TCP Capital Corp.
Form 497
November 28, 2017
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Filed pursuant to Rule 497(e)
File No. 333-216716

PROSPECTUS SUPPLEMENT
(To prospectus dated May 3, 2017)

Up to $50,000,000

Common Stock

We are a holding company (the Holding Company) with no direct operations of our own, and currently our only business and sole asset is our ownership of all of the common limited partner interests in Special Value Continuation Partners, LP (the Operating Company), which represents approximately 100% of the common equity and 100% of the combined common equity and general partner interests in the Operating Company as of September 30, 2017. We and the Operating Company are externally managed, closed-end, non-diversified management investment companies that have elected to be treated as business development companies under the Investment Company Act of 1940 (the 1940 Act). Our and the Operating Company s investment objective is to achieve high total returns through current income and capital appreciation, with an emphasis on principal protection. Both we and the Operating Company seek to achieve this investment objective primarily through investments in debt securities of middle-market companies as well as small businesses. Our primary investment focus is investing in and originating leveraged loans to performing middle-market companies as well as small businesses.

Tennenbaum Capital Partners, LLC (the Advisor) serves as our and the Operating Company s investment advisor. Our Advisor is a leading investment manager and specialty lender to middle-market companies that had in excess of $7.7 billion in capital commitments from investors (committed capital) under management as of September 30, 2017, approximately 25.4% of which consists of our committed capital. Series H of SVOF/MM, LLC, an affiliate of our Advisor, is the Operating Company s general partner and provides the administrative services necessary for us to operate.

We have entered into an equity distribution agreement, dated as of November 28, 2017, with Raymond James & Associates, Inc. (the Agent) under which we may from time to time offer and sell shares of our common stock having an aggregate offering price of up to $50,000,000 through the Agent, as our agent.

Sales of our common stock, if any, under this prospectus supplement and the accompanying prospectus may be made in negotiated transactions or transactions that are deemed to be at the market offerings, including sales made directly on the NASDAQ Global Select Market or sales made to or through a market maker other than on an exchange.

From time to time during the term of the equity distribution agreement, we may deliver a placement notice to the Agent specifying the length of the selling period, the amount of shares to be sold and the minimum price below which sales may not be made. Upon the Agent’s acceptance of the terms of a placement notice from us, the Agent will use its commercially reasonable efforts, consistent with its sales and trading practices, to solicit offers to purchase our common stock under the terms and subject to the conditions set forth in the equity distribution agreement. The Agent is not required to sell any specific number or dollar amount of common stock. Shares of our common stock to which this prospectus supplement relates will be sold only through the Agent on any given day. The offering of shares of common stock pursuant to the equity distribution agreement will terminate upon the earlier of (1) the sale of shares having an aggregate offering price of $50,000,000 or (2) the termination of the equity distribution agreement so that the Agent no longer remains subject thereto. We may also sell our common stock to the Agent as principal for its own account at prices agreed upon at the time of sale. We will pay the Agent a commission for its services in acting as sales agent and/or principal in the sale of shares. The Agent will be entitled to compensation that will not exceed, but may be up to, 2.0% of the gross sales price of all shares sold through it under the equity distribution agreement. See Plan of Distribution on page S-30 of this prospectus supplement.

Our common stock is traded on the NASDAQ Global Select Market under the symbol TCPC. The last reported closing price for our common stock on November 27, 2017 was $16.04 per share. The offering price per share of our common stock sold in this offering less the Agent s commissions or discounts payable by us will not be less than the net asset value per share of our common stock at the time we sell common stock pursuant to this offering.

You should read this prospectus supplement and the accompanying prospectus carefully before you invest in shares of our common stock.

This prospectus supplement and the accompanying prospectus contain important information you should know before investing in our common stock. Please read it carefully before you invest and keep it for future reference. We file annual, quarterly and current reports, proxy statements and other information about us with the Securities and Exchange Commission (the SEC). A Statement of Additional Information or SAI, dated November 28, 2017, containing additional information about the Holding Company and the Operating Company has been filed with the SEC and is incorporated by reference in its entirety into this prospectus supplement. We maintain a website at http://www.tcpcapital.com and we make all of our annual, quarterly and current reports, proxy statements and other publicly filed information available, free of charge, on or through this website. You may also obtain free copies of our annual and quarterly reports, request a free copy of the Statement of Additional Information, the table of contents of which is on page S-33 of this prospectus supplement and make stockholder inquiries by contacting us at Tennenbaum Capital Partners, LLC, c/o Investor Relations, 2951 28th Street, Suite 1000, Santa Monica, California 90405 or by calling us collect at (310) 566-1094. The SEC maintains a website at http://www.sec.gov where such information is available without charge upon request. Information contained on our website is not incorporated by reference into this prospectus supplement or the accompanying prospectus, and you should not consider information contained on our website to be part of this prospectus supplement or the accompanying prospectus.

The debt securities in which we typically invest are either rated below investment grade by independent rating agencies or would be rated below investment grade if such securities were rated by rating agencies. Below investment grade securities, which are often referred to as hybrid securities, junk bonds or leveraged loans are regarded as having predominantly speculative characteristics with respect to the issuer s capacity to pay interest and repay principal. They may be illiquid and difficult to value and typically do not require repayment of principal prior to maturity, which potentially heightens the risk that we may lose all or part of our investment. In addition, a substantial majority of the Operating Company s debt investments include interest reset provisions that may make it more difficult for the borrowers to make debt repayments to the Operating Company if the reset provision has the effect of increasing the applicable interest rate.

Shares of closed-end investment companies, including business development companies, frequently trade at a discount from their net asset value. If our shares trade at a discount to our net asset value, it will likely increase the risk of loss for purchasers in the offerings. Investing in our common stock involves a high degree of risk, including credit risk and the risk of the use of leverage. Before buying any of our common stock, you should read the discussion of the material risks of investing in our common stock in Risks beginning on page S-7 of this prospectus supplement and on page 19 of the accompanying prospectus.

Neither the SEC nor any state securities commission has approved or disapproved of these securities or determined if this prospectus supplement or the accompanying prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

Raymond James

Prospectus Supplement dated November 28, 2017

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SPECIAL NOTE REGARDING FORWARD-LOOKING STATEMENTS

In addition to factors previously identified elsewhere in this prospectus supplement and the accompanying prospectus, including the Risks section of this prospectus supplement and the accompanying prospectus, the following factors, among others, could cause actual results to differ materially from forward-looking statements or historical performance:

- the introduction, withdrawal, success and timing of business initiatives and strategies;
- changes in political, economic or industry conditions, the interest rate environment or financial and capital markets, which could result in changes in the value of our assets;
- the valuation of our investments in portfolio companies, particularly those having no liquid trading market;
- the relative and absolute investment performance and operations of our Advisor;
- the impact of increased competition;
- the impact of future acquisitions and divestitures;
- the unfavorable resolution of legal proceedings;
- our business prospects and the financial condition and prospects of our portfolio companies;
- the adequacy of our cash resources and working capital;
- the timing of cash flows, if any, from the operations of our portfolio companies;
- the impact of legislative and regulatory actions and reforms and regulatory, supervisory or enforcement actions of government agencies relating to us, our Advisor or our portfolio companies;
- the ability of our Advisor to identify suitable investments for us and to monitor and administer our investments;
- our contractual arrangements and relationships with third parties;
- any future financings and investments by us;
- the ability of our Advisor to attract and retain highly talented professionals;
- fluctuations in interest rates or foreign currency exchange rates; and
- the impact of changes to tax legislation and, generally, our tax position.

This prospectus supplement and the accompanying prospectus and the SAI contain forward-looking statements with respect to future financial or business performance, strategies or expectations. Forward-looking statements are typically identified by words or phrases such as trend, opportunity, pipeline, believe, comfortable, expect, a current, intention, estimate, position, assume, potential, outlook, continue, remain, maintain, sus similar expressions, or future or conditional verbs such as will, would, should, could, may or similar expressions

Forward-looking statements are subject to numerous assumptions, risks and uncertainties, which change over time. Forward-looking statements speak only as of the date they are made, and we assume no duty to and do not undertake to update forward-looking statements. These forward-looking statements do not meet the safe harbor for forward-looking statements pursuant to Section 27A of the Securities Act of 1933, as amended (the Securities Act) or Section 21E of the Securities Exchange Act of 1934, as amended (the Securities Exchange Act). Actual results could differ materially from those anticipated in forward-looking statements and future results could differ materially from historical performance.

Statistical and market data used in this prospectus supplement and the accompanying prospectus has been obtained from governmental and independent industry sources and publications. We have not independently verified the data obtained from these sources. Forward-looking information obtained from these sources is subject to the same qualifications and the additional uncertainties regarding the other forward-looking statements contained in this prospectus supplement and the accompanying prospectus, for which the safe harbor provided in Section 27A of the Securities Act and Section 21E of the Securities Exchange Act is not available.

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You should rely only on the information contained in this prospectus supplement, the accompanying prospectus, the Statement of Additional Information, dated November 28, 2017, or SAI, incorporated by reference in its entirety in the accompanying prospectus, and the documents incorporated by reference herein or therein. We have not, and the Agent has not, authorized any other person to provide you with different information. If anyone provides you with different or inconsistent information, you should not rely on it. We are not, and the Agent is not, making an offer to sell these securities in any jurisdiction where the offer or sale is not permitted. You should assume that the information in this prospectus supplement and the accompanying prospectus is accurate only as of the date on the front of this prospectus supplement and of the accompanying prospectus, respectively, and the information in the SAI and the documents incorporated by reference herein or in the accompanying prospectus or the SAI is accurate only as of their respective dates. Our business, financial condition and prospects may have changed since that date. To the extent required by applicable law, we will update this prospectus supplement, the accompanying prospectus and the SAI during the offering period to reflect material changes to the disclosure herein.

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PROSPECTUS SUPPLEMENT

PROSPECTUS

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PROSPECTUS SUMMARY

This summary highlights some of the information in this prospectus supplement. This summary is not complete and may not contain all of the information that you may want to consider before investing in our common stock. You should read the entire prospectus supplement, the accompanying prospectus, including Risks, and the Statement of Additional Information, dated November 28, 2017 (the SAI). This prospectus supplement summarizes the specific terms of the securities being offered and supplements the general descriptions set forth in the accompanying prospectus. This prospectus supplement may also update or supersede information in the accompanying prospectus. In the case of inconsistencies, this prospectus supplement will apply. Terms used but not defined in this prospectus supplement have the meanings indicated in the accompanying prospectus.

Throughout this prospectus supplement, unless the context otherwise requires, a reference to:

Holding Company refers to Special Value Continuation Fund, LLC, a Delaware limited liability company, for the periods prior to the consummation of the Conversion (as defined below) described elsewhere in this prospectus supplement and the accompanying prospectus and to TCP Capital Corp. for the periods after the consummation of the Conversion;

Operating Company refers to Special Value Continuation Partners, LP, a Delaware limited partnership;

TCPC Funding refers to TCPC Funding I LLC, a Delaware limited liability company;

TCPC SBIC refers to TCPC SBIC, LP, a Delaware limited partnership;

Advisor refers to Tennenbaum Capital Partners, LLC, a Delaware limited liability company and the investment manager; and

General Partner and Administrator refer to Series H of SVOF/MM, LLC, a series of a Delaware limited liability company, the general partner of the Operating Company and an affiliate of our Advisor and administrator of the Holding Company and the Operating Company.

