

Edgar Filing: APOLLO INVESTMENT CORP - Form 10-Q

APOLLO INVESTMENT CORP

Form 10-Q

August 08, 2018

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-Q

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

For the quarterly period ended June 30, 2018

OR

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

Commission File Number: 814-00646

APOLLO INVESTMENT CORPORATION

(Exact name of Registrant as specified in its charter)

Maryland

52-2439556

(State or other jurisdiction of incorporation or organization) (I.R.S. Employer Identification No.)

9 West 57<sup>th</sup> Street

37th Floor

10019

New York, New York

(Address of principal executive offices)

(Zip Code)

(212) 515-3450

(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.

Large accelerated filer ☒ Accelerated filer ☐ Non-accelerated filer ☐ Smaller reporting company ☐

(Do not check if a smaller reporting company)

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

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date.

Class of Common Stock Outstanding at August 7, 2018

\$0.001 par value 214,898,694

APOLLO INVESTMENT CORPORATION

Table of Contents

	Page
PART I. FINANCIAL INFORMATION	
Item 1. <u>Financial Statements</u>	<u>1</u>
<u>Statements of Assets and Liabilities</u> <u>June 30, 2018 and March 31, 2018</u>	<u>1</u>
<u>Statements of Operations</u> <u>Three months ended June 30, 2018 and June 30, 2017</u>	<u>2</u>
<u>Statements of Changes in Net Assets</u> <u>Three months ended June 30, 2018 and year ended March 31, 2018</u>	<u>3</u>
<u>Statements of Cash Flows</u> <u>Three months ended June 30, 2018 and June 30, 2017</u>	<u>4</u>
<u>Schedule of Investments</u> <u>June 30, 2018</u>	<u>5</u>
<u>Schedule of Investments</u> <u>March 31, 2018</u>	<u>22</u>
<u>Notes to Financial Statements</u>	<u>39</u>
<u>Report of Independent Registered Public Accounting Firm</u>	<u>66</u>
Item 2. <u>Management's Discussion and Analysis of Financial Condition and Results of Operations</u>	<u>67</u>
Item 3. <u>Quantitative and Qualitative Disclosures About Market Risk</u>	<u>78</u>
Item 4. <u>Controls and Procedures</u>	<u>79</u>
PART II. OTHER INFORMATION	
Item 1. <u>Legal Proceedings</u>	<u>80</u>
Item 1A. <u>Risk Factors</u>	<u>80</u>
Item 2. <u>Unregistered Sales of Equity Securities and Use of Proceeds</u>	<u>80</u>
Item 3. <u>Defaults Upon Senior Securities</u>	<u>81</u>
Item 4. <u>Mine Safety Disclosures</u>	<u>82</u>
Item 5. <u>Other Information</u>	<u>82</u>
Item 6. <u>Exhibits</u>	<u>82</u>

Signatures

83

---

Table of Contents

## PART I. FINANCIAL INFORMATION

In this report, the terms the “Company,” “Apollo Investment,” “AIC,” “we,” “us,” and “our” refer to Apollo Investment Corporation unless the context specifically states otherwise.

## Item 1. Financial Statements

## APOLLO INVESTMENT CORPORATION

## STATEMENTS OF ASSETS AND LIABILITIES

(In thousands, except share and per share data)

	June 30, 2018 (Unaudited)	March 31, 2018
<b>Assets</b>		
Investments at fair value:		
Non-controlled/non-affiliated investments (cost — \$1,627,841 and \$1,471,492, respectively)	\$1,601,259	\$1,450,033
Non-controlled/affiliated investments (cost — \$69,977 and \$73,943, respectively)	64,123	68,954
Controlled investments (cost — \$815,599 and \$723,161, respectively)	830,077	729,060
Cash and cash equivalents	11,612	14,035
Foreign currencies (cost — \$1,063 and \$1,292, respectively)	1,055	1,298
Cash collateral on option contracts	4,228	5,016
Receivable for investments sold	15,874	2,190
Interest receivable	23,406	22,272
Dividends receivable	7,815	2,550
Deferred financing costs	13,121	14,137
Variation margin receivable	—	1,846
Prepaid expenses and other assets	801	419
<b>Total Assets</b>	<b>\$2,573,371</b>	<b>\$2,311,810</b>
<b>Liabilities</b>		
Debt	\$1,102,679	\$789,846
Payable for investments purchased	11,453	41,827
Distributions payable	32,293	32,447
Management and performance-based incentive fees payable	17,506	16,585
Interest payable	10,184	5,310
Accrued administrative services expense	1,575	2,507
Variation margin payable on option contracts	1,206	—
Other liabilities and accrued expenses	5,309	5,202
<b>Total Liabilities</b>	<b>\$1,182,205</b>	<b>\$893,724</b>
Commitments and contingencies (Note 10)		
<b>Net Assets</b>	<b>\$1,391,166</b>	<b>\$1,418,086</b>
<b>Net Assets</b>		
Common stock, \$0.001 par value (400,000,000 shares authorized; 214,925,294 and 216,312,096 shares issued and outstanding, respectively)	\$215	\$216
Paid-in capital in excess of par	2,628,631	2,636,507
Accumulated over-distributed net investment income	(10,974 )	(10,229 )
Accumulated net realized loss	(1,189,654 )	(1,166,471 )
Net unrealized loss	(37,052 )	(41,937 )
<b>Net Assets</b>	<b>\$1,391,166</b>	<b>\$1,418,086</b>

