

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

FORM 8-K

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

Date of Report (Date of earliest event reported): June 23, 2020

FS KKR Capital Corp.
(Exact name of Registrant as specified in its charter)

Maryland
(State or other jurisdiction
of incorporation)

814-00757
(Commission
File Number)

26-1630040
(I.R.S. Employer
Identification No.)

201 Rouse Boulevard
Philadelphia, Pennsylvania
(Address of principal executive offices)

19112
(Zip Code)

Registrant's telephone number, including area code: (215) 495-1150

None
(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common stock	FSK	New York Stock Exchange

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

- Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 5.07. Submission of Matters to a Vote of Security Holders.

FS KKR Capital Corp. (the “Company”) held its Annual Meeting of Stockholders (the “Annual Meeting”) on June 23, 2020. As of April 20, 2020, the record date (the “Record Date”) for the determination of stockholders entitled to notice of, and to vote at, the Annual Meeting, 495,032,065 shares of common stock were eligible to be voted in person or by proxy. As previously announced, on June 15, 2020, the Company effected a 4 to 1 reverse split of the Company’s shares of common stock (the “Reverse Stock Split”). As a result of the Reverse Stock Split, every four shares of the Company’s common stock issued and outstanding were automatically combined into one share of the Company’s common stock. As adjusted to give effect to the Reverse Stock Split, at the close of business on the Record Date, there would have been 123,758,016 shares of the Company’s common stock (instead of 495,032,065), constituting all of the outstanding voting securities of the Company. The Reverse Stock Split did not modify the rights or preferences of the Company’s common stock. Of the eligible shares of common stock to be voted, 61,694,461 were voted in person or by proxy at the Annual Meeting.

Stockholders were asked to consider and act upon the following proposals, each of which was described in the Company’s definitive proxy statement filed with the Securities and Exchange Commission (the “SEC”) on April 21, 2020:

- Proposal No. 1 – to elect the following individuals as Class A Directors, each of whom has been nominated for election for a three year term expiring at the 2023 annual meeting of the stockholders: (a) Elizabeth J. Sandler, (b) Michael J. Hagan, (c) Jeffrey K. Harrow and (d) James H. Kropp (the “Director Proposal”);
- Proposal No. 2 – to approve a proposal to allow the Company in future offerings to sell its shares below net asset value per share in order to provide flexibility for future sales (the “Share Issuance Proposal”).

All director nominees listed in the Director Proposal were elected by the Company’s stockholders at the Annual Meeting. The votes for, votes withheld and broker non-votes for each director nominee are set forth below:

Director Nominee	Votes For	Votes Withheld	Broker Non-Votes
Elizabeth J. Sandler	58,820,911	2,873,550	0
Michael J. Hagan	54,610,389	7,084,072	0
Jeffrey K. Harrow	54,182,708	7,511,753	0
James H. Kropp	57,771,443	3,923,018	0

On June 23, 2020, the Company adjourned the Annual Meeting with respect to the Share Issuance Proposal to permit additional time to solicit stockholder votes for such proposal. The reconvened meeting (the “Reconvened Meeting”) will be held on July 15, 2020 at 10:00 a.m., Eastern Time, at 201 Rouse Boulevard, Philadelphia, Pennsylvania 19112. Valid proxies submitted prior to the Annual Meeting will continue to be valid for the Reconvened Meeting, unless properly changed or revoked prior to votes being taken at the Reconvened Meeting. The record date of April 29, 2020 will remain the same for the Reconvened Meeting.

Item 8.01 Other Events.

The Company previously disclosed that certain directors and officers of the Company and affiliates and employees of owners of the Company's investment advisor, FS/KKR Advisor, LLC, committed approximately \$18 million to an investment fund with aggregate commitments of up to approximately \$124 million established to invest from time to time in shares of the Company. The governing documents of such investment fund have been amended to permit such investment fund to also invest from time to time in shares of the Company's affiliate, FS KKR Capital Corp. II. There can be no assurance that this investment fund will purchase any Company shares.

Forward-Looking Statements

Statements included herein may constitute "forward-looking" statements as that term is defined in Section 27A of the Securities Act of 1933, and Section 21E of the Securities Exchange Act of 1934, as amended by the Private Securities Litigation Reform Act of 1995, including statements with regard to future events or the future performance or operations of the Company. Words such as "anticipates," "will," "believes," "expects," "projects," and "future" or similar expressions are intended to identify forward-looking statements. These forward-looking statements are subject to the inherent uncertainties in predicting future results and conditions. Certain factors could cause actual results to differ materially from those projected in these forward-looking statements. Factors that could cause actual results to differ materially include changes in the economy, risks associated with possible disruption to the Company's operations or the economy generally due to terrorism, natural disasters or pandemics such as COVID-19, future changes in laws or regulations and conditions in the Company's operating area, unexpected costs, and the investment fund may not purchase Company shares as anticipated or at all. Some of these factors are enumerated in the filings the Company made with the U.S. Securities and Exchange Commission. The inclusion of forward-looking statements should not be regarded as a representation that any plans, estimates or expectations will be achieved. Any forward-looking statements speak only as of the date of this communication. Except as required by federal securities laws, the Company undertakes no obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise. Readers are cautioned not to place undue reliance on any of these forward-looking statements.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

FS KKR Capital Corp.

Date: June 23, 2020

By: /s/ Stephen Sypherd
Stephen Sypherd
General Counsel
