

ARES CAPITAL CORP  
Form 8-K  
June 08, 2012

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

WASHINGTON, DC 20549

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**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 7, 2012**

**ARES CAPITAL CORPORATION**

(Exact Name of Registrant as Specified in Charter)

**Maryland**  
(State or Other Jurisdiction  
of Incorporation)

**000-50697**  
(Commission  
File Number)

**33-1089684**  
(IRS Employer  
Identification No.)

**245 Park Avenue, 44th Floor, New York, NY**  
(Address of Principal Executive Offices)

**10167**  
(Zip Code)

Registrant's telephone number, including area code **(212) 750-7300**

N/A

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(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 (*see* General Instruction A.2. below):

- 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))
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**Item 1.01 Entry into a Material Definitive Agreement.**

On June 7, 2012, Ares Capital Corporation (the Registrant) and Ares Capital CP Funding LLC, an indirect wholly owned subsidiary of the Registrant (Ares Capital CP), entered into amendments (the CP Amendment) to the documents governing Ares Capital CP's revolving funding facility (the CP Funding Facility) with Wells Fargo Securities and each of the other parties thereto. The CP Amendment, among other things (a) increased the size of the CP Funding Facility from \$500 million to \$580 million through the addition of two new lenders, (b) added a new provision that allows commitments under the CP Funding Facility to be increased to up to \$865 million, (c) extended the reinvestment period from January 18, 2015 to April 18, 2015, and (d) extended the stated maturity date from January 18, 2017 to April 18, 2017. The interest charged on the CP Funding Facility remained unchanged at LIBOR plus 2.50% (with no floor) or at a base rate (which is the greater of a prime rate, or the federal funds rate plus 0.50%) plus 1.50%.

Borrowings under the CP Funding Facility are subject to various covenants and the leverage restrictions contained in the Investment Company Act of 1940, as amended.

The description above is only a summary of the material provisions of the CP Amendment and is qualified in its entirety by reference to a copy of the CP Amendment, which is filed as Exhibits 10.1, 10.2 and 10.3 to this current report on Form 8-K and incorporated by reference herein.

**Item 2.03 Creation of a Direct Financial Obligation or an Obligation under an Off-Balance Sheet Arrangement of Registrant.**

The information contained in Item 1.01 to this current report on Form 8-K is by this reference incorporated in this Item 2.03.

**Item 7.01 Regulation FD Disclosure.**

On June 8, 2012, the Registrant issued a press release announcing that it entered into the CP Amendment. A copy of the press release is filed herewith as Exhibit 99.1 and incorporated herein by reference.

The information disclosed under this Item 7.01, including Exhibit 99.1 hereto, is being furnished and shall not be deemed filed for purposes of Section 18 of the Securities Exchange Act of 1934, and shall not be deemed incorporated by reference into any filing made under the Securities Act of 1933, except as expressly set forth by specific reference in such filing.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits:

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| Exhibit Number | Description  |
|----------------|--|
| 10.1           | Amendment No. 5 to Amended and Restated Sale and Servicing Agreement, dated as of June 7, 2012, among Ares Capital CP Funding LLC, as borrower, Ares Capital Corporation, as servicer and transferor, Wells Fargo Bank, National Association (as successor by merger to Wachovia Bank, National Association), as note purchaser, Wells Fargo Securities, LLC, as agent, and U.S. Bank National Association, as collateral custodian, trustee and bank. |
| 10.2           | Amendment No. 1 to Amended and Restated Purchase and Sale Agreement, dated as of June 7, 2012, among Ares Capital Corporation, as seller, and Ares Capital CP Funding Holdings LLC, as purchaser.  |
| 10.3           | Amendment No. 1 to Second Tier Purchase and Sale Agreement, dated as of June 7, 2012, among Ares Capital CP Funding Holdings LLC, as seller, and Ares Capital CP Funding LLC, as purchaser.  |
| 99.1           | Press Release, dated as of June 8, 2012.   |

**SIGNATURES**

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

ARES CAPITAL CORPORATION

Date: June 8, 2012

|        |                         |
|--------|-------------------------|
| By:    | /s/ Penni F. Roll       |
| Name:  | Penni F. Roll           |
| Title: | Chief Financial Officer |

Exhibit Index

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