

TCP Capital Corp.  
Form POS EX  
May 24, 2013

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As filed with the Securities and Exchange Commission on May 24, 2013

Securities Act Registration No. 333-185319

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

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**FORM N-2**

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ý Registration Statement under the Securities Act of 1933  
o Pre-Effective Amendment No.  
ý Post-Effective Amendment No. 2  
and/or  
o Registration Statement Under the Investment Company Act of 1940  
o Amendment No.

**TCP CAPITAL CORP.**

(Exact Name of Registrant as Specified in its Charter)

**2951 28th Street, Suite 1000**

**Santa Monica, California 90405**

(Address of Principal Executive Offices)

**(310) 566-1094**

(Registrant's Telephone Number, Including Area Code)

**Howard M. Levkowitz**

**Tennenbaum Capital Partners, LLC**

**2951 28th Street, Suite 1000**

**Santa Monica, California 90405**

(Name and Address of Agent for Service)

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**Copies to:**

Richard T. Prins, Esq.

Michael K. Hoffman, Esq.

Skadden, Arps, Slate, Meagher & Flom LLP

Four Times Square

New York, New York 10036

212-735-3000

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**Approximate Date of Proposed Public Offering:**

From time to time after the effective date of this Registration Statement.

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If any securities being registered on this form will be offered on a delayed or continuous basis in reliance on Rule 415 under the Securities Act of 1933, other than securities offered in connection with a distribution reinvestment plan, check the following box.

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**EXPLANATORY NOTE**

This Post-Effective Amendment No. 2 to the Registration Statement on Form N-2 (File No. 333-185319) of TCP Capital Corp. (the "Registration Statement") is being filed pursuant to Rule 462(d) under the Securities Act of 1933, as amended (the "Securities Act"), solely for the purpose of filing exhibits to the Registration Statement. Accordingly, this Post-Effective Amendment No. 2 consists only of a facing page, this explanatory note and Part C of the Registration Statement on Form N-2 setting forth the exhibits to the Registration Statement. This Post-Effective Amendment No. 2 does not modify any other part of the Registration Statement. Pursuant to Rule 462(d) under the Securities Act, this Post-Effective Amendment No. 2 shall become effective immediately upon filing with the Securities and Exchange Commission. The contents of the Registration Statement are hereby incorporated by reference.

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**PART C OTHER INFORMATION**

**ITEM 25. FINANCIAL STATEMENTS AND EXHIBITS**

(1) Financial Statements

The following statements of the Company are incorporated by reference into Part B of this Registration Statement:

**TCP Capital Corp.**

*(successor to Special Value Continuation Fund, LLC)*

**Audited Financial Statements**

Report of Independent Registered Public Accounting Firm

Consolidated Statements of Assets and Liabilities as of December 31, 2012 and 2011

Consolidated Statements of Investments as of December 31, 2012 and 2011

Consolidated Statements of Operations for the years ended December 31, 2012, 2011 and 2010

Consolidated Statements of Changes in Net Assets for the years ended December 31, 2012, 2011 and 2010

Consolidated Statements of Cash Flows for the years ended December 31, 2012, 2011 and 2010

Notes to Consolidated Financial Statements

Consolidated Schedules of Changes in Investments in Affiliates as of December 31, 2012 and 2011

Consolidated Schedules of Restricted Securities of Unaffiliated Issuers as of December 31, 2012 and 2011

**Special Value Continuation Partners, LP**

**Audited Financial Statements**

Report of Independent Registered Public Accounting Firm

Statements of Assets and Liabilities as of December 31, 2012 and 2011

Statements of Investments as of December 31, 2012 and 2011

Statements of Operations for the years ended December 31, 2012, 2011 and 2010

Statements of Changes in Net Assets for the years ended December 31, 2012, 2011 and 2010

Statements of Cash Flows for the years ended December 31, 2012, 2011 and 2010

Notes to Financial Statements

Schedules of Changes in Investments in Affiliates as of December 31, 2012 and 2011

Schedules of Restricted Securities of Unaffiliated Issuers as of December 31, 2012 and 2011

(2) Exhibits

The agreements included or incorporated by reference as exhibits to this registration statement contain representations and warranties by each of the parties to the applicable agreement. These representations and warranties were made solely for the benefit of the other parties to the applicable agreement and (i) were not intended to be treated as categorical statements of fact, but rather as a way of allocating the risk to one of the parties if those statements prove to be inaccurate; (ii) may have been qualified in such agreement by disclosures that were made to the other party in connection with the negotiation of the applicable agreement; (iii) may apply contract standards of "materiality" that are different from "materiality" under the applicable securities laws; and (iv) were made only as of the date of the applicable agreement or such other date or dates as may be specified in the agreement.

