Capitala Finance Corp. Form 4 March 02, 2015

## FORM 4

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

**OMB APPROVAL** 

OMB 3235-0287 Number:

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Check this box if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** 

Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* McGlinn John F.

2. Issuer Name and Ticker or Trading Symbol

Issuer

Capitala Finance Corp. [CPTA]

(Check all applicable)

5. Relationship of Reporting Person(s) to

(First) (Middle) (Last)

3. Date of Earliest Transaction (Month/Day/Year)

02/26/2015

Director 10% Owner X\_ Officer (give title Other (specify

C/O CAPITALA FINANCE CORP., 4201 CONGRESS STREET,

(Street)

(State)

below) below) See Remarks

**SUITE 360** 

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Filed(Month/Day/Year)

Applicable Line) \_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

CHARLOTTE, NC 28209

(City)

Common

Stock

1.Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3) (Month/Day/Year)

(Zip)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of Securities Beneficially Owned Following Reported

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect (I) (Instr. 4)

I

Beneficial Ownership (Instr. 4)

(A) or

Transaction(s) (Instr. 3 and 4)

 $0^{(1)}$ 

Code V Amount (D) Price

via Capitala Restricted Shares I,

LLC

Common 68,080 D Stock

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

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#### number.

# Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Awards	(2)	02/26/2015		A(3)	125,970 (2)		(2)	(2)	Common Stock, par value \$0.01 per share	125,970 (2)

## **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

McGlinn John F. C/O CAPITALA FINANCE CORP. 4201 CONGRESS STREET, SUITE 360

See Remarks

CHARLOTTE, NC 28209

## **Signatures**

/s/ Richard G. Wheelahan, III, attorney-in-fact

03/02/2015

\*\*Signature of Reporting Person

Date

## **Explanation of Responses:**

- \* If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- Mr. McGlinn previously inadvertantly reported having indirect beneficial ownership of 112,500 shares of Capitala Finance Corp. (the "Issuer") through Capitala Restricted Shares I, LLC ("CRS"). However, Mr. McGlinn does not have any ownership interest in CRS and Mr. McGlinn does not have any control over CRS. As a result, Mr. McGlinn does not have an indirect beneficial ownership interest in any shares of the Issuer held by CRS.
  - Receipt by Mr. McGlinn of Awards with respect to 125,970 shares held by CRS, which is controlled by Joseph B. Alala, III and is an affiliate of Capitala Investment Advisors, LLC, pursuant to CRS's 2015 Equity Compensation Plan, dated February 26, 2015. Shares of
- (2) the Issuer's common stock underlying the Awards are scheduled to vest in installments of 10% on September 25, 2015, 10% on September 25, 2016, 30% on September 25, 2017 and 40% on September 25, 2018. Upon settlement, the Awards will become payable on a one-for-one basis in shares of the Issuer's common stock.
- (3) Pursuant to the SEC staff no-action letter to Babson Capital Management LLC (pub. Avail. Dec. 14, 2006), an employee benefit plans sponsored by an investment adviser (or an affiliated person of an investment adviser) to a closed-end investment company regulated under the Investment Company Act of 1940, as amended, that offers plan participants equity securities of such investment company is

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considered an "employee benefit plan sponsored by the issuer" for the purposes of Rule 16b-3 under the Securities Exchange Act of 1934, as amended.

#### **Remarks:**

Chief Operating Officer, Secretary and Treasurer

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