Net Asset Value Per Share	\$6.47	\$6.56
---------------------------	--------	--------

See notes to financial statements.

1

---

Table of Contents

APOLLO INVESTMENT CORPORATION  
 STATEMENTS OF OPERATIONS (Unaudited)  
 (In thousands, except per share data)

	Three Months Ended June 30,	
	2018	2017
Investment Income		
Non-controlled/non-affiliated investments:		
Interest income (excluding Payment-in-kind ("PIK") interest income)	\$39,443	\$38,952
PIK interest income	1,250	2,056
Other income	1,403	1,129
Non-controlled/affiliated investments:		
Interest income (excluding PIK interest income)	—	114
Dividend income	312	1,087
PIK interest income	—	2,437
Other income	—	(306 )
Controlled investments:		
Interest income (excluding PIK interest income)	14,490	15,075
Dividend income	5,265	4,850
PIK interest income	1,428	1,317
Total Investment Income	\$63,591	\$66,711
Expenses		
Management fees	\$8,873	\$12,125
Performance-based incentive fees	7,423	7,912
Interest and other debt expenses	13,576	14,215
Administrative services expense	1,638	1,675
Other general and administrative expenses	2,533	2,557
Total expenses	34,043	38,484
Management and performance-based incentive fees waived	(1,856 )	(5,009 )
Expense reimbursements	(144 )	(84 )
Net Expenses	\$32,043	\$33,391
Net Investment Income	\$31,548	\$33,320
Net Realized and Change in Unrealized Gains (Losses)		
Net realized gains (losses):		
Non-controlled/non-affiliated investments	\$(9,946 )	\$(89,839 )
Non-controlled/affiliated investments	—	(146,840 )
Option contracts	(13,209 )	—
Foreign currency transactions	(28 )	2,924
Net realized losses	(23,183 )	(233,755 )
Net change in unrealized gains (losses):		
Non-controlled/non-affiliated investments	(5,123 )	91,238
Non-controlled/affiliated investments	(865 )	155,730
Controlled investments	8,579	(7,068 )
Option contracts	(567 )	—
Foreign currency translations	2,861	(10,684 )
Net change in unrealized losses	4,885	229,216
Net Realized and Change in Unrealized Losses	\$(18,298 )	\$(4,539 )
Net Increase (Decrease) in Net Assets Resulting from Operations	\$13,250	\$28,781
Earnings Per Share — Basic	\$0.06	\$0.13

Earnings Per Share — Diluted

N/A

N/A

See notes to financial statements.

2

---

Table of ContentsAPOLLO INVESTMENT CORPORATION  
STATEMENTS OF CHANGES IN NET ASSETS

(In thousands, except share data)

	Three Months Ended June 30, 2018 (Unaudited)	Year Ended March 31, 2018
Operations		
Net investment income	\$31,548	\$133,387
Net realized losses	(23,183 )	(258,128 )
Net change in unrealized losses	4,885	211,770
Net Increase in Net Assets Resulting from Operations	\$13,250	\$87,029
Distributions to Stockholders		
Distribution of net investment income	\$(32,293 )	\$(86,906 )
Distribution of return of capital	—	(44,088 )
Net Decrease in Net Assets Resulting from Distributions to Stockholders	\$(32,293 )	\$(130,994 )
Capital Share Transactions		
Repurchase of common stock	\$(7,877 )	\$(19,746 )
Net Decrease in Net Assets Resulting from Capital Share Transactions	\$(7,877 )	\$(19,746 )
Net Assets		
Net decrease in net assets during the period	\$(26,920 )	\$(63,711 )
Net assets at beginning of period	1,418,086	1,481,797
Net Assets at End of Period	\$1,391,166	\$1,418,086
Capital Share Activity		
Shares repurchased during the period	(1,386,802 )	(3,382,558 )
Shares issued and outstanding at beginning of period	216,312,096	219,694,654
Shares Issued and Outstanding at End of Period	214,925,294	216,312,096

See notes to financial statements.