For simplicity, this prospectus supplement uses the term Company, we, us and our to include the Holding Company and, where appropriate in the context, the Operating Company, TCPC Funding and TCPC SBIC on a consolidated basis. For example, (i) although all or substantially all of the net proceeds from the offering will be invested in the Operating Company and all or substantially all of the Holding Company s investments will be made through the Operating Company, this prospectus supplement generally refers to the Holding Company s investments through the Operating Company as investments by the Company, and (ii) although the Operating Company and TCPC Funding and not the Holding Company has entered into the Leverage Program (defined below), this prospectus supplement generally refers to the Operating Company s use of the Leverage Program as borrowings by the Company, in all instances in order to make the operations and investment strategy easier to understand. The Holding Company and the Operating Company have the same investment objective and policies and the assets, liabilities and results of operations of the Holding Company are consolidated with those of the Operating Company as described in the accompanying prospectus under Prospectus Summary—Operating and Regulatory Tax Structure.

On April 2, 2012, we completed a conversion under which TCP Capital Corp. succeeded to the business of Special Value Continuation Fund, LLC and its consolidated subsidiaries, and the members of Special Value Continuation Fund, LLC became stockholders of TCP Capital Corp. In this prospectus supplement, we refer to such transactions as the Conversion. Unless otherwise indicated, the disclosure in this prospectus supplement gives effect to the Conversion.

The Company

We are an externally managed, non-diversified closed-end management investment company that has elected to be regulated as a business development company, or BDC, under the Investment Company Act of 1940, as amended, or the 1940 Act. See the accompanying prospectus under Prospectus Summary— Company History and BDC Conversion. We completed our initial public offering on April 10, 2012. Our investment objective is to achieve high total returns through current income and capital appreciation, with an emphasis on principal protection. We seek to achieve our investment objective primarily through investments in debt securities of middle-market companies, which we typically define as those with enterprise values between $100 million and $1.5 billion. While we primarily focus on privately negotiated investments in debt of middle-market companies,

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we make investments of all kinds and at all levels of the capital structure, including in equity interests such as preferred or common stock and warrants or options received in connection with our debt investments. Our investment activities benefit from what we believe are the competitive advantages of our Advisor, including its diverse in-house skills, proprietary deal flow, and consistent and rigorous investment process focused on established, middle-market companies. We expect to generate returns through a combination of the receipt of contractual interest payments on debt investments and origination and similar fees, and, to a lesser extent, equity appreciation through options, warrants, conversion rights or direct equity investments. There are no material operating differences between us and our predecessor, however, as a BDC we are deemphasizing distressed debt investments, which may adversely affect our investment returns. See the accompanying prospectus under Prospectus Summary— Company History and BDC Conversion.

As described in more detail in the accompanying prospectus under Prospectus Summary—Company History and BDC Conversion, we have no employees of our own and currently our only business and sole asset is the ownership of all of the common limited partner interests of the Operating Company. Our investment activities are externally managed by our Advisor, a leading investment manager with in excess of $7.7 billion in capital commitments from investors (committed capital) under management, approximately 25.4% of which consists of the Holding Company s committed capital under management as of September 30, 2017, and a primary focus on providing financing to middle-market companies as well as small businesses. Additionally, the Holding Company expects that it will continue to seek to qualify as a regulated investment company, or RIC, under Subchapter M of the Internal Revenue Code, or the Code.

On April 22, 2014, TCPC SBIC, a wholly-owned subsidiary of the Operating Company, received a Small Business Investment Company (SBIC) license from the Small Business Administration (SBA). Pursuant to an exemptive order under the 1940 Act, we have been granted exemptive relief from the SEC to permit us to exclude the debt of TCPC SBIC guaranteed by the SBA from our 200% asset coverage test under the 1940 Act. Pursuant to the 200% asset coverage ratio limitation, we are permitted to borrow one dollar for every dollar we have in assets less all liabilities and indebtedness not represented by debt securities issued by us or loans obtained by us. For example, as of September 30, 2017, we had approximately $1,559.6 million in assets less all liabilities and indebtedness not represented by debt securities issued by us or loans obtained by us, which would permit us to borrow up to approximately $1,559.6 million, notwithstanding other limitations on our borrowings pursuant to our Leverage Program.

The exemptive relief provides us with increased flexibility under the 200% asset coverage test by permitting us to borrow up to $150 million more than we would otherwise be able to absent the receipt of this exemptive relief. As a result, we, in effect, will be permitted to have a lower asset coverage ratio than the 200% asset coverage ratio limitation under the 1940 Act and, therefore, we can have more debt outstanding than assets to cover such debt. For example, we will be able to borrow up to $150 million more than the approximately $1,559.6 million permitted under the 200% asset coverage ratio limit as of September 30, 2017. For additional information on SBA regulations that affect our access to SBA-guaranteed debentures, see the accompanying prospectus under Risks — Risks Relating to Our Business — TCPC SBIC is subject to SBA regulations, and any failure to comply with SBA regulations could have an adverse effect on our operations.

The SBIC license allows TCPC SBIC to obtain leverage by issuing SBA-guaranteed debentures, subject to the issuance of a capital commitment by the SBA and other customary procedures. SBA-guaranteed debentures are non-recourse, interest only debentures with interest payable semi-annually and have a ten year maturity. The principal amount of SBA-guaranteed debentures is not required to be paid prior to maturity but may be prepaid at any time without penalty. The interest rate of SBA-guaranteed debentures is fixed on a semi-annual basis at a market-driven spread over U.S. Treasury Notes with 10-year maturities. The SBA, as a creditor, will have a superior claim to TCPC SBIC s assets over our stockholders in the event we liquidate TCPC SBIC or the SBA exercises its remedies under the SBA-guaranteed debentures issued by TCPC SBIC upon an event of default.

Investment Portfolio

At September 30, 2017, our investment portfolio of $1,528.8 million (at fair value) consisted of 97 portfolio companies and was invested 95.7% in debt investments, substantially all of which was in senior secured debt. In aggregate, our investment portfolio was invested 89.7% in senior secured loans, 6.0% in senior secured notes, and 4.3% in equity investments. Our average portfolio company investment at fair value was approximately $15.8 million. Our largest portfolio company investment by value was approximately $45.5 million and our five largest portfolio company investments by value comprised approximately 13.6% of our portfolio at September 30, 2017. See the accompanying prospectus under Prospectus Summary—Investment Strategy for more information.

Recent Developments

From October 1, 2017 through November 3, 2017, the Operating Company has invested approximately $68.1 million primarily in four senior secured loans with a combined effective yield of approximately 10.0%.

On November 2, 2017, the Company s board of directors re-approved the Company Repurchase Plan, to be in effect through the earlier of two trading days after the Company s fourth quarter 2017 earnings release or such time as the approved $50.0 million repurchase amount has been fully utilized, subject to certain conditions.

On November 3, 2017, the Company issued $50 million in aggregate principal amount of 4.125% notes due 2022 for proceeds of approximately $49.1 million, net of underwriter discounts and approximately $0.3 million of expenses related to the offering. The notes are a further issuance to the 2022 Notes (defined below) that the Company issued on August 11, 2017, and are treated as a single series with the existing 2022 Notes under the indenture.

On November 7, 2017, the Company s board of directors declared a fourth quarter regular dividend of $0.36 per share payable on December 29, 2017 to stockholders of record as of the close of business on December 15, 2017.

Determinations of Net Asset Value In Connection with the Offering

The offering price per share of our common stock sold in this offering, less the Agent s commissions or discounts payable by us, will not be less than the net asset value per share of our common stock as determined by a committee of our board of directors within 48 hours of the time of sale. Our board of directors approves the fair value of our portfolio investments on a quarterly basis in connection with the preparation of quarterly financial statements, based on input from our Advisor and the audit committee of our board of directors. In connection with this offering, a committee of our board of directors will determine that we are not selling shares of our common stock at a price per share, after deducting the Agents commissions or discounts, below the then current net asset value of our common stock. Therefore at such times as we are selling shares in this offering, a committee of our board, based on the input of our Advisor and in accordance with valuation procedures adopted by the board of directors, will periodically determine our net asset value on an interim basis between quarterly net asset value determinations. Our valuation procedures provide that our Advisor will give the committee of the board an updated net asset value recommendation, determined based on the net asset value of our common stock most recently disclosed by us in the most recent periodic report that we filed with the SEC and adjusted based on all factors that our Advisor determines to be relevant, including the realization of net gains on the sale of our portfolio investments and our Advisor s assessment of material changes, if any, in the fair value of our portfolio investments since the prior quarterly net asset value determination. Such interim net asset value calculations will occur within 48 hours of a sale of any shares in this offering.

Company Information

Our administrative and executive offices are located at 2951 28th Street, Suite 1000, Santa Monica, CA 90405, and our telephone number is (310) 566-1094. We maintain a website at http://www.tcpcapital.com. Information contained on this website is not incorporated by reference into this prospectus supplement or the accompanying prospectus, and you should not consider information contained on our website to be part of this prospectus supplement or the accompanying prospectus.

Presentation of Historical Financial Information

Unless otherwise indicated, historical references contained in this prospectus supplement and the accompanying prospectus, as applicable, in — Selected Financial Data, Capitalization, Management s Discussion and Analysis of Financial Condition and Results of Operations, Senior Securities and Portfolio Companies relate to the Holding Company and the Operating Company on a consolidated basis.

For further information please see the "Prospectus Summary" in the accompanying prospectus.

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FEES AND EXPENSES

The following table is intended to assist you in understanding the costs and expenses that an investor in our common stock will bear directly or indirectly. The expenses shown in the table under Annual Expenses (excluding incentive compensation payable under the investment management agreement) are based on the assumed sale of shares of our common stock having an aggregate offering price of $50,000,000, and a maximum sales load of 2.00%, pursuant to the equity distribution agreements. **The following table and example should not be considered a representation of our future expenses. Actual expenses may be greater or less than shown.** The following table and example represent our best estimate of the fees and expenses that we expect to incur during the next twelve months. Further, the fees and expenses below are presented on a consolidated basis directly or indirectly to include expenses of the Company and the Operating Company that investors in our common stock will bear.

