of \$891.

(s) The PIK portion of the interest rate for Gracelock Industries, LLC is structured as a fee paid upon the termination of the commitment. The fee accrues at 2.55% per annum.

(t) Represents a non-income producing security.

(u) This position includes a PIK dividend and is currently on non-accrual status.

n/a - not applicable

See Notes to Consolidated Financial Statements.

MONROE CAPITAL CORPORATION

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(unaudited)

(in thousands, except share and per share data)

Note 1. Organization and Principal Business

Monroe Capital Corporation (“Monroe Capital” and together with its subsidiaries, the “Company”) was formed in February 2011 to act as an externally managed non-diversified, closed-end management investment company and has elected to be treated as a business development company under the Investment Company Act of 1940, as amended (the “1940 Act”). The Company had no substantive operating activities prior to October 24, 2012, the date of its initial public offering. Monroe Capital’s investment objective is to maximize the total return to its stockholders in the form of current income and capital appreciation through investment in senior secured, junior secured and unitranche (a combination of senior secured and junior secured debt in the same facility) debt and, to a lesser extent, unsecured subordinated debt and equity investments. Monroe Capital is managed by Monroe Capital BDC Advisors, LLC (“MC Advisors”), a registered investment adviser under the Investment Advisers Act of 1940, as amended. In addition, for U.S. federal income tax purposes, Monroe Capital has elected to be treated as a regulated investment company (“RIC”) under Subchapter M of the Internal Revenue Code of 1986, as amended (the “Code”).

On February 28, 2014, the Company’s wholly-owned subsidiary, Monroe Capital Corporation SBIC, LP (“MRCC SBIC”), a Delaware limited partnership, received a license from the Small Business Administration (“SBA”) to operate as a Small Business Investment Company (“SBIC”) under Section 301(c) of the Small Business Investment Act of 1958, as amended. MRCC SBIC commenced operations on September 16, 2013. As of September 30, 2016, MRCC SBIC had \$60,000 in regulatory capital, \$20,000 in leveragable capital and \$40,000 in SBA-guaranteed debentures outstanding. On April 13, 2016, MRCC SBIC was approved by the SBA for an additional \$75,000 in SBA-guaranteed debentures. See Note 7 for additional information.

On July 25, 2016, the Company closed a public offering of 3,100,000 shares of its common stock at a public offering price of \$15.50 per share, raising approximately \$48,050 in gross proceeds. On August 3, 2016, the Company sold an additional 465,000 shares of its common stock, at a public offering price of \$15.50 per share, raising approximately \$7,208 in gross proceeds pursuant to the underwriters’ exercise of the over-allotment option. Aggregate underwriters’ discounts and commissions were \$2,210 and offering costs were \$493, resulting in net proceeds of \$52,555.

Note 2. Summary of Significant Accounting Policies

Basis of Presentation

The accompanying consolidated financial statements of the Company have been prepared in accordance with generally accepted accounting principles in the United States of America (“GAAP”). The accompanying consolidated financial statements of the Company and related financial information have been prepared pursuant to the requirements for reporting on Form 10-Q and Articles 6 or 10 of Regulation S-X. The Company has determined it meets the definition of an investment company and follows the accounting and reporting guidance in the Financial Accounting Standards Board (“FASB”) Accounting Standards Codification (“ASC”) Topic 946 — *Financial Services — Investment Companies* (“ASC Topic 946”). Certain prior period amounts have been reclassified to conform to the current period presentation.

Use of Estimates

The preparation of the consolidated financial statements in conformity with GAAP requires the Company to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities as of the date of the consolidated financial statements and the reported amounts of revenue and expenses during the reporting period. Actual results could differ from those estimates.

Consolidation

As permitted under Regulation S-X and ASC Topic 946, the Company will generally not consolidate its investment in a portfolio company other than an investment company subsidiary or a controlled operating company whose business consists of providing services to the Company. Accordingly, the Company consolidated the results of the Company’s wholly-owned subsidiaries in its consolidated financial statements. All intercompany balances and transactions have been eliminated.

Fair Value of Financial Instruments

The Company applies fair value to substantially all of its financial instruments in accordance with ASC Topic 820 — *Fair Value Measurements and Disclosures* (“ASC Topic 820”). ASC Topic 820 defines fair value, establishes a framework used to measure fair value, and requires disclosures for fair value measurements, including the categorization of financial instruments into a three-level hierarchy based on the transparency of valuation inputs. See Note 4 to the consolidated financial statements for further discussion regarding the fair value measurements and hierarchy.

ASC Topic 820 requires disclosure of the fair value of financial instruments for which it is practical to estimate such value. The Company believes that the carrying amounts of its other financial instruments such as cash, receivables and payables approximate the fair value of such items due to the short maturity of such instruments.

Revenue Recognition

The Company's revenue recognition policies are as follows:

Investments and related investment income: Interest and dividend income is recorded on the accrual basis to the extent that the Company expects to collect such amounts. Interest income is accrued based upon the outstanding principal amount and contractual terms of debt and preferred equity investments. Interest is accrued on a daily basis. All other income is recorded into income when earned. The Company records prepayment fees and amendment fees on loans as interest income in the period earned. For the three and nine months ended September 30, 2016, interest income included \$220 and \$1,067 of prepayment and amendment fees, respectively. For the three and nine months ended September 30, 2015, interest income included \$117 and \$1,242 of prepayment and amendment fees, respectively.

Dividend income on preferred equity securities is recorded as dividend income on an accrual basis to the extent that such amounts are payable by the portfolio company and are expected to be collected. Dividend income on common equity securities is recorded on the record date for private portfolio companies. Each distribution received from limited liability company ("LLC") and limited partnership ("LP") investments is evaluated to determine if the distribution should be recorded as dividend income or a return of capital. Generally, the Company will not record distributions from equity investments in LLCs and LPs as dividend income unless there are sufficient accumulated tax-basis earnings and profits in the LLC or LP prior to the distribution. Distributions that are classified as a return of capital are recorded as a reduction in the cost basis of the investment. For the three and nine months ended September 30, 2016, the Company recorded dividend income of \$1,384 and \$4,297, respectively. For both the three and nine months ended September 30, 2015, the Company recorded dividend income of \$75.

Loan origination fees, original issue discount and market discount or premiums are capitalized, and the Company then amortizes such amounts using the effective interest method as interest income over the life of the investment. Unamortized discounts and loan origination fees totaled \$5,955 and \$6,340 as of September 30, 2016 and December 31, 2015, respectively. Upfront loan origination and closing fees received for the three and nine months ended September 30, 2016 totaled \$694 and \$2,190, respectively. For the three and nine months ended September 30, 2015, upfront loan origination and closing fees received totaled \$1,102 and \$2,650, respectively. For the three and nine months ended September 30, 2016, interest income included \$383 and \$1,137 of accretion of loan origination fees, original issue discounts and market discounts or premiums, respectively. For the three and nine months ended September 30, 2015, interest income included \$308 and \$787 of accretion of loan origination fees, original issue discounts and market discounts or premiums, respectively. Upon the prepayment of a loan or debt security, any

unamortized premium or discount or loan origination fees are recorded as interest income. For the three and nine months ended September 30, 2016, interest income included \$227 and \$836 of unamortized discount or loan origination fees recorded as interest income upon prepayment of a loan or debt security, respectively. For the three and nine months ended September 30, 2015, interest income included \$159 and \$930 of unamortized discount or loan origination fees recorded as interest income upon prepayment of a loan or debt security, respectively.

The Company has certain investments in its portfolio that contain a payment-in-kind (“PIK”) interest provision, which represents contractual interest or dividends that are added to the principal balance and recorded as income. For the three and nine months ended September 30, 2016, interest income included \$600 and \$1,430 of PIK interest, respectively. For the three and nine months ended September 30, 2015, interest income included \$453 and \$1,494 of PIK interest, respectively. The Company stops accruing PIK interest when it is determined that PIK interest is no longer collectible. To maintain RIC tax treatment, and to avoid corporate tax, substantially all of this income must be paid out to stockholders in the form of distributions, even though the Company has not yet collected the cash.

Investment transactions are recorded on a trade-date basis. Realized gains or losses on portfolio investments are calculated based upon the difference between the net proceeds from the disposition and the amortized cost basis of the investment, without regard to unrealized gains and losses previously recognized. Realized gains and losses are recorded within net realized gain (loss) on investments in the consolidated statements of operations. Changes in the fair value of investments from the prior period, as determined by the Company’s board of directors (the “Board”) through the application of the Company’s valuation policy, are included within net change in unrealized appreciation (depreciation) on investments in the consolidated statements of operations.

Non-accrual: Loans or preferred equity securities are placed on non-accrual status when principal, interest or dividend payments become materially past due, or when there is reasonable doubt that principal, interest or dividends will be collected. Interest payments received on non-accrual loans may be recognized as income or applied to principal depending upon management’s judgment. Non-accrual loans are restored to accrual status when past due principal, interest or dividends are paid and, in management’s judgment, are likely to remain current. On January 1, 2016, the Company placed its loan investments in TPP Acquisition, Inc. on non-accrual status. During the three and nine months ended September 30, 2016, the Company received interest payments from TPP Acquisition, Inc. totaling \$20 and \$30, respectively, which were recognized as interest income. Prior to placing TPP Acquisition Inc. on non-accrual status there were no other loan investments on non-accrual status. The Company’s preferred unit investment in Rocket Dog Brands LLC, which has a stated PIK interest rate, continues to remain on non-accrual status, and no dividend income was recorded related to this investment for the three and nine months ended September 30, 2016 and 2015. The fair value of the Company’s investments on non-accrual status totaled \$6,249 and zero at September 30, 2016 and December 31, 2015, respectively.

Partial loan sales: The Company follows the guidance in ASC Topic 860 — *Transfers and Servicing* (“ASC Topic 860”), when accounting for loan participations and other partial loan sales. Such guidance requires a participation or other partial loan sale to meet the definition of a “participating interest,” as defined in the guidance, in order for sale treatment to be allowed. Participations or other partial loan sales which do not meet the definition of a participating interest remain on the Company’s consolidated statements of assets and liabilities and the proceeds are recorded as a secured borrowing until the definition is met. For these partial loan sales, the interest earned on the entire loan balance is recorded within “interest income” and the interest earned by the buyer in the partial loan sale is recorded within “interest and other debt financing expenses” in the accompanying consolidated statements of operations. Changes in the fair value of secured borrowings from the prior period, as determined by the Board through the application of the Company’s valuation policy, are included as changes in unrealized appreciation (depreciation) on secured borrowings in the consolidated statements of operations. See Note 7 “*Secured Borrowings*” for additional information.

Distributions

Distributions to common stockholders are recorded on the record date. The amount, if any, to be distributed is determined by the Board each quarter and is generally based upon the earnings estimated by management. Net realized capital gains, if any, are generally distributed at least annually, although the Company may decide to retain such capital gains for investment.

The determination of the tax attributes for the Company’s distributions is made annually, based upon its taxable income for the full year and distributions paid for the full year. Ordinary dividend distributions from a RIC do not qualify for the preferential tax rate on qualified 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.

The Company has adopted a dividend reinvestment plan (“DRIP”) that 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 the Company declares a cash dividend, the Company’s stockholders who have not “opted out” of the DRIP at least three days prior to the dividend payment date will have their cash dividend automatically reinvested into additional shares of the Company’s common stock. The Company has the option to satisfy the share requirements of the DRIP through the issuance of new shares of common stock or through open market purchases of common stock by the DRIP plan administrator. Newly issued shares are valued based upon the final closing price of the Company’s common stock on a date determined by the Board. Shares purchased in the open market to satisfy the DRIP requirements will be valued based upon the average price of the applicable shares purchased by the DRIP plan administrator, before any associated brokerage or other costs. See Note 8 regarding distributions for additional information.

Earnings per Share

In accordance with the provisions of ASC Topic 260 — *Earnings per Share* (“ASC Topic 260”), basic earnings per share is computed by dividing earnings available to common stockholders by the weighted average number of shares outstanding during the period. The weighted average shares outstanding utilized in the calculation of earnings per share take into account share issues on the issuance date and the Company’s repurchases of its common stock on the repurchase date. See Note 9 for additional information on the Company’s share issuances and repurchases. For the periods presented in these consolidated financial statements, there were no potentially dilutive common shares issued.

Segments

In accordance with ASC Topic 280 — *Segment Reporting*, the Company has determined that it has a single reporting segment and operating unit structure.

Cash

The Company deposits its cash in a financial institution and, at times, such balances may be in excess of the Federal Deposit Insurance Corporation insurance limits.

Restricted Cash

Restricted cash includes amounts held within MRCC SBIC. Cash held within an SBIC is generally restricted to the originations of new loans from the SBIC and the payment of SBA debentures and related interest expense.

Unamortized Deferred Financing Costs

Deferred financing costs represent fees and other direct incremental costs incurred in connection with the Company’s borrowings. As of September 30, 2016 and December 31, 2015, the Company had unamortized deferred financing costs of \$3,883 and \$3,569, respectively, presented as a direct reduction of the carrying amount of debt on the consolidated statements of assets and liabilities. These amounts are amortized and included in interest expense in the consolidated statements of operations over the estimated average life of the borrowings. Amortization of deferred financing costs for the three and nine months ended September 30, 2016 was \$222 and \$603, respectively. Amortization of deferred financing costs for the three and nine months ended September 30, 2015 was \$185 and \$553,

respectively.

13

Offering Costs

Offering costs include, among other things, fees paid in relation to legal, accounting, regulatory and printing work completed in preparation of equity offerings. Offering costs are charged against the proceeds from equity offerings within the consolidated statements of changes in net assets. As of September 30, 2016 and December 31, 2015, other assets on the consolidated statements of assets and liabilities included \$270 and \$358, respectively, of deferred offering costs which will be charged against the proceeds from further equity offerings when received.

Income Taxes

The Company has elected to be treated as a RIC under Subchapter M of the Code and operates in a manner so as to qualify for the tax treatment available to RICs. To maintain qualification as a RIC, the Company must, among other things, meet certain source-of-income and asset diversification requirements and distribute to stockholders, for each taxable year, at least 90% of the Company's "investment company taxable income," which is generally the Company's net ordinary income plus the excess, if any, of realized net short-term capital gains over realized net long-term capital losses. If the Company qualifies as a RIC and satisfies the annual distribution requirement, the Company will not have to pay corporate-level federal income taxes on any income that the Company distributes to its stockholders. The Company intends to make distributions in an amount sufficient to maintain RIC status each year and to avoid any federal income taxes on income. The Company will also be subject to nondeductible federal excise taxes if the Company does not distribute at least 98% of net ordinary income, 98.2% of any capital gain net income, if any, and any recognized and undistributed income from prior years for which it paid no federal income taxes. To the extent that the Company determines that its estimated current year annual taxable income may exceed estimated current year dividend distributions, the Company accrues excise tax, if any, calculated as 4% of the estimated excess taxable income as taxable income is earned. For the three and nine months ended September 30, 2016, \$342 and \$429, respectively, were recorded on the consolidated statements of operations for U.S. federal excise taxes, respectively. For the three and nine months ended September 30, 2015, zero and \$3 was recorded for U.S. federal excise taxes, respectively. As of September 30, 2016 and December 31, 2015, payables for excise taxes of \$225 and \$80, respectively, were included in accounts payable and accrued expenses on the consolidated statements of assets and liabilities.

The Company accounts for income taxes in conformity with ASC Topic 740 — *Income Taxes* ("ASC Topic 740"). ASC Topic 740 provides guidelines for how uncertain tax positions should be recognized, measured, presented and disclosed in the consolidated financial statements. ASC Topic 740 requires the evaluation of tax positions taken in the course of preparing the Company's tax returns to determine whether the tax positions are "more-likely-than-not" to be sustained by the applicable tax authority. Tax benefits of positions not deemed to meet the more-likely-than-not threshold would be recorded as a tax expense in the current year. It is the Company's policy to recognize accrued interest and penalties related to uncertain tax benefits in income tax expense. There were no material uncertain income tax positions through September 30, 2016. The 2012 through 2015 tax years remain subject to examination by U.S. federal and state tax authorities.

Subsequent Events

The Company has evaluated the need for disclosures and/or adjustments resulting from subsequent events through the date the consolidated financial statements were issued. There have been no subsequent events that occurred during such period that would require disclosure in this Form 10-Q or would be required to be recognized in the consolidated financial statements as of and for the nine months ended September 30, 2016.