Table of Contents

APOLLO INVESTMENT CORPORATION  
 STATEMENTS OF CASH FLOWS (Unaudited)  
 (In thousands)

	Three Months Ended June 30,	
	2018	2017
Operating Activities		
Net increase in net assets resulting from operations	\$ 13,250	\$ 28,781
Net realized losses	23,183	233,755
Net change in unrealized losses	(4,885 )	(229,216 )
Net amortization of premiums and accretion of discounts on investments	(1,536 )	(1,864 )
Accretion of discount on notes	148	148
Amortization of deferred financing costs	1,165	1,211
Gains/Losses from foreign currency transactions	(28 )	2,924
PIK interest and dividends capitalized	(1,983 )	(2,775 )
Changes in operating assets and liabilities:		
Purchases of investments	(389,324 )	(329,897 )
Proceeds from sales and repayments of investments	94,019	285,440
Purchases of option contracts	(13,277 )	—
Proceeds from option contracts	288	—
Net settlement of option contracts	2,265	—
Increase in interest receivable	(1,142 )	(1,581 )
Decrease (increase) in dividends receivable	(5,265 )	3,326
Increase in prepaid expenses and other assets	(382 )	(144 )
Increase in management and performance-based incentive fees payable	921	1,039
Increase in interest payable	4,874	4,293
Decrease in accrued administrative services expense	(932 )	(1,084 )
Increase (decrease) in other liabilities and accrued expenses	107	(1,116 )
Net Cash Used in Operating Activities	\$(278,534)	\$(6,760 )
Financing Activities		
Issuances of debt	\$ 328,918	\$ 418,517
Payments of debt	(13,500 )	(357,416 )
Financing costs paid and deferred	—	(10 )
Repurchase of common stock	(7,877 )	—
Distributions paid	(32,447 )	(32,954 )
Net Cash Provided by Financing Activities	\$ 275,094	\$ 28,137
Cash, Cash Equivalents, Foreign Currencies and Collateral on Option Contracts		
Net increase/(decrease) in cash, cash equivalents, foreign currencies and collateral on option contracts during the period	\$(3,440 )	\$ 21,377
Effect of foreign exchange rate changes on cash and cash equivalents	(14 )	33
Cash, cash equivalents, foreign currencies and collateral on option contracts at beginning of period	20,349	11,280
Cash, Cash Equivalents, Foreign Currencies and Collateral on Option Contracts at the End of Period	\$ 16,895	\$ 32,690
Supplemental Disclosure of Cash Flow Information		
Cash interest paid	\$ 7,437	\$ 8,542

Non-Cash Activity

PIK income

\$2,678

\$5,810

See notes to financial statements.

4

---

Edgar Filing: APOLLO INVESTMENT CORP - Form 10-Q

Table of Contents

APOLLO INVESTMENT CORPORATION  
SCHEDULE OF INVESTMENTS (Unaudited)

June 30, 2018

(In thousands, except share data)

Industry / Company	Investment Type	Interest Rate (20)	Maturity Date	Par / Shares (12)	Cost (30)	Fair Value (1) (31)	
Advertising, Printing & Publishing							
A-L Parent LLC	Second Lien Secured Debt	9.35% (1M L+725, 1.00% Floor)	12/02/24	\$ 5,536	\$ 5,489	\$ 5,591	
American Media, Inc.	First Lien Secured Debt	11.36% (3M L+900, 1.00% Floor)	08/24/20	12,699	12,475	13,080	
	First Lien Secured Debt - Revolver	12.00% (P+700)	08/24/20	178	178	183	(23)
	First Lien Secured Debt - Revolver	10.34% (3M L+800)	08/24/20	533	533	549	(23)
	First Lien Secured Debt - Unfunded Revolver	0.50% Unfunded	08/24/20	1,067	(29 )	—	(21)(23)
					13,157	13,812	
Simplifi Holdings, Inc.	First Lien Secured Debt	7.59% (1M L+550, 1.00% Floor)	09/28/22	25,556	25,053	25,300	(9)
	First Lien Secured Debt - Unfunded Revolver	0.50% Unfunded	09/28/22	2,400	(61 )	(24 )	(8)(9)(21)(23)
					24,992	25,276	
Total Advertising, Printing & Publishing					\$ 43,638	\$ 44,679	
Aerospace & Defense							
Erickson Inc	First Lien Secured Debt - Revolver	9.84% (3M L+750, 1.00% Floor)	04/28/22	\$ 26,014	\$ 26,014	\$ 25,429	(9)(23)
	First Lien Secured Debt - Unfunded Revolver	0.50% Unfunded	04/28/22	12,124	(412 )	(273 )	(8)(9)(21)(23)
	First Lien Secured Debt - Letters of Credit	7.50%	8/16/18 - 4/30/20	6,862	—	(153 )	(8)(9)(23)
					25,602	25,003	
ILC Dover LP	Second Lien Secured Debt	10.84% (3M L+850, 1.00% Floor)	06/28/24	20,000	19,583	19,550	
PAE Holding Corporation	Second Lien Secured Debt	11.59% (1M L+950, 1.00% Floor)	10/20/23	28,097	27,451	28,272	(10)
Total Aerospace & Defense					\$ 72,636	\$ 72,825	
Automotive							