Stockholder Transaction Expenses:	
Sales Load (as a percentage of offering price)	2.00 %(1)
Offering Expenses (as a percentage of offering price)	0.30 %(2)
Dividend Reinvestment Plan Fees	—(3)
Total Stockholder Transaction Expenses (as a percentage of offering price)	2.30 %
Annual Expenses (as a Percentage of Consolidated Net Assets Attributable to Common Stock)(4):	
Base Management Fees	3.12 %(5)
Incentive Compensation Payable Under the Investment Management Agreement (20% of ordinary income and capital gains)	2.40 %(6)
Interest Payments on Borrowed Funds	4.54 %(7)
Other Expenses (estimated)	0.85 %(8)
Total Annual Expenses	10.91 %

(1) Represents the Agent’s commissions with respect to the shares to be sold by us pursuant to this prospectus supplement and the accompanying prospectus. The Agent will be entitled to compensation of up to 2.00% of the gross proceeds of the sale of any shares of our common stock under the equity distribution agreement, with the exact amount of such compensation to be mutually agreed upon by the Company and the Agent from time to time. There is no guarantee that there will be any sales of our common stock pursuant to this prospectus supplement and the accompanying prospectus.

(2) Amount reflects estimated offering expenses of approximately $150,000.

(3) The expenses of the dividend reinvestment plan are included in other expenses. See Dividend Reinvestment Plan in the SAI.

(4) The consolidated net assets attributable to common stock used to calculate the percentages in this table is our average consolidated net assets attributable to common stock of $838.6 million for the 12 month period ending September 30, 2017.

(5) Base management fees are paid quarterly in arrears. The base management fee of 1.5% is calculated based on the value of our total assets (excluding cash and cash equivalents) at the end of the most recently completed calendar quarter. The percentage shown in the table, which assumes all capital and leverage is invested at the maximum level, is calculated by determining the ratio that the aggregate base management fee bears to our net assets attributable to common stock and not total assets. We make this conversion because all of our interest is indirectly borne by our common stockholders. If we borrow money or issue preferred stock and invest the proceeds other than in cash and cash equivalents, our base management fees will increase. The base management fee for any partial quarter is appropriately prorated. See the accompanying prospectus Management of the Company — Investment Management Agreements.

(6)

Under the investment management agreements and the amended and restated limited partnership agreement of the Operating Company dated April 2, 2012 (the Amended and Restated Limited Partnership Agreement), no incentive compensation was incurred until after January 1, 2013. The incentive compensation has two components, ordinary income and capital gains. Each component is payable quarterly in arrears (or upon termination of our Advisor as the investment manager or the General Partner as of the termination date) and is calculated based on the cumulative return for periods beginning January 1, 2013 and ending on the relevant calculation date.

Each of the two components of incentive compensation is separately subject to a total return limitation. Thus, notwithstanding the following provisions, we are not obligated to pay or distribute any ordinary income incentive compensation or any capital gains incentive compensation if our cumulative total return does not exceed an 8% annual return on daily weighted average contributed common equity. The incentive compensation we would pay is subject to a total return limitation. That is, no incentive compensation is paid if our cumulative annual total return is less than 8% of our average contributed common equity. If our cumulative annual total return is above 8%, the total cumulative incentive compensation we pay is not more than 20% of our cumulative total return, or, if lower, the amount of our cumulative total return that exceeds the 8% annual rate.

Subject to the above limitation, the ordinary income component is the amount, if positive, equal to 20% of the cumulative ordinary income before incentive compensation, less cumulative ordinary income incentive compensation previously paid or distributed.Subject to the above limitation, the capital gains component is the amount, if positive, equal to 20% of the cumulative realized capital gains (computed net of cumulative realized losses and cumulative net unrealized capital depreciation), less cumulative capital gains incentive compensation previously paid or distributed. For assets held on January 1, 2013, capital gain, loss and depreciation are measured on an asset by asset basis against the value thereof as of December 31, 2012. The capital gains component is paid or distributed in full prior to payment or distribution of the ordinary income component.

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(7) Interest Payments on Borrowed Funds represents interest and fees estimated to be accrued on the SVCP Revolver (defined below) and TCPC Funding Facility (defined below) and amortization of debt issuance costs, and assumes the SVCP Revolver and TCPC Funding Facility are fully drawn (subject to asset coverage limitations under the 1940 Act) and that the interest rate on the debt issued (i) under the SVCP Revolver is the rate in effect as of September 30, 2017, which was 3.74% and (ii) under the TCPC Funding Facility is the rate in effect as of September 30, 2017, which was 3.80%. Interest Payments on Borrowed Funds additionally represents interest and fees estimated to be accrued on our $108.0 million in aggregate principal amount of our 5.25% convertible senior unsecured notes due 2019, which bear interest at an annual rate of 5.25%, payable semi-annually, and are convertible into shares of our common stock under certain circumstances, our $140.0 million in aggregate principal amount of our 4.625% convertible senior unsecured notes due 2022, which bear interest at an annual rate of 4.625%, payable semi-annually, and are convertible into shares of our common stock under certain circumstances, our $175.0 million in aggregate principal amount of notes due 2022, which bear interest at an annual rate of 4.125%, payable semi-annually, and our $150.0 million of committed leverage from the SBA, which SBA debentures, once drawn, bear an interim interest rate of LIBOR plus 30 basis points, are non-recourse and may be prepaid at any time without penalty, and assumes that the committed leverage from the SBA is fully drawn. When we borrow money or issue preferred stock, all of our interest and preferred stock dividend payments are indirectly borne by our common stockholders.

(8) Other Expenses includes our estimated overhead expenses, including expenses of our Advisor reimbursable under the investment management agreements and of the Administrator reimbursable under the administration agreement except for certain administration overhead costs which are not currently contemplated to be charged to us. Such expense estimate, other than the Administrator expenses, is based on actual other expenses for the twelve month period ended September 30, 2017.

Example

The following example demonstrates the projected dollar amount of total cumulative expenses (including stockholder transaction expenses and annual expenses) that would be incurred over various periods with respect to a hypothetical investment in our common stock. In calculating the following expense amounts, we have assumed that our annual operating expenses remain at the levels set forth in the table above.

	1 year	**3 years**	**5 years**	**10 years**
You would pay the following expenses on a $1,000 investment, assuming a 5% annual return resulting entirely from net investment income[(1)]	$ 105	$ 260	$ 404	$ 722
You would pay the following expenses on a $1,000 investment, assuming a 5% annual return resulting entirely from net realized capital gains[(2)]	$ 105	$ 260	$ 404	$ 722

(1) All incentive compensation (on both net investment income and net realized gains) is subject to a total return hurdle of 8%. Consequently, no incentive compensation would be incurred in this scenario.

(2) All incentive compensation (on both net investment income and net realized gains) is subject to a total return hurdle of 8%. Consequently, no incentive compensation would be incurred in this scenario. Assumes no unrealized capital depreciation.

While the example assumes, as required by the SEC, a 5% annual return, our performance will vary and may result in a return greater or less than 5%. There is no incentive compensation either on income or on capital gains under our investment management agreements and the Amended and Restated Limited Partnership Agreement assuming a 5% annual return and therefore it is not included in the example. If we achieve sufficient returns on our investments, including through the realization of capital gains, to trigger an incentive compensation of a material amount, our distributions to our common stockholders and our expenses would likely be higher. In addition, while the example assumes reinvestment of all dividends and distributions at net asset value, participants in our dividend reinvestment plan will receive a number of shares of our common stock, determined by dividing the total dollar amount of the dividend or distribution payable to a participant by the market price per share of our common stock at the close of trading on the valuation date for the dividend. See Dividend Reinvestment Plan in the SAI for additional information regarding our dividend reinvestment plan.

Except where the context suggests otherwise, whenever this prospectus supplement or the accompanying prospectus contains a reference to fees or expenses paid by you, the Company, the Holding Company, the Operating Company us, our common stockholders will indirectly bear such fees or expenses, including through the Company s investment in the Operating Company.

This example and the expenses in the table above should not be considered a representation of our future expenses. Actual expenses (including the cost of debt, if any, and other expenses) may be greater or less than those shown.

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SELECTED FINANCIAL DATA

The selected consolidated financial and other data below reflects the consolidated historical operations of the Holding Company and the Operating Company. This consolidated financial and other data is the Holding Company s historical financial and other data. The Operating Company will continue to be the Holding Company s sole investment following the completion of this offering.

The selected consolidated financial data below for the years ended December 31, 2016 and 2015 has been derived from our consolidated financial statements that were audited by Deloitte & Touche LLP, our independent registered public accounting firm. The selected consolidated financial data below for the years ended December 31, 2014, 2013 and 2012 has been derived from our consolidated financial statements that were audited by Ernst & Young LLP, our former independent registered public accounting firm. The selected consolidated financial data at and for the three and nine months ended September 30, 2017 and 2016 have been derived from unaudited financial data, but in the opinion of our management, reflects all adjustments (consisting only of normal recurring adjustments) that are necessary to present fairly the results for such interim periods. Interim results at and for the three and nine months ended September 30, 2017 are not necessarily indicative of the results that may be expected for the year ending December 31, 2017. This selected financial data should be read in conjunction with our financial statements and related notes thereto, Management s Discussion and Analysis of Financial Condition and Results of Operations and Senior Securities included elsewhere in this prospectus supplement.

The historical and future financial information may not be representative of the Company s financial information in future periods.

the Three Months led September 30,		For the Nine Months Ended September 30,		For the Year Ended December 31			
	2016	2017	2016	2016	2015	2014	
,097	$ 38,277,067	$ 127,103,290	$ 105,914,689	$ 145,018,414	$ 142,012,553	$ 100,923,265	$ 6
—	—	16,627	—	—	—	1,968,748	
,457	71,013	223,370	1,496,869	1,571,280	1,352,797	1,334,330	
,381	120,910	1,519,289	1,241,885	1,591,071	3,502,875	2,355,105	
,935	38,468,990	128,862,576	108,653,443	148,180,765	146,868,225	106,581,448	6
,045	6,198,850	23,863,700	17,577,859	25,192,990	18,895,977	9,821,751	
,249	4,816,043	15,624,277	13,976,545	18,881,786	18,593,660	13,646,064	
,910	1,789,040	5,888,661	5,429,882	8,283,156	7,999,070	5,012,257	
,204	12,803,933	45,376,638	36,984,286	52,357,932	45,488,707	28,480,072	1
,731	25,665,057	83,485,938	71,669,157	95,822,833	101,379,518	78,101,376	5
—	—	—	—	569,511	876,706	808,813	

731	25,665,057	83,485,938	71,669,157	95,253,322	100,502,812	77,292,563	5
234)	208,756	(12,507,714)	(3,939,136)	114,502	(22,405,111)	(27,304,578)	
—	—	—	—	—	1,675,000	—	
—	0	—	0	0	(754,140)	(1,438,172)	(
546)	(5,133,010)	(16,697,188)	(14,333,831)	(19,050,665)	(19,949,734)	(14,002,294)	(1
951	$ 20,740,803	$ 54,281,036	$ 53,396,190	$ 76,317,159	$ 59,068,827	$ 34,547,519	$ 4
0.25	$ 0.39	$ 0.96	$ 1.06	$ 1.50	$ 1.21	$ 0.88	$
0.36)	(0.36)	(1.08)	(1.08)	(1.44)	(1.44)	(1.54)	
204	52,736,835	56,390,954	50,245,035	50,948,035	48,863,188	39,395,671	2
487	$ 1,276,429,892	$ 1,528,750,487	$ 1,276,429,892	$ 1,314,969,870	$ 1,182,919,725	$ 1,146,535,886	$ 76
636	165,398,677	113,364,636	165,398,677	72,628,591	60,398,076	59,330,911	3
123	1,441,828,569	1,642,115,123	1,441,828,569	1,387,598,461	1,243,317,801	1,205,866,797	80
107	631,701,662	665,378,107	631,701,662	571,658,862	502,410,321	328,696,830	9
049	23,019,365	99,340,049	23,019,365	25,003,608	18,930,463	11,543,149	2
156	654,721,027	764,718,156	654,721,027	596,662,470	521,340,784	340,239,979	11
—	—	—	—	—	—	134,497,790	13
—	—	—	—	—	—	—	
967	$ 787,107,542	$ 877,396,967	$ 787,107,542	$ 790,935,991	$ 721,977,017	$ 731,129,028	$ 54