Recent Accounting Pronouncements

In May 2014, the FASB issued Accounting Standards Update (“ASU”) 2014-09, *Revenue from Contracts with Customers* (ASC Topic 606) (“ASU 2014-09”). The core principle of ASU 2014-09 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 the entity expects to be entitled in exchange for those goods or services. To achieve that core principle, an entity should apply the following steps: Step 1: Identify the contract(s) with a customer. Step 2: Identify the performance obligations in the contract. Step 3: Determine the transaction price. Step 4: Allocate the transaction price to the performance obligations in the contract. Step 5: Recognize revenue when (or as) the entity satisfies a performance obligation.

ASU 2014-09 also specified the accounting for some costs to obtain or fulfill a contract with a customer. In addition, ASU 2014-09 requires that an entity disclose sufficient information to enable users of financial statements to understand the nature, amount, timing and uncertainty of revenue and cash flows arising from contracts with customers. The initial effective date of ASU 2014-09 was for fiscal periods beginning after December 15, 2016. However, in August 2015, the FASB issued ASU 2015-14, *Revenue from Contracts with Customers (ASC Topic 606): Deferral of the Effective Date*, which deferred the effective date to fiscal periods beginning after December 15, 2017. Management is currently evaluating the impact these changes will have on the Company’s consolidated financial statements and disclosures.

In February 2015, the FASB issued ASU 2015-02, *Consolidation (ASC Topic 810): Amendments to the Consolidation Analysis* (“ASU 2015-02”). ASU 2015-02 significantly changes the consolidation analysis required under GAAP and ends the deferral granted to investment companies from applying the variable interest entity guidance. ASU 2015-02 is effective for interim and annual reporting periods in fiscal years that begin after December 15, 2015 and early adoption is permitted. The Company has adopted ASU 2015-02 and the adoption did not have a material impact on the Company’s consolidated financial statements and disclosures.

In April 2015, the FASB issued ASU No. 2015-03, *Interest - Imputation of Interest (Subtopic 835-30): Simplifying the Presentation of Debt Issuance Costs* (“ASU 2015-03”). ASU 2015-03 requires that debt issuance costs related to a recognized debt liability be presented in the statements of assets and liabilities as a direct deduction from the carrying

amount of that debt liability, consistent with debt discounts. The recognition and measurement guidance for debt issuance costs are not affected by the amendments in this ASU. ASU 2015-03 is effective for fiscal years that begin after December 15, 2015 and early adoption is permitted. The Company has adopted ASU 2015-03 and the revised presentation is reflected in the Company's consolidated financial statements for the periods presented.

In January 2016, the FASB issued ASU 2016-01, *Financial Instruments — Overall* (Subtopic 825-10): *Recognition and Measurement of Financial Assets and Financial Liabilities* (“ASU 2016-01”). ASU 2016-01 retains many current requirements for the classification and measurement of financial instruments; however, it significantly revises an entity’s accounting related to (1) the classification and measurement of investments in equity securities and (2) the presentation of certain fair value changes for financial liabilities measured at fair value. ASU 2016-01 also amends certain disclosure requirements associated with the fair value of financial instruments. This guidance is effective for annual and interim periods beginning after December 15, 2017, and early adoption is not permitted for public business entities. Management is currently evaluating the impact these changes will have on the Company’s consolidated financial statements and disclosures.

Note 3. Investments

The following tables show the composition of the investment portfolio, at amortized cost and fair value (with corresponding percentage of total portfolio investments):

	September 30, 2016		December 31, 2015	
Amortized Cost:				
Senior secured loans	\$248,881	65.6 %	\$ 189,854	55.4 %
Unitranche loans	57,877	15.3	77,464	22.6
Junior secured loans	61,919	16.3	64,948	19.0
Equity securities	10,473	2.8	10,472	3.0
Total	\$379,150	100.0%	\$ 342,738	100.0 %

	September 30, 2016		December 31, 2015	
Fair Value:				
Senior secured loans	\$240,520	63.9 %	\$ 190,559	55.9 %
Unitranche loans	51,858	13.8	68,090	20.0
Junior secured loans	60,694	16.1	63,388	18.6
Equity securities	23,584	6.2	19,054	5.5
Total	\$376,656	100.0%	\$ 341,091	100.0 %

The following tables show the composition of the investment portfolio by geographic region, at amortized cost and fair value (with corresponding percentage of total portfolio investments). The geographic composition is determined by the location of the corporate headquarters of the portfolio company, which may not be indicative of the primary source of the portfolio company’s business:

Edgar Filing: MONROE CAPITAL Corp - Form 10-Q

	September 30, 2016		December 31, 2015		
Amortized Cost:					
International	\$6,667	1.8 %	\$5,842	1.7 %	
Mid-Atlantic	—	—	6,440	1.9	
Midwest	56,306	14.9	46,557	13.6	
Northeast	76,758	20.2	63,131	18.4	
South	17,181	4.5	—	—	
Southeast	51,745	13.6	64,282	18.7	
Southwest	39,462	10.4	38,325	11.2	
West	131,031	34.6	118,161	34.5	
Total	\$379,150	100.0%	\$342,738	100.0 %	

	September 30, 2016		December 31, 2015		
Fair Value:					
International	\$6,724	1.8 %	\$5,880	1.7 %	
Mid-Atlantic	—	—	6,586	1.9	
Midwest	56,801	15.1	46,103	13.5	
Northeast	78,400	20.8	63,396	18.6	
South	17,199	4.6	—	—	
Southeast	52,907	14.0	65,823	19.3	
Southwest	42,266	11.2	40,913	12.0	
West	122,359	32.5	112,390	33.0	
Total	\$376,656	100.0%	\$341,091	100.0 %	

The following tables show the composition of the investment portfolio by industry, at amortized cost and fair value (with corresponding percentage of total portfolio investments):

	September 30, 2016		December 31, 2015		
Amortized Cost:					
Aerospace & Defense	\$9,891	2.6	% \$5,865	1.7	%
Automotive	12,428	3.3	8,393	2.4	
Banking, Finance, Insurance & Real Estate	34,539	9.1	17,017	5.0	
Beverage, Food & Tobacco	12,722	3.4	5,691	1.7	
Chemicals, Plastics & Rubber	3,947	1.0	3,942	1.2	
Construction & Building	18,939	5.0	18,959	5.5	
Consumer Goods: Durable	3,636	1.0	4,177	1.2	
Consumer Goods: Non-Durable	44,472	11.7	50,662	14.8	
Containers, Packaging & Glass	3,602	0.9	3,537	1.0	
Energy: Oil & Gas	8,121	2.1	8,987	2.6	
Environmental Industries	3,697	1.0	—	—	
Healthcare & Pharmaceuticals	37,474	9.9	45,422	13.3	
High Tech Industries	15,464	4.1	17,155	5.0	
Hotels, Gaming & Leisure	37,729	9.9	19,404	5.7	
Media: Advertising, Printing & Publishing	6,667	1.8	12,359	3.6	
Media: Broadcasting & Subscription	17,893	4.7	19,011	5.5	
Media: Diversified & Production	4,935	1.3	4,928	1.4	
Metals & Mining	5,212	1.4	7,432	2.2	
Retail	36,193	9.5	22,634	6.6	
Services: Business	28,737	7.6	35,522	10.4	
Services: Consumer	24,995	6.6	26,540	7.7	
Utilities: Electric	2,970	0.8	—	—	
Wholesale	4,887	1.3	5,101	1.5	
Total	\$379,150	100.0%	\$342,738	100.0%	%

	September 30, 2016		December 31, 2015		
Fair Value:					
Aerospace & Defense	\$10,836	2.9	% \$6,489	1.9	%
Automotive	8,154	2.2	5,358	1.6	
Banking, Finance, Insurance & Real Estate	36,305	9.6	17,230	5.1	
Beverage, Food & Tobacco	12,309	3.3	5,532	1.6	
Chemicals, Plastics & Rubber	4,040	1.1	3,948	1.2	
Construction & Building	19,150	5.1	18,867	5.5	
Consumer Goods: Durable	3,660	1.0	4,223	1.2	
Consumer Goods: Non-Durable	41,332	11.0	49,006	14.4	
Containers, Packaging & Glass	3,581	0.9	3,400	1.0	
Energy: Oil & Gas	8,060	2.1	9,077	2.7	

Edgar Filing: MONROE CAPITAL Corp - Form 10-Q

Environmental Industries	3,787	1.0	—	—
Healthcare & Pharmaceuticals	48,351	12.8	53,677	15.7
High Tech Industries	14,494	3.8	16,006	4.7
Hotels, Gaming & Leisure	37,934	10.1	19,510	5.7
Media: Advertising, Printing & Publishing	6,724	1.8	12,729	3.7
Media: Broadcasting & Subscription	18,396	4.9	18,641	5.5
Media: Diversified & Production	4,956	1.3	4,925	1.4
Metals & Mining	5,366	1.4	7,396	2.2
Retail	26,763	7.1	17,026	5.0
Services: Business	29,650	7.9	36,215	10.6
Services: Consumer	25,227	6.7	27,106	7.9
Utilities: Electric	2,996	0.8	—	—
Wholesale	4,585	1.2	4,730	1.4
Total	\$376,656	100.0%	\$341,091	100.0%

Note 4. Fair Value Measurements

Investments

The Company values all investments in accordance with ASC Topic 820. ASC Topic 820 requires enhanced disclosures about assets and liabilities that are measured and reported at fair value. As defined in ASC Topic 820, fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

ASC Topic 820 establishes a hierarchal disclosure framework which prioritizes and ranks the level of market price observability of inputs used in measuring investments at fair value. Market price observability is affected by a number of factors, including the type of investment and the characteristics specific to the investment. Investments with readily available active quoted prices or for which fair value can be measured from actively quoted prices generally will have a higher degree of market price observability and a lesser degree of judgment used in measuring fair value.

Based on the observability of the inputs used in the valuation techniques, the Company is required to provide disclosures on fair value measurements according to the fair value hierarchy. The fair value hierarchy ranks the observability of the inputs used to determine fair values. Investments carried at fair value are classified and disclosed in one of the following three categories:

Level 1 — Valuations based on unadjusted quoted prices in active markets for identical assets or liabilities that the Company has the ability to access.

Level 2 — Valuations based on inputs other than quoted prices in active markets, which are either directly or indirectly observable.

Level 3 — Valuations based on inputs that are unobservable and significant to the overall fair value measurement. The inputs into the determination of fair value may require significant management judgment or estimation. Such information may be the result of consensus pricing information or broker quotes which include a disclaimer that the broker would not be held to such a price in an actual transaction. The non-binding nature of consensus pricing and/or quotes accompanied by disclaimer would result in classification as Level 3 information, assuming no additional corroborating evidence.

With respect to investments for which market quotations are not readily available, the Company's Board undertakes a multi-step valuation process each quarter, as described below:

the quarterly valuation process begins with each portfolio company or investment being initially evaluated and rated by the investment professionals of MC Advisors responsible for the portfolio investment;

preliminary valuation conclusions are then documented and discussed with the investment committee of the Company;

the Board also engages one or more independent valuation firm(s) to conduct independent appraisals of a selection of investments for which market quotations are not readily available. The Company will consult with independent valuation firm(s) relative to each portfolio company at least once in every calendar year, but are generally received quarterly;

the audit committee of the Board reviews the preliminary valuations of MC Advisors and of the independent valuation firm(s) and responds and supplements the valuation recommendations to reflect any comments; and

the Board discusses these valuations and determines the fair value of each investment in the portfolio in good faith, based on the input of MC Advisors, the independent valuation firm(s) and the audit committee.

The availability of valuation techniques and observable inputs can vary from investment to investment and is affected by a wide variety of factors including the type of investment, whether the investment is new and not yet established in the marketplace, and other characteristics particular to the transaction. To the extent that valuation is based on models or inputs that are less observable or unobservable in the market, the determination of fair value requires more judgment. Those estimated values do not necessarily represent the amounts that may be ultimately realized due to the occurrence of future circumstances that cannot be reasonably determined. Because of the inherent uncertainty of valuation, those estimated values may be materially higher or lower than the values that would have been used had a ready market for the securities existed. Accordingly, the degree of judgment exercised by the Company in determining fair value is greatest for securities categorized in Level 3. In certain cases, the inputs used to measure fair value may fall into different levels of the fair value hierarchy. In such cases, for disclosure purposes, the level in the fair value hierarchy within which the fair value measurement in its entirety falls is determined based on the lowest level input that is significant to the fair value measurement.

Fair value is a market-based measure considered from the perspective of a market participant rather than an entity-specific measure. Therefore, even when market assumptions are not readily available, assumptions utilized in the valuation are set to reflect those that market participants would use in pricing the asset or liability at the measurement date. The Company uses prices and inputs that are current as of the measurement date, including periods of market dislocation. In periods of market dislocation, the observability of prices and inputs may be reduced for many securities. This condition could cause an investment to be reclassified to a lower level within the fair value hierarchy.

The accompanying consolidated schedules of investments held by the Company consist primarily of private debt instruments ("Level 3 debt"). Management generally uses the yield approach to determine fair value, as long as it is appropriate. If there is deterioration in credit quality or a debt investment is in workout status, the Company may consider other factors in determining the fair value, including the value attributable to the debt investment from the enterprise value of the portfolio company or the proceeds that would be received in a liquidation analysis. The Company considers its Level 3 debt to be performing loans if the borrower is not in default, the borrower is remitting payments in a timely manner; the loan is in covenant compliance or is otherwise not deemed to be impaired. In determining the fair value of the performing Level 3 debt, the Company considers fluctuations in current interest rates, the trends in yields of debt instruments with similar credit ratings, financial condition of the borrower, economic conditions and other relevant factors, both qualitative and quantitative. In the event that a Level 3 debt instrument is not performing, as defined above, the Company will evaluate the value of the collateral utilizing the same framework described above for a performing loan to determine the value of the Level 3 debt instrument.

Senior, unitranche and junior secured loans are collateralized by tangible and intangible assets of the borrowers. These investments include loans to entities that have some level of challenge in obtaining financing from other, more conventional institutions, such as a bank. Interest rates on these loans are either fixed or floating, and are based on current market conditions and credit ratings of the borrower. The contractual interest rates on the loans ranged between 5.75% and 17.00% at September 30, 2016 and 6.00% and 18.92% at December 31, 2015. The maturity dates on the loans outstanding at September 30, 2016 range between October 2016 and August 2023. Management evaluates the collectability of the loans on an ongoing basis based upon various factors including, but not limited to, the credit history of the borrower, its financial status and its available collateral.

Under the yield approach, the Company uses discounted cash flow models to determine the present value of the future cash flow streams of its debt investments, based on future interest and principal payments as set forth in the associated loan agreements. In determining fair value under the yield approach, the Company also considers the following factors: applicable market yields and leverage levels, credit quality, prepayment penalties, the nature and realizable value of any collateral, the portfolio company's ability to make payments, and changes in the interest rate environment and the credit markets that generally may affect the price at which similar investments may be made. This evaluation will be updated quarterly for Level 3 debt instruments that are performing and are not performing, respectively, and more frequently for time periods where there are significant changes in the investor base or significant changes in the perceived value of the underlying collateral. The collateral value will be analyzed on an ongoing basis using internal metrics, appraisals, third-party valuation agents and other data as may be acquired and analyzed by the Company.

Under the market approach, the Company typically uses the enterprise value methodology to determine the fair value of an investment. There is no one methodology to estimate enterprise value and, in fact, for any one portfolio company, enterprise value is generally best expressed as a range of values, from which the Company derives a single estimate of enterprise value. In estimating the enterprise value of a portfolio company, the Company analyzes various factors consistent with industry practice, including but not limited to original transaction multiples, the portfolio company's historical and projected financial results, applicable market trading and transaction comparables, applicable market yields and leverage levels, the nature and realizable value of any collateral, the markets in which the portfolio company does business, and comparisons of financial ratios of peer companies that are public. Typically, the enterprise values of private companies are based on multiples of earnings before interest, income taxes, depreciation and amortization ("EBITDA"), cash flows, net income, revenues, or in limited cases, book value.

