

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):
February 11, 2020

SUTTER ROCK 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.)

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 February 11, 2020, Sutter Rock Capital Corp. (“Sutter Rock”) issued a press release entitled “Sutter Rock Capital Corp. Announces Successful Exit of Portfolio Company Parchment, Inc. Upon Closing of Merger with Credentials Solutions” (the “Press Release”). 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 February 11, 2020*](#)

*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: February 11, 2020

SUTTER ROCK CAPITAL CORP.

By: /s/ Allison Green

Allison Green

Chief Financial Officer, Treasurer and Corporate
Secretary



**Sutter Rock Capital Corp. Announces Successful Exit of Portfolio Company Parchment, Inc.
Upon Closing of Merger with Credentials Solutions**

SAN FRANCISCO, Calif., February 11, 2020 (GLOBE NEWSWIRE) – Sutter Rock Capital Corp. (“Sutter Rock” or the “Company”) (Nasdaq:SSSS) today announced its successful exit of portfolio company Parchment, Inc. This follows today’s earlier announcement by Parchment, Inc. and Credentials Solutions of the completion of the merger, as previously disclosed by Sutter Rock. Parchment, Inc. is a leading multi-faceted education platform for issuing and receiving academic and professional credentials.

"We're pleased to see the culmination of CEO Matthew Pittinsky and the entire Parchment team's successful 17-year journey with the merger of Parchment and Credentials Solutions – two like-minded organizations similarly focused on bringing clarity and transparency to the credentialing industry," said Mark Klein, President and Chief Executive Officer of Sutter Rock. "With the support of Brentwood Associates, the scale and diverse offerings of Parchment and Credentials Solutions will allow the combined company to access new markets and position itself as a valuable strategic partner that can deliver innovative solutions for clients."

Sutter Rock initially invested in Parchment, Inc.'s Series D financing in October 2012. Sutter Rock's exit of Parchment, Inc. resulted in the following:

Portfolio Company	Investment	Cost	Proceeds⁽¹⁾	Realized Gain
Parchment, Inc.	Preferred Shares, Series D	\$4.0 million	\$10.9 million	\$6.9 million

(1) Proceeds include amounts held in escrow.

Parchment, Inc. became the most widely adopted credential service allowing learners, academic institutions, and employers to request, verify, and share credentials in simple and secure ways. The Parchment, Inc. platform has helped millions of people exchange more than 40 million transcripts and other credentials globally. Credentials Solutions, owned by Los Angeles-based Brentwood Associates, is a leading higher education transcript service provider. The new organization, Parchment, will support an integrated network of 13,000 schools, universities, and professional organizations as they securely exchange over 18.5 million academic records annually, enabling learners to turn their credentials into opportunities across a range of enrollment and employment pathways.

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. Connect with the company on [Twitter](#), [LinkedIn](#), and at www.sutterrock.com.

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