

**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):
December 20, 2019

SUTTER ROCK CAPITAL CORP.
(Exact name of registrant as specified in its charter)

Maryland **1-35156** **27-4443543**
(State or other jurisdiction of incorporation) (Commission File Number) (I.R.S. Employer Identification No.)

**One Sansome Street
Suite 730
San Francisco, CA 94104**
(Address of principal executive offices and zip code)

Registrant's telephone number, including area code: **(650) 235-4769**

Check the appropriate box below if the Form 8-K 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:	Name of each exchange on which registered:
Common Stock, par value \$0.01 per share	SSSS	Nasdaq Capital Market

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2).

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 7.01. Regulation FD Disclosure.

On December 20, 2019, Sutter Rock Capital Corp. (“Sutter Rock”) issued a press release entitled “Sutter Rock Capital Corp. Declares \$0.12 Per Share Dividend” (the “Press Release”) announcing that its Board of Directors declared a cash dividend of \$0.12 per share of common stock. The dividend will be payable on January 15, 2020 to stockholders of record as of December 31, 2019. A copy of the Press Release is included as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated into this Item 7.01 by reference.

The information disclosed under this Item 7.01 including the information set forth in 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, as amended (the “Exchange Act”), or otherwise. The information in this Item 7.01 shall not be incorporated by reference into any registration statement or other document pursuant to the Securities Act of 1933, as amended, or into any filing or other document pursuant to the Exchange Act, except as otherwise expressly stated in any such filing.

Forward-Looking Statements

Statements in this Current Report on Form 8-K (including the exhibits), including statements regarding Sutter Rock’s beliefs, expectations, intentions or strategies for the future, may constitute forward-looking statements. Sutter Rock cautions you that forward-looking statements are not guarantees of future performance and that actual results or developments may differ materially from those projected or implied in these statements. All forward-looking statements involve a number of risks and uncertainties that could cause actual results to differ materially from the plans, intentions and expectations reflected in or suggested by the forward-looking statements. Risk factors, cautionary statements and other conditions which could cause Sutter Rock’s actual results to differ from management’s current expectations are contained in Sutter Rock’s filings with the Securities and Exchange Commission. Sutter Rock undertakes no obligation to update any forward-looking statement to reflect events or circumstances that may arise after the date of this filing.

Item 9.01 Financial Statements and Exhibits.

[Exhibit 99.1](#) [Press Release dated December 20, 2019*](#)

*The press release attached hereto as Exhibit 99.1 is “furnished” and not “filed,” as described in Item 7.01 of this Current Report on Form 8-K.

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.

Date: December 20, 2019

SUTTER ROCK CAPITAL CORP.

By: /s/ Allison Green

Allison Green
Chief Financial Officer, Treasurer and
Corporate Secretary



**SUTTER
ROCK
CAPITAL**

Sutter Rock Capital Corp. Declares \$0.12 Per Share Dividend

SAN FRANCISCO, Calif., December 20, 2019 (GLOBE NEWSWIRE) – Sutter Rock Capital Corp. (“Sutter Rock” or the “Company) (Nasdaq:SSSS), a publicly traded investment fund that seeks to invest in high-growth, venture-backed private companies, today announced the Company’s Board of Directors has declared a dividend in the amount of \$0.12 per share payable on January 15, 2020 to the Company’s stockholders of record as of the close of business on December 31, 2019. The dividend will be paid in cash.

As previously announced by Sutter Rock on November 15, 2019, in addition to the dividend of \$0.20 per share declared on November 5, 2019, the Company expected to declare an subsequent dividend in the range of \$0.05 to \$0.50 per share. This expected range was subject to the outcome of the then-outstanding modified “Dutch Auction” tender offer and ongoing M&A activity in Sutter Rock’s investment portfolio during the fourth quarter of the year.

At this time, the Company is still awaiting the outcome of the anticipated merger of Sutter Rock portfolio company Parchment Inc. with Credentials Solutions (the “Parchment Merger”). Parchment Inc. is a leading platform for issuing and receiving academic and professional credentials and Credentials Solutions is a leading higher education transcript service provider.

If the Parchment Merger closes prior to year-end, Sutter Rock expects to declare a 2019 spill-over dividend to be paid in January 2020, which, when aggregated with this \$0.12 per share dividend, would result in the total of the two dividends being at the high end of the previously announced range.

All 2019 Sutter Rock dividends declared to date are expected to be reported as capital gains dividends and treated as long-term capital gains by stockholders. Sutter Rock does not anticipate having any investment company taxable income for the current year; therefore, the Company does not expect any portion of the current year dividends to be ordinary dividends.

Certain Information Regarding the Dividend

The date of declaration and amount of any additional dividends are subject to the sole discretion of the Company’s Board of Directors.

The aggregate amount of the dividends declared and paid by Sutter Rock will be fully taxable to stockholders. The tax character of Sutter Rock’s dividends cannot be finally determined until the close of the Company’s taxable year (December 31). Sutter Rock will report the actual tax characteristics of each year’s dividends annually to stockholders and the IRS on Form 1099-DIV subsequent to year-end.

Registered stockholders with questions regarding declared dividends may call American Stock Transfer at 800-937-5449.

About Sutter Rock Capital Corp.

Sutter Rock Capital Corp. (Nasdaq:SSSS) is a publicly traded investment fund that seeks to invest in high-growth, venture-backed private companies. The fund seeks to create a portfolio of high-growth emerging private companies via a repeatable and disciplined investment approach, as well as to provide investors with access to such companies through its publicly traded common stock. Sutter Rock is headquartered in San Francisco, CA. www.sutterrock.com

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Statements included herein, including statements regarding Sutter Rock's beliefs, expectations, intentions or strategies for the future, may constitute "forward-looking statements". Sutter Rock cautions you that forward-looking statements are not guarantees of future performance and that actual results or developments may differ materially from those projected or implied in these statements. All forward-looking statements involve a number of risks and uncertainties that could cause actual results to differ materially from the plans, intentions and expectations reflected in or suggested by the forward-looking statements. Risk factors, cautionary statements and other conditions which could cause Sutter Rock's actual results to differ from management's current expectations are contained in Sutter Rock's filings with the Securities and Exchange Commission. Sutter Rock undertakes no obligation to update any forward-looking statement to reflect events or circumstances that may arise after the date of this press release.

Contact

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