Under the income approach, the Company prepares and analyzes discounted cash flow models based on projections of the future free cash flows (or earnings) of the portfolio company. In determining the fair value under the income approach, the Company considers various factors including, but not limited to, the portfolio company's projected financial results, applicable market trading and transaction comparables, applicable market yields and leverage levels, the markets in which the portfolio company does business, and comparisons of financial ratios of peer companies that are public.

Secured Borrowings

The Company has elected the fair value option under ASC Topic 825 — *Financial Instruments* (“ASC Topic 825”) relating to accounting for debt obligations at their fair value for its secured borrowings which arose due to partial loan sales which did not meet the criteria for sale treatment under ASC Topic 860. The Company reports changes in the fair value of its secured borrowings within net change in unrealized (appreciation) depreciation on secured borrowings in the consolidated statements of operations. The net gain or loss reflects the difference between the fair value and the principal amount due on maturity.

Due to the absence of a liquid trading market for these secured borrowings, they are valued by calculating the net present value of the future expected cash flow streams using an appropriate risk-adjusted discount rate model. The discount rate considers projected performance of the related loan investment, applicable market yields and leverage levels, credit quality, prepayment penalties and comparable company analysis. The Company consults with an independent valuation firm relative to the fair value of its secured borrowings at least once in every calendar year.

Fair Value Disclosures

The following table presents fair value measurements of investments and secured borrowings, by major class, as of September 30, 2016, according to the fair value hierarchy:

	Fair Value Measurements			
	Level 1	Level 2	Level 3	Total
Investments:				
Senior secured loans	\$—	\$—	\$240,520	\$240,520
Unitranche loans	—	—	51,858	51,858
Junior secured loans	—	—	60,694	60,694
Equity securities	—	—	23,584	23,584
Total Investments	\$—	\$—	\$376,656	\$376,656
Secured borrowings	\$—	\$—	\$1,610	\$1,610

The following table presents fair value measurements of investments and secured borrowings, by major class, as of December 31, 2015, according to the fair value hierarchy:

	Fair Value Measurements			
	Level 1	Level 2	Level 3	Total
Investments:				
Senior secured loans	\$—	\$—	\$190,559	\$190,559
Unitranche loans	—	—	68,090	68,090
Junior secured loans	—	—	63,388	63,388

Equity securities	—	—	19,054	19,054
Total Investments	\$—	\$—	\$341,091	\$341,091
Secured borrowings	\$—	\$—	\$2,476	\$2,476

The following tables provide a reconciliation of the beginning and ending balances for investments and secured borrowings that use Level 3 inputs for the three and nine months ended September 30, 2016:

	Investments					
	Senior secured loans	Unitranche loans	Junior secured loans	Equity securities	Total investments	Secured borrowings
Balance as of June 30, 2016	\$ 201,002	\$ 53,920	\$ 64,955	\$ 22,931	\$ 342,808	\$ 2,112
Reclassifications	—	—	—	—	—	—
Net change in unrealized appreciation (depreciation) on investments	(2,739)	(635)	873	653	(1,848)	—
Net realized gain (loss) on investments	—	—	—	—	—	—
Purchases of investments and other adjustments to cost ⁽¹⁾	50,384	197	191	—	50,772	—
Proceeds from principal payments and sales on investments ⁽²⁾	(8,127)	(1,624)	(5,325)	—	(15,076)	—
Net change in unrealized appreciation (depreciation) on secured borrowings	—	—	—	—	—	123
Proceeds from secured borrowings	—	—	—	—	—	—
Repayments on secured borrowings	—	—	—	—	—	(625)
Balance as of September 30, 2016	\$ 240,520	\$ 51,858	\$ 60,694	\$ 23,584	\$ 376,656	\$ 1,610

	Investments					
	Senior secured loans	Unitranche loans	Junior secured loans	Equity securities	Total investments	Secured borrowings
Balance as of December 31, 2015	\$ 190,559	\$ 68,090	\$ 63,388	\$ 19,054	\$ 341,091	\$ 2,476
Reclassifications	6,525	(6,525)	—	—	—	—
Net change in unrealized appreciation (depreciation) on investments	(3,360)	(2,349)	332	4,530	(847)	—
Net realized gain (loss) on investments	—	—	—	587	587	—
Purchases of investments and other adjustments to cost ⁽¹⁾	88,497	1,719	8,068	—	98,284	—
Proceeds from principal payments and sales on investments ⁽²⁾	(41,701)	(9,077)	(11,094)	(587)	(62,459)	—
Net change in unrealized appreciation (depreciation) on secured borrowings	—	—	—	—	—	36
Proceeds from secured borrowings	—	—	—	—	—	—
Repayments on secured borrowings	—	—	—	—	—	(902)
Balance as of September 30, 2016	\$ 240,520	\$ 51,858	\$ 60,694	\$ 23,584	\$ 376,656	\$ 1,610

- (1) Includes purchases of new investments, effects of refinancing and restructurings, premium and discount accretion and amortization and PIK interest.
- (2) Represents net proceeds from investments sold and principal paydowns received.

The following tables provide a reconciliation of the beginning and ending balances for investments and secured borrowings that use Level 3 inputs for the three and nine months ended September 30, 2015:

	Investments				Total	Secured
	Senior secured loans	Unitranche loans	Junior secured loans	Equity securities		
Balance as of June 30, 2015	\$ 163,434	\$ 65,207	\$ 49,841	\$ 4,031	\$ 282,513	\$ 3,450
Net change in unrealized appreciation (depreciation) on investments	(373)	(1,590)	(300)	2,381	118	—
Net realized gain (loss) on investments	—	—	—	167	167	—
Purchases of investments and other adjustments to cost ⁽¹⁾	30,484	7,412	10,592	8,123	56,611	—
Proceeds from principal payments and sales on investments ⁽²⁾	(8,109)	(922)	(406)	(241)	(9,678)	—
Net change in unrealized appreciation (depreciation) on secured borrowings	—	—	—	—	—	43
Proceeds from secured borrowings	—	—	—	—	—	—
Repayments on secured borrowings	—	—	—	—	—	(650)
Balance as of September 30, 2015	\$ 185,436	\$ 70,107	\$ 59,727	\$ 14,461	\$ 329,731	\$ 2,843

	Investments				Total	Secured
	Senior secured loans	Unitranche loans	Junior secured loans	Equity securities		
Balance as of December 31, 2014	\$ 124,161	\$ 96,635	\$ 10,803	\$ 1,936	\$ 233,535	\$ 4,008
Net change in unrealized appreciation (depreciation) on investments	65	(3,634)	(1)	3,382	(188)	—
Net realized gain (loss) on investments	—	—	—	167	167	—
Purchases of investments and other adjustments to cost ⁽¹⁾	90,182	16,277	49,331	9,217	165,007	—
Proceeds from principal payments and sales on investments ⁽²⁾	(28,972)	(39,171)	(406)	(241)	(68,790)	—
Net change in unrealized appreciation (depreciation) on secured borrowings	—	—	—	—	—	35
Proceeds from secured borrowings	—	—	—	—	—	—
Repayments on secured borrowings	—	—	—	—	—	(1,200)
Balance as of September 30, 2015	\$ 185,436	\$ 70,107	\$ 59,727	\$ 14,461	\$ 329,731	\$ 2,843

(1) Includes purchases of new investments, effects of refinancing and restructurings, premium and discount accretion and amortization and PIK interest.

(2) Represents net proceeds from investments sold and principal paydowns received.

The total change in unrealized appreciation (depreciation) included in the consolidated statements of operations within net change in unrealized appreciation (depreciation) on investments for the three and nine months ended September 30, 2016, attributable to Level 3 investments still held at September 30, 2016, was (\$1,821) and (\$377), respectively. The total change in unrealized appreciation (depreciation) included in the consolidated statements of operations within net change in unrealized appreciation (depreciation) on investments for the three and nine months ended September 30, 2015, attributable to Level 3 investments still held at September 30, 2015, was \$118 and \$560, respectively. The total change in unrealized (appreciation) depreciation included in the consolidated statements of operations within net change in unrealized (appreciation) depreciation on secured borrowings for the three and nine months ended September 30, 2016, attributable to Level 3 investments still held at September 30, 2016, was (\$123) and (\$36), respectively. The total change in unrealized (appreciation) depreciation included in the consolidated statements of operations within net change in unrealized (appreciation) depreciation on secured borrowings for the three and nine months ended September 30, 2015, attributable to Level 3 investments still held at September 30, 2015, was (\$43) and (\$35), respectively. Reclassifications impacting Level 3 of the fair value hierarchy are reported as transfers in or out of Level 3 as of the beginning of the period which the reclassifications occur. There were no transfers among Levels 1, 2 and 3 during the three and nine months ended September 30, 2016 and 2015.

Significant Unobservable Inputs

ASC Topic 820 requires disclosure of quantitative information about the significant unobservable inputs used in the valuation of assets and liabilities classified as Level 3 within the fair value hierarchy. Disclosure of this information is not required in circumstances where a valuation (unadjusted) is obtained from a third-party pricing service and the information regarding the unobservable inputs is not reasonably available to the Company and as such, the disclosures provided below exclude those investments valued in that manner. The tables below are not intended to be all-inclusive, but rather to provide information on significant unobservable inputs and valuation techniques used by the Company.

The valuation techniques and significant unobservable inputs used in recurring Level 3 fair value measurements of assets and liabilities as of September 30, 2016 were as follows:

	Fair Value	Valuation Technique	Unobservable Input	Weighted Mean	Range			
					Minimum	Maximum		
Assets:								
Senior secured loans	\$199,008	Discounted cash flow	EBITDA multiples	6.3 x	2.3 x	11.0 x		
			Market yields	11.6 %	6.5 %	22.5 %		
Senior secured loans	1,157	Enterprise value	Revenue multiples	0.5 x	0.5 x	0.5 x		
	6,249	Enterprise value		3.8 x	3.3 x	4.3 x		

Edgar Filing: MONROE CAPITAL Corp - Form 10-Q

Senior secured loans			EBITDA multiples						
Unitranche loans	42,370	Discounted cash flow	EBITDA multiples	6.0	x	4.5	x	8.0	x
			Market yields	12.0	%	9.0	%	19.3	%
Unitranche loans	5,359	Enterprise value	EBITDA multiples	6.0	x	5.5	x	6.5	x
Unitranche loans	4,129	Combination of discounted cash flow and enterprise value	EBITDA multiples	5.5	x	5.0	x	6.0	x
			Market yields	33.1	%	29.5%		36.7	%
Junior secured loans	19,016	Discounted cash flow	EBITDA multiples	7.1	x	2.5	x	9.5	x
			Market yields	10.3	%	8.3	%	13.0	%
Junior secured loans	-	Enterprise value	Revenue multiples	0.5	x	0.5	x	0.5	x
Equity securities	8,150	Discounted cash flow	EBITDA multiples	2.8	x	2.5	x	3.0	x
			Market yields	16.0	%	15.0%		17.0	%
Equity securities	15,434	Enterprise value	EBITDA multiples	2.9	x	0.5	x	9.5	x
Total Level 3 Assets	\$300,872 ⁽¹⁾								
Liabilities:									
Secured Borrowings	\$1,610	Discounted cash flow	Market yields	8.5	%	7.8	%	9.1	%

(1) Excludes loans of \$75,784 at fair value where valuation (unadjusted) is obtained from a third-party pricing service for which such disclosure is not required.

The valuation techniques and significant unobservable inputs used in recurring Level 3 fair value measurements of assets as of December 31, 2015 were as follows:

	Fair Value	Valuation Technique	Unobservable Input	Weighted Average	Range			
					Minimum	Maximum		
Assets:								
Senior secured loans	\$ 163,078	Discounted cash flow	EBITDA multiples	6.2	x 2.3	x 11.0	x	
			Market yields	12.3	% 6.5	% 21.0	%	
Senior secured loans	1,182	Enterprise value	Revenue multiples	0.5	x 0.5	x 0.5	x	
Unitranche loans	49,620	Discounted cash flow	EBITDA multiples	6.1	x 4.8	x 7.3	x	
			Market yields	13.6	% 9.0	% 19.6	%	
Unitranche loans	5,358	Combination of discounted cash flow and enterprise value	EBITDA multiples	4.3	x 4.0	x 4.5	x	
			Market yields	29.7	% 26.7	% 32.6	%	
Unitranche loans	6,526	Enterprise value	EBITDA multiples	3.5	x 3.0	x 4.0	x	
Junior secured loans	19,862	Discounted cash flow	EBITDA multiples	6.8	x 3.5	x 9.5	x	
			Market yields	12.2	% 10.5	% 13.0	%	
Junior secured loans	570	Enterprise value	Revenue multiples	0.5	x 0.5	x 0.5	x	
Equity securities	8,345	Discounted cash flow	EBITDA multiples	3.8	x 3.5	x 4.0	x	
			Market yields	15.0	% 14.5	% 15.5	%	
Equity securities	10,709	Enterprise value	EBITDA multiples	3.3	x 2.3	x 9.5	x	
Total Level 3 Assets	\$ 265,250 ⁽¹⁾							
Liabilities:								
Secured borrowings	\$ 2,476	Discounted cash flow	Market yields	9.0	% 3.6	% 10.4	%	

(1) Excludes loans of \$75,841 at fair value where valuation (unadjusted) is obtained from a third-party pricing service for which such disclosure is not required.

The significant unobservable inputs used in the market approach of fair value measurement of the Company's investments are the market multiples of EBITDA or revenue of the comparable guideline public companies. The Company selects a population of public companies for each investment with similar operations and attributes of the portfolio company. Using these guideline public companies' data, a range of multiples of enterprise value to EBITDA is calculated. The Company selects percentages from the range of multiples for purposes of determining the portfolio company's estimated enterprise value based on said multiple and generally the latest twelve months EBITDA of the portfolio company (or other meaningful measure). Significant increases (decreases) in the multiple will result in an increase (decrease) in enterprise value, resulting in an increase (decrease) in the fair value estimate of the investment.

The significant unobservable input used in the income approach of fair value measurement of the Company's investments is the discount rate used to discount the estimated future cash flows expected to be received from the underlying investment, which include both future principal and interest payments. Significant increases (decreases) in the discount rate would result in a decrease (increase) in the fair value estimate of the investment. Included in the consideration and selection of discount rates are the following factors: risk of default, rating of the investment and comparable investments, and call provisions.

Other Financial Assets and Liabilities

ASC Topic 820 requires disclosure of the fair value of financial instruments for which it is practical to estimate such value. The Company believes that the carrying amounts of its other financial instruments such as cash, receivables and payables approximate the fair value of such items due to the short maturity of such instruments. Fair value of the Company's revolving credit facility is estimated by discounting remaining payments using applicable market rates or market quotes for similar instruments at the measurement date, if applicable. The Company believes that the carrying value of its revolving credit facility approximates fair value. SBA-guaranteed debentures are carried at cost and with their longer maturity dates, fair value is estimated by discounting remaining payments using current market rates for similar instruments and considering such factors as the legal maturity date and the ability of market participants to prepay the debentures. As of September 30, 2016 and December 31, 2015, the fair value of the Company's SBA debentures using Level 3 inputs is estimated at \$40,000 and \$40,000, respectively, which is the same as the Company's carrying value of the SBA debentures.