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The Company acknowledges that, notwithstanding the inclusion of the foregoing cautionary statements, it is responsible for considering whether additional specific disclosures of material information regarding material contractual provisions are required to make the statements in this registration statement not misleading.

Exhibit No.	Description
(a)	Articles of Incorporation of the Registrant(2)
(b)	Bylaws of the Registrant(3)
(c)	Not Applicable
(d)(1)	Not Applicable
(e)	Form of Dividend Reinvestment Plan(8)
(f)	Not Applicable
(g)	Form of Investment Management Agreement By and Between Registrant and Tennenbaum Capital Partners, LLC(7)
(h)(1)	Underwriting Agreement dated May 21, 2013(1)
(i)	Not Applicable
(j)	Custodial Agreement dated as of July 31, 2006(4)
(k)(1)	Form of Administration Agreement of the Registrant(7)
(k)(2)	Form of Transfer Agency and Registrar Services Agreement(8)
(k)(3)	Form of License Agreement(8)
(k)(4)	Credit Agreement dated July 31, 2006(5)
(k)(5)	First Amendment to Credit Agreement dated February 28, 2011(6)
(k)(6)	Form of Amended and Restated Partnership Agreement of Special Value Continuation Partners, LP(7)
(k)(7)	Statement of Preferences of Preferred Interests of Special Value Continuation Partners, LP(7)
(k)(8)	Form of Amended and Restated Investment Management Agreement By and Between Special Value Continuation Partners, LP and Tennenbaum Capital Partners, LLC(7)
(k)(9)	Form of Administration Agreement of Special Value Continuation Partners, LP(7)
(k)(10)	Form of Loan Financing and Servicing Agreement, dated as of May 15, 2013, by and among TCPC Funding I, LLC, as borrower, each lender and agent from time to time party thereto, Deutsche Bank AG, New York Branch, as administrative agent, and Wells Fargo Bank, National Association, as collateral agent and collateral custodian(12)
(k)(11)	Form of Sale and Contribution Agreement, dated as of May 15, 2013, by and between Special Value Continuation Partners, LP and TCPC Funding I, LLC(12)
(l)(1)	Opinion and Consent of Skadden, Arps, Slate, Meagher & Flom LLP, counsel for the Registrant(11)
(l)(2)	Opinion and Consent of Skadden, Arps, Slate, Meagher & Flom LLP, counsel for the Registrant(1)
(m)	Not Applicable
(n)(1)	Consent of independent registered public accounting firm(11)
(n)(2)	Power of Attorney(9)
(n)(3)	Report of independent registered public accounting firm on "Senior Securities" table(10)
(o)	Not Applicable
(p)	Not Applicable
(q)	Not Applicable
(r)(1)	Consolidated Code of Ethics of the Registrant and the Advisor(8)
99.1	Form of Preliminary Prospectus Supplement for Common Stock Offerings(11)

(1) Filed herewith.

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- (2) Incorporated by reference to the Exhibit (a)(2) to the Registrant's Registration Statement under the Securities Act of 1933 (File No. 333-172669), on Form N-2, filed on May 13, 2011.
- (3) Incorporated by reference to the Exhibit (b)(2) to the Registrant's Registration Statement under the Securities Act of 1933 (File No. 333-172669), on Form N-2, filed on May 13, 2011.
- (4) Incorporated by reference to Exhibit 10.2 to Form 10-12G of Special Value Continuation Partners, LP (File No. 000-54393), filed May 6, 2011.
- (5) Incorporated by reference to Exhibit 10.5 to Form 10-12G of Special Value Continuation Partners, LP (File No. 000-54393), filed May 6, 2011.
- (6) Incorporated by reference to Exhibit 10.6 to Form 10-12G of Special Value Continuation Partners, LP (File No. 000-54393), filed May 6, 2011.
- (7) Incorporated by reference to the corresponding exhibit number to the Registrant's Registration Statement under the Securities Act of 1933 (File No. 333-172669), on Form N-2, filed on May 13, 2011.
- (8) Incorporated by reference to the corresponding exhibit number to the Registrant's Registration Statement under the Securities Act of 1933 (File No. 333-172669), on Form N-2, filed on March 5, 2012.
- (9) Incorporated by reference to the corresponding exhibit number to the Registrant's Registration Statement under the Securities Act of 1933 (File No. 333-185319), on Form N-2, filed on December 7, 2012.
- (10) Incorporated by reference to the corresponding exhibit number to the Registrant's Registration Statement under the Securities Act of 1933 (File No. 333-185319), on Form N-2, filed on March 25, 2013.
- (11) Incorporated by reference to the corresponding exhibit number to the Registrant's Registration Statement under the Securities Act of 1933 (File No. 333-185319), on Form N-2, filed on April 1, 2013.
- (12) Incorporated by reference to Exhibits 10.01 and 10.02 of the Registrant's Form 8-K filed on May 17, 2013.
- (13) To be filed by amendment.

