

**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 15, 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:

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

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 5.03. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.**

FS KKR Capital Corp. (the "Company") filed Articles of Amendment to its Articles of Incorporation (the "Reverse Stock Split Amendment") with the State Department of Assessments and Taxation of the State of Maryland to effect a 4 to 1 reverse split of the Company's shares of common stock (the "Reverse Stock Split"). The Reverse Stock Split became effective in accordance with the terms of the Reverse Stock Split Amendment on June 15, 2020. The Company also filed a separate Articles of Amendment to Articles of Incorporation (the "Par Value Amendment") with the State Department of Assessments and Taxation of the State of Maryland to provide that there will be no change in the par value of \$0.001 per share as a result of the Reverse Stock Split.

As a result of the Reverse Stock Split, every four shares of the Company's common stock issued and outstanding will be automatically combined into one share of the Company's common stock, and the number of outstanding shares of the Company's common stock will be reduced from approximately 495 million to approximately 123.75million.

The foregoing descriptions of the Reverse Stock Split Amendment and the Par Value Amendment do not purport to be complete and are subject to, and are qualified in their entirety by reference to, the full text of the Reverse Stock Split Amendment and the Par Value Amendment, copies of which are attached hereto as Exhibits 3.1 and 3.2, respectively, and are incorporated herein by reference.

**Item 8.01. Other Events.**

On June 15, 2020, the Company issued a press release, a copy of which is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

**Forward-Looking Statements**

This Current Report on Form 8-K may contain certain forward-looking statements, including statements with regard to future events or the future performance or operation of the Company. Words such as "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 in 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, and the price at which shares of common stock may trade on the New York Stock Exchange. Some of these factors are enumerated in the filings the Company makes with the Securities and Exchange Commission. The Company undertakes no obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits.

<b>EXHIBIT NUMBER</b>	<b>DESCRIPTION</b>
<a href="#">3.1</a>	Reverse Stock Split Amendment.
<a href="#">3.2</a>	Par Value Amendment.
<a href="#">99.1</a>	Press Release, dated June 15, 2020.

**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 15, 2020

By: /s/ Stephen Sypherd

Stephen Sypherd  
General Counsel

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**FS KKR CAPITAL CORP.**

**ARTICLES OF AMENDMENT**

THIS IS TO CERTIFY THAT:

**FIRST:** The charter (the “Charter”) of FS KKR Capital Corp., a Maryland corporation (the “Corporation”), is hereby amended to provide that, upon the Effective Time (as defined below), every four shares of common stock, \$0.001 par value per share, of the Corporation which are issued and outstanding immediately prior to the Effective Time shall be changed into one issued and outstanding share of common stock, \$0.004 par value per share, of the Corporation.

**SECOND:** The amendment to the Charter as set forth in Article FIRST herein has been duly approved by at least a majority of the entire board of directors of the Corporation as required by law. The amendment set forth herein is limited to a change authorized to be made without action by the stockholders of the Corporation, pursuant to Section 2-309(e) of the Maryland General Corporation Law.

**THIRD:** There has been no increase in the authorized stock of the Corporation effected by the amendment to the Charter as set forth above.

**FOURTH:** These Articles of Amendment shall be effective at 5:00 p.m. Eastern Standard Time on June 15, 2020 (the “Effective Time”).

**FIFTH:** The undersigned officer acknowledges these Articles of Amendment to be the corporate act of the Corporation and, as to all matters or facts required to be verified under oath, the undersigned acknowledges that, to the best of such officer’s knowledge, information and belief, these matters and facts are true in all material respects and that this statement is made under the penalties for perjury.

[SIGNATURE PAGE FOLLOWS]

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IN WITNESS WHEREOF, the Corporation has caused these Articles of Amendment to be signed in its name and on its behalf by its Chief Executive Officer and attested to by its General Counsel and Secretary on this 10<sup>th</sup> day of June, 2020.

ATTEST:

FS KKR CAPITAL CORP.

/s/ Stephen S. Sypher  
Name: Stephen S. Sypher  
Title: General Counsel and Secretary

By: /s/ Michael C. Forman (SEAL)  
Name: Michael C. Forman  
Title: Chief Executive Officer

*[Signature Page to FSK Reverse Stock Split Amendment]*

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**FS KKR CAPITAL CORP.**

**ARTICLES OF AMENDMENT**

THIS IS TO CERTIFY THAT:

**FIRST:** The charter (the "Charter") of FS KKR Capital Corp., a Maryland corporation (the "Corporation"), is hereby amended to decrease the par value of the shares of common stock of the Corporation issued and outstanding immediately prior to the Effective Time (as defined below) from \$0.004 per share to \$0.001 per share.

**SECOND:** The amendment to the Charter as set forth in Article FIRST herein has been duly approved by at least a majority of the entire board of directors of the Corporation as required by law. The amendment set forth herein is limited to a change authorized to be made without action by the stockholders of the Corporation, pursuant to Section 2-605(a)(2) of the Maryland General Corporation Law.

**THIRD:** There has been no increase in the authorized stock of the Corporation effected by the amendment to the Charter as set forth above.

**FOURTH:** These Articles of Amendment shall be effective at 5:05 p.m. Eastern Standard Time on June 15, 2020 (the "Effective Time").