Note 5. Transactions with Affiliated Companies

An affiliated company is a company in which the Company has ownership of 5% or more of its voting securities. A controlled affiliate company is a company in which the Company has ownership of more than 25% of its voting securities. Transactions related to the Company's investments with affiliates for the nine months ended September 30, 2016 and 2015 were as follows:

Portfolio Company	Fair value at December 31, 2015	Purchases (cost)	Sales and paydowns (cost)	PIK interest (cost)	Discount accretion	Net realized gains/ (losses)	Net unrealized gains/ (losses)	Fair value at September 30, 2016	Interest income	Dividend income
Non-controlled affiliate company investments ⁽¹⁾ :										
American Community Homes, Inc.	\$ 11,692	\$ 488	\$ —	\$ 153	\$ 44	\$ —	\$ 1,045	\$ 13,422	\$ 1,073	\$ —
Rockdale Blackhawk LLC	21,903	462	(2,187)	—	140	—	3,945	24,263	1,373	3,546
Rocket Dog Brands LLC	1,752	384	(12)	319	7	—	(1,293)	1,157	351	—
Summit Container Corporation	3,400	137	(141)	48	20	—	117	3,581	485	—
Total non-controlled affiliate company investments	\$ 38,747	\$ 1,471	\$ (2,340)	\$ 520	\$ 211	\$ —	\$ 3,814	\$ 42,423	\$ 3,282	\$ 3,546
Controlled affiliate company investments ⁽¹⁾ :										
TPP Acquisition, Inc.	\$ 6,525	\$ 4,769	\$ (1,304)	\$ —	\$ —	\$ —	\$ (3,741)	\$ 6,249	\$ 30	\$ —
Total controlled affiliate company investments	\$ 6,525	\$ 4,769	\$ (1,304)	\$ —	\$ —	\$ —	\$ (3,741)	\$ 6,249	\$ 30	\$ —

Portfolio Company	Fair value at December 31, 2014	Purchases (cost)	Sales and paydowns (cost)	PIK interest (cost)	Discount accretion	Net realized gains/ (losses)	Net unrealized gains/ (losses)	Fair value at September 30, 2015	Interest income	Dividend income
--------------------------	--	-------------------------	----------------------------------	----------------------------	---------------------------	-------------------------------------	---------------------------------------	---	------------------------	------------------------

Non-controlled affiliate
company investments ⁽¹⁾

:

American Community Homes, Inc.	\$ 10,163	\$ 1,463	\$ —	\$ 118	\$ 32	\$ —	\$(210)	\$ 11,566	\$ 932	\$ —
Rockdale Blackhawk LLC	—	14,200	(761)	—	87	—	3,865	17,391	982	—
Rocket Dog Brands LLC	2,454	—	—	168	—	—	(451)	2,171	243	—
Summit Container Corporation	3,979	—	(147)	—	15	—	(319)	3,528	364	—
Total non-controlled affiliate company investments	\$ 16,596	\$ 15,663	\$ (908)	\$ 286	\$ 134	\$ —	\$ 2,885	\$ 34,656	\$ 2,521	\$ —

Controlled affiliate
company investments ⁽¹⁾

:

TPP Acquisition, Inc.	\$ 6,621	\$ 4,200	\$ —	\$ 115	\$ 22	\$ —	\$(2,599)	\$ 8,359	\$ 739	\$ —
Total controlled affiliate company investments	\$ 6,621	\$ 4,200	\$ —	\$ 115	\$ 22	\$ —	\$(2,599)	\$ 8,359	\$ 739	\$ —

(1) Includes both loan and equity security investment transactions for these portfolio companies.

Note 6. Transactions with Related Parties

The Company has entered into an Investment Advisory and Management Agreement with MC Advisors, under which MC Advisors, subject to the overall supervision of the Board, provides investment advisory services to the Company. The Company pays MC Advisors a fee for its services under the Investment Advisory and Management Agreement consisting of two components—a base management fee and an incentive fee. The base management fee is calculated at an annual rate equal to 1.75% of invested assets (calculated as total assets excluding cash) and is payable in arrears. Base management fees for the three and nine months ended September 30, 2016 was \$1,594 and \$4,598, respectively. Base management fees for the three and nine months ended September 30, 2015 were \$1,370 and \$3,626, respectively.

The incentive fee consists of two parts. The first part is calculated and payable quarterly in arrears and equals 20% of “pre-incentive fee net investment income” for the immediately preceding quarter, subject to a 2% (8% annualized) preferred return, or “hurdle,” and a “catch up” feature. The foregoing incentive fee is subject to a total return requirement, which provides that no incentive fee in respect of preincentive fee net investment income will be payable except to the extent that 20.0% of the cumulative net increase in net assets resulting from operations over the then current and 11 preceding calendar quarters exceeds the cumulative incentive fees accrued and/or paid for the 11 preceding calendar quarters. Therefore, any ordinary income incentive fee that is payable in a calendar quarter will be limited to the lesser of (1) 20% of the amount by which preincentive fee net investment income for such calendar quarter exceeds the 2.0% hurdle, subject to the “catch-up” provision, and (2) (x) 20% of the cumulative net increase in net assets resulting from operations for the then current and 11 preceding calendar quarters minus (y) the cumulative incentive fees accrued and/or paid for the 11 preceding calendar quarters. For the foregoing purpose, the “cumulative net increase in net assets resulting from operations” is the sum of preincentive fee net investment income, realized gains and losses and unrealized appreciation and depreciation for the then current and 11 preceding calendar quarters. The second part of the incentive fee is determined and payable in arrears as of the end of each fiscal year in an amount equal to 20% of realized capital gains, if any, on a cumulative basis from inception through the end of the year, computed net of all realized capital losses on a cumulative basis and unrealized depreciation, less the aggregate amount of any previously paid capital gain incentive fees.

Incentive fees for the three and nine months ended September 30, 2016 were \$1,223 and \$4,282, respectively. Incentive fees for the three months ended September 30, 2016, consisted of part one incentive fees (based on net investment income) of \$1,361, reduced by the reduction of the second part of the incentive fee (based upon net realized and unrealized gains and losses) of (\$138). Incentive fees for the nine months ended September 30, 2016, consisted solely of part one incentive fees (based on net investment income) of \$4,282. Incentive fees for the three and nine months ended September 30, 2015 consisted solely of part one incentive fees (based on net investment income) of \$1,124 and \$3,434, respectively. The Company accrues, but does not pay, a capital gains incentive fee in connection with any unrealized capital appreciation, as appropriate. If, on a cumulative basis, the sum of net realized gains (losses) plus net unrealized appreciation (depreciation) decreases during a period, the Company will reverse any excess capital gains incentive fee previously accrued such that the amount of capital gains incentive fee accrued is no more than 20% of the sum of net realized gains (losses) plus net unrealized appreciation (depreciation).

The Company has entered into an Administration Agreement with Monroe Capital Management Advisors, LLC (“MC Management”), under which the Company reimburses MC Management (subject to the review and approval of the Board) for its allocable portion of overhead and other expenses, including the costs of furnishing the Company with office facilities and equipment and providing clerical, bookkeeping, record-keeping and other administrative services at such facilities, and the Company’s allocable portion of the cost of the chief financial officer and chief compliance officer and their respective staffs. To the extent that MC Management outsources any of its functions, the Company will pay the fees associated with such functions on a direct basis, without incremental profit to MC Management. For the three and nine months ended September 30, 2016, the Company incurred \$826 and \$2,249, respectively, in administrative expenses (included within Professional fees, Administrative service fees and General and administrative expenses on the consolidated statements of operations) under the Administration Agreement, of which \$324 and \$956, respectively, was related to MC Management overhead and salary allocation and paid directly to MC Management. For the three and nine months ended September 30, 2015, the Company incurred \$711 and \$2,076, respectively, in administrative expenses (included within Professional fees, Administrative service fees and General

and administrative expenses on the consolidated statements of operations) under the Administration Agreement, of which \$279 and \$828, respectively, was related to MC Management overhead and salary allocation and paid directly to MC Management. As of September 30, 2016 and December 31, 2015, \$324 and \$249, respectively, of expenses were due to MC Management under this agreement and are included in accounts payable and accrued expenses on the consolidated statements of assets and liabilities.

The Company has entered into a license agreement with Monroe Capital LLC under which Monroe Capital LLC has agreed to grant the Company a non-exclusive, royalty-free license to use the name “Monroe Capital” for specified purposes in its business. Under this agreement, the Company will have a right to use the “Monroe Capital” name at no cost, subject to certain conditions, for so long as the Advisor or one of its affiliates remains its investment advisor. Other than with respect to this limited license, the Company has no legal right to the “Monroe Capital” name.

As of September 30, 2016 and December 31, 2015, the Company had accounts payable to members of the Board of \$37 and \$74, respectively, representing accrued and unpaid fees for their services.

Note 7. Borrowings

Revolving Credit Facility: As of September 30, 2016 and December 31, 2015, the Company had \$104,500 and \$123,700 outstanding, respectively, under its revolving credit facility with ING Capital LLC, as agent, to finance the purchase of the Company’s assets. As of September 30, 2016, the maximum amount the Company was able to borrow under the revolving credit facility was \$160,000 and this maximum borrowing can be increased to \$300,000 pursuant to an accordion feature (subject to maintaining 200% asset coverage, as defined by the 1940 Act). The maturity date on the facility is December 14, 2020.

The revolving credit facility is secured by a lien on all of our assets, including cash on hand, but excluding the assets of the Company’s wholly-owned subsidiary, MRCC SBIC. The Company’s ability to borrow under the revolving credit facility is subject to availability under a defined borrowing base, which varies based on portfolio characteristics and certain eligibility criteria and concentration limits, as well as required valuation methodologies. The Company may make draws under the revolving credit facility to make or purchase additional investments through December 2019 and for general working capital purposes until the maturity date of the revolving credit facility. Borrowings under the revolving credit facility bear interest, at the Company’s election, at an annual rate of LIBOR (one-month, two-month, three-month or six-month at our discretion based on the term of the borrowing) plus 3.00%, with a further step-down to LIBOR plus 2.75% when net worth (excluding investments in MRCC SBIC) exceeds \$225,000 or at a daily rate equal to 2.00% per annum plus the greater of the prime interest rate, the federal funds rate plus 0.5% or LIBOR plus 1.0%. In addition to the stated interest rate on borrowings under the revolving credit facility, the Company is required to pay a fee of 0.5% per annum on any unused portion of the revolving credit facility if the unused portion of the facility is less than 65% of the then available maximum borrowing or a fee of 1.0% per annum on any unused portion of the revolving credit facility if the unused portion of the facility is greater than or equal to 65% of the then available maximum borrowing. As of September 30, 2016 and December 31, 2015, all of the outstanding borrowings were accruing at an interest rate of 3.6% and 3.4% (based on one-month LIBOR), respectively. The weighted average interest rate of the revolving credit facility borrowings (excluding debt issuance costs) for the three and nine months

ended September 30, 2016 was 3.7% and 3.6%, respectively. The weighted average fee rate on the unused portion of the revolving credit facility for the three and nine months ended September 30, 2016 was 0.5% and 0.5%, respectively. The weighted average interest rate of the Company's revolving credit facility borrowings (excluding debt issuance costs) for the three and nine months ended September 30, 2015 was 3.7% and 3.6%, respectively. The weighted average fee rate on the Company's unused portion of the revolving credit facility for the three and nine months ended September 30, 2015 was 0.5% and 0.6%, respectively.

The Company's ability to borrow under the revolving credit facility is subject to availability under the borrowing base, which permits the Company to borrow up to 70% of the fair market value of its portfolio company investments depending on the type of the investment the Company holds and whether the investment is quoted. The Company's ability to borrow is also subject to certain concentration limits, and continued compliance with the representations, warranties and covenants given by the Company under the facility. The revolving credit facility contains certain financial and restrictive covenants, including, but not limited to, the Company's maintenance of: (1) a minimum consolidated total net assets at least equal to the greater of (a) 40% of the consolidated total assets on the last day of each quarter or (b) \$120,000 plus 65% of the net proceeds to the Company from sales of its securities after December 14, 2015; (2) a ratio of total assets (less total liabilities other than indebtedness) to total indebtedness of not less than 2.1 times; and (3) a ratio of earnings before interest and taxes to interest expense of at least 2.5 times. The credit facility also requires the Company to undertake customary indemnification obligations with respect to ING Capital LLC and other members of the lending group and to reimburse the lenders for expenses associated with entering into the credit facility. The revolving credit facility also has customary provisions regarding events of default, including events of default for nonpayment, change in control transactions at both Monroe Capital Corporation and MC Advisors, failure to comply with financial and negative covenants, and failure to maintain our relationship with MC Advisors. If the Company incurs an event of default under the revolving credit facility and fails to remedy such default under any applicable grace period, if any, then the entire revolving credit facility could become immediately due and payable, which would materially and adversely affect the Company's liquidity, financial condition, results of operations and cash flows.

The Company's revolving credit facility also imposes certain conditions that may limit the amount of the Company's distributions to stockholders. Distributions payable in the Company's common stock under the DRIP are not limited by the revolving credit facility. Distributions in cash or property other than common stock are generally limited to 115% of the amount of distributions required to maintain the Company's status as a RIC.

SBA Debentures: On February 28, 2014, the Company's wholly-owned subsidiary, MRCC SBIC received a license from the SBA to operate as a SBIC under Section 301(c) of the Small Business Investment Act of 1958, as amended. MRCC SBIC commenced operations on September 16, 2013.

The SBIC license allows MRCC SBIC to obtain leverage by issuing SBA-guaranteed debentures, subject to the issuance of a leverage commitment by the SBA and other customary procedures. SBA-guaranteed debentures are non-recourse, interest only debentures with interest payable semi-annually and have a ten year maturity. The principal amount of SBA-guaranteed debentures is not required to be paid prior to maturity but may be prepaid at any time without penalty. The interest rate of SBA-guaranteed debentures is fixed on a semi-annual basis (pooling date) at a market-driven spread over U.S. Treasury Notes with 10-year maturities. The SBA, as a creditor, has a superior claim to MRCC SBIC's assets over the Company's stockholders in the event the Company liquidates MRCC SBIC or the SBA exercises its remedies upon an event of default. As of September 30, 2016 and December 31, 2015, MRCC SBIC had \$60,000 in regulatory capital, \$20,000 in leveragable capital and \$40,000 in SBA-guaranteed debentures outstanding.

Edgar Filing: MONROE CAPITAL Corp - Form 10-Q

As of September 30, 2016 and December 31, 2015, MRCC SBIC had the following SBA-guaranteed debentures outstanding:

Maturity Date	Interest Rate	Amount
September 2024	3.4	% \$12,920
March 2025	3.3	% 14,800
March 2025	2.9	% 7,080
September 2025	3.6	% 5,200
Total		\$40,000

SBA regulations currently limit the amount that an individual SBIC may borrow to a maximum of \$150,000 when it has at least \$75,000 in regulatory capital, receives a leverage commitment from the SBA and has been through an audit examination by the SBA subsequent to licensing. The SBA also historically limited a related group of SBICs (commonly referred to as a “family of funds”) to a maximum of \$225,000 in total borrowings. On December 18, 2015, this family of funds limitation was raised to \$350,000 in total borrowings. As the Company has other affiliated SBICs already in operation, MRCC SBIC was historically limited to a maximum of \$40,000 in borrowings. Pursuant to the increase in the family of funds limitation, the Company submitted a commitment application to the SBA and on April 13, 2016 was approved for \$75,000 in additional SBA-guaranteed debentures for MRCC SBIC. In order for MRCC SBIC to gain access to the entirety of the \$75,000 in SBA-guaranteed debentures, the Company would be required to contribute to MRCC SBIC an additional \$37,500 in leveragable capital.

Secured Borrowings: Certain partial loan sales do not qualify for sale accounting under ASC Topic 860 because these sales do not meet the definition of a “participating interest,” as defined in the guidance, in order for sale treatment to be allowed. Participations or other partial loan sales which do not meet the definition of a participating interest remain as an investment on the accompanying consolidated statements of assets and liabilities and the portion sold is recorded as a secured borrowing in the liabilities section of the consolidated statements of assets and liabilities. For these partial loan sales, the interest earned on the entire loan balance is recorded within “interest income” and the interest earned by the buyer in the partial loan sale is recorded within “interest and other debt financing expenses” in the accompanying consolidated statements of operations.

As of September 30, 2016, secured borrowings at fair value totaled \$1,610 and the fair value of the loan that is associated with these secured borrowings was \$5,075. As of December 31, 2015, secured borrowings at fair value totaled \$2,476 and the fair value of the loans that are associated with these secured borrowings was \$11,803. These secured borrowings were created as a result of the Company's completion of partial loan sales of certain unitranche loan assets during the year ended December 31, 2013 that did not meet the definition of a "participating interest." As a result, sale treatment was not allowed and these partial loan sales were treated as secured borrowings. No such partial loan sales occurred during the year ended December 31, 2015 and the nine months ended September 30, 2016. During the three and nine months ended September 30, 2016, repayments on secured borrowings totaled \$625 and \$902, respectively. During the three and nine months ended September 30, 2015, repayments on secured borrowings totaled \$650 and \$1,200, respectively. The weighted average interest rate on the Company's secured borrowings was approximately 6.0% as of September 30, 2016.