### **ITEM 26. MARKETING ARRANGEMENTS**

The information contained under the heading "Plan of Distribution" on this Registration Statement is incorporated herein by reference and any information concerning any underwriters will be contained in the accompanying prospectus supplement, if any.

**ITEM 27. OTHER EXPENSES OF ISSUANCE AND DISTRIBUTION\*\***

Commission registration fee	\$ 20,460
Nasdaq Global Select Additional Listing Fees	65,000
FINRA filing fee	23,000
Accounting fees and expenses	100,000
Legal fees and expenses	200,000
Printing and engraving	150,000
Miscellaneous fees and expenses	80,000
 Total	 \$ 638,460

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These amounts (other than the commission registration fee, Nasdaq fee and FINRA fee) are estimates.

All of the expenses set forth above shall be borne by the Company.

**ITEM 28. PERSONS CONTROLLED BY OR UNDER COMMON CONTROL**

The Registrant owns 100% of the common limited partnership interests in the Operating Company, a Delaware limited partnership.

**ITEM 29. NUMBER OF HOLDERS OF SECURITIES**

The following table sets forth the number of record holders of our common stock at March 28, 2013.

Title of Class	Number of Record Holders
Common Stock, par value \$.001 per share	46

**ITEM 30. INDEMNIFICATION**

The information contained under the heading "Description of Securities" is incorporated herein by reference.

Insofar as indemnification for liabilities arising under the Securities Act of 1933, as amended (the "Securities Act") may be permitted to directors, officers and controlling persons of the Registrant pursuant to the provisions described above, or otherwise, the Registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person in the successful defense of an action suit or proceeding) is asserted by a director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is again public policy as expressed in the Act and will be governed by the final adjudication of such issue.

The Registrant carries liability insurance for the benefit of its directors and officers (other than with respect to claims resulting from the willful misfeasance, bad faith, gross negligence or reckless disregard of the duties involved in the conduct of his or her office) on a claims-made basis.

The Registrant has agreed to indemnify the underwriters against specified liabilities for actions taken in their capacities as such, including liabilities under the Securities Act.

**ITEM 31. BUSINESS AND OTHER CONNECTIONS OF INVESTMENT ADVISOR**

For information as to the business, profession, vocation or employment of a substantial nature of each of the officers and directors of the Advisor, reference is made to the Advisor's Form ADV, filed with the Securities and Exchange Commission under the Investment Advisers Act of 1940, and incorporated herein by reference upon filing.

**ITEM 32. LOCATION OF ACCOUNTS AND RECORDS**

All accounts, books and other documents required to be maintained by Section 31(a) of the Investment Company Act of 1940, and the rules thereunder are maintained at the offices of:

- (1) the Registrant, 2951 28th Street, Suite 1000, Santa Monica, CA 90405;
- (2) the Transfer Agent, Wells Fargo Bank, National Association, 161 North Concord Exchange, South Saint Paul, MN 55075;
- (3) the Custodian, Wells Fargo Bank, National Association, 9062 Old Annapolis Rd., Columbia, MD 21045-1951; and
- (4) the Advisor, 2951 28th Street, Suite 1000, Santa Monica, CA 90405. The Advisor's telephone number is (310) 566-1094, and its facsimile number is (310) 566-1010.

**ITEM 33. MANAGEMENT SERVICES**

Not Applicable.

**ITEM 34. UNDERTAKINGS**

1. The Registrant undertakes to suspend the offering of shares until the prospectus is amended if (1) subsequent to the effective date of its registration statement, the net asset value declines more than ten percent from its net asset value as of the effective date of the registration statement; or (2) the net asset value increases to an amount greater than the net proceeds as stated in the prospectus.