Edgar Filing: APOLLO INVESTMENT CORP - Form 10-Q

Accelerate Parent Corp.	Common Equity/Interest - Common Stock	N/A	N/A	1,664,046 Shares	\$1,714	\$100	(13)
Crowne Automotive							
Vari-Form Group, LLC	First Lien Secured Debt	13.33% (3M L+11.00% (7.00% Cash plus 4.00% PIK), 1.00% Floor)	02/02/23	4,998	4,862	4,848	(9)
Vari-Form Inc.	First Lien Secured Debt	13.33% (3M L+11.00% (7.00% Cash plus 4.00% PIK), 1.00% Floor)	02/02/23	9,997	9,725	9,697	(9)
					14,587	14,545	
K&N Parent, Inc.	Second Lien Secured Debt	11.08% (3M L+875, 1.00% Floor)	10/21/24	26,765	26,336	26,096	(10)
Total Automotive Aviation and Consumer Transport					\$42,637	\$40,741	
Merx Aviation Finance Assets Ireland Limited (5)	First Lien Secured Debt - Letters of Credit	2.25%	09/30/18	\$3,600	\$—	\$—	(23)
Merx Aviation Finance, LLC (5)	First Lien Secured Debt - Revolver	12.00%	10/31/23	450,800	450,800	450,800	(23)
	First Lien Secured Debt - Letter of Credit	2.25%	07/13/18	177	—	—	(23)
	Common Equity/Interests - Membership Interests	N/A	N/A	N/A	15,000	52,001	
Total Aviation and Consumer Transport Beverage, Food & Tobacco					\$465,800	\$502,801	
Eagle Foods Family Group, LLC	First Lien Secured Debt	8.84% (3M L+650, 1.00% Floor)	06/14/24	\$25,000	\$24,721	\$24,719	(9)

See notes to financial statements.

Table of ContentsAPOLLO INVESTMENT CORPORATION  
SCHEDULE OF INVESTMENTS (Unaudited)

June 30, 2018

(In thousands, except share data)

Industry / Company	Investment Type	Interest Rate (20)	Maturity Date	Par / Shares (12)	Cost (30)	Fair Value (1) (31)	
	First Lien Secured Debt - Revolver	8.84% (3M L+650, 1.00% Floor)	06/14/23	833	833	824	(9)(23)
	First Lien Secured Debt - Unfunded Revolver	0.00% Unfunded	06/14/23	2,917	(39 )	(33 )	(8)(9)(21)(23)
Total Beverage, Food & Tobacco Business Services					\$25,515	\$25,510	
Access CIG, LLC	Second Lien Secured Debt	9.84% (1M L+775)	02/27/26	\$ 19,931	\$ 19,747	\$ 20,056	(10)
	Second Lien Secured Debt - Unfunded Delayed Draw	0.00% Unfunded	02/27/26	969	—	—	(10)(21)(23)
					19,747	20,056	
Aero Operating LLC	First Lien Secured Debt	9.34% (1M L+725, 1.00% Floor)	12/29/22	33,267	32,519	32,935	(9)
	First Lien Secured Debt - Unfunded Revolver	1.00% Unfunded	12/29/22	4,812	(43 )	(48 )	(8)(9)(21)(23)
					32,476	32,887	
Almonde, Inc	Second Lien Secured Debt	9.56% (3M L+725, 1.00% Floor)	06/13/25	2,316	2,296	2,235	(10)(17)
Ambrosia Buyer Corp.	Second Lien Secured Debt	10.09% (1M L+ 800, 1.00% Floor)	08/28/25	21,429	20,950	20,948	
Aptean, Inc.	Second Lien Secured Debt	11.83% (3M L+950, 1.00% Floor)	12/20/23	11,148	11,050	11,217	(10)
CT Technologies Intermediate Holdings, Inc	Second Lien Secured Debt	11.09% (1M L+900, 1.00% Floor)	12/01/22	31,253	30,511	30,315	(9)
Electro Rent Corporation	Second Lien Secured Debt	11.31% (3M L+900, 1.00% Floor)	01/31/25	18,333	17,880	17,967	(9)
	Second Lien Secured Debt	11.33% (3M L+900, 1.00% Floor)	01/31/25	18,265	17,766	17,899	(9)
					35,646	35,866	
Ministry Brands, LLC	Second Lien Secured Debt	11.75% (6M L+925, 1.00% Floor)	06/02/23	10,000	9,886	10,065	
	First Lien Secured Debt		12/29/22	16,069	15,716	15,909	(9)