97	88	97	88	90	88	84		
,193	$ 146,640,427	$ 652,394,258	$ 379,816,646	$ 587,219,129	$ 500,928,009	$ 669,515,626	$ 47	
,434	$ 108,178,666	$ 434,061,754	$ 294,224,143	$ 473,457,512	$ 456,059,137	$ 266,008,974	$ 23	
11.0 %	11.2 %	11.0 %	11.2 %	10.9 %	10.9 %	10.9 %		

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RISKS

Investing in our common stock involves a high degree of risk. You should carefully consider the risks described below and in the accompanying prospectus on page 19, together with all of the other information included in this prospectus supplement and in the accompanying prospectus, before you decide whether to make an investment in our common stock. The risks set forth below and in the accompanying prospectus are not the only risks we face. If any of the adverse events or conditions described below or in the accompanying prospectus occur, our business, financial condition and results of operations could be materially adversely affected. In such case, our net asset value, or NAV, and the trading price of our common stock could decline, we could reduce or eliminate our dividend and you could lose all or part of your investment.

Our board of directors most recently approved NAV on September 30, 2017 and our NAV when calculated effective December 31, 2017 may be higher or lower.

Our NAV per share most recently approved by our board of directors is $14.92 as of September 30, 2017. Our NAV per share as of the date of this prospectus supplement may be higher or lower than the NAV per share approved or estimated, as applicable, as of September 30, 2017 and December 31, 2017. Our board of directors has not yet approved the fair value of our portfolio investments at any date subsequent to September 30, 2017. Our board of directors approves the fair value of our portfolio investments on a quarterly basis in connection with the preparation of quarterly financial statements and based on input from an independent valuation firm, our Advisor and the audit committee of our board of directors. At such times as we are selling shares in this offering, a committee of our board, based on the input of our Advisor and in accordance with valuation procedures adopted by the board of directors, will periodically determine our net asset value on an interim basis between quarterly net asset value determinations.

If we incur additional leverage, it will increase the risk of investing in shares of our common stock.

The Company has indebtedness pursuant to the Leverage Program and expects, in the future, to borrow additional amounts under the SVCP Revolver and TCPC Funding Facility and may increase the size of the SVCP Revolver and TCPC Funding Facility or enter into other borrowing arrangements. The Company s portfolio must experience an annual return of 1.82% in order to cover annual interest and dividend payments under the Leverage Program as of September 30, 2017.

Illustration. The following table illustrates the effect of leverage on returns from an investment in our common stock assuming various annual returns, net of expenses. The calculations in the table below are hypothetical and actual returns may be higher or lower than those appearing below. The calculation is based on our level of leverage at September 30, 2017, which represented borrowings equal to 41.0% of our total assets. On such date, we also had $1,642.1 million in total assets; $1,528.8 million in total investments; an average cost of funds of 4.12%; $673.8 million aggregate principal amount of debt outstanding; and $877.4 million of total net assets. In order to compute the Corresponding Return to Common Stockholders, the Assumed Return on Portfolio (Net of Expenses Other than Interest) is multiplied by the total value of our investment portfolio at September 30, 2017 to obtain an assumed return to us. From this amount, interest expense multiplied the combined rate of interest of 4.12% by the $673.8 million of debt is subtracted to determine the return available to stockholders. The return available to stockholders is then divided by the total value of our net assets at September 30, 2017 to determine the Corresponding Return to Common Stockholders. Actual interest payments may vary.

Assumed Return on Portfolio (Net of Expenses Other than Interest)	**-10.00%**	**-5.00%**	**0.00%**	**5.00%**	**10.00%**
Corresponding Return to Common Stockholders	-20.59 %	-11.88 %	-3.16 %	5.55 %	14.26 %

The assumed portfolio return in the table is based on SEC regulations and is not a prediction of, and does not represent, our projected or actual performance. The table also assumes that we will maintain a constant level of leverage. The amount of leverage that we use will vary from time to time.

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Changes in laws or regulations related to U.S. federal income taxation could affect us or the holders of our common stock.

The United States Congress is currently debating the Tax Cuts and Jobs Act (Proposed Legislation) which, if ratified and signed into law, could materially impact the U.S. federal taxation of us or a holder of our stock, possibly with retroactive effect. We are unable to predict when, if, or which sections of the Proposed Legislation will become law. Even if none of the Proposed Legislation becomes law, Congress could ratify, and the president could sign into law, other pieces of legislation that could materially impact the U.S. federal taxation of us or a holder of our stock, possibly with retroactive effect. Investors should consult with their tax advisors as to the consequences of the Proposed Legislation and any current and future enacted or proposed legislation.

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USE OF PROCEEDS

Sales of our common stock, if any, under this prospectus supplement and the accompanying prospectus may be made in negotiated transactions or transactions that are deemed to be at the market offerings, including sales made directly on the NASDAQ Global Select Market (Nasdaq) or sales made to or through a market maker other than on an exchange. There is no guarantee that there will be any sales of our common stock pursuant to this prospectus supplement and the accompanying prospectus. Actual sales, if any, of our common stock under this prospectus supplement and the accompanying prospectus may be less than as set forth in this paragraph depending on, among other things, the market price of our common stock and the net asset value per share of our common stock at the time of any such sale. As a result, the actual net proceeds we receive may be more or less than the amount of net proceeds estimated in this prospectus supplement. However, the offering price per share of our common stock offered by this prospectus supplement and the accompanying prospectus, less the Agent s commissions and discounts payable by us, will not be less than the net asset value per share of our common stock at the time we sell common stock pursuant to this offering. Assuming the sale of shares of common stock having an aggregate offering price of $50,000,000, pursuant to this prospectus supplement and the accompanying prospectus, we estimate that the net proceeds would be approximately $48.9 million after deducting the Agent s estimated commissions and our estimated offering expenses.

We intend to use the net proceeds from this offering to repay amounts outstanding under the SVCP Revolver and the TCPC Funding Facility, (which will increase the funds under the SVCP Revolver and the TCPC Funding Facility available to us to make additional investments in portfolio companies in accordance with our investment objective) and for other general corporate purposes. We anticipate that substantially all of such remainder of the net proceeds of this offering will be invested in accordance with our investment objective within six to twelve months following completion of this offering, depending on the availability of appropriate investment opportunities consistent with our investment objective and market conditions. We cannot assure you that we will achieve our targeted investment pace.

As of November 27, 2017, we had $60.0 million outstanding under the SVCP Revolver, with advances generally bearing interest at LIBOR plus 2.50% per annum, subject to certain limitations. The SVCP Revolver matures July 31, 2018, subject to extension by the lender at our request.

As of November 27, 2017, we had $175.0 million outstanding under the TCPC Funding Facility, with advances generally bearing interest at LIBOR plus either 2.25% or 2.50% per annum, subject to certain limitations. The TCPC Funding Facility matures on April 26, 2021, subject to extension by the lender at our request.

Pending investments in portfolio companies by the Company, the Company will invest the remaining net proceeds of an offering primarily in cash, cash equivalents, U.S. Government securities and other high-quality debt investments that mature in one year or less. These securities may have lower yields than our other investments and accordingly may result in lower distributions, if any, during such period. See Regulation — Temporary Investments and Management of the Company — Investment Management Agreements in the accompanying prospectus.

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SENIOR SECURITIES

Information about our senior securities is shown in the following table as of the end of each fiscal year ended since the Company commenced operations. The senior securities table below has been audited by Deloitte & Touche LLP, our independent registered public accounting firm, for the fiscal years ending December 31, 2016 and 2015 and by Ernst & Young LLP, our former independent registered public accounting firm, for each prior fiscal year.

Class and Year	Total Amount Outstanding[4]	Asset Coverage Per Unit[5]	Involuntary Liquidating Preference Per Unit[6]	Average Market Value Per Unit[7]
SVCP Facility[1]				
Fiscal Year 2017 (as of September 30, 2017, unaudited)	$ 30,000	$ 6,397	$ —	N/A
Fiscal Year 2016	100,500	4,056	—	N/A
Fiscal Year 2015	124,500	3,076	—	N/A
Fiscal Year 2014	70,000	5,356	—	N/A
Fiscal Year 2013	45,000	8,176	—	N/A
Fiscal Year 2012	74,000	7,077	—	N/A
Fiscal Year 2011	29,000	13,803	—	N/A
Fiscal Year 2010	50,000	8,958	—	N/A
Fiscal Year 2009	75,000	5,893	—	N/A
Fiscal Year 2008	34,000	10,525	—	N/A
Fiscal Year 2007	207,000	3,534	—	N/A
Preferred Interests[2]				
Fiscal Year 2017 (as of September 30, 2017, unaudited)	N/A	N/A	N/A	N/A
Fiscal Year 2016	N/A	N/A	N/A	N/A
Fiscal Year 2015	N/A	N/A	N/A	N/A
Fiscal Year 2014	$ 134,000	$ 51,592	$ 20,074	N/A
Fiscal Year 2013	134,000	68,125	20,075	N/A
Fiscal Year 2012	134,000	50,475	20,079	N/A
Fiscal Year 2011	134,000	49,251	20,070	N/A
Fiscal Year 2010	134,000	48,770	20,056	N/A
Fiscal Year 2009	134,000	42,350	20,055	N/A
Fiscal Year 2008	134,000	42,343	20,175	N/A
Fiscal Year 2007	134,000	43,443	20,289	N/A
TCPC Funding Facility[3]				
Fiscal Year 2017 (as of September 30, 2017, unaudited)	$ 200,000	$ 6,397	$ —	N/A
Fiscal Year 2016	175,000	4,056	—	N/A
Fiscal Year 2015	229,000	3,076	—	N/A
Fiscal Year 2014	125,000	5,356	—	N/A

