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

SCHEDULE 14A
(Rule 14a-101)

INFORMATION REQUIRED IN PROXY STATEMENT

SCHEDULE 14A INFORMATION

**Proxy Statement Pursuant to Section 14(a) of
the Securities Exchange Act of 1934**

Filed by the Registrant ☒

Filed by a Party other than the Registrant ☐

Check the appropriate box:

- ☐ Preliminary Proxy Statement
- ☐ **Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- ☐ Definitive Proxy Statement
- ☒ Definitive Additional Materials
- ☐ Soliciting Material under §240.14a-12

FS KKR Capital Corp.
(Name of Registrant as Specified in its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- ☒ No fee required.
- ☐ Fee paid previously with preliminary materials.
- ☐ Fee computed on table in exhibit required by Item 25(b) per Exchange Act Rules 14a-6(i)(1) and 0-11.
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YOUR VOTE IS NEEDED

It is important that your shares be represented!

We are asking shareholders to vote on three proposals at the annual shareholder meeting. Whether or not you plan to attend, your vote is very important.

PROPOSAL 1

To elect the following individuals as Class A Directors

(a) Michael J. Hagan, (b) Jeffrey K. Harrow, (c) James H. Kropp and (d) Elizabeth J. Sandler, each of whom has been nominated for election for a three year term expiring at the 2029 Annual Meeting of Stockholders.

PROPOSAL 2

To approve a proposal to allow FS KKR Capital Corp. (the “Company”) in future offerings to sell its shares below net asset value per share in order to provide flexibility for future sales.

While the Company has no immediate plans to sell shares of its common stock at a price below NAV per share, having the flexibility to do so is important for the Company to maintain access to the capital markets to pursue attractive investment opportunities during periods of volatility and improve capital resources to enable the Company to compete more effectively for high-quality investment opportunities. The Company has previously received annual shareholder approval for a similar proposal but has not exercised it.

PROPOSAL 3

To approve a proposal to authorize the Company, with the approval of the Company’s board of directors, to issue warrants, options or rights to subscribe for, convert to, or purchase shares of the Company’s common stock in one or more offerings.

While the Company has no immediate plans to issue any such warrants, options or rights, these types of issuances are common practice in connection with the sale of securities through private placements or obtaining debt financing, and approval of this proposal would place the Company in substantially the same position as corporations that are not BDCs and other BDCs whose stockholders have previously approved proposals similar to this proposal.

The Company’s board of directors unanimously recommends that you vote **“FOR”** each of the proposals to be considered and voted on at the Annual Meeting.

Investors are urged to read the proxy materials and any other relevant documents because they contain important information about the proposals. You can view the proxy statement and other proxy materials on the SEC’s web site at www.sec.gov.

To avoid the wasteful and unnecessary expense of further solicitation(s), we urge you to complete the enclosed proxy card, date and sign it and return it promptly in the postage-paid envelope provided, or record your voting instructions by telephone or via the internet, no matter how large or small your holdings may be.