Edgar Filing: APOLLO INVESTMENT CORP - Form 10-Q

Newscycle Solutions, Inc.		9.09% (1M L+700, 1.00% Floor)						
	First Lien Secured Debt - Revolver	9.10% (1M L+700, 1.00% Floor)	12/29/22	160	160	158	(9)(23)	
	First Lien Secured Debt - Unfunded Revolver	0.50% Unfunded	12/29/22	340	(13)	(3)	(8)(9)(21)(23)	
					15,863	16,064		
PSI Services, LLC	First Lien Secured Debt	7.09% (1M L+500, 1.00% Floor)	01/20/23	4,609	4,522	4,565	(9)	
	First Lien Secured Debt - Unfunded Revolver	0.50% Unfunded	01/20/22	397	(7)	(4)	(8)(9)(21)(23)	
	First Lien Secured Debt - Unfunded Revolver	0.50% Unfunded	01/20/22	£47	—	—	(9)(21)(23)	
	Second Lien Secured Debt	11.09% (1M L+900, 1.00% Floor)	01/20/24	33,452	32,688	32,796	(9)	
					37,203	37,357		
RA Outdoors, LLC	First Lien Secured Debt	6.84% (1M L+475, 1.00% Floor)	09/11/24	7,192	7,065	7,121	(9)	
	First Lien Secured Debt - Unfunded Revolver	0.50% Unfunded	09/09/22	1,200	(20)	(12)	(8)(9)(21)(23)	
	Second Lien Secured Debt	10.84% (1M L+875, 1.00% Floor)	09/11/25	34,200	33,430	33,515	(9)	
					40,475	40,624		
Skyline Data/Dodge Data								
Dodge Data & Analytics LLC	First Lien Secured Debt	11.09% (3M L+875, 1.00% Floor)	10/31/19	48,209	47,950	48,210		
Skyline Data, News and Analytics LLC	Common Equity/Interests - Class A Common Unit	N/A	N/A	4,500,000 Shares	4,500	4,500	(13)	
					52,450	52,710		

See notes to financial statements.

Table of ContentsAPOLLO INVESTMENT CORPORATION  
SCHEDULE OF INVESTMENTS (Unaudited)

June 30, 2018

(In thousands, except share data)

Industry / Company	Investment Type	Interest Rate (20)	Maturity Date	Par / Shares (12)	Cost (30)	Fair Value (1) (31)	
STG-Fairway Acquisitions, Inc.	Second Lien Secured Debt	11.34% (1M L+925, 1.00% Floor)	06/30/23	15,000	14,765	14,400	(10)
Transplace Holdings, Inc.	Second Lien Secured Debt	10.80% (1M L+875, 1.00% Floor)	10/06/25	13,599	13,288	13,735	(10)
U.S. Security Associates Holdings, Inc.	Unsecured Debt	11.00%	01/28/20	80,000	80,000	80,000	
Total Business Services Chemicals, Plastics & Rubber Carbon Free Chemicals Carbonfree Chemicals SPE I LLC (f/k/a Maxus Capital Carbon SPE I LLC)					\$416,606	\$418,479	
	First Lien Secured Debt	5.215% PIK	09/30/20	\$ 51,805	\$ 51,805	\$ 46,457	
	Common Equity/Partnership Interests - Residual Interests	N/A	09/30/20	7,500	7,500	—	(13)
Carbonfree Caustic SPE LLC	Unfunded Delayed Draw - Promissory Note	N/A	06/30/20	6,111	—	—	(21)(23)
					59,305	46,457	
Hare Bidco, Inc.	Second Lien Secured Debt	9.75% (3M E+875, 1.00% Floor)	08/01/24	€ 13,574	14,434	15,532	
Total Chemical, Plastics & Rubber Consumer Goods – Durable					\$73,739	\$61,989	
Hayward Industries, Inc. KLO Holdings	Second Lien Secured Debt	10.34% (1M L+825)	08/04/25	\$ 25,110	\$ 24,664	\$ 24,660	
9357-5991 Quebec Inc.	First Lien Secured Debt	11.75% (1M L+975, 0.75% Floor)	04/07/22	9,203	9,117	8,857	
KLO Acquisition LLC	First Lien Secured Debt	11.88% (1M L+975, 0.75% Floor)	04/07/22	5,363	5,312	5,161	
					14,429	14,018	
Sorenson Holdings, LLC	Common Equity/Interests - Membership Interests	N/A	N/A	587 Shares	—	471	(13)
Total Consumer Goods - Durable Consumer Goods – Non-Durable					\$39,093	\$39,149	