Fiscal Year 2013		50,000		8,176		—	N/A
SBA Debentures							
Fiscal Year 2017 (as of September 30, 2017, unaudited)	$	75,000	$	6,397	$	—	N/A
Fiscal Year 2016		61,000		4,056		—	N/A
Fiscal Year 2015		42,800		3,076		—	N/A
Fiscal Year 2014		28,000		5,356		—	N/A
2019 Convertible Notes							
Fiscal Year 2017 (as of September 30, 2017, unaudited)	$	108,000	$	2,455	$	—	N/A
Fiscal Year 2016		108,000		2,352		—	N/A
Fiscal Year 2015		108,000		2,429		—	N/A
Fiscal Year 2014		108,000		3,617		—	N/A
2022 Convertible Notes							
Fiscal Year 2017 (as of September 30, 2017, unaudited)	$	140,000	$	2,455	$	—	N/A
Fiscal Year 2016		140,000		2,352		—	N/A
2022 Notes							
Fiscal Year 2017 (as of September 30, 2017, unaudited)	$	125,000	$	2,455	$	—	N/A

(1) The Operating Company entered into a fully drawn senior secured term loan, which was fully repaid on August 9, 2017 and the SVCP Revolver, pursuant to which amounts may currently be drawn up to $116.0 million (together, the SVCP Facility). The SVCP Facility matures July 31, 2018, subject to extension by the lender at our request.
(2) We repurchased and retired the remaining Preferred Interests on September 3, 2015.
(3) TCPC Funding entered into the TCPC Funding Facility, pursuant to which amounts may currently be drawn up to $350 million. The TCPC Funding Facility matures on April 26, 2021, subject to extension by the lender at our request.
(4) Total amount of each class of senior securities outstanding at the end of the period presented (in 000's).
(5) The asset coverage ratio for a class of senior securities representing indebtedness is calculated as our consolidated total assets, less all liabilities and indebtedness not represented by senior securities, divided by senior securities representing indebtedness. For the SVCP Facility and TCPC Funding Facility, the asset coverage ratio with respect to indebtedness is multiplied by $1,000 to determine the Asset Coverage Per Unit.
(6) The amount to which such class of senior security would be entitled upon the voluntary liquidation of the issuer in preference to any security junior to it. The — in this column indicates that the SEC expressly does not require this information to be disclosed for certain types of senior securities.
(7) Not applicable because our senior securities are not registered for public trading.

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CAPITALIZATION

The following table sets forth our actual capitalization at September 30, 2017. You should read this table together with Use of Proceeds described in this prospectus supplement and our most recent balance sheet included elsewhere in this prospectus supplement or the accompanying prospectus.

	As of September 30, 2017 Actual
Assets:	
Cash and cash equivalents	$ 71,929,885
Investments	1,528,750,487
Other assets	41,434,751
Total assets	$ 1,642,115,123
Liabilities:	
SVCP Revolver	$ 30,000,000
2019 Convertible Notes ($108 million par)	106,893,357
2022 Convertible Notes ($140 million par)	137,266,488
2022 Notes ($125 million par)	124,635,706
TCPC Funding Facility	200,000,000
SBA Debentures	75,000,000
Unamortized debt issuance costs	(8,417,444)
Other liabilities	99,340,049
Total liabilities	$ 764,718,156
Stockholders' equity:	
Common stock, par value $0.001 per share; 200,000,000 shares of common stock authorized; 58,792,364 common stock issued and outstanding, actual	58,792
Paid-in capital in excess of par	1,038,026,254
Accumulated net investment income	17,896,625
Accumulated net realized losses	(146,500,724)
Accumulated net unrealized depreciation	(32,083,980)
Non-controlling interest	—
Net assets applicable to common shareholders	$ 877,396,967
Total capitalization	$ 1,642,115,123

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PRICE RANGE OF COMMON STOCK

Our common stock began trading on April 5, 2012 and is currently traded on The Nasdaq Global Select Market under the symbol TCPC. The following table lists the high and low closing sale price for our common stock, the closing sale price as a premium (discount) to net asset value, or NAV, and quarterly distributions per share for the last two completed fiscal years and each quarter since the beginning of the current fiscal year.

	NAV(1)	Stock Price High(2)	Stock Price Low(2)	Premium (Discount) of High Sales Price to NAV(3)	Premium (Discount) of Low Sales Price to NAV(3)	Declared Distributions
Fiscal year ended December 31, 2015						
First Quarter	$ 15.03	$ 16.91	$ 15.22	12.5 %	1.3 %	$ 0.36
Second Quarter	$ 15.10	$ 16.49	$ 15.29	9.2 %	1.3 %	$ 0.36
Third Quarter	$ 15.10	$ 15.87	$ 13.50	5.1 %	(10.6)%	$ 0.36
Fourth Quarter	$ 14.78	$ 15.40	$ 13.80	4.2 %	(6.6)%	$ 0.36
Fiscal year ended December 31, 2016						
First Quarter	$ 14.66	$ 14.91	$ 12.36	1.7 %	(15.7)%	$ 0.36
Second Quarter	$ 14.74	$ 15.28	$ 14.21	3.7 %	(3.6)%	$ 0.36
Third Quarter	$ 14.84	$ 16.68	$ 15.35	12.4 %	3.4 %	$ 0.36
Fourth Quarter	$ 14.91	$ 17.11	$ 15.49	14.8 %	3.9 %	$ 0.36
Fiscal year ended December 31, 2017						
First Quarter	$ 14.92	$ 17.42	$ 16.36	16.8 %	9.7 %	$ 0.36
Second Quarter	$ 15.04	$ 17.42	$ 16.48	15.8 %	9.6 %	$ 0.36
Third Quarter	$ 14.92	$ 16.95	$ 15.74	13.6 %	5.5 %	$ 0.36
Fourth Quarter (through November 27, 2017)	$ (4)	$ 16.69	$ 15.72	%(4)	%(4)	$ 0.36

(1) NAV per share is determined as of the last day in the relevant quarter and therefore may not reflect the NAV per share on the date of the high and low sales prices. The NAVs shown are based on outstanding shares at the end of each period.
(2) The High/Low Stock Price is calculated as of the closing price on a given day in the applicable quarter.
(3) Calculated as the respective High/Low Stock Price minus the quarter end NAV, divided by the quarter end NAV.
(4) NAV has not yet been determined.

On November 27, 2017, the closing price of our common stock was $16.04 per share. As of November 27, 2017, we had 29 stockholders of record.

The table below sets forth each class of our outstanding securities as of November 27, 2017.

Title of Class	Amount Authorized	Amount Held by Registrant or for its Account	Amount Outstanding

Common Stock	200,000,000	—	58,792,364

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MANAGEMENT’S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The information contained in this section should be read in conjunction with the selected financial data appearing elsewhere in this prospectus supplement and the accompanying prospectus and our consolidated financial statements and related notes thereto appearing elsewhere in this prospectus supplement and the accompanying prospectus.

Overview

The Holding Company is a Delaware corporation formed on April 2, 2012 and is an externally managed, closed-end, non-diversified management investment company. The Holding Company was formed through the conversion of a pre-existing closed-end investment company. The Holding Company elected to be treated as a business development company (BDC) under the Investment Company Act of 1940, as amended (the 1940 Act). Our investment objective is to seek to achieve high total returns through current income and capital appreciation, with an emphasis on principal protection. We invest primarily in the debt of middle-market companies as well as small businesses, including senior secured loans, junior loans, mezzanine debt and bonds. Such investments may include an equity component, and, to a lesser extent, we may make equity investments directly. Investment operations are conducted either in Special Value Continuation Partners, LP, a Delaware Limited Partnership (the Operating Company), of which the Holding Company owns 100% of the common limited partner interests, or in one of the Operating Company s wholly-owned subsidiaries, TCPC Funding I, LLC (TCPC Funding) and TCPC SBIC, LP (the SBIC). The Operating Company has also elected to be treated as a BDC under the 1940 Act. The General Partner of the Operating Company is Series H of SVOF/MM, LLC (SVOF/MM), which also serves as the administrator (the Administrator) of the Holding Company and the Operating Company. The managing member of SVOF/MM is Tennenbaum Capital Partners, LLC (the Advisor), which serves as the investment manager to the Holding Company, the Operating Company, TCPC Funding, and the SBIC. The equity interests in the General Partner are owned directly by the Advisor. The SBIC was organized as a Delaware limited partnership in June 2013. On April 22, 2014, the SBIC received a license from the United States Small Business Administration (the SBA) to operate as a small business investment company under the provisions of Section 301(c) of the Small Business Investment Act of 1958.

The Holding Company has elected to be treated as a regulated investment company (RIC) for U.S. federal income tax purposes. As a RIC, the Holding Company will not be taxed on its income to the extent that it distributes such income each year and satisfies other applicable income tax requirements. The Operating Company, TCPC Funding, and the SBIC have elected to be treated as partnerships for U.S. federal income tax purposes.

Our leverage program is comprised of $116.0 million in available debt under a senior secured revolving credit facility issued by the Operating Company (the SVCP Revolver), $350.0 million in available debt under a senior secured revolving credit facility issued by TCPC Funding (the TCPC Funding Facility), $108.0 million in convertible senior unsecured notes issued by the Holding Company maturing in 2019 (the 2019 Convertible Notes), $140.0 million in convertible senior unsecured notes issued by the Holding Company maturing in 2022 (the 2022 Convertible Notes), $125.0 million in senior unsecured notes issued by the Holding Company maturing in 2022 (the 2022 Notes) and $150.0 million in committed leverage from the SBA (the SBA Program and, together with the SVCP Revolver, the TCPC Funding Facility, the 2019 Convertible Notes, the 2022 Convertible Notes and the 2022 Notes, the Leverage Program).

To qualify as a RIC, we must, among other things, meet certain source-of-income and asset diversification requirements and timely distribute to our stockholders generally at least 90% of our investment company taxable income, as defined by the Internal Revenue Code of 1986, as amended (the Code), for each year. Pursuant to this election, we generally will not have to pay corporate level taxes on any income that we distribute to our stockholders provided that we satisfy those requirements.

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Investments

Our level of investment activity can and does vary substantially from period to period depending on many factors, including the amount of debt and equity capital available to middle-market companies, the level of merger and acquisition activity, the general economic environment and the competitive environment for the types of investments we make.

As a BDC, we are required to comply with certain regulatory requirements. For instance, we generally have to invest at least 70% of our total assets in qualifying assets, including securities and indebtedness of private U.S. companies, public U.S. operating companies whose securities are not listed on a national securities exchange or registered under the Securities Exchange Act of 1934, as amended, public domestic operating companies having a market capitalization of less than $250.0 million, cash, cash equivalents, U.S. government securities and high-quality debt investments that mature in one year or less. We are also permitted to make certain follow-on investments in companies that were eligible portfolio companies at the time of initial investment but that no longer meet the definition. As of September 30, 2017, 87.4% of our total assets were invested in qualifying assets.

Revenues

We generate revenues primarily in the form of interest on the debt we hold. We also generate revenue from dividends on our equity interests, capital gains on the disposition of investments, and certain lease, fee, and other income. Our investments in fixed income instruments generally have an expected maturity of three to five years, although we have no lower or upper constraint on maturity. Interest on our debt investments is generally payable quarterly or semi-annually. Payments of principal of our debt investments may be amortized over the stated term of the investment, deferred for several years or due entirely at maturity. In some cases, our debt investments and preferred stock investments may defer payments of cash interest or dividends or PIK. Any outstanding principal amount of our debt investments and any accrued but unpaid interest will generally become due at the maturity date. In addition, we may generate revenue in the form of prepayment fees, commitment, origination, structuring or due diligence fees, end-of-term or exit fees, fees for providing significant managerial assistance, consulting fees and other investment related income.

