

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):  
May 31, 2023

**SURO CAPITAL CORP.**

(Exact name of registrant as specified in its charter)

**Maryland**  
(State or other jurisdiction of  
incorporation)

**1-35156**  
(Commission File Number)

**27-4443543**  
(I.R.S. Employer Identification No.)

**640 Fifth Avenue**  
**12th Floor**  
**New York, NY 10019**  
(Address of principal executive offices and zip code)

Registrant's telephone number, including area code: **(212) 931-6331**

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:</b> | <b>Name of each exchange on which registered:</b> |
|--|------------------------|---|
| Common Stock, par value \$0.01 per share | SSSS                   | Nasdaq Global Select Market                       |
| 6.00% Notes due 2026                     | SSSSL                  | Nasdaq Global Select 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 5.07. Submission of Matters to a Vote of Security Holders.**

On May 31, 2023, SuRo Capital Corp. (the “Company”) held its 2023 annual meeting of stockholders (the “Annual Meeting”). At the Annual Meeting, the Company’s stockholders voted on the following three proposals and cast their votes as described below.

1. A proposal to re-elect two members to the board of directors of the Company, Mark D. Klein and Lisa Westley, each of whom will serve for a term of three years expiring at the 2026 annual meeting of stockholders or until his or her successor is duly elected and qualified, as described in the Company’s proxy materials for the Annual Meeting. This proposal was approved by the Company’s stockholders based on the following votes taken in connection therewith:

| <b>Director</b> | <b>Votes For</b> | <b>Votes Withheld</b> | <b>Broker Non-Votes</b> |
|-----------------|------------------|-----------------------|-------------------------|
| Mark D. Klein   | 6,523,160        | 759,776               | 10,157,191              |
| Lisa Westley    | 5,858,515        | 1,424,421             | 10,157,191              |

2. A proposal to approve, on an advisory basis, the compensation of the Company’s named executive officers, as described in the Company’s proxy materials for the Annual Meeting. This proposal was approved by the Company’s stockholders based on the following votes taken in connection therewith:

| <b>For</b> | <b>Against</b> | <b>Abstain</b> | <b>Broker Non-Votes</b> |
|------------|----------------|----------------|-------------------------|
| 5,552,675  | 1,084,282      | 645,979        | 10,157,191              |

3. A proposal to ratify the selection of Marcum LLP to serve as the Company’s independent registered public accounting firm for the fiscal year ending December 31, 2023, as described in the Company’s proxy materials for the Annual Meeting. This proposal was approved by the Company’s stockholders based on the following votes taken in connection therewith:

| <b>For</b> | <b>Against</b> | <b>Abstain</b> |
|------------|----------------|----------------|
| 16,677,316 | 440,315        | 322,496        |

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**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: May 31, 2023

**SURO CAPITAL CORP.**

By: /s/ Allison Green

Allison Green

Chief Financial Officer, Chief Compliance Officer, Treasurer  
and Corporate Secretary

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