Edgar Filing: APOLLO INVESTMENT CORP - Form 10-Q

ABG Intermediate Holdings 2, LLC	Second Lien Secured Debt	9.84% (1M L+775, 1.00% Floor)	09/29/25	\$ 11,232	\$ 11,168	\$ 11,260	(10)
	Second Lien Secured Debt - Unfunded Delayed Draw	0.3875% Unfunded	09/29/25	1,139	—	—	(21)(23)
Sequential Brands Group, Inc.	Second Lien Secured Debt	11.09% (1M L+900)	07/01/22	17,072	16,929	17,168	(17)
	Total Consumer Goods - Non-Durable Consumer Services				\$28,097	\$28,428	
1A Smart Start LLC	Second Lien Secured Debt	10.34% (1M L+825, 1.00% Floor)	08/22/22	\$ 25,100	\$ 24,654	\$ 24,645	
	Total Consumer Services				\$24,654	\$24,645	
Containers, Packaging & Glass Sprint Industrial Holdings, LLC	Second Lien Secured Debt	13.5% PIK	11/14/19	\$ 19,714	\$ 18,107	\$ 11,770	(13)(14)
	Common Equity/Interests - Warrants	N/A	N/A	7,341 Warrants	—	—	(13)(26)
TricorBraun Holdings, Inc.	First Lien Secured Debt - Revolver	7.25% (P+225)	11/30/21	450	450	451	(23)
	First Lien Secured Debt - Revolver	5.34% (1M L+325)	11/30/21	1,500	1,500	1,503	(23)

See notes to financial statements.



Edgar Filing: APOLLO INVESTMENT CORP - Form 10-Q

Table of Contents

APOLLO INVESTMENT CORPORATION  
SCHEDULE OF INVESTMENTS (Unaudited)

June 30, 2018

(In thousands, except share data)

Industry / Company	Investment Type	Interest Rate (20)	Maturity Date	Par / Shares (12)	Cost (30)	Fair Value (1) (31)	
	First Lien Secured Debt - Unfunded Revolver	0.50% Unfunded	11/30/21	3,675	(346 )	—	(21)(23)
Total Containers, Packaging & Glass					1,604	1,954	
Diversified Investment Vehicles, Banking, Finance, Real Estate					\$19,711	\$13,724	
Armor Holding II LLC	Second Lien Secured Debt	11.09% (1M L+900, 1.25% Floor)	12/26/20	\$8,000	\$7,946	\$8,070	(10)
Craft 2014-1A	Structured Products and Other - Credit-Linked Note	N/A	05/15/21	42,500	—	—	(11)(17)
Craft 2015-2	Structured Products and Other - Credit-Linked Note	10.62% (3M L+925)	01/16/24	24,998	25,599	24,998	(11)(17)
Golden Bear 2016-R, LLC (3)(4)	Structured Products and Other - Membership Interests	N/A	09/20/42	—	16,548	13,634	(17)
Mayfield Agency Borrower Inc.	Second Lien Secured Debt	10.59% (1M L+850, 1.00% Floor)	03/02/26	5,000	4,928	4,978	(10)
Purchasing Power, LLC	First Lien Secured Debt - Revolver	10.09% (1M L + 800, 1.00% Floor)	07/10/19	2,179	2,179	2,167	(9)(23)
	First Lien Secured Debt - Unfunded Revolver	0.75% Unfunded	07/10/19	2,321	(23 )	(12 )	(8)(9)(21)(23)
					2,156	2,155	
Ten-X, LLC	First Lien Secured Debt - Unfunded Revolver	0.50% Unfunded	09/29/22	4,680	(358 )	(366 )	(8)(21)(23)
Total Diversified Investment Vehicles, Banking, Finance, Real Estate Energy – Electricity					\$56,819	\$53,469	
AMP Solar Group, Inc. (4)	Common Equity/Interests - Class A Common Unit	N/A	N/A	243,646 Shares	10,000	5,114	(13)(17)
Renew Financial AIC SPV Holdings II, LLC (4)	Preferred Equity - Preferred Stock	N/A	N/A	143 Shares	534	886	(15)(17)
		N/A	N/A		8,343	18,809	(13)