Expenses

Our primary operating expenses include the payment of a base management fee and, depending on our operating results, incentive compensation, expenses reimbursable under the management agreement, administration fees and the allocable portion of overhead under the administration agreement. The base management fee and incentive compensation remunerates the Advisor for work in identifying, evaluating, negotiating, closing and monitoring our investments. Our administration agreement with Series H of SVOF/MM, LLC (the Administrator) provides that the Administrator may be reimbursed for costs and expenses incurred by the Administrator for office space rental, office equipment and utilities allocable to us under the administration agreement, as well as any costs and expenses incurred by the Administrator or its affiliates relating to any non-investment advisory, administrative or operating services provided by the Administrator or its affiliates to us. We also bear all other costs and expenses of our operations and transactions (and the Holding Company s common stockholders indirectly bear all of the costs and expenses of the Holding Company, the Operating Company, TCPC Funding and the SBIC), which may include those relating to:

- our organization;
- calculating our net asset value (including the cost and expenses of any independent valuation firms);
- interest payable on debt, if any, incurred to finance our investments;
- costs of future offerings of our common stock and other securities, if any;
- the base management fee and any incentive compensation;

- dividends and distributions on our preferred shares, if any, and common shares;
- administration fees payable under the administration agreement;
- fees payable to third parties relating to, or associated with, making investments;
- transfer agent and custodial fees;

- registration fees;
- listing fees;
- taxes;
- director fees and expenses;
- costs of preparing and filing reports or other documents with the SEC;
- costs of any reports, proxy statements or other notices to our stockholders, including printing costs;
- our fidelity bond;
- directors and officers/errors and omissions liability insurance, and any other insurance premiums;
- indemnification payments;
- direct costs and expenses of administration, including audit and legal costs; and
- all other expenses reasonably incurred by us and the Administrator in connection with administering our business, such as the allocable portion of overhead under the administration agreement, including rent and other allocable portions of the cost of certain of our officers and their respective staffs.

The investment management agreement provides that the base management fee be calculated at an annual rate of 1.5% of our total assets (excluding cash and cash equivalents) payable quarterly in arrears. For purposes of calculating the base management fee, total assets is determined without deduction for any borrowings or other liabilities. The base management fee is calculated based on the value of our total assets (excluding cash and cash equivalents) at the end of the most recently completed calendar quarter.

Additionally, the investment management agreement and the Amended and Restated Limited Partnership Agreement provide that the Advisor or its affiliates may be entitled to incentive compensation under certain circumstances. According to the terms of such agreements, no incentive compensation was incurred prior to January 1, 2013. Beginning January 1, 2013, the incentive compensation equals the sum of (1) 20% of all ordinary income since January 1, 2013 and (2) 20% of all net realized capital gains (net of any net unrealized capital depreciation) since January 1, 2013, with each component being subject to a total return requirement of 8% of contributed common equity annually. The incentive compensation is payable to the General Partner by the Operating Company pursuant to the Amended and Restated Limited Partnership Agreement. If the Operating Company is terminated or for any other reason incentive compensation is not paid by the Operating Company, it would be paid pursuant to the investment management agreement between us and the Advisor. The determination of incentive compensation is subject to limitations under the 1940 Act and the Advisers Act.

Critical accounting policies

Our discussion and analysis of our financial condition and results of operations are based upon our financial statements, which have been prepared in accordance with GAAP. The preparation of these financial statements requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities, revenues and expenses. Changes in the economic environment, financial markets and any other parameters used in determining such estimates could cause actual results to differ. Management considers the following critical accounting policies important to understanding the financial statements. In addition to the discussion below, our critical accounting policies are further described in the notes to our financial statements.

Valuation of portfolio investments

We value our portfolio investments at fair value based upon the principles and methods of valuation set forth in policies adopted by our board of directors. Fair value is defined as the price that would be received to sell an asset in an orderly transaction between market participants at the measurement date. Market participants are buyers and sellers in the principal (or most advantageous) market for the asset that (i) are independent of us, (ii) are knowledgeable, having a reasonable understanding about the asset based on all available information (including information that might be obtained through due diligence efforts that are usual and customary), (iii) are able to transact for the asset, and (iv) are willing to transact for the asset or liability (that is, they are motivated but not forced or otherwise compelled to do so).

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Investments for which market quotations are readily available are valued at such market quotations unless the quotations are deemed not to represent fair value. We generally obtain market quotations from recognized exchanges, market quotation systems, independent pricing services or one or more broker-dealers or market makers. However, short term debt investments with remaining maturities within 60 days are generally valued at amortized cost, when we reasonably determine that such amortized cost approximates fair value. Debt and equity securities for which market quotations are not readily available, which is the case for many of our investments, or for which market quotations are deemed not to represent fair value, are valued at fair value using a consistently applied valuation process in accordance with our documented valuation policy that has been reviewed and approved by our board of directors, who also approve in good faith the valuation of such securities as of the end of each quarter. Due to the inherent uncertainty and subjectivity of determining the fair value of investments that do not have a readily available market value, the fair value of our investments may differ significantly from the values that would have been used had a readily available market value existed for such investments and may differ materially from the values that we may ultimately realize. In addition, changes in the market environment and other events may have differing impacts on the market quotations used to value some of our investments than on the fair values of our investments for which market quotations are not readily available. Market quotations may be deemed not to represent fair value in certain circumstances where we believe that facts and circumstances applicable to an issuer, a seller or purchaser, or the market for a particular security cause current market quotations to not reflect the fair value of the security. Examples of these events could include cases where a security trades infrequently causing a quoted purchase or sale price to become stale, where there is a forced sale by a distressed seller, where market quotations vary substantially among market makers, or where there is a wide bid-ask spread or significant increase in the bid-ask spread.

The valuation process approved by our board of directors with respect to investments for which market quotations are not readily available or for which market quotations are deemed not to represent fair value is as follows:

- The investment professionals of the Advisor provide recent portfolio company financial statements and other reporting materials to independent valuation firms approved by our board of directors.
- Such firms evaluate this information along with relevant observable market data to conduct independent appraisals each quarter, and their preliminary valuation conclusions are documented and discussed with senior management of the Advisor.
- The fair value of smaller investments comprising in the aggregate less than 5% of our total capitalization may be determined by the Advisor in good faith in accordance with our valuation policy without the employment of an independent valuation firm.
- The audit committee of the board of directors discusses the valuations, and the board of directors approves the fair value of the investments in our portfolio in good faith based on the input of the Advisor, the respective independent valuation firms (to the extent applicable) and the audit committee of the board of directors.

Those investments for which market quotations are not readily available or for which market quotations are deemed not to represent fair value are valued utilizing a market approach, an income approach, or both approaches, as appropriate. The market approach uses prices and other relevant information generated by market transactions involving identical or comparable assets or liabilities (including a business). The income approach uses valuation techniques to convert future amounts (for example, cash flows or earnings) to a single present amount (discounted). The measurement is based on the value indicated by current market expectations about those future amounts. In following these approaches, the types of factors that we may take into account in determining the fair value of our investments include, as relevant and among other factors: available current market data, including relevant and applicable market trading and transaction comparables, applicable market yields and multiples, security covenants, call protection provisions, information rights, the nature and realizable value of any collateral, the portfolio company s ability to make payments, its earnings and discounted cash flows, the markets in which the portfolio company does business, comparisons of financial ratios of peer companies that are public, merger and acquisition comparables, our principal market (as the reporting entity) and enterprise values.

When valuing all of our investments, we strive to maximize the use of observable inputs and minimize the use of unobservable inputs. Inputs refer broadly to the assumptions that market participants would use in pricing

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an asset, including assumptions about risk. Inputs may be observable or unobservable. Observable inputs are inputs that reflect the assumptions market participants would use in pricing an asset or liability developed based on market data obtained from sources independent of us. Unobservable inputs are inputs that reflect our assumptions about the assumptions market participants would use in pricing an asset or liability developed based on the best information available in the circumstances.

Our investments may be categorized based on the types of inputs used in their valuation. The level in the GAAP valuation hierarchy in which an investment falls is based on the lowest level input that is significant to the valuation of the investment in its entirety. Investments are classified by GAAP into the three broad levels as follows:

Level 1 — Investments valued using unadjusted quoted prices in active markets for identical assets.

Level 2 — Investments valued using other unadjusted observable market inputs, e.g. quoted prices in markets that are not active or quotes for comparable instruments.

Level 3 — Investments that are valued using quotes and other observable market data to the extent available, but which also take into consideration one or more unobservable inputs that are significant to the valuation taken as a whole.

As of September 30, 2017, less than 0.1% of our investments were categorized as Level 1, 9.9% were categorized as Level 2, 89.9% were Level 3 investments valued based on valuations by independent third party sources, and 0.1% were Level 3 investments valued based on valuations by the Advisor.

As of December 31, 2016, none of our investments were categorized as Level 1, 8.4% were categorized as Level 2, 91.5% were Level 3 investments valued based on valuations by independent third party sources, and 0.1% were Level 3 investments valued based on valuations by the Advisor.

Determination of fair value involves subjective judgments and estimates. Accordingly, the notes to our consolidated financial statements express the uncertainty with respect to the possible effect of such valuations, and any change in such valuations, on the financial statements.

Revenue recognition

Interest and dividend income, including income paid in kind, is recorded on an accrual basis. Origination, structuring, closing, commitment and other upfront fees, including original issue discounts, earned with respect to capital commitments are generally amortized or accreted into interest income over the life of the respective debt investment, as are end-of-term or exit fees receivable upon repayment of a debt investment. Other fees, including certain amendment fees, prepayment fees and commitment fees on broken deals, are recognized as earned. Prepayment fees and similar income due upon the early repayment of a loan or debt security are recognized when earned and are included in interest income.

Certain of our debt investments are purchased at a discount to par as a result of the underlying credit risks and financial results of the issuer, as well as general market factors that influence the financial markets as a whole. Discounts on the acquisition of corporate bonds are generally amortized using the effective-interest or constant-yield method assuming there are no questions as to collectability. When principal payments on a loan are received in an amount in excess of the loan s amortized cost, the excess principal payments are recorded as interest income.

Net realized gains or losses and net change in unrealized appreciation or depreciation

We measure realized gains or losses by the difference between the net proceeds from the repayment or sale and the amortized cost basis of the investment, without regard to unrealized appreciation or depreciation previously recognized. Realized gains and losses are computed using the specific identification method. Net change in unrealized appreciation or depreciation reflects the change in portfolio investment values during the reporting period, including the reversal of previously recorded unrealized appreciation or depreciation when gains or losses are realized.