Components of interest expense: The components of the Company's interest expense and other debt financing expenses are as follows:

	Three months ended September 30,	
	2016	2015
Interest expense – revolving credit facility	\$935	\$884
Interest expense – SBA debentures	329	303
Amortization of deferred financing costs	222	185
Interest expense – secured borrowings	27	48
Other	10	14
Total interest and other debt financing expenses	\$1,523	\$1,434

	Nine months ended September 30,	
	2016	2015
Interest expense – revolving credit facility	\$3,251	\$2,251
Interest expense – SBA debentures	981	750
Amortization of deferred financing costs	603	553
Interest expense – secured borrowings	99	156
Other	53	78
Total interest and other debt financing expenses	\$4,987	\$3,788

Note 8. Distributions

Edgar Filing: MONROE CAPITAL Corp - Form 10-Q

The Company's distributions are recorded on the record date. The following table summarizes distributions declared during the nine months ended September 30, 2016:

Date Declared	Record Date	Payment Date	Amount Per Share	Cash Distribution	DRIP Shares Issued	DRIP Shares Value	DRIP Shares Repurchased in the Open Market	Cost of DRIP Shares Repurchased
Nine months ended September 30, 2016:								
March 4, 2016	March 15, 2016	March 31, 2016	\$ 0.35	\$ 4,553	—	\$ —	20,144	\$ 277
June 1, 2016	June 15, 2016	June 30, 2016	0.35	4,553	—	—	18,518	275
August 30, 2016	September 15, 2016	September 30, 2016	0.35	5,730	4,493	70	—	—
Total distributions declared			\$ 1.05	\$ 14,836	4,493	\$ 70	38,662	\$ 552

The Company's distributions are recorded on the record date. The following table summarizes distributions declared during the nine months ended September 30, 2015:

Date Declared	Record Date	Payment Date	Amount Per Share	Cash Distribution	DRIP Shares Issued	DRIP Shares Value	DRIP Shares Repurchased in the Open Market	Cost of DRIP Shares Repurchased
Nine months ended September 30, 2015:								
March 6, 2015	March 20, 2015	March 31, 2015	\$ 0.35	\$ 3,371	—\$	—	16,057	\$ 238
June 2, 2015	June 15, 2015	June 30, 2015	0.35	4,357	—	—	19,023	281
September 1, 2015	September 15, 2015	September 30, 2015	0.35	4,432	—	—	18,300	264
Total distributions declared			\$ 1.05	\$ 12,160	—\$	—	53,380	\$ 783

Note 9. Stock Issuances and Repurchases

Stock Issuances: On July 25, 2016, the Company closed a public offering of 3,100,000 shares of its common stock at a public offering price of \$15.50 per share, raising approximately \$48,050 in gross proceeds. On August 3, 2016, the Company sold an additional 465,000 shares of its common stock, at a public offering price of \$15.50 per share, raising approximately \$7,208 in gross proceeds pursuant to the underwriters' exercise of the over-allotment option. Aggregate underwriters' discounts and commissions were \$2,210 and offering costs were \$493, resulting in net proceeds of \$52,555.

On February 6, 2015, the Company entered into an ATM securities offering program with MLV & Co. LLC ("MLV") and JMP Securities LLC through which the Company may sell, by means of ATM offerings from time to time, up to \$50,000 of the Company's common stock. On July 1, 2016, the Company entered into an amendment to MLV's equity distribution agreement and an assignment agreement to replace MLV with FBR Capital Markets & Co., an affiliate of MLV. During the three and nine months ended September 30, 2016, the Company did not sell any of its common stock under the ATM program. During the three months ended September 30, 2015, the Company sold 211,476 shares at an average price of \$14.94 per share for gross proceeds of \$3,159 under the ATM program. Aggregate underwriters' discounts and commissions were \$49 and offering costs were \$37, resulting in net proceeds of approximately \$3,073. During the nine months ended September 30, 2015, the Company sold 325,927 shares at an average price of \$14.96 per share, raising approximately \$4,875 in gross proceeds. Aggregate underwriters' discounts and commissions were \$76 and offering costs were \$42, resulting in net proceeds of approximately \$4,757.

On April 20, 2015, the Company closed a public offering of 2,450,000 shares of its common stock at a public offering price of \$14.85 per share, raising approximately \$36,383 in gross proceeds. On May 18, 2015, the Company sold an

additional 367,500 shares of its common stock, at a public offering price of \$14.85 per share, raising approximately \$5,457 in gross proceeds pursuant to the underwriters' exercise of the over-allotment option. Aggregate underwriters discounts and commissions were \$1,692 and offering costs were \$295, resulting in net proceeds of \$39,853 on these non-ATM program issuances during the nine months ended September 30, 2015.

Note 10. Commitments and Contingencies

Commitments: As of September 30, 2016 and December 31, 2015, the Company had \$24,068 and \$20,703, respectively, in outstanding commitments to fund investments under undrawn revolvers, capital expenditure loans and delayed draw commitments.

Indemnifications: In the normal course of business, the Company enters into contracts and agreements that contain a variety of representations and warranties that provide general indemnifications. The Company's maximum exposure under these agreements is unknown, as these involve future claims that may be made against the Company but that have not occurred. The Company expects the risk of any future obligations under these indemnifications to be remote.

Concentration of credit and counterparty risk: Credit risk arises primarily from the potential inability of counterparties to perform in accordance with the terms of the contract. In the event that the counterparties do not fulfill their obligations, the Company may be exposed to risk. The risk of default depends on the creditworthiness of the counterparties or issuers of the instruments. It is the Company's policy to review, as necessary, the credit standing of each counterparty.

Market risk: The Company's investments and borrowings are subject to market risk. Market risk is the potential for changes in the value due to market changes. Market risk is directly impacted by the volatility and liquidity in the markets in which the investments and borrowings are traded.

Legal proceedings: In the normal course of business, the Company may be subject to legal and regulatory proceedings that are generally incidental to its ongoing operations. While there can be no assurance of the ultimate disposition of any such proceedings, the Company is not currently aware of any such proceedings or disposition that would have a material adverse effect on the Company's consolidated financial statements.

Note 11. Financial Highlights

The following is a schedule of financial highlights for the nine months ended September 30, 2016 and 2015:

	September 30, 2016		September 30, 2015	
Per share data:				
Net asset value at beginning of period	\$ 14.19		\$ 14.05	
Net investment income ⁽¹⁾	1.24		1.22	
Net gain (loss) on investments and secured borrowings ⁽¹⁾	(0.03	)	(0.01)
Net increase in net assets from operations ⁽¹⁾	1.21		1.21	
Stockholder distributions ⁽²⁾	(1.05	)	(1.05)
Effect of share issuances above NAV ⁽³⁾	0.07		—	
Net asset value at end of period	\$ 14.42		\$ 14.21	
Net assets at end of period	\$ 239,087		\$ 179,868	
Shares outstanding at end of period	16,577,500		12,661,337	
Per share market value at end of period	\$ 15.73		\$ 13.90	
Total return based on market value ⁽⁴⁾	28.98	%	3.18	%
Total return based on net asset value ⁽⁵⁾	9.02	%	8.62	%
Ratio/Supplemental data:				
Ratio of net investment income to average net assets ⁽⁶⁾	12.15	%	12.47	%
Ratio of interest and other debt financing expenses to average net assets ⁽⁷⁾	3.33	%	3.24	%
Ratio of expenses (without incentive fees) to average net assets ⁽⁷⁾	8.26	%	8.20	%
Ratio of incentive fees to average net assets ⁽⁸⁾	2.14	%	2.19	%
Ratio of total expenses to average net assets ⁽⁶⁾	10.40	%	10.39	%
Average debt outstanding	\$ 153,163		\$ 110,662	
Average debt outstanding per share	\$ 11.05		\$ 9.81	
Portfolio turnover ⁽⁸⁾	17.79	%	25.05	%

(1) Calculated using the weighted average shares outstanding during the period.

(2) Management monitors available taxable earnings, including net investment income and realized capital gains, to determine if a tax return of capital may occur for the year. To the extent the Company's taxable earnings fall below the total amount of the Company's distributions for that fiscal year, a portion of those distributions may be deemed a tax return of capital to the Company's stockholders. The tax character of distributions will be determined at the end of the fiscal year. However, if the character of such distributions were determined as of September 30, 2016 and 2015, none of the distributions would have been characterized as a tax return of capital to the Company's stockholders; this tax return of capital may differ from the return of capital calculated with reference to net

investment income for financial reporting purposes.

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

(4) Total return based on market value is calculated assuming a purchase of common shares at the market value on the first day and a sale at the market value on the last day of the periods reported. Distributions, if any, are assumed for purposes of this calculation to be reinvested at prices obtained under the Company's DRIP. Total return based on market value does not reflect brokerage commissions. Return calculations are not annualized.

(5) Total return based on net asset value is calculated by dividing the net increase in net assets from operations by the net asset value per share at the beginning of the period (excluding the impact of dividends paid). Total returns based on net asset value covering less than a full period are not annualized.

(6) Ratios are annualized. Incentive fees included within the ratio are not annualized.

(7) Ratios are annualized.

(8) Ratios are not annualized.

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

Except as otherwise specified, references to “we,” “us” and “our” refer to Monroe Capital Corporation and its consolidated subsidiaries. The following discussion and analysis of our financial condition and results of operations should be read in conjunction with our consolidated financial statements and related notes appearing in our annual report on Form 10-K (the “Annual Report”) for the year ended December 31, 2015, filed with the U.S. Securities and Exchange Commission (“SEC”) on March 4, 2016. The information contained in this section should also be read in conjunction with our unaudited consolidated financial statements and related notes and other financial information appearing elsewhere in this quarterly report on Form 10-Q (the “Quarterly Report”).

FORWARD-LOOKING STATEMENTS

This Quarterly Report, including Management’s Discussion and Analysis of Financial Condition and Results of Operations, contains statements that constitute forward-looking statements, which relate to future events or our future performance or future financial condition. These forward-looking statements are not historical facts, but rather are based on current expectations, estimates and projections about our company, our industry, our beliefs and our assumptions. The forward-looking statements contained in this Quarterly Report involve risks and uncertainties, including statements as to:

- our future operating results;
- our business prospects and the prospects of our prospective portfolio companies;
- the dependence of our future success on the general economy and its impact on the industries in which we invest;
- the impact of a protracted decline in the liquidity of credit markets on our business;
- the impact of increased competition;
- the impact of fluctuations in interest rates on our business and our portfolio companies;
- our contractual arrangements and relationships with third parties;

- the valuation of our investments in portfolio companies, particularly those having no liquid trading market;
- the ability of our prospective portfolio companies to achieve their objectives;
- our expected financings and investments;
- the adequacy of our cash resources and working capital;
- the ability of our Monroe Capital BDC Advisors, LLC (“MC Advisors”) to locate suitable investments for us and to monitor our investments; and
- the impact of future legislation and regulation on our business and our portfolio companies.

We use words such as “anticipates,” “believes,” “expects,” “intends,” “seeks,” “plans,” “estimates,” “targets,” “expects” and similar expressions to identify forward-looking statements. The forward looking statements contained in this Quarterly Report involve risks and uncertainties. Our actual results could differ materially from those implied or expressed in the forward-looking statements for any reason, including the factors set forth in “*Part I—Item 1A. Risk Factors*” in our Annual Report and “*Part II—Item 1A. Risk Factors*” in this Quarterly Report.

Although we believe that the assumptions on which these forward-looking statements are based are reasonable, any of those assumptions could prove to be inaccurate, and as a result, the forward-looking statements based on those assumptions also could be inaccurate. Important assumptions include our ability to originate new loans and investments, certain margins and levels of profitability and the availability of additional capital. In light of these and other uncertainties, the inclusion of a projection or forward-looking statement in this Quarterly Report should not be regarded as a representation by us that our plans and objectives will be achieved.

We have based the forward-looking statements included in this Quarterly Report on information available to us on the date of this Quarterly Report, and we assume no obligation to update any such forward-looking statements. Although we undertake no obligation to revise or update any forward-looking statements in this Quarterly Report, whether as a result of new information, future events or otherwise, you are advised to consult any additional disclosures that we may make directly to you or through reports that we in the future may file with the SEC, including annual reports on Form 10-K, quarterly reports on Form 10-Q and current reports on Form 8-K.

Overview

Monroe Capital Corporation is an externally managed, closed-end, non-diversified management investment company that has elected to be treated as a business development company (“BDC”) under the Investment Company Act of 1940, as amended (the “1940 Act”). In addition, for tax purposes, we have elected to be treated as a regulated investment company (“RIC”) under the subchapter M of the Internal Revenue Code of 1986, as amended (the “Code”). We were incorporated under the Maryland General Corporation Law on February 9, 2011. We are a specialty finance company focused on providing financing solutions primarily to lower middle-market companies in the United States and Canada. We provide customized financing solutions focused primarily on senior secured, junior secured and unitranche (a combination of senior secured and junior secured debt in the same facility in which we syndicate a “first out” portion of the loan to an investor and retain a “last out” portion of the loan) debt and, to a lesser extent, unsecured subordinated debt and equity, including equity co-investments in preferred and common stock, and warrants.

Our shares are currently listed on the NASDAQ Global Select Market under the symbol “MRCC”.

Our investment objective is to maximize the total return to our stockholders in the form of current income and capital appreciation through investment in senior, unitranche and junior secured debt and, to a lesser extent, subordinated debt and equity investments. We seek to use our extensive leveraged finance origination infrastructure and broad expertise in sourcing loans to invest in primarily senior, unitranche and junior secured debt of middle-market companies. Our investments in senior, unitranche, junior secured debt and other investments generally will range between \$2.0 million and \$18.0 million each, although this investment size may vary proportionately with the size of our capital base. As of September 30, 2016, our portfolio included 63.9% senior secured debt, 13.8% unitranche secured debt, 16.1% junior secured debt and 6.2% equity securities, compared to December 31, 2015, when our portfolio consisted of 55.9% senior secured debt, 20.0% unitranche secured debt, 18.6% junior secured debt and 5.5% equity securities. We expect that the companies in which we invest may be leveraged, often as a result of leveraged buy-outs or other recapitalization transactions, and, in certain cases, will not be rated by national ratings agencies. If such companies were rated, we believe that they would typically receive a rating below investment grade (between BB and CCC under the Standard & Poor’s system) from the national rating agencies.

While our primary focus is to maximize current income and capital appreciation through debt investments in thinly traded or private U.S. companies, we may invest a portion of the portfolio in opportunistic investments in order to seek to enhance returns to stockholders. Such investments may include investments in high-yield bonds, distressed debt, private equity or securities of public companies that are not thinly traded and securities of middle-market companies located outside of the United States. We expect that these public companies generally will have debt securities that are non-investment grade.

On February 28, 2014, our wholly-owned subsidiary, Monroe Capital Corporation SBIC, LP (“MRCC SBIC”), a Delaware limited partnership, received a license from the Small Business Administration (“SBA”) to operate as a Small Business Investment Company (“SBIC”) under Section 301(c) of the Small Business Investment Act of 1958. MRCC SBIC commenced operations on September 16, 2013. As of September 30, 2016, MRCC SBIC had \$60.0 million in regulatory capital, \$20.0 million in leveragable capital and \$40.0 million in SBA-guaranteed debentures outstanding. On April 13, 2016, MRCC SBIC was approved by the SBA for an additional \$75.0 million in SBA-guaranteed debentures. See “*SBA Debentures*” below for more information.

On July 25, 2016, we closed a public offering of 3,100,000 shares of our common stock at a public offering price of \$15.50 per share, raising approximately \$48.1 million in gross proceeds. On August 3, 2016, we sold an additional 465,000 shares of our common stock, at a public offering price of \$15.50 per share, raising approximately \$7.2 million in gross proceeds pursuant to the underwriters’ exercise of the over-allotment option. Aggregate underwriters’ discounts and commissions were \$2.2 million and offering costs were \$0.5 million, resulting in net proceeds of \$52.6 million.