Edgar Filing: APOLLO INVESTMENT CORP - Form 10-Q

Renew Financial LLC (f/k/a Renewable Funding, LLC) (4)	Preferred Equity - Series B Preferred Stock			1,505,868 Shares			
	Preferred Equity - Series D Preferred Stock	N/A	N/A	436,689 Shares	5,568	6,620	(13)
Renew JV LLC (4)	Common Equity/Interests - Membership Interests	N/A	N/A	N/A	3,065	5,207	(13)(17)
					17,510	31,522	
Solarplicity Group							
Solarplicity Group Limited (3)(4)	First Lien Secured Debt	N/A	11/30/22	£4,331	5,811	5,705	(13)(17)
Solarplicity UK Holdings Limited	First Lien Secured Debt	4.00%	03/08/23	£5,562	7,636	7,317	(17)
	Preferred Equity - Preferred Stock	N/A	N/A	4,286 Shares	5,862	4,752	(2)(13)(17)
	Common Equity/Interests - Ordinary Shares	N/A	N/A	2,825 Shares	4	974	(2)(13)(17)
					19,313	18,748	
Westinghouse Electric Co LLC	First Lien Secured Debt	6.63% (1M L+450, 1.00% Floor)	01/11/19	30,000	30,000	30,000	(9)
Total Energy – Electricity					\$76,823	\$85,384	
Energy – Oil & Gas							
Glacier Oil & Gas Corp. (f/k/a Miller Energy Resources, Inc.) (5)	First Lien Secured Debt	8.00% Cash (10.00% PIK Toggle)	03/29/19	\$15,000	\$15,000	\$15,000	
	Second Lien Secured Debt	10.00% PIK (8.00% Cash Toggle)	03/29/21	31,279	31,279	31,279	

See notes to financial statements.

Table of ContentsAPOLLO INVESTMENT CORPORATION  
SCHEDULE OF INVESTMENTS (Unaudited)

June 30, 2018

(In thousands, except share data)

Industry / Company	Investment Type	Interest Rate (20)	Maturity Date	Par / Shares (12)	Cost (30)	Fair Value (1) (31)	
	Common Equity/Interests - Common Stock	N/A	N/A	5,000,000 Shares	30,078	15,981	(13)
					76,357	62,260	
Pelican Energy, LLC (4)	Common Equity/Interests - Membership Interests	N/A	N/A	1,444 Shares	20,108	8,148	(13)(17)(29)
SHD Oil & Gas, LLC (5)	First Lien Secured Debt - Tranche A Note	14.00% (8.00% Cash plus 6.00% PIK)	12/31/19	44,095	44,095	45,417	
	First Lien Secured Debt - Tranche B Note	14.00% PIK	12/31/19	75,823	44,380	45,470	(13)(14)
	First Lien Secured Debt - Tranche C Note	12.00%	12/31/19	19,200	19,200	19,776	
	First Lien Secured Debt - Unfunded Delayed Draw	0.00% Unfunded	12/31/19	2,800	—	—	(21)(23)
	Common Equity/Interests - Series A Units	N/A	N/A	7,600,000 Shares	1,411	—	(13)(29)
Total Energy – Oil & Gas					109,086	110,663	
Food & Grocery					\$205,551	\$181,071	
Bumble Bee Foods							
Bumble Bee Holdings, Inc.	First Lien Secured Debt	10.33% (3M L+800, 1.00% Floor)	08/15/23	\$ 15,468	\$15,193	\$15,158	
Connors Bros Clover Leaf Seafoods Company	First Lien Secured Debt	10.33% (3M L+800, 1.00% Floor)	08/15/23	4,382	4,304	4,294	
					19,497	19,452	
Grocery Outlet, Inc.	Second Lien Secured Debt	10.34% (1M L+825, 1.00% Floor)	10/21/22	25,000	24,796	25,250	(10)
Total Food & Grocery					\$44,293	\$44,702	
Healthcare & Pharmaceuticals							