Portfolio and investment activity

During the three months ended September 30, 2017, we invested approximately $245.7 million, comprised of new investments in nine new and seven existing portfolio companies, as well as draws made on existing commitments and PIK received on prior investments. Of these investments, 97.6% were in senior secured debt

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comprised of senior secured loans ($236.3 million, or 96.2% of total acquisitions) and senior secured notes ($3.4 million, or 1.4% of total acquisitions). The remaining $6.0 million (2.4% of total acquisitions) were comprised of equity investments including $2.8 million in equity interests in two portfolios of debt and lease assets and warrants received in connection with a debt investment. Additionally, we received approximately $158.1 million in proceeds from sales or repayments of investments during the three months ended September 30, 2017.

During the three months ended September 30, 2016, we invested approximately $146.6 million, comprised of new investments in eight new and five existing portfolio companies, as well as draws made on existing commitments and PIK received on prior investments. Of these investments, 96.2% were in senior secured debt comprised of senior secured loans ($133.4 million, or 91.0% of total acquisitions) and senior secured notes ($7.7 million, or 5.2% of total acquisitions). The remaining $5.5 million (3.8% of total acquisitions) were comprised of equity interests in two portfolios of debt and lease assets. Additionally, we received approximately $108.2 million in proceeds from sales or repayments of investments during the three months ended September 30, 2016.

During the nine months ended September 30, 2017, we invested approximately $652.4 million, comprised of new investments in 22 new and 17 existing portfolio companies, as well as draws made on existing commitments and PIK received on prior investments. Of these investments, 97.2% were in senior secured debt comprised of senior secured loans ($613.5 million, or 94.0% of total acquisitions) and senior secured notes ($20.8 million, or 3.2% of total acquisitions). The remaining $18.1 million (2.8% of total acquisitions) were comprised of equity investments including $13.9 million in equity interests in two portfolios of debt and lease assets, and warrants received in connection with five debt investments. Additionally, we received approximately $434.1 million in proceeds from sales or repayments of investments during the nine months ended September 30, 2017.

During the nine months ended September 30, 2016, we invested approximately $379.8 million, comprised of new investments in 17 new and 11 existing portfolio companies, as well as draws made on existing commitments and PIK received on prior investments. Of these investments, 95.1% were in senior secured debt comprised of senior secured loans ($313.7 million, or 82.6% of total acquisitions) and senior secured notes ($47.3 million, or 12.5% of total acquisitions). The remaining $18.7 million (4.9% of total acquisitions) were comprised of $17.8 million in equity interests in two portfolios of debt and lease assets, as well as $0.9 million in two warrant positions received in connection with debt investments. Additionally, we received approximately $294.2 million in proceeds from sales or repayments of investments during the nine months ended September 30, 2016.

At September 30, 2017, our investment portfolio of $1,528.8 million (at fair value) consisted of 97 portfolio companies and was invested 95.7% in debt investments, substantially all of which was in senior secured debt. In aggregate, our investment portfolio was invested 89.7% in senior secured loans, 6.0% in senior secured notes and 4.3% in equity investments. Our average portfolio company investment at fair value was approximately $15.8 million. Our largest portfolio company investment by value was approximately $45.5 million and our five largest portfolio company investments by value comprised approximately 13.6% of our portfolio at September 30, 2017.

At December 31, 2016, our investment portfolio of $1,315.0 million (at fair value) consisted of 90 portfolio companies and was invested 95.0% in debt investments, substantially all of which was in senior secured debt. In aggregate, our investment portfolio was invested 83.7% in senior secured loans, 11.3% in senior secured notes and 5.0% in equity investments. Our average portfolio company investment at fair value was approximately $14.6 million. Our largest portfolio company investment by value was approximately $46.2 million and our five largest portfolio company investments by value comprised approximately 14.1% of our portfolio at December 31, 2016.

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The industry composition of our portfolio at fair value at September 30, 2017 was as follows:

Industry	Percent of Total Investments	
Software Publishing	16.4	%
Computer Systems Design and Related Services	8.6	%
Data Processing and Hosting Services	5.2	%
Credit (Nondepository)	5.1	%
Air Transportation	3.6	%
Advertising, Public Relations and Marketing	3.6	%
Business Support Services	3.5	%
Lessors of Nonfinancial Licenses	3.2	%
Management, Scientific, and Technical Consulting Services	3.1	%
Hospitals	2.9	%
Pharmaceuticals	2.8	%
Scientific Research and Development Services	2.7	%
Credit Related Activities	2.6	%
Chemicals	2.5	%
Other Real Estate Activities	2.5	%
Insurance	2.4	%
Equipment Leasing	2.0	%
Other Telecommunications	2.0	%
Utility System Construction	1.9	%
Other Information Services	1.9	%
Other Publishing	1.9	%
Textile Furnishings Mills	1.8	%
Other Manufacturing	1.7	%
Amusement and Recreation	1.6	%
Wholesalers	1.4	%
Real Estate Leasing	1.2	%
Apparel Manufacturing	1.2	%
Financial Investment Activities	1.1	%
Restaurants	1.0	%
Retail	1.0	%
Educational Support Services	0.9	%
Building Equipment Contractors	0.9	%
Communications Equipment Manufacturing	0.9	%
Other	4.9	%
Total	**100.0**	**%**

The weighted average effective yield of the debt securities in our portfolio was 10.95% at September 30, 2017 and 10.92% at December 31, 2016. At September 30, 2017, 88.8% of debt investments in our portfolio bore interest based on floating rates, such as LIBOR, EURIBOR, the Federal Funds Rate or the Prime Rate, and 11.2% bore interest at fixed rates. The percentage of floating rate debt investments in our portfolio that bore interest based on an interest rate floor was 81.3% at September 30, 2017. At December 31, 2016, 80.5% of debt investments in our portfolio bore interest based on floating rates, such as LIBOR, EURIBOR, the Federal Funds Rate or the Prime Rate, and 19.5% bore interest at fixed rates. The percentage of floating rate debt investments in our portfolio that bore interest based on an interest rate floor was 77.0% at December 31, 2016.

Results of operations

Investment income

Investment income totaled $43.3 million and $38.5 million, respectively, for the three months ended September 30, 2017 and 2016, of which $42.3 million and $38.3 million were attributable to interest and fees on our debt investments, $0.1 million and $0.1 million to lease income and $0.9 million and $0.1 million to other income, respectively. Included in interest and fees on our debt investments were $1.8 million and $3.0 million of income related to prepayments for the three months ended September 30, 2017 and 2016, respectively. The increase in investment income in the three months ended September 30, 2017 compared to the three months ended September 30, 2016 reflects an an increase in interest income due to the larger portfolio size during the three months ended September 30, 2017 compared to the three months ended September 30, 2016, and an increase in other income partially offset by a decrease in prepayment income.

Investment income totaled $128.9 million and $108.7 million, respectively, for the nine months ended September 30, 2017 and 2016, of which $127.1 million and $105.9 million were attributable to interest and fees on our debt investments, $0.2 million and $1.5 million to lease income and $1.6 million and $1.3 million to other income, respectively. Included in interest and fees on our debt investments were $13.5 million and $5.9 million of non-recurring income related to prepayments for the nine months ended September 30, 2017 and 2016, respectively. The increase in investment income in the nine months ended September 30, 2017 compared to the nine months ended September 30, 2016 reflects an increase in interest income due to the increase in prepayment income and the larger portfolio size during the nine months ended September 30, 2017 compared to the nine months ended September 30, 2016, partially offset by a decrease in lease income.

Expenses

Total operating expenses for the three months ended September 30, 2017 and 2016 were $15.7 million and $12.8 million, respectively, comprised of $8.2 million and $6.2 million in interest expense and related fees, $5.6 million and $4.8 million in base management fees, $0.3 million and $0.6 million in legal and professional fees, $0.6 million and $0.4 million in administrative expenses, and $1.0 million and $0.8 million in other expenses, respectively. The increase in expenses in the three months ended September 30, 2017 compared to the three months ended September 30, 2016 primarily reflects the increase in interest expense and other costs related to the increase in outstanding debt, as well as the higher average interest rate following the issuances of the 2022 Convertible Notes and 2022 Notes and the increase in LIBOR rates during the period.

Total operating expenses for the nine months ended September 30, 2017 and 2016 were $45.4 million and $37.0 million, respectively, comprised of $23.9 million and $17.6 million in interest expense and related fees, $15.6 million and $14.0 million in base management fees, $1.7 million and $1.3 million in administrative expenses, $1.1 million and $1.8 million in legal and professional fees, and $3.1 million and $2.3 million in other expenses, respectively. The increase in expenses in the nine months ended September 30, 2017 compared to the nine months ended September 30, 2016 primarily reflects the increase in interest expense and other costs related to the increase in outstanding debt, as well as the higher average interest rate following the issuance of the 2022 Convertible Notes and 2022 Notes and the increase in LIBOR rates during the period.

Net investment income

Net investment income was $27.6 million and $25.7 million, respectively, for the three months ended September 30, 2017 and 2016. The increase in net investment income in the three months ended September 30, 2017 compared to the three months ended September 30, 2016 primarily reflects the increase in investment income, partially offset by the increase in expenses in the three months ended September 30, 2017.

Net investment income was $83.5 million and $71.7 million, respectively, for the nine months ended September 30, 2017 and 2016. The increase in net investment income in the nine months ended September 30, 2017 compared to the nine months ended September 30, 2016 primarily reflects the increase in investment income, partially offset by the increase in expenses in the nine months ended September 30, 2017.

Net realized and unrealized gain or loss

Net realized losses for the three months ended September 30, 2017 and 2016 were $4.7 million and $0.7 million, respectively. Net realized losses during the three months ended September 30, 2017 were comprised primarily of $2.8 million on the expiration of our Rightside warrants and $1.9 million on the disposition of our Fuse notes, respectively. Both positions have generated significant interest and other income. The Rightside warrants were allocated value at acquisition in connection with our funding of loans to Rightside at a significant discount to par. The Rightside loans were repaid in full during 2016.

Net realized losses for the nine months ended September 30, 2017 and 2016 were $11.5 million and $4.0 million, respectively. Net realized losses during the nine months ended September 30, 2017 were comprised primarily of a $10.1 million loss realization on the restructuring of our loan to Iracore, a $3.5 million loss realization on the restructuring of our loan to Avanti Communications Group, the realized losses on Rightside and Fuse Media and a $1.5 million loss on the disposition of our investment in Integra Telecom Holdings, partially offset by a $7.0 million gain on the sale of our equity in Blackline and $1.7 million gain on the sale of our equity in Soasta. The net realized loss during the nine months ended September 30, 2016 was primarily due to the taxable reorganization of our investment in Boomerang Tube, LLC.

For the three months ended September 30, 2017 and 2016, the change in net unrealized appreciation/depreciation was $(2.8) million and $0.9 million, respectively. The change in net unrealized appreciation/depreciation for the three months ended September 30, 2017 was primarily due to a $2.3 million markdown on Edmentum, $2.0 million markdown of Kawa, and $2.1 million markdown of Real Mex, partially offset by the reversal of previously recognized unrealized losses. The change in net unrealized appreciation/depreciation for the three months ended September 30, 2016 was comprised primarily of mark-to-market adjustments resulting from narrower market yield spreads during the quarter.