Investment income

We generate interest income on the debt investments in portfolio company investments that we originate or acquire. Our debt investments, whether in the form of senior, junior or unitranche secured debt, typically have an initial term of three to seven years and bear interest at a fixed or floating rate. In some instances we receive payments on our debt investment based on scheduled amortization of the outstanding balances. In addition, we receive repayments of some of our debt investments prior to their scheduled maturity date. In some cases, our investments provide for deferred interest of payment-in-kind (“PIK”) interest. In addition, we may generate revenue in the form of commitment, origination, amendment, structuring or due diligence fees, fees for providing managerial assistance and consulting fees. Loan origination fees, original issue discount and market discount or premium are capitalized, and we accrete or amortize such amounts as interest income. We record prepayment premiums and prepayment gains (losses) on loans as interest income. As the frequency or volume of the repayments which trigger these prepayment premiums and prepayment gains (losses) may fluctuate significantly from period to period, the associated interest income recorded may also fluctuate significantly from period to period. Interest and dividend income is recorded on the accrual basis to the extent we expect to collect such amounts. In addition, we also generate dividend income on preferred equity securities, common equity securities and LLC interests in accordance with our revenue recognition policies.

Expenses

Our primary operating expenses include the payment of fees to MC Advisors under the Investment Advisory and Management Agreement (management and incentive fees), and the payment of fees to Monroe Capital Management Advisors, LLC (“MC Management”) for our allocable portion of overhead and other expenses under the Administration Agreement and other operating costs. See Note 6 to our consolidated financial statements and “*Related Party Transactions*” below for additional information on our Investment Advisory and Management Agreement and Administration agreement. Our expenses also include interest expense on our revolving credit facility, our SBA-guaranteed debentures and our secured borrowings. We bear all other out-of-pocket costs and expenses of our operations and transactions.

Net gain (loss) on investments and secured borrowings

We recognize realized gains or losses on investments based on the difference between the net proceeds from the disposition and the cost basis of the investment or derivative instrument without regard to unrealized gains or losses previously recognized. We record current period changes in fair value of investments and secured borrowings within net change in unrealized appreciation (depreciation) on investments and net change in unrealized (appreciation) depreciation on secured borrowings, respectively, in the consolidated statements of operations.

Portfolio and Investment Activity

During the three months ended September 30, 2016, we invested \$44.3 million in eight new portfolio companies and \$5.5 million in seven existing portfolio companies and had \$15.1 million in aggregate amount of sales and principal repayments, resulting in net investments of \$34.7 million for the period.

During the nine months ended September 30, 2016, we invested \$61.0 million in 12 new portfolio companies and \$34.7 million in 16 existing portfolio companies and had \$62.5 million in aggregate amount of sales and principal repayments, resulting in net investments of \$33.2 million for the period.

During the three months ended September 30, 2015, we invested \$43.5 million in six new portfolio companies and \$12.3 million in nine existing portfolio companies and had \$9.7 million in aggregate amount of sales and principal repayments, resulting in net investments of \$46.1 million for the period.

During the nine months ended September 30, 2015, we invested \$125.3 million in 22 new portfolio companies and \$37.4 million in 14 existing portfolio companies and had \$68.8 million in aggregate amount of sales and principal repayments, resulting in net investments of \$93.9 million for the period.

The following tables show the composition of the investment portfolio (in thousands) and associated yield data:

September 30, 2016		
Fair Value	Percentage	Weighted Average Annualized
		Weighted Average Annualized

Edgar Filing: MONROE CAPITAL Corp - Form 10-Q

		of		Contractual		Effective Yield (1)	
		Total Portfolio		Coupon Yield (1)			
Senior secured loans	\$240,520	63.9	%	9.5	%	9.5	%
Unitranche loans	51,858	13.8		10.9		11.2	
Junior secured loans	60,694	16.1		9.4		9.4	
Equity securities	23,584	6.2		10.8		10.8	
Total	\$376,656	100.0	%	9.7	%	9.7	%

December 31, 2015

		Percentage		Weighted Average		Weighted Average	
	Fair Value	of		Annualized		Annualized	
		Total Portfolio		Contractual		Effective Yield (1)	
				Coupon Yield (1)			
Senior secured loans	\$190,559	55.9	%	10.4	%	10.4	%
Unitranche loans	68,090	20.0		10.7		12.0	
Junior secured loans	63,388	18.6		9.4		9.4	
Equity securities	19,054	5.5		10.8		10.8	
Total	\$341,091	100.0	%	10.3	%	10.6	%

(1)Based upon the par value of our debt investments and the cost basis of our preferred equity investments.

31

The following table shows the portfolio composition by industry grouping at fair value (dollars in thousands):

	September 30, 2016		December 31, 2015		
	Investments	Percentage	Investments	Percentage	
	at	of	at	of	
	Fair	Total Portfolio	Fair	Total Portfolio	
	Value		Value		
Aerospace & Defense	\$ 10,836	2.9	% \$ 6,489	1.9	%
Automotive	8,154	2.2	5,358	1.6	
Banking, Finance, Insurance & Real Estate	36,305	9.6	17,230	5.1	
Beverage, Food & Tobacco	12,309	3.3	5,532	1.6	
Chemicals, Plastics & Rubber	4,040	1.1	3,948	1.2	
Construction & Building	19,150	5.1	18,867	5.5	
Consumer Goods: Durable	3,660	1.0	4,223	1.2	
Consumer Goods: Non-Durable	41,332	11.0	49,006	14.4	
Containers, Packaging & Glass	3,581	0.9	3,400	1.0	
Energy: Oil & Gas	8,060	2.1	9,077	2.7	
Environmental Industries	3,787	1.0	—	—	
Healthcare & Pharmaceuticals	48,351	12.8	53,677	15.7	
High Tech Industries	14,494	3.8	16,006	4.7	
Hotels, Gaming & Leisure	37,934	10.1	19,510	5.7	
Media: Advertising, Printing & Publishing	6,724	1.8	12,729	3.7	
Media: Broadcasting & Subscription	18,396	4.9	18,641	5.5	
Media: Diversified & Production	4,956	1.3	4,925	1.4	
Metals & Mining	5,366	1.4	7,396	2.2	
Retail	26,763	7.1	17,026	5.0	
Services: Business	29,650	7.9	36,215	10.6	
Services: Consumer	25,227	6.7	27,106	7.9	
Utilities: Electric	2,996	0.8	—	—	
Wholesale	4,585	1.2	4,730	1.4	
Total	\$ 376,656	100.0	% \$ 341,091	100.0	%

Portfolio Asset Quality

MC Advisors' portfolio management staff closely monitors all credits, with senior portfolio managers covering agented and more complex investments. MC Advisors segregates our capital markets investments by industry. The MC Advisors' monitoring process and projections developed by Monroe Capital both have daily, weekly, monthly and quarterly components and related reports, each to evaluate performance against historical, budget and underwriting expectations. MC Advisors' analysts will monitor performance using standard industry software tools to provide consistent disclosure of performance. MC Advisors also monitors our investment exposure using a proprietary trend

analysis tool. When necessary, MC Advisors will update our internal risk ratings, borrowing base criteria and covenant compliance reports.

As part of the monitoring process, MC Advisors regularly assesses the risk profile of each of our investments and rates each of them based on an internal proprietary system that uses the categories listed below, which we refer to as MC Advisors' investment performance rating. For any investment rated in grades 3, 4 or 5, MC Advisors will increase its monitoring intensity and prepare regular updates for the investment committee, summarizing current operating results and material impending events and suggesting recommended actions. MC Advisors monitors and, when appropriate, changes the investment ratings assigned to each investment in our portfolio. In connection with our valuation process, MC Advisors reviews these investment ratings on a quarterly basis, and our board of directors (the "Board") reviews and affirms such ratings. A definition of the rating system follows:

Investment

Performance Summary Description

Risk Rating

Grade 1	Includes investments exhibiting the least amount of risk in our portfolio. The issuer is performing above expectations or the issuer's operating trends and risk factors are generally positive.
Grade 2	Includes investments exhibiting an acceptable level of risk that is similar to the risk at the time of origination. The issuer is generally performing as expected or the risk factors are neutral to positive.
Grade 3	Includes investments performing below expectations and indicates that the investment's risk has increased somewhat since origination. The issuer may be out of compliance with debt covenants; however, scheduled loan payments are generally not past due.
Grade 4	Includes an issuer performing materially below expectations and indicates that the issuer's risk has increased materially since origination. In addition to the issuer being generally out of compliance with debt covenants, scheduled loan payments may be past due (but generally not more than six months past due). For grade 4 investments, we intend to increase monitoring of the issuer.

Grade 5 Indicates that the issuer is performing substantially below expectations and the investment risk has substantially increased since origination. Most or all of the debt covenants are out of compliance or payments are substantially delinquent. Investments graded 5 are not anticipated to be repaid in full and we will reduce the fair market value of the loan to the amount we expect to recover.

Our investment performance risk ratings do not constitute any rating of investments by a nationally recognized statistical rating organization or reflect or represent any third-party assessment of any of our investments.

In the event of a delinquency or a decision to rate an investment grade 4 or grade 5, the applicable analyst, in consultation with a member of the investment committee, will develop an action plan. Such a plan may require a meeting with the borrower's management or the lender group to discuss reasons for the default and the steps management is undertaking to address the under-performance, as well as required amendments and waivers that may be required. In the event of a dramatic deterioration of a credit, MC Advisors intends to form a team or engage outside advisors to analyze, evaluate and take further steps to preserve its value in the credit. In this regard, we would expect to explore all options, including in a private equity sponsored investment, assuming certain responsibilities for the private equity sponsor or a formal sale of the business with oversight of the sale process by us. Several of Monroe Capital's professionals are experienced in running work-out transactions and bankruptcies.

The following table shows the distribution of our investments on the 1 to 5 investment performance rating scale as of September 30, 2016 (dollars in thousands):

Investment Performance Rating	Investments at Fair Value	Percentage of Total Investments	
1	\$ —	—	%
2	344,702	91.5	
3	25,705	6.8	
4	6,249	1.7	
5	—	—	
Total	\$ 376,656	100.0	%

The following table shows the distribution of our investments on the 1 to 5 investment performance rating scale as of December 31, 2015 (dollars in thousands):

Investment Performance Rating	Investments at	Percentage of
-------------------------------	-------------------	------------------

	Fair Value	Total Investments	
1	\$ —	—	%
2	315,358	92.5	
3	19,208	5.6	
4	6,525	1.9	
5	—	—	
Total	\$ 341,091	100.0	%

Results of Operations

Operating results were as follows (dollars in thousands):

	Three months ended September 30,	
	2016	2015
Total investment income	\$ 11,128	\$ 9,172
Total expenses	5,545	4,674
Net investment income	5,583	4,498
Net realized gain (loss) on investments	—	167
Net change in unrealized appreciation (depreciation) on investments	(1,848	) 118
Net change in unrealized (appreciation) depreciation on secured borrowings	(123	) (43
Net increase (decrease) in net assets resulting from operations	\$ 3,612	\$ 4,740

	Nine months ended September 30,	
	2016	2015
Total investment income	\$ 33,785	\$ 26,772
Total expenses	16,656	13,036
Net investment income	17,129	13,736
Net realized gain (loss) on investments	587	167
Net change in unrealized appreciation (depreciation) on investments	(847	) (188
Net change in unrealized (appreciation) depreciation on secured borrowings	(36	) (35
Net increase (decrease) in net	\$ 16,833	\$ 13,680

assets resulting
from operations

33

Investment Income

The composition of our investment income was as follows (dollars in thousands):

	Three months ended September 30,	
	2016	2015
Interest income	\$ 8,914	\$ 8,513
Dividend income	1,384	75
Fee income	220	117
Prepayment gain (loss)	227	159
Accretion of discounts and amortization of premium	383	308
Total investment income	\$ 11,128	\$ 9,172

	Nine months ended September 30,	
	2016	2015
Interest income	\$ 26,448	\$ 23,738
Dividend income	4,297	75
Fee income	1,067	1,242
Prepayment gain (loss)	836	930
Accretion of discounts and amortization of premium	1,137	787
Total investment income	\$ 33,785	\$ 26,772

The increase in investment income of \$2.0 million and \$7.0 million during the three and nine months ended September 30, 2016, respectively, as compared to the three and nine months ended September 30, 2015, is primarily due to increases in average outstanding loan balances and increases in dividend income.

Operating Expenses

The composition of our operating expenses was as follows (dollars in thousands):

	Three months ended September 30,	
	2016	2015
Interest and other debt financing expenses	\$ 1,523	\$ 1,434
Base management fees	1,594	1,370
Incentive fees	1,223	1,124

Edgar Filing: MONROE CAPITAL Corp - Form 10-Q

Professional fees	237	226
Administrative service fees	324	279
General and administrative expenses	265	206
Excise taxes	342	—
Directors fees	37	35
Total operating expenses	\$ 5,545	\$ 4,674

	Nine months ended September 30,	
	2016	2015
Interest and other debt financing expenses	\$ 4,987	\$ 3,788
Base management fees	4,598	3,626
Incentive fees	4,282	3,434
Professional fees	682	657
Administrative service fees	956	828
General and administrative expenses	611	591
Excise taxes	429	3
Directors fees	111	109
Total operating expenses	\$ 16,656	\$ 13,036

The composition of our interest and other debt financing expenses was as follows (dollars in thousands):

	Three months ended September 30,	
	2016	2015
Interest expense – revolving credit facility	\$ 935	\$ 884
Interest expense – SBA debentures	329	303
Amortization of deferred financing costs	222	185
Interest expense – secured borrowings	27	48
Other	10	14
Total interest and other debt financing expenses	\$ 1,523	\$ 1,434

	Nine months ended September 30,	
	2016	2015
Interest expense – revolving credit facility	\$ 3,251	\$ 2,251
Interest expense – SBA debentures	981	750
Amortization of deferred financing costs	603	553
Interest expense – secured borrowings	99	156
Other	53	78
Total interest and other debt financing expenses	\$ 4,987	\$ 3,788

The increase in expenses of \$0.9 million during the three months ended September 30, 2016, as compared to the three months ended September 30, 2015 is primarily due to an increase in base management fees due to the growth in invested assets and an increase in excise taxes.

The increase in expenses of \$3.6 million during the nine months ended September 30, 2016, as compared to the nine months ended September 30, 2015, is primarily due to an increase in base management fees due to the growth in invested assets and increased incentive fees resulting from improvement in performance. An increase in interest expense also contributed to the increase in expenses during the nine months ended September 30, 2016 as a result of additional borrowings (including SBA-guaranteed debentures) required to support the growth of the portfolio.

Net Realized Gain (Loss) on Investments

During the three months ended September 30, 2016 and 2015, we had sales of investments of zero and \$0.2 million resulting in zero and \$0.2 million of net realized gains (losses), respectively. During the nine months ended September 30, 2016 and 2015, we had sales of investments of \$0.6 million and \$0.2 million, resulting in \$0.6 million and \$0.2 million of realized gains (losses), respectively.

Net Change in Unrealized Appreciation (Depreciation) on Investments and Secured Borrowings

For the three months ended September 30, 2016 and 2015, our investments had (\$1.8) million and \$0.1 million of net change in unrealized appreciation (depreciation), respectively. For the three months ended September 30, 2016 and 2015, our secured borrowings had (\$0.1) million and (\$43) thousand of net change in unrealized (appreciation) depreciation, respectively.

For the nine months ended September 30, 2016 and 2015, our investments had (\$0.8) million and (\$0.2) million of net unrealized appreciation (depreciation), respectively. For the nine months ended September 30, 2016 and 2015, our secured borrowings had (\$36) thousand and (\$35) thousand of net unrealized (appreciation) depreciation, respectively.

Net Increase (Decrease) in Net Assets Resulting from Operations

For the three months ended September 30, 2016 and 2015, the net increase in net assets from operations was \$3.6 million and \$4.7 million, respectively. Based on the weighted average shares of common stock outstanding for the three months ended September 30, 2016 and 2015, our per share net increase in net assets resulting from operations was \$0.23 and \$0.38, respectively. The \$1.1 million decrease during the three months ended September 30, 2016, as compared to three months ended September 30, 2015, is primarily the result of net unrealized mark-to-market losses on investments in the portfolio during the three months ended September 30, 2016, partially offset by increased net investment income due to portfolio growth and increases in dividend income.

For the nine months ended September 30, 2016 and 2015, the net increase in net assets from operations was \$16.8 million and \$13.7 million, respectively. Based on the weighted average shares of common stock outstanding for the nine months ended September 30, 2016 and 2015, our per share net increase in net assets resulting from operations was \$1.21 and \$1.21, respectively. The \$3.1 million increase during the nine months ended September 30, 2016, as compared to nine months ended September 30, 2015, is the result of a \$3.4 million increase in net investment income primarily due to portfolio growth and increases in dividend income.