**FIFTH:** The undersigned officer acknowledges these Articles of Amendment to be the corporate act of the Corporation and, as to all matters or facts required to be verified under oath, the undersigned acknowledges that, to the best of such officer's knowledge, information and belief, these matters and facts are true in all material respects and that this statement is made under the penalties for perjury.

[SIGNATURE PAGE FOLLOWS]

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IN WITNESS WHEREOF, the Corporation has caused these Articles of Amendment to be signed in its name and on its behalf by its Chief Executive Officer and attested to by its General Counsel and Secretary on this 10<sup>th</sup> day of June, 2020.

ATTEST:

FS KKR CAPITAL CORP.

/s/ Stephen S. Sypherd

Name: Stephen S. Sypherd  
Title: General Counsel and Secretary

By: /s/ Michael C. Forman (SEAL)

Name: Michael C. Forman  
Title: Chief Executive Officer

*[Signature Page to FSK Par Value Amendment]*

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### **FS KKR Capital Corp. Announces Effectiveness of Four-to-One Reverse Stock Split**

PHILADELPHIA, PA, June 15, 2020 – FS KKR Capital Corp. (NYSE: FSK), a leading publicly traded business development company focused on providing customized credit solutions to private middle market U.S. companies, reported that its previously announced reverse stock split became effective following the close of trading on June 15, 2020. As a result, the Company's common stock will commence trading on the New York Stock Exchange (NYSE) on a split-basis on June 16, 2020. As a result of the reverse stock split, the share count will be reduced on a 4 : 1 basis, such that each shareholder will receive 1 share for every 4 shares owned. The Company also filed a separate Articles of Amendment to its charter to provide that there will be no change in the par value of \$0.001 per share as a result of the reverse stock split.

There is not expected to be any direct economic consequence to the Company or its shareholders from the reverse stock split. The reverse stock split will not change the authorized number of shares of the Company's common stock. The reverse stock split will affect all shareholders uniformly and will not alter any shareholder's percentage interest in the Company's equity, except to the extent that the reverse stock split would result in some shareholders owning a fractional share. In that regard, no fractional shares will be issued in connection with the reverse split. Shareholders of record who would otherwise be entitled to receive a fractional share will instead receive a cash payment based on the closing price of the Company's common stock as reported on the NYSE today.

As previously disclosed, the Company's board of directors declared a regular quarterly cash distribution of \$0.15 per share, which will be paid on or about July 2, 2020 to shareholders of record as of the close of business on June 17, 2020. As a result of the reverse stock split, the cash distribution to be paid on or about July 2, 2020 will instead be \$0.60 per share (i.e., the aggregate amount that would have been payable on four shares prior to the reverse stock split).

The Depository Trust Company is acting as the exchange agent and DST Systems, Inc. is acting as the transfer agent for the reverse stock split. Shareholders holding their shares in book-entry form or in brokerage accounts need not take any action in connection with the reverse stock split. Beneficial holders are encouraged to contact their bank, broker or custodian with any procedural questions.

#### **About FS KKR Capital Corp.**

FS KKR Capital Corp. (NYSE: FSK) is a leading publicly traded business development company (BDC) focused on providing customized credit solutions to private middle market U.S. companies. FSK seeks to invest primarily in the senior secured debt and, to a lesser extent, the subordinated debt of private middle market companies. FSK is advised by FS/KKR Advisor, LLC. For more information, please visit [www.fskkrcapitalcorp.com](http://www.fskkrcapitalcorp.com).

#### **About FS/KKR Advisor, LLC**

FS/KKR Advisor, LLC is a partnership between FS Investments and KKR Credit that serves as the investment adviser to BDCs with approximately \$15.6 billion in assets under management as of March 31, 2020. The BDCs managed by FS/KKR Advisor, LLC are FS KKR Capital Corp. and FS KKR Capital Corp. II.

FS Investments is a leading asset manager dedicated to helping individuals, financial professionals and institutions design better portfolios. The firm provides access to alternative sources of income and growth, and focuses on setting industry standards for investor protection, education and transparency. FS Investments is headquartered in Philadelphia, PA with offices in New York, NY, Orlando, FL, Washington, DC and Leawood, KS. Visit [www.fsinvestments.com](http://www.fsinvestments.com) to learn more.

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KKR Credit is a subsidiary of KKR & Co. Inc., a leading global investment firm that manages multiple alternative asset classes, including private equity, energy, infrastructure, real estate and credit, with strategic manager partnerships that manage hedge funds. KKR aims to generate attractive investment returns for its fund investors by following a patient and disciplined investment approach, employing world-class people, and driving growth and value creation with KKR portfolio companies. KKR invests its own capital alongside the capital it manages for fund investors and provides financing solutions and investment opportunities through its capital markets business. References to KKR's investments may include the activities of its sponsored funds. For additional information about KKR & Co. Inc. (NYSE: KKR), please visit KKR's website at [www.kkr.com](http://www.kkr.com) and on Twitter @KKR\_Co.

### **Forward-Looking Statements**

This announcement may contain certain forward-looking statements, including statements with regard to future events or the future performance or operation of the Company. Words such as "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 in 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, and the price at which shares of common stock trade on the NYSE. Some of these factors are enumerated in the filings the Company makes with the Securities and Exchange Commission. The Company undertakes no obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise.

### **Contact Information**

#### **Investor Relations Contact**

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