Edgar Filing: APOLLO INVESTMENT CORP - Form 10-Q

Altasciences

9360-1367 Quebec Inc.	First Lien Secured Debt	8.58% (3M L+625, 1.00% Floor)	06/09/23	\$ 2,891	\$2,838	\$2,805	(9)(17)
	First Lien Secured Debt	7.94% (3M L+625, 1.00% Floor)	06/09/23	C\$2,412	1,763	1,779	(9)(17)
Altasciences US Acquisition, Inc.	First Lien Secured Debt	8.58% (3M L+625, 1.00% Floor)	06/09/23	5,222	5,124	5,066	(9)
	First Lien Secured Debt - Revolver	8.61% (3M L+625, 1.00% Floor)	06/09/23	107	107	104	(9)(23)(28)
	First Lien Secured Debt - Unfunded Revolver	0.25% Unfunded	06/09/23	1,319	(26	) (40	) (8)(9)(21)(23)(28)
	First Lien Secured Debt - Unfunded Delayed Draw	0.50% Unfunded	06/09/23	2,851	(29	) (86	) (8)(9)(21)(23)(28)
					9,777	9,628	
Amerivet Partners Management, Inc.	First Lien Secured Debt	7.85% (1M L+575, 1.00% Floor)	06/05/24	6,045	5,895	5,895	(9)
	First Lien Secured Debt - Unfunded Revolver	0.50% Unfunded	06/05/24	806	(21	) (20	) (8)(9)(21)(23)
	First Lien Secured Debt - Unfunded Delayed Draw	0.50% Unfunded	06/05/24	20,149	(225	) (499	) (8)(9)(21)(23)
					5,649	5,376	
Analogic Corporation	First Lien Secured Debt	8.33% (3M L+600, 1.00% Floor)	06/22/24	27,391	26,710	27,117	(9)
	First Lien Secured Debt - Unfunded Revolver	0.50% Unfunded	06/22/23	2,609	(67	) (26	) (8)(9)(21)(23)
					26,643	27,091	
Aptevo Therapeutics Inc.	First Lien Secured Debt	9.69% (1M L+760, 0.50% Floor)	02/01/21	8,571	8,739	8,563	(9)

See notes to financial statements.

Table of ContentsAPOLLO INVESTMENT CORPORATION  
SCHEDULE OF INVESTMENTS (Unaudited)

June 30, 2018

(In thousands, except share data)

Industry / Company	Investment Type	Interest Rate (20)	Maturity Date	Par / Shares (12)	Cost (30)	Fair Value (1) (31)
Argon Medical Devices Holdings, Inc.	Second Lien Secured Debt	10.09% (1M L+800, 1.00% Floor)	01/23/26	21,300	21,192	21,580 (10)
Avalign Technologies, Inc.	Second Lien Secured Debt	10.38% (6M L+825, 1.00% Floor)	09/02/24	5,500	5,451	5,459 (10)
BioClinica Holding I, LP	Second Lien Secured Debt	10.63% (3M L+825, 1.00% Floor)	10/21/24	24,612	24,213	22,880 (10)
Genesis Healthcare, Inc.	First Lien Secured Debt	8.34% (3M L+600, 0.50% Floor)	03/06/23	25,000	24,642	24,652 (9)
	First Lien Secured Debt - Revolver	8.36% (3M L+600, 0.50% Floor)	03/06/23	9,966	9,966	9,828 (9)(23)
	First Lien Secured Debt - Revolver	5.86% (3M L+350, 0.50% Floor)	03/06/23	10,336	10,336	10,192 (9)(23)
	First Lien Secured Debt - Unfunded Revolver	0.50% Unfunded	03/06/23	40,567	0	0 (8)(9)(21)(23)
	First Lien Secured Debt - Unfunded Delayed Draw	2.00% Unfunded	03/06/23	9,131	0	0 (8)(9)(21)(23)
					44,007	43,983
Elements Behavioral Health, Inc.	Second Lien Secured Debt	15.09% (3M L+1275 PIK, 1.00% Floor)	02/11/20	12,353	11,911	— (13)(14)
Inuuity, Inc.	First Lien Secured Debt	8.59% (1M L+650, 1.50% Floor)	03/01/22	10,000	9,875	9,750 (9)
	First Lien Secured Debt - Revolver	5.34% (1M L+325, 1.50% Floor)	03/01/22	809	809	799 (9)(23)
	First Lien Secured Debt - Unfunded Revolver	0.50% Unfunded	03/01/22	1,191	0	0 (8)(9)(21)(23)
	Common Equity/Interests - Warrants	N/A	N/A	32,803 Warrants	180	69 (9)(13)
					10,857	10,603
Lanai Holdings III, Inc.	Second Lien Secured Debt	10.86% (3M L+850, 1.00% Floor)	08/28/23	17,391	17,009	16,690 (10)
LSCS Holdings, Inc	Second Lien Secured Debt	10.58% (3M L+825)	03/16/26	20,455	20,010	20,351
	Second Lien Secured Debt	10.34% (1M L+825)	03/16/26			