Liquidity and Capital Resources

As of September 30, 2016, we had \$6.0 million in cash, \$2.2 million in cash at MRCC SBIC, \$104.5 million of total debt outstanding on our revolving credit facility and \$40.0 million in outstanding SBA-guaranteed debentures. We had \$55.5 million available for additional borrowings on our revolving credit facility and \$75.0 million in available SBA-guaranteed debentures. See “*Borrowings*” below for additional information.

Cash Flows

For the nine months ended September 30, 2016 and 2015, we experienced a net increase in cash of \$0.7 million and \$0.1 million, respectively. For the nine months ended September 30, 2016, operating activities used \$22.4 million, primarily as a result of purchases of portfolio investments, partially offset by sales of and principal repayments on portfolio investments. For the nine months ended September 30, 2015, we used \$81.1 million in operating activities, primarily as a result of purchases of portfolio investments, partially offset by sales of and principal repayments on portfolio investments. During the nine months ended September 30, 2016 and 2015, investing activities provided (used) \$6.3 million and (\$3.3) million, respectively, due to changes in the restricted cash balance at MRCC SBIC. During the nine months ended September 30, 2016, we generated \$16.7 million from financing activities primarily as a result of proceeds from our capital raise during the period, partially offset by net repayments on our revolving credit facility and distributions to stockholders. During the nine months ended September 30, 2015, we generated \$84.5 million from financing activities, primarily from proceeds from our capital raise during the period, net borrowings on our revolving credit facility and SBA debenture borrowings, partially offset by distributions to stockholders.

Capital Resources

As a BDC, we distribute substantially all of our net income to our stockholders and have an ongoing need to raise additional capital for investment purposes. We intend to generate additional cash primarily from future offerings of securities, future borrowings and cash flows from operations, including income earned from investments in our portfolio companies. On both a short-term and long-term basis, our primary use of funds will be to invest in portfolio companies and make cash distributions to our stockholders.

As a BDC, we are generally not permitted to issue and sell our common stock at a price below net asset value per share. We may, however, sell our common stock, or warrants, options or rights to acquire our common stock, at a price below the then-current net asset value per share of our common stock if our Board, including independent directors, determines that such sale is in the best interests of us and our stockholders, and if our stockholders have approved such sales. On June 24, 2015, our stockholders voted to allow us to sell or otherwise issue common stock at a price below net asset value per share for a period of one year, subject to certain limitations. On July 14, 2016, our stockholders once again voted to allow us to sell or otherwise issue common stock at a price below net asset value per share for a period of one year, subject to certain limitations. As of September 30, 2016 and December 31, 2015, we had 16,577,500 and 13,008,007 shares outstanding, respectively.

On June 24, 2015, our stockholders approved a proposal to authorize us to issue warrants, options or rights to subscribe to, convert to, or purchase our common stock in one or more offerings. This is a standing authorization and does not require annual re-approval by our stockholders.

Stock Issuances: On July 25, 2016, we closed a public offering of 3,100,000 shares of our common stock at a public offering price of \$15.50 per share, raising approximately \$48.1 million in gross proceeds. On August 3, 2016, we sold an additional 465,000 shares of our common stock, at a public offering price of \$15.50 per share, raising approximately \$7.2 million in gross proceeds pursuant to the underwriters' exercise of the over-allotment option. Aggregate underwriters' discounts and commissions were \$2.2 million and offering costs were \$0.5 million, resulting in net proceeds of \$52.6 million.

On February 6, 2015, we entered into an at-the-market ("ATM") securities offering program with MLV & Co. LLC ("MLV") and JMP Securities LLC through which we may sell, by means of ATM offerings from time to time, up to \$50.0 million of our common stock. On July 1, 2016, the Company entered into an amendment to MLV's equity distribution agreement and an assignment agreement to replace MLV with FBR Capital Markets & Co., an affiliate of MLV. During the nine months ended September 30, 2016, we did not make any sales of our common stock under the ATM program.

Borrowings

Revolving Credit Facility: As of September 30, 2016 and December 31, 2015, we had \$104.5 million and \$123.7 million outstanding, respectively, under our revolving credit facility with ING Capital LLC, as agent, to finance the purchase of our assets. As of September 30, 2016, the maximum amount we were able to borrow under the revolving credit facility is \$160.0 million and this maximum borrowing can be increased to \$300.0 million pursuant to an accordion feature (subject to maintaining 200% asset coverage, as defined by the 1940 Act). The maturity date on the facility is December 14, 2020.

The revolving credit facility is secured by a lien on all of our assets, including cash on hand, but excluding the assets of our wholly-owned subsidiary, MRCC SBIC. Our ability to borrow under the revolving credit facility is subject to availability under a defined borrowing base, which varies based on our portfolio characteristics and certain eligibility criteria and concentration limits, as well as required valuation methodologies. We may make draws under the revolving credit facility to make or purchase additional investments through December 2019 and for general working capital purposes until the maturity date of the revolving credit facility. Borrowings under the revolving credit facility bear interest, at our election, at an annual rate of LIBOR (one-month, two-month, three-month or six-month at our discretion based on the term of the borrowing) plus 3.00%, with a further step-down to LIBOR plus 2.75% when net worth (excluding investments in MRCC SBIC) exceeds \$225.0 million or at a daily rate equal to 2.00% per annum plus the greater of the prime interest rate, the federal funds rate plus 0.5% or LIBOR plus 1.0%. In addition to the stated interest rate on borrowings under the revolving credit facility, we are required to pay a fee of 0.5% per annum on any unused portion of the revolving credit facility if the unused portion of the facility is less than 65% of the then available maximum borrowing or a fee of 1.0% per annum on any unused portion of the revolving credit facility if the unused portion of the facility is greater than or equal to 65% of the then available maximum borrowing. As of September 30, 2016 and December 31, 2015, all of the outstanding borrowings were accruing at an interest rate of 3.6% and 3.4% (based on one-month LIBOR), respectively. The weighted average fee rate on our unused portion of the revolving credit facility for the three and nine months ended September 30, 2016 was 0.5% and 0.5%, respectively. The weighted average interest rate of our revolving credit facility borrowings (excluding debt issuance

costs) for the three and nine months ended September 30, 2016 was 3.7% and 3.6%, respectively. As of September 30, 2015, all of the outstanding borrowings were accruing at an interest rate of 3.4% (based on one-month LIBOR). The weighted average fee rate on the unused portion of the revolving credit facility for the three and nine months ended September 30, 2015 was 0.5% and 0.6%, respectively. The weighted average interest rate of the revolving credit facility borrowings (excluding debt issuance costs) for the three and nine months ended September 30, 2015 was 3.7% and 3.6%, respectively.

Our ability to borrow under the revolving credit facility is subject to availability under the borrowing base, which permits us to borrow up to 70% of the fair market value of our portfolio company investments depending on the type of the investment we hold and whether the investment is quoted. Our ability to borrow is also subject to certain concentration limits, and our continued compliance with the representations, warranties and covenants given by us under the facility. The revolving credit facility contains certain financial and restrictive covenants, including, but not limited to, our maintenance of: (1) a minimum consolidated total net assets at least equal to the greater of (a) 40% of the consolidated total assets on the last day of each quarter or (b) \$120.0 million plus 65% of the net proceeds to us from sales of our securities after December 14, 2015; (2) a ratio of total assets (less total liabilities other than indebtedness) to total indebtedness of not less than 2.1 times; and (3) a ratio of earnings before interest and taxes to interest expense of at least 2.5 times. The credit facility also requires us to undertake customary indemnification obligations with respect to ING Capital LLC and other members of the lending group and to reimburse the lenders for expenses associated with entering into the credit facility. The revolving credit facility also has customary provisions regarding events of default, including events of default for nonpayment, change in control transactions at both Monroe Capital Corporation and MC Advisors, failure to comply with financial and negative covenants, and failure to maintain our relationship with MC Advisors. If we incur an event of default under the revolving credit facility and fail to remedy such default under any applicable grace period, if any, then the entire revolving credit facility could become immediately due and payable, which would materially and adversely affect our liquidity, financial condition, results of operations and cash flows.

Our revolving credit facility also imposes certain conditions that may limit the amount of our distributions to stockholders. Distributions payable in our common stock under the dividend reinvestment plan are not limited by the revolving credit facility. Distributions in cash or property other than common stock are generally limited to 115% of the amount of distributions required to maintain our status as a RIC.

SBA Debentures: On February 28, 2014, our wholly-owned subsidiary, MRCC SBIC, received a license from the SBA to operate as a SBIC under Section 301(c) of the Small Business Investment Act of 1958, as amended. MRCC SBIC commenced operations on September 16, 2013.

The SBIC license allows MRCC SBIC to obtain leverage by issuing SBA-guaranteed debentures, subject to the issuance of a leverage commitment by the SBA and other customary procedures. SBA-guaranteed debentures are non-recourse, interest only debentures with interest payable semi-annually and have a ten year maturity. The principal amount of SBA-guaranteed debentures is not required to be paid prior to maturity but may be prepaid at any time without penalty. The interest rate of SBA-guaranteed debentures is fixed on a semi-annual basis (pooling date) at a market-driven spread over U.S. Treasury Notes with 10-year maturities. The SBA, as a creditor, has a superior claim to MRCC SBIC's assets over our stockholders in the event we liquidate MRCC SBIC or the SBA exercises its remedies upon an event of default. As of September 30, 2016, MRCC SBIC had \$60.0 million in regulatory capital, \$20.0 million in leveragable capital and \$40.0 million in SBA-guaranteed debentures outstanding. As of December 31, 2015, MRCC SBIC had \$20.0 million in regulatory and leveragable capital and \$40.0 million in SBA-guaranteed debentures outstanding.

Edgar Filing: MONROE CAPITAL Corp - Form 10-Q

As of September 30, 2016 and December 31, 2015, MRCC SBIC had the following SBA-guaranteed debentures outstanding (dollars in thousands):

Maturity Date	Interest Rate	Amount
September 2024	3.4	% \$12,920
March 2025	3.3	% 14,800
March 2025	2.9	% 7,080
September 2025	3.6	% 5,200
Total		\$40,000

SBA regulations currently limit the amount that an individual SBIC may borrow to a maximum of \$150.0 million when it has at least \$75.0 million in regulatory capital, receives a leverage commitment from the SBA and has been through an audit examination by the SBA subsequent to licensing. The SBA also historically limited a related group of SBICs (commonly referred to as a “family of funds”) to a maximum of \$225.0 million in total borrowings. On December 18, 2015, this family of funds limitation was raised to \$350.0 million in total borrowings. As we have other affiliated SBICs already in operation, MRCC SBIC was historically limited to a maximum of \$40.0 million in borrowings. Pursuant to the increase in the family of funds limitation, we submitted a commitment application to the SBA and on April 13, 2016 were approved for \$75.0 million in additional SBA-guaranteed debentures for MRCC SBIC. In order for MRCC SBIC to gain access to the entirety of the \$75.0 million in SBA-guaranteed debentures, we would be required to contribute to MRCC SBIC an additional \$37.5 million in leveragable capital.

Secured Borrowings: Certain partial loan sales do not qualify for sale accounting under ASC Topic 860 — *Transfers and Servicing* (“ASC Topic 860”) because these sales do not meet the definition of a “participating interest,” as defined in the guidance, in order for sale treatment to be allowed. Participations or other partial loan sales which do not meet the definition of a participating interest remain as an investment on the accompanying consolidated statements of assets and liabilities and the portion sold is recorded as a secured borrowing in the liabilities section of the consolidated statements of assets and liabilities. For these partial loan sales, the interest earned on the entire loan balance is recorded within “interest income” and the interest earned by the buyer in the partial loan sale is recorded within “interest and other debt financing expenses” in the accompanying consolidated statements of operations.

As of September 30, 2016, secured borrowings at fair value totaled \$1.6 million and the fair value of the loan that is associated with these secured borrowings was \$5.1 million. As of December 31, 2015, secured borrowings at fair value totaled \$2.5 million and the fair value of the loans that are associated with these secured borrowings was \$11.8 million. These secured borrowings were created as a result of our completion of partial loan sales of certain unitranche loan assets during the year ended December 31, 2013, that did not meet the definition of a “participating interest.” As a result, sale treatment was not allowed and these partial loan sales were treated as secured borrowings. No such partial loan sales occurred during the year ended December 31, 2015 and the nine months ended September 30, 2016. During the three and nine months ended September 30, 2016, repayments on secured borrowings totaled \$0.6 million and \$0.9 million, respectively. During the three and nine months ended September 30, 2015, repayments on secured borrowings totaled \$0.6 million and \$1.2 million, respectively. The weighted average interest rate on our secured borrowings was approximately 6.0% and 5.8% as of September 30, 2016 and December 31, 2015, respectively.

Distribution Policy

Our Board will determine the timing and amount, if any, of our distributions. We intend to pay distributions on a quarterly basis. In order to avoid corporate-level tax on the income we distribute as a RIC, we must distribute to our stockholders at least 90% of our ordinary income and realized net short-term capital gains in excess of realized net long-term capital losses, if any, on an annual basis out of the assets legally available for such distributions. In addition, we also intend to distribute any realized net capital gains (i.e., realized net long-term capital gains in excess of realized net short-term capital losses) at least annually out of the assets legally available for such distributions. Distributions to stockholders for the three and nine months ended September 30, 2016 totaled \$5.8 million (\$0.35 per share) and \$14.9 million (\$1.05 per share), respectively. Distributions to stockholders for the three and nine months ended September 30, 2015 totaled \$4.4 million (\$0.35 per share) and \$12.2 million (\$1.05 per share), respectively. The tax character of such distributions is determined at the end of the fiscal year. However, if the character of such distributions were determined as of September 30, 2016 and 2015, no portion of these distributions would have been characterized as a tax return of capital to stockholders.

We have adopted an “opt out” dividend reinvestment plan (“DRIP”) for our common stockholders. As a result, if we declare a distribution, our stockholders’ cash distributions will be automatically reinvested in additional shares of our common stock unless a stockholder specifically “opts out” of our DRIP. If a stockholder opts out, that stockholder will receive cash distributions. Although distributions paid in the form of additional shares of our common stock will generally be subject to U.S. federal, state and local taxes in the same manner as cash distributions, stockholders participating in our DRIP will not receive any corresponding cash distributions with which to pay any such applicable taxes.

Related Party Transactions

We have a number of business relationships with affiliated or related parties, including the following:

We have an Investment Advisory and Management Agreement with MC Advisors, an investment advisor registered with the SEC, to manage our day-to-day operating and investing activities. We pay MC Advisors a fee for its services under the Investment Advisory and Management Agreement consisting of two components — a base management fee and an incentive fee. See Note 6 to our consolidated financial statements and “Significant Accounting Estimates and Critical Accounting Policies — *Capital Gains Incentive Fee*” for additional information.

We have an Administration Agreement with MC Management to provide us with the office facilities and administrative services necessary to conduct our day-to-day operations. See Note 6 to our consolidated financial statements for additional information.

Theodore L. Koenig, our Chief Executive Officer and Chairman of our Board is also a manager of MC Advisors and the President and Chief Executive Officer of MC Management. Aaron D. Peck, our Chief Financial Officer and Chief Investment Officer, serves as a director on our Board and is also a managing director of MC Management.

We have a license agreement with Monroe Capital LLC, under which Monroe Capital LLC has agreed to grant us a non-exclusive, royalty-free license to use the name “Monroe Capital” for specified purposes in our business.

In addition, we have adopted a formal code of ethics that governs the conduct of MC Advisors’ officers, directors and employees. Our officers and directors also remain subject to the duties imposed by both the 1940 Act and Maryland General Corporation Law.

Commitments and Contingencies and Off-Balance Sheet Arrangements

Commitments and Contingencies

As of September 30, 2016 and December 31, 2015, we had \$24.1 million and \$20.7 million in outstanding commitments to fund investments under undrawn revolvers, capital expenditure loans and delayed draw commitments. Additionally, we have entered into certain contracts with other parties that contain a variety of indemnifications. Our maximum exposure under these arrangements is unknown. However, we have not experienced claims or losses pursuant to these contracts and believe the risk of loss related to such indemnifications to be remote.

Off-Balance Sheet Arrangements

We have no off-balance sheet arrangements that have or are reasonably likely to have a current or future effect on our financial condition, changes in financial condition, revenues or expenses, results of operations, liquidity, capital expenditures or capital resources.

