
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE TO

Tender Offer Statement under Section 14(d)(1) or 13(e)(1)
of the Securities Exchange Act of 1934
(Amendment No. 2)

SURO CAPITAL CORP.

(Name of Subject Company (Issuer))

SURO CAPITAL CORP.

(Names of filing Persons (Offeror and Issuer))

Common Stock, Par Value \$0.01 per share

(Title of Class of Securities)

86887Q109

(CUSIP Number of Class of Securities)

(Underlying Common Stock)

Mark D. Klein

Chief Executive Officer and President

SuRo Capital Corp.

640 Fifth Avenue

12th Floor

New York, NY 10019

(212) 931-6331

(Name, address and telephone number of person authorized
to receive notices and communications on behalf of filing person)

Copies to:

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Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes below to designate any transactions to which the statement relates:

Third-party tender offer subject to Rule 14d-1.

Issuer tender offer subject to Rule 13e-4.

Going-private transaction subject to Rule 13e-3.

Amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer:

If applicable, check the appropriate box(es) below to designate the appropriate rule provision(s) relied upon:

Rule 13e-4(i) (Cross-Border Issuer Tender Offer)

Rule 14d-1(d) (Cross-Border Third-Party Tender Offer)

AMENDMENT NO. 2 TO SCHEDULE TO

This Amendment No. 2 amends and supplements the Tender Offer Statement on Schedule TO-I (this “*Schedule TO*”) originally filed with the U.S. Securities and Exchange Commission (the “*SEC*”) on February 20, 2024 by SuRo Capital Corp. (the “*Company*,” “*our*,” “*we*,” or “*us*”), to purchase for cash up to 2,000,000 shares of the Company’s common stock, par value \$0.01 per share, at a price per share of not less than \$4.00 and not more than \$5.00 in cash, less any applicable withholding taxes and without interest. The Company’s offer was made pursuant to the terms and subject to the conditions set forth in the Offer to Purchase, dated February 20, 2024 (as the same may be further amended or supplemented from time to time, the “*Offer to Purchase*”), and in the related Letter of Transmittal (“*Letter of Transmittal*”), which, together with any amendments or supplements thereto, constitute the “Tender Offer.”

All information in the Tender Offer, including all schedules and annexes thereto that were previously filed with the Schedule TO and the amendments thereto, is hereby expressly incorporated by reference into this Amendment No. 2, except that such information is hereby amended and supplemented to the extent specifically provided for herein and to the extent amended and supplemented by the exhibits filed herewith.

Item 11. Additional Information.

Item 11 of the Schedule TO is hereby amended and supplemented by adding the following:

“On April 3, 2024, the Company issued a press release announcing the final results of the Tender Offer, which expired at 5:00 P.M., Eastern Time, on April 1, 2024. A copy of the press release is filed as Exhibit (a)(5)(ii) to this Schedule TO and is incorporated herein by reference.”

Item 12. Exhibits.

Item 12 of the Schedule TO is hereby amended and supplemented by adding the following exhibit to the exhibit index:

EXHIBIT NUMBER	DESCRIPTION
(a)(5)(ii)	Press release announcing final results of the Tender Offer, dated April 3, 2024.

SIGNATURE

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: April 3, 2024

SURO CAPITAL CORP.

/s/ Mark D. Klein

Name: Mark D. Klein

Title: Chief Executive Officer and President

EXHIBIT NUMBER	DESCRIPTION
(a)(1)(A)	Offer to Purchase, February 20, 2024.*
(a)(1)(B)	Form of Letter of Transmittal.*
(a)(1)(C)	Letter to brokers, dealers, commercial banks, trust companies and other nominees, dated February 20, 2024.*
(a)(1)(D)	Letter to clients for use by brokers, dealers, commercial banks, trust companies and other nominees, dated February 20, 2024.*
(a)(5)(i)	Press release announcing the Tender Offer, dated February 14, 2024 (Previously filed in connection with the Registrant's Tender Offer Statement on Schedule TO-C (File No. 005-87175) filed on February 14, 2024, and incorporated by reference herein).
(a)(5)(ii)	Press release announcing final results of the Tender Offer, dated April 3, 2024.**
(d)(1)	Dividend Reinvestment Program (Previously filed in connection with the Registrant's Pre-Effective Amendment No. 2 to the Registrant's Registration Statement on Form N-2 (File No. 333-171578) filed on March 30, 2011, and incorporated by reference herein).
(d)(2)	Amended and Restated 2019 Equity Incentive Plan (Previously filed in connection with the Registrant's Registration Statement on Form S-8 (File No. 333-239662) filed on July 2, 2020, and incorporated by reference herein).
107	Filing Fee Table.*

* Previously filed with the Schedule TO on February 20, 2024.

** Filed herewith.



SuRo Capital Corp. Announces Expiration and Final Results of Tender Offer

Modified Dutch Auction Tender Offer to Repurchase 2 Million Shares at \$4.70 Per Share

NEW YORK, NY, April 3, 2024 (GLOBE NEWSWIRE) – [SuRo Capital Corp.](#) (“SuRo Capital” or the “Company”) (Nasdaq: [SSSS](#)) today announced its final results from its modified “Dutch Auction” tender offer (the “Tender Offer”). The Company’s Tender Offer expired at 5:00 P.M., Eastern Time, on April 1, 2024. The Tender Offer was made pursuant to an Offer to Purchase dated February 20, 2024 and the related Letter of Transmittal, by which the Company offered to purchase up to 2,000,000 shares of its common stock at a price per share not less than \$4.00 and not greater than \$5.00 in \$0.10 increments, using available cash, which documents were filed with the Securities and Exchange Commission on February 20, 2024.

In accordance with the Company’s previously announced Tender Offer, and based on the final count by Equiniti Trust Company, LLC, the depository for the Tender Offer, the Company will repurchase 2,000,000 shares, representing 7.9% of its outstanding shares, for payment on or about April 5, 2024, at a price of \$4.70 per share on a pro rata basis, excluding fees and expenses relating to the self-tender offer. The per share purchase price of properly tendered shares represents 58.8% of net asset value (“NAV”) per share based as of December 31, 2023. The Company, in conjunction with Equiniti Trust Company, LLC, has determined the final proration factor for the tender offer is approximately 69.3%. The Company is funding the repurchase of shares in the Tender Offer using a portion of its cash on hand.

The information agent for the Tender Offer is D.F. King & Co. Inc., and the depository is Equiniti Trust Company, LLC. For questions and information, please contact the information agent at suro@dfking.com. Banks and brokers may call the information agent at (212) 269-5550, and all others may call the information agent toll-free at (877) 361-7972.

Forward-Looking Statements

Statements included herein, including statements regarding SuRo Capital's beliefs, expectations, intentions, or strategies for the future, may constitute "forward-looking statements". SuRo Capital 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, including the impact of any market volatility that may be detrimental to our business, our portfolio companies, our industry, and the global economy, 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 SuRo Capital's actual results to differ from management's current expectations are contained in SuRo Capital's filings with the Securities and Exchange Commission. SuRo Capital undertakes no obligation to update any forward-looking statement to reflect events or circumstances that may arise after the date of this press release.

About SuRo Capital Corp.

SuRo 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. SuRo Capital is headquartered in New York, NY and has offices in San Francisco, CA. Connect with the company on X, LinkedIn, and at www.surocap.com.

Contact

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