2. The Registrant undertakes:

(a) to file, during any period in which offers or sales are being made, a post-effective amendment to the registration statement:

(1) to include any prospectus required by Section 10(a)(3) of the 1933 Act;

(2) to reflect in the prospectus any facts or events after the effective date of the registration statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the registration statement; and

(3) to include any material information with respect to the plan of distribution not previously disclosed in the registration statement or any material change to such information in the registration statement;

(b) that, for the purpose of determining any liability under the 1933 Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of those securities at that time shall be deemed to be the initial bona fide offering thereof;

(c) to remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering;



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(d) that, for the purpose of determining liability under the 1933 Act to any purchaser, each prospectus filed pursuant to Rule 497(b), (c), (d) or (e) under the 1933 Act as part of a registration statement relating to an offering, other than prospectuses filed in reliance on Rule 430A under the 1933 Act, shall be deemed to be part of and included in the registration

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statement as of the date it is first used after effectiveness. Provided, however, that no statement made in a registration statement or prospectus that is part of the registration statement or made in a document incorporated or deemed incorporated by reference into the registration statement or prospectus that is part of the registration statement will, as to a purchaser with a time of contract of sale prior to such first use, supersede or modify any statement that was made in the registration statement or prospectus that was part of the registration statement or made in any such document immediately prior to such date of first use; and

(e) that, for the purpose of determining liability of the Registrant under the 1933 Act to any purchaser in the initial distribution of securities: The undersigned Registrant undertakes that in a primary offering of securities of the undersigned Registrant pursuant to this registration statement, regardless of the underwriting method used to sell the securities to the purchaser, if the securities are offered or sold to such purchaser by means of any of the following communications, the undersigned Registrant will be a seller to the purchaser and will be considered to offer or sell such securities to the purchaser: (1) any preliminary prospectus or prospectus of the undersigned Registrant relating to the offering required to be filed pursuant to Rule 497 under the 1933 Act; (2) the portion of any advertisement pursuant to Rule 482 under the 1933 Act relating to the offering containing material information about the undersigned Registrant or its securities provided by or on behalf of the undersigned Registrant; and (3) any other communication that is an offer in the offering made by the undersigned Registrant to the purchaser.

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**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the Registrant has duly caused this Registration Statement on Form N-2 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Santa Monica, in the State of California, on the 24th day of May 2013.

**TCP CAPITAL CORP.**

By:           /s/ HOWARD M. LEVKOWITZ          

Howard M. Levkowitz  
*Chief Executive Officer and Director*

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement on Form N-2 has been signed by the following persons in the capacities indicated on the 24th day of May 2013. This document may be executed by the signatories hereto on any number of counterparts, all of which constitute one and the same instrument.

Signature	Title
<p><u>          /s/ HOWARD M. LEVKOWITZ          </u></p> <p>Howard M. Levkowitz</p>	<p>Chief Executive Officer and Director (principal executive officer)</p>
<p><u>          /s/ ERIC DRAUT*          </u></p> <p>Eric Draut</p>	<p>Director</p>
<p><u>          /s/ FRANKLIN R. JOHNSON*          </u></p> <p>Franklin R. Johnson</p>	<p>Director</p>
<p><u>          /s/ PETER E. SCHWAB*          </u></p> <p>Peter E. Schwab</p>	<p>Director</p>
<p><u>          /s/ RAJNEESH VIG          </u></p> <p>Rajneesh Vig</p>	<p>Director</p>
<p><u>          /s/ PAUL L. DAVIS          </u></p> <p>Paul L. Davis</p>	<p>Chief Financial Officer (principal financial and accounting officer)</p>

\*By:           /s/ HOWARD M. LEVKOWITZ          

Howard M. Levkowitz,  
*as Attorney-in-Fact*

**SIGNATURES**

The undersigned has duly caused this Registration Statement on Form N-2 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Santa Monica, in the State of California, on the 24th day of May 2013.

**SPECIAL VALUE CONTINUATION PARTNERS, LP**

By: /s/ HOWARD M. LEVKOWITZ

Howard M. Levkowitz

*Chief Executive Officer and Director*

This Registration Statement has been signed by the following persons in the capacities indicated on the 24th day of May 2013. This document may be executed by the signatories hereto on any number of counterparts, all of which constitute one and the same instrument.

<b>Signature</b>	<b>Title</b>
<u>/s/ HOWARD M. LEVKOWITZ</u> Howard M. Levkowitz	Chief Executive Officer and Director (principal executive officer)
<u>/s/ ERIC DRAUT*</u> Eric Draut	Director
<u>/s/ FRANKLIN R. JOHNSON*</u> Franklin R. Johnson	Director
<u>/s/ PETER E. SCHWAB*</u> Peter E. Schwab	Director
<u>/s/ RAJNEESH VIG</u> Rajneesh Vig	Director
<u>/s/ PAUL L. DAVIS</u> Paul L. Davis	Chief Financial Officer (principal financial and accounting officer)

\*By: /s/ HOWARD M. LEVKOWITZ

Howard M. Levkowitz,  
as *Attorney-in-Fact*

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EXPLANATORY NOTE

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