Market Trends

We have identified the following trends that may affect our business:

Target Market: We believe that small and middle-market companies in the United States with annual revenues between \$10.0 million and \$2.5 billion represent a significant growth segment of the U.S. economy and often require substantial capital investments to grow. Middle-market companies have generated a significant number of investment opportunities for investment funds managed or advised by Monroe Capital, and we believe that this market segment will continue to produce significant investment opportunities for us.

Specialized Lending Requirements: We believe that several factors render many U.S. financial institutions ill-suited to lend to U.S. middle-market companies. For example, based on the experience of our management team, lending to U.S. middle-market companies (1) is generally more labor intensive than lending to larger companies due to the smaller size of each investment and the fragmented nature of information for such companies, (2) requires due diligence and underwriting practices consistent with the demands and economic limitations of the middle-market and (3) may also require more extensive ongoing monitoring by the lender.

Demand for Debt Capital: We believe there is a large pool of uninvested private equity capital for middle-market companies. We expect private equity firms will seek to leverage their investments by combining equity capital with senior secured loans and mezzanine debt from other sources, such as us.

Competition from Other Lenders: We believe that many traditional bank lenders, in recent years, de-emphasized their service and product offerings to middle-market businesses in favor of lending to large corporate clients and managing capital market transactions. In addition, many commercial banks face significant balance sheet constraints as they seek to build capital and meet future regulatory capital requirements. These factors may result in opportunities for alternative funding sources to middle-market companies and therefore drive increased new investment opportunities for us. Conversely, there is increased competitive pressure in the BDC and investment company marketplace for senior and subordinated debt which could result in lower yields for increasingly riskier assets.

Pricing and Deal Structures: We believe that the volatility in global markets over the last several years and current macroeconomic issues such as a weakened U.S. economy has reduced access to, and availability of, debt capital to middle-market companies, causing a reduction in competition and generally more favorable capital structures and deal terms. Recent capital raises in the BDC and investment company marketplace have created increased competition; however, we believe that current market conditions may continue to create favorable opportunities to invest at attractive risk-adjusted returns.

Significant Accounting Estimates and Critical Accounting Policies

Revenue Recognition

We record interest income on an accrual basis to the extent that we expect to collect such amounts. For loans and debt securities with contractual PIK interest, we do not accrue PIK interest if the portfolio company valuation indicates that such PIK interest is not collectible. We do not accrue as a receivable interest on loans and debt securities if we have reason to doubt our ability to collect such interest. Loan origination fees, original issue discount and market discount or premium is capitalized, and we then amortize such amounts using the effective interest method as interest income over the life of the investment. Upon the prepayment of a loan or debt security, any unamortized premium or discount or loan origination fees are recorded as interest income. We record prepayment premiums on loans and debt securities as interest income when we receive such amounts.

Dividend income on preferred equity securities is recorded as dividend income on an accrual basis to the extent that such amounts are payable by the portfolio company and are expected to be collected. Dividend income on common equity securities is recorded on the record date for private portfolio companies. Each distribution received from limited liability company (“LLC”) and limited partnership (“LP”) investments is evaluated to determine if the distribution should be recorded as dividend income or a return of capital. Generally, we will not record distributions from equity investments in LLCs and LPs as dividend income unless there are sufficient accumulated tax-basis earnings and profits in the LLC or LP prior to the distribution. Distributions that are classified as a return of capital are recorded as a reduction in the cost basis of the investment.

Valuation of Portfolio Investments

As a BDC, we generally invest in illiquid securities including debt and, to a lesser extent, equity securities of middle-market companies. Under procedures established by our Board, we value investments for which market quotations are readily available and within a recent date at such market quotations. We obtain these market values from an independent pricing service or at the mean between the bid and ask prices obtained from at least two brokers or dealers (if available, otherwise by a principal market maker or a primary market dealer). When doing so, we determine whether the quote obtained is sufficient in accordance with generally accepted accounting principles in the United States (“GAAP”) to determine the fair value of the security. Debt and equity securities that are not publicly traded or whose market prices are not readily available or whose market prices are not regularly updated are valued at fair value as determined in good faith by our Board. Such determination of fair values may involve subjective judgments and estimates. Investments purchased within 60 days of maturity are valued at cost plus accreted discount, or minus amortized premium, which approximates fair value. With respect to unquoted or thinly-traded securities, our Board, together with our independent valuation firms, values each investment considering, among other measures, discounted cash flow models, comparisons of financial ratios of peer companies that are public and other factors.

Our Board is ultimately and solely responsible for determining the fair value of the portfolio investments that are not publicly traded, whose market prices are not readily available on a quarterly basis in good faith or any other situation where portfolio investments require a fair value determination.

When an external event such as a purchase transaction, public offering or subsequent equity sale occurs, our Board uses the pricing indicated by the external event to corroborate and/or assist us in our valuation. Because we expect that there will not be a readily available market for many of the investments in our portfolio, we expect to value many of our portfolio investments at fair value as determined in good faith by our Board using a documented valuation policy and a consistently applied valuation process. Due to the inherent uncertainty of determining the fair value of investments that do not have a readily available market value, the fair value of our investments may differ significantly from the values that would have been used had a readily available market value existed for such investments, and the differences could be material.

With respect to investments for which market quotations are not readily available, our Board undertakes a multi-step valuation process each quarter, as described below:

· the quarterly valuation process begins with each portfolio company or investment being initially evaluated and rated by the investment professionals responsible for the credit monitoring of the portfolio investment;

· preliminary valuation conclusions are then documented and discussed with senior management;

· our Board engages one or more independent valuation firm(s) to conduct fair value appraisals of material investments for which market quotations are not readily available. These fair value appraisals for material investments are received at least once in every calendar year for each portfolio company investment, but are generally received quarterly;

· our audit committee of the Board reviews the preliminary valuations of MC Advisors and of the independent valuation firm(s) and responds and supplements the valuation recommendations to reflect any comments; and

· our Board discusses these valuations and determines the fair value of each investment in the portfolio in good faith, based on the input of MC Advisors, the independent valuation firm(s) and the audit committee.

Valuation of Secured Borrowings

We have elected the fair value option under Accounting Standards Codification (“ASC”) Topic 825 — *Financial Instruments* (“ASC Topic 825”) relating to accounting for debt obligations at their fair value for our secured borrowings, which arose due to partial loan sales which did not meet the criteria for sale treatment under ASC Topic 860. Due to the absence of a liquid trading market for these secured borrowings, they are valued by calculating the net present value of the future expected cash flow streams using an appropriate risk-adjusted discount rate model. The discount rate considers projected performance of the related loan investment, applicable market yields and leverage levels, credit quality, prepayment penalties and comparable company analysis. We will consult with an independent valuation firm relative to the fair value of its secured borrowings at least once in every calendar year.

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

We measure realized gains or losses by the difference between the net proceeds from the sale and the amortized cost basis of the investment, without regard to unrealized appreciation or depreciation previously recognized. Net change in unrealized appreciation or depreciation reflects the change in portfolio investment values during the reporting period, including any reversal of previously recorded unrealized appreciation or depreciation, when gains or losses are realized. We report changes in the fair value of secured borrowings that are measured at fair value as a component of the net change in unrealized (appreciation) depreciation on secured borrowings in the consolidated statements of operations.

Capital Gains Incentive Fee

Pursuant to the terms of the Investment Advisory and Management Agreement with MC Advisors, the incentive fee on capital gains earned on liquidated investments of our portfolio is determined and payable in arrears as of the end of each calendar year (or upon termination of the investment advisory and administrative services agreement). This fee equals 20.0% of our incentive fee capital gains (i.e., our realized capital gains on a cumulative basis from inception, calculated as of the end of the applicable period, net of all realized capital losses and unrealized capital depreciation on a cumulative basis), less the aggregate amount of any previously paid capital gains incentive fees. On a quarterly basis, we accrue for the capital gains incentive fee by calculating such fee as if it were due and payable as of the end of such period.

While the Investment Advisory and Management Agreement with MC Advisors neither includes nor contemplates the inclusion of unrealized gains in the calculation of the capital gains incentive fee, pursuant to an interpretation of an American Institute for Certified Public Accountants Technical Practice Aid for investment companies, we include unrealized gains in the calculation of the capital gains incentive fee expense and related accrued capital gains incentive fee. This accrual reflects the incentive fees that would be payable to MC Advisors if our entire portfolio was liquidated at its fair value as of the consolidated statement of asset and liabilities date even though MC Advisors is not entitled to an incentive fee with respect to unrealized gains unless and until such gains are actually realized.

During the three months ended September 30, 2016, we had a reduction in accrued capital gains incentive fees of \$138 thousand, as a result of net declines in portfolio valuations during the period. During the nine months ended September 30, 2016, we did not accrue any capital gains incentive fees based on the performance of our portfolio. During the three and nine months ended September 30, 2015, we did not accrue any capital gains incentive fees based on the performance of our portfolio.

New Accounting Pronouncements

In May 2014, the Financial Accounting Standards Board (“FASB”) issued Accounting Standards Update (“ASU”) 2014-09, *Revenue from Contracts with Customers* (ASC Topic 606) (“ASU 2014-09”). The core principle of ASU 2014-09 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 the entity expects to be entitled in exchange for those goods or services. To achieve that core principle, an entity should apply the following steps: Step 1: Identify the contract(s) with a customer. Step 2: Identify the performance obligations in the contract. Step 3: Determine the transaction price. Step 4: Allocate the transaction price to the performance obligations in the contract. Step 5: Recognize revenue when (or as) the entity satisfies a performance obligation.

ASU 2014-09 also specified the accounting for some costs to obtain or fulfill a contract with a customer. In addition, ASU 2014-09 requires that an entity disclose sufficient information to enable users of financial statements to understand the nature, amount, timing and uncertainty of revenue and cash flows arising from contracts with customers. The initial effective date of ASU 2014-09 was for fiscal periods beginning after December 15, 2016. However, in August 2015, the FASB issued ASU 2015-14, *Revenue from Contracts with Customers (ASC Topic 606): Deferral of the Effective Date*, which deferred the effective date to fiscal periods beginning after December 15, 2017. Management is currently evaluating the impact these changes will have on our consolidated financial statements and disclosures.

In February 2015, the FASB issued ASU 2015-02, *Consolidation (ASC Topic 810): Amendments to the Consolidation Analysis* (“ASU 2015-02”). ASU 2015-02 significantly changes the consolidation analysis required under GAAP and ends the deferral granted to investment companies from applying the variable interest entity guidance. ASU 2015-02 is effective for interim and annual reporting periods in fiscal years that begin after December 15, 2015 and early adoption is permitted. We have adopted ASU 2015-02 and the adoption did not have a material impact on our consolidated financial statements and disclosures.

In April 2015, the FASB issued ASU No. 2015-03, *Interest — Imputation of Interest (Subtopic 835-30): Simplifying the Presentation of Debt Issuance Costs* (“ASU 2015-03”). ASU 2015-03 requires that debt issuance costs related to a recognized debt liability be presented in the statements of assets and liabilities as a direct deduction from the carrying amount of that debt liability, consistent with debt discounts. The recognition and measurement guidance for debt

issuance costs are not affected by the amendments in this ASU. ASU 2015-03 is effective for fiscal years that begin after December 15, 2015 and early adoption is permitted. We have adopted ASU 2015-03 and the revised presentation is reflected in our consolidated financial statements for the periods presented.

In January 2016, the FASB issued ASU 2016-01, Financial Instruments — *Overall* (Subtopic 825-10): *Recognition and Measurement of Financial Assets and Financial Liabilities* (“ASU 2016-01”). ASU 2016-01 retains many current requirements for the classification and measurement of financial instruments; however, it significantly revises an entity’s accounting related to (1) the classification and measurement of investments in equity securities and (2) the presentation of certain fair value changes for financial liabilities measured at fair value. ASU 2016-01 also amends certain disclosure requirements associated with the fair value of financial instruments. This guidance is effective for annual and interim periods beginning after December 15, 2017, and early adoption is not permitted for public business entities. Management is currently evaluating the impact these changes will have on our consolidated financial statements and disclosures.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

We are subject to financial market risks, including changes in interest rates. The majority of the loans in our portfolio have floating interest rates, and we expect that our loans in the future may also have floating interest rates. These loans are usually based on a floating LIBOR and typically have interest rate re-set provisions that adjust applicable interest rates under such loans to current market rates on a monthly or quarterly basis. The majority of the loans in our current portfolio have interest rate floors which have effectively converted the loans to fixed rate loans in the current interest rate environment. In addition, our credit facility has a floating interest rate provision and we expect that other credit facilities into which we enter in the future may have floating interest rate provisions.

Assuming that the consolidated statement of financial condition as of September 30, 2016 was to remain constant and that we took no actions to alter our existing interest rate sensitivity, the following table shows the annualized impact of hypothetical base rate changes in interest rates.

Change in Interest Rates	Increase (decrease) in interest income	Increase (decrease) in interest expense	Net increase (decrease) in net investment income
	(in thousands)		
Down 25 basis points	\$(97)	\$ (261 )	) \$ 164
Up 100 basis points	2,033	1,062	971
Up 200 basis points	5,488	2,123	3,365
Up 300 basis points	8,943	3,184	5,759

Although we believe that this analysis is indicative of our existing sensitivity to interest rate changes, it does not adjust for changes in the credit market, credit quality, the size and composition of the assets in our portfolio and other business developments, including borrowing under the credit facility or other borrowings that could affect net increase in net assets resulting from operations, or net income. Accordingly, we can offer no assurances that actual results would not differ materially from the analysis above.

We may in the future hedge against interest rate fluctuations by using standard hedging instruments such as futures, options and forward contracts to the extent permitted under the 1940 Act and applicable commodities laws. While hedging activities may insulate us against adverse changes in interest rates, they may also limit our ability to participate in the benefits of lower interest rates with respect to the investments in our portfolio with fixed interest rates or interest rate floors.

ITEM 4. CONTROLS AND PROCEDURES

In accordance with Rules 13a-15(b) and 15d-15(b) of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), we, under the supervision and with the participation of our Chief Executive Officer and Chief Financial Officer, carried out an evaluation of the effectiveness of our disclosure controls and procedures (as defined in Rule 13a-15(e) and Rule 15d-15(e) of the Exchange Act). Based on that evaluation, our management, including the Chief Executive Officer and Chief Financial Officer, concluded that, at the end of the period covered by our Quarterly Report on Form 10-Q, our disclosure controls and procedures were effective and provided reasonable assurance that information required to be disclosed in our periodic SEC filings is recorded, processed, summarized and reported within the time periods specified in the SEC’s rules and forms, and that such information is accumulated and communicated to our management, including our Chief Executive Officer and Chief Financial Officer, as appropriate, to allow timely decisions regarding required disclosure. Notwithstanding the foregoing, a control system, no matter how well designed and operated, can provide only reasonable, not absolute, assurance that it will detect or uncover failures within the Company to disclose material information otherwise required to be set forth in the Company’s periodic reports.

No change occurred in our internal control over financial reporting (as defined in Rule 13a-15(f) and 15d-15(f) of the Exchange Act) during the nine months ended September 30, 2016 that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

PART II

OTHER INFORMATION

Item 1. Legal Proceedings

Neither we nor our investment adviser are currently subject to any material legal proceedings.

Item 1A. Risk Factors

None.

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

None.

Item 3. Defaults Upon Senior Securities

None.

Item 4. Mine Safety Disclosures

None.

Item 5. Other Information

None.

43

Item 6. Exhibits

Exhibit

Number Description of Document

- | | |
|------|---|
| 31.1 | Certification of Chief Executive Officer pursuant to Rule 13a-14 of the Securities Exchange Act of 1934, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 |
| 31.2 | Certification of Chief Financial Officer pursuant to Rule 13a-14 of the Securities Exchange Act of 1934, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 |
| 32.1 | Certification pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 |

44

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.

Date: November 7, 2016 By /s/ Theodore L. Koenig
Theodore L. Koenig

Chairman, Chief Executive Officer and Director

(Principal Executive Officer)
Monroe Capital Corporation

Date: November 7, 2016 By /s/ Aaron D. Peck
Aaron D. Peck

Chief Financial Officer, Chief Investment Officer and Director

(Principal Financial and Accounting Officer)

Monroe Capital Corporation