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

SCHEDULE 14D-9

**SOLICITATION/RECOMMENDATION STATEMENT
UNDER SECTION 14(d)(4) OF THE SECURITIES EXCHANGE ACT OF 1934
(Amendment No. 5)**

FS KKR Capital Corp.
(Name of Subject Company)

FS KKR Capital Corp.
(Names of Persons Filing Statement)

COMMON STOCK, \$0.001 PAR VALUE PER SHARE
(Title of Class of Securities)

302635 206
(CUSIP Number of Class of Securities)

**Michael C. Forman
Chairman and Chief Executive Officer
FS KKR Capital Corp.
3025 JFK Boulevard, OFC 500
Philadelphia, PA 19104
(215) 495-1150**

(Name, address, and telephone numbers of person authorized to receive
notices and communications on behalf of the persons filing statement)

With copies to:

**Stephen S. Sypherd
General Counsel and Secretary
FS KKR Capital Corp.
3025 JFK Boulevard, OFC 500
Philadelphia, PA 19104
(215) 495-1150**

**Eric S. Siegel, Esq.
Clay Douglas, Esq.
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Cira Centre
2929 Arch Street
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☐ Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

This Amendment No. 5 (this “**Amendment**”) amends and supplements the Solicitation/Recommendation Statement on Schedule 14D-9 previously filed by FS KKR Capital Corp. (the “**Company**”), a Maryland corporation, with the Securities and Exchange Commission (the “**SEC**”) on May 12, 2026, as amended by Amendment No. 1 filed with the SEC on May 22, 2026, Amendment No. 2 filed with the SEC on June 2, 2026, Amendment No. 3 filed with the SEC on June 5, 2026 and Amendment No. 4 filed with the SEC on June 12, 2026 (as amended, the “**Schedule 14D-9**”), relating to the tender offer by KKR Alternative Assets L.P. (the “**Purchaser**”), a Delaware limited partnership, to purchase up to \$150,000,000 in aggregate amount of the Company’s common stock, par value \$0.001 per share (the “**Shares**”), at a price equal to \$11.00 per Share, less any applicable withholding taxes and without interest, upon the terms and subject to the conditions set forth in the Offer to Purchase dated May 12, 2026 (as amended or supplemented to date, the “**Offer to Purchase**”), and in the related Letter of Transmittal (as amended or supplemented to date, the “**Letter of Transmittal**”), which, together with any amendments or supplements thereto, collectively constitute the “**Offer**”.

The Offer is described in a Tender Offer Statement filed under cover of Schedule TO with the SEC on May 12, 2026, by the Purchaser (as amended or supplemented from time to time).

Except as otherwise set forth in this Amendment, the information set forth in the Schedule 14D-9 remains unchanged and is incorporated herein by reference to the extent relevant to the items in this Amendment. This Amendment should be read together with the Schedule 14D-9. Capitalized terms used and not otherwise defined in this Amendment shall have the meanings assigned to such terms in the Schedule 14D-9.

ITEM 8. ADDITIONAL INFORMATION

Item 8. “Additional Information” of the Schedule 14D-9 is amended and supplemented by adding the following disclosure immediately before the heading “Cautionary Statement Regarding Forward-Looking Statements”:

“Final Results of Offer

In connection with the expiration of the Offer at 11:59 p.m., New York City time, on June 11, 2026, the Company has been advised by the Purchaser of the following final results:

- The Purchaser has accepted for purchase 13,636,363 Shares validly tendered and received, and not properly withdrawn at or before the Expiration Date, at a purchase price of \$11.00 per Share for an aggregate purchase price of \$149,999,993, excluding fees and expenses relating to the Offer.
- Since the Offer was oversubscribed, the Purchaser accepted the Shares on a pro rata basis and has been informed by the Depositary that the final proration factor for the Offer is 75.779%.”

SIGNATURE

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

FS KKR Capital Corp.

By: /s/ Stephen Sypherd

Name: Stephen Sypherd

Title: General Counsel and Secretary

Dated: June 15, 2026