For the nine months ended September 30, 2017 and 2016, the change in net unrealized appreciation/depreciation was $(1.0) million and $0.0 million, respectively. The change in net unrealized appreciation/depreciation for the nine months ended September 30, 2017 was comprised primarily of a $8.1 million markdown of Kawa as well as a $4.6 million markdown of Real Mex in line with industry comparables, partially offset by the reversal of previously recognized unrealized losses as well as various market gains resulting from generally tighter spreads.

Income tax expense, including excise tax

The Holding Company has elected to be treated as a RIC under Subchapter M of the Code and operates and intends to continue to operate, in a manner so as to qualify for the tax treatment applicable to RICs. To qualify as a RIC, the Holding Company must, among other things, timely distribute to its stockholders generally at least 90% of its investment company taxable income, as defined by the Code, for each year. The Company has made and intends to continue to make the requisite distributions to its stockholders which will generally relieve the Company from U.S. federal income taxes.

Depending on the level of taxable income earned in a tax year, we may choose to carry forward taxable income in excess of current year dividend distributions from such current year taxable income into the next tax year and pay a 4% excise tax on such income. Any excise tax expense is recorded at year end as such amounts are known. There was no U.S. federal excise tax recorded during the nine months ended September 30, 2017 and 2016.

Incentive compensation

Incentive compensation distributable to the General Partner for the three months ended September 30, 2017 and 2016 was $5.5 million and $5.1 million, respectively. Incentive compensation for the three months ended September 30, 2017 and 2016 was distributable due to our performance exceeding the total return threshold.

Incentive compensation distributable to the General Partner for the nine months ended September 30, 2017 and 2016 was $16.7 million and $14.3 million, respectively. Incentive compensation for the nine months ended September 30, 2017 and 2016 was distributable due to our performance exceeding the total return threshold.

Net increase in net assets applicable to common shareholders resulting from operations

The net increase in net assets applicable to common shareholders resulting from operations was $14.6 million and $20.7 million for the three months ended September 30, 2017 and 2016, respectively. The lower net increase in net assets applicable to common shareholders resulting from operations during the three months ended September 30, 2017 is primarily due to the net realized and unrealized loss during the three months ended September 30, 2017 compared to the net realized and unrealized gain during the three months ended September 30, 2016, partially offset by the increase in net investment income after incentive compensation.

The net increase in net assets applicable to common shareholders resulting from operations was $54.3 million and $53.4 million for the nine months ended September 30, 2017 and 2016, respectively. The higher net increase in net assets applicable to common shareholders resulting from operations during the nine months ended September 30, 2017 is primarily due to the higher net investment income during the nine months ended September 30, 2017 compared to the nine months ended September 30, 2016 partially offset by the larger net realized and unrealized loss during the nine months ended September 30, 2017 compared to the nine months ended September 30, 2016.

Liquidity and capital resources

Since our inception, our liquidity and capital resources have been generated primarily through the initial private placement of common shares of SVCF (the predecessor entity) which were subsequently converted to common stock of the Holding Company, the net proceeds from the initial and secondary public offerings of our common stock, amounts outstanding under our Leverage Program, and cash flows from operations, including investments sales and repayments and income earned from investments and cash equivalents. The primary uses of cash have been investments in portfolio companies, cash distributions to our equity holders, payments to service our Leverage Program and other general corporate purposes.

The following table summarizes the total shares issued and proceeds received in offerings of the Company s common stock net of underwriting discounts and offering costs as well as shares issued in connection with the Company s dividend reinvestment plan for the nine months ended September 30, 2017.

	Shares Issued	Price Per Share	Net Proceeds
Shares issued from dividend reinvestment plan	464	$ 16.93 *	$ 7,854
April 25, 2017 public offering	5,750,000	16.84	93,597,500

* Weighted-average price per share.

The following table summarizes the total shares issued and proceeds received in offerings of the Company s common stock net of underwriting discounts and offering costs as well as shares issued in connection with the Company s dividend reinvestment plan for the year ended December 31, 2016.

	Shares Issued	Price Per Share	Net Proceeds
Shares issued from dividend reinvestment plan	610	$ 15.83 *	$ 9,657
Shares issued from conversion of convertible debt †	2,011,900	15.02	—
July 13, 2016 registered direct public offering	2,336,552	15.09	34,958,570

* Weighted-average price per share.

† On April 18, 2016, the Company issued $30.0 million in aggregate principal amount of a 5.25% convertible senior unsecured note due 2021 to CNO Financial Investments Corp. (the CNO Note). On June 7, 2016, the Company issued 2,011,900 shares of its common stock pursuant to the full conversion, at the holder's option, of the $30.0 million in aggregate principal amount (plus accrued interest) of the CNO Note. The CNO Note was converted at a price of $15.02 per share of common stock. No placement agent or underwriting fees were incurred in connection with the issuance or the conversion of the CNO Note.

On October 3, 2014, we entered into an at-the-market equity offering program (the ATM Program) with Raymond James & Associates Inc. through which we may offer and sell, by means of at-the-market offerings from time to time, shares of our common stock having an aggregate offering price of up to $100,000,000.

On February 24, 2015, the Company s board of directors approved a stock repurchase plan (the Company Repurchase Plan) to acquire up to $50.0 million in the aggregate of the Company s common stock at prices at certain thresholds below the Company s net asset value per share, in accordance with the guidelines specified in Rule 10b-18 and Rule 10b5-1 of the Securities Exchange Act of 1934. The Company Repurchase Plan is designed to allow the Company to repurchase its common stock at times when it otherwise might be prevented from doing so under insider trading laws. The Company Repurchase Plan requires an agent selected by the Company to repurchase shares of common stock on the Company s behalf if and when the market price per share is at certain thresholds below the most recently reported net asset value per share. Under the plan, the agent will increase the volume of purchases made if the price of the Company s common stock declines, subject to volume restrictions. The timing and amount of any stock repurchased depends on the terms and conditions of the Company Repurchase Plan, the market price of the common stock and trading volumes, and no assurance can be given that any particular amount of common stock will be repurchased. The Company Repurchase Plan was re-approved on November 2, 2017, to be in effect through the earlier of two trading days after our third quarter

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2017 earnings release, unless further extended or terminated by our board of directors, or such time as the approved $50.0 million repurchase amount has been fully utilized, subject to certain conditions. There were no share repurchases for the nine months ended September 30, 2017.

Total leverage outstanding and available under the combined Leverage Program at September 30, 2017 were as follows:

	Maturity	Rate	Carrying Value*	Available	Total Capacity
SVCP Revolver	2018	L+2.50 %†	$ 30,000,000	$ 86,000,000	$ 116,000,000
2019 Convertible Notes ($108 million par)	2019	5.25 %	106,893,357	—	106,893,357
2022 Convertible Notes ($140 million par)	2022	4.625 %	137,266,488	—	137,266,488
2022 Notes ($125 million par)	2022	4.125 %	124,635,706	—	124,635,706
TCPC Funding Facility	2021	L+2.50 %‡	200,000,000	150,000,000	350,000,000
SBA Debentures	2024−2027	2.57 %§	75,000,000	75,000,000	150,000,000
Total leverage			673,795,551	$ 311,000,000	$ 984,795,551
Unamortized issuance costs			(8,417,444)		
Debt, net of unamortized issuance costs			$ 665,378,107		

* Except for the convertible notes and 2022 Notes, all carrying values are the same as the principal amounts outstanding.

† Based on either LIBOR or the lender's cost of funds, subject to certain limitations.

‡ Or L+2.25% subject to certain funding requirements.

§ Weighted-average interest rate, excluding fees of 0.36%.

On July 13, 2015, we obtained exemptive relief from the SEC to permit us to exclude debt outstanding under the SBA Program from our 200% asset coverage test under the 1940 Act. The exemptive relief provides us with increased flexibility under the 200% asset coverage test by permitting the SBIC to borrow up to $150.0 million more than it would otherwise be able to absent the receipt of this exemptive relief.

Net cash used in operating activities during the nine months ended September 30, 2017 was $104.3 million. Our primary use of cash in operating activities during this period consisted of the settlement of acquisitions of investments (net of dispositions) of $208.2 million, partially offset by net investment income less incentive allocation (net of non-cash income and expenses) of approximately $103.9 million.

Net cash provided by financing activities was $122.7 million during the nine months ended September 30, 2017, consisting primarily of $124.6 million of proceeds from the issuance of debt on August 11, 2017 and $93.6 million of net proceeds from the public offering of common stock on April 25, 2017, reduced by the $61.4 million in regular dividends paid on common equity, $31.5 million of net repayments of debt and payment of $2.6 million in debt issuance costs.

At September 30, 2017, we had $71.9 million in cash and cash equivalents.

The SVCP Revolver and the TCPC Funding Facility are secured by substantially all of the assets in our portfolio, including cash and cash equivalents, and are subject to compliance with customary affirmative and negative covenants, including the maintenance of a minimum shareholders equity, the maintenance of a ratio of not less than

200% of total assets (less total liabilities other than indebtedness) to total indebtedness, and restrictions on certain payments and issuance of debt. Unfavorable economic conditions may result in a decrease in the value of our investments, which would affect both the asset coverage ratios and the value of the collateral securing the SVCP Revolver and the TCPC Funding Facility, and may therefore impact our ability to borrow under the SVCP Revolver and the TCPC Funding Facility. In addition to regulatory restrictions that restrict our ability to raise capital, the Leverage Program contains various covenants which, if not complied with, could accelerate repayment of debt, thereby materially and adversely affecting our liquidity, financial condition and results of operations. At September 30, 2017, we were in compliance with all financial and operational covenants required by the Leverage Program.

Unfavorable economic conditions, while potentially creating attractive opportunities for us, may decrease liquidity and raise the cost of capital generally, which could limit our ability to renew, extend or replace the

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Leverage Program on terms as favorable as are currently included therein. If we are unable to renew, extend or replace the Leverage Program upon the various dates of maturity, we expect to have sufficient funds to repay the outstanding balances in full from our net investment income and sales of, and repayments of principal from, our portfolio company investments, as well as from anticipated debt and equity capital raises, among other sources. Unfavorable economic conditions may limit our ability to raise capital or the ability of the companies in which we invest to repay our loans or engage in a liquidity event, such as a sale, recapitalization or initial public offering. The SVCP Revolver, the 2019 Convertible Notes, the 2022 Convertible Notes, the 2022 Notes and the TCPC Funding Facility mature in July 2018, December 2019, March 2022, August 2022 and April 2021, respectively. Any inability to renew, extend or replace the Leverage Program could adversely impact our liquidity and ability to find new investments or maintain distributions to our stockholders.

Challenges in the market are intensified for us by certain regulatory limitations under the Code and the 1940 Act. To maintain our qualification as a RIC, we must satisfy, among other requirements, an annual distribution requirement to pay out at least 90% of our ordinary income and short-term capital gains to our stockholders. Because we are required to distribute our income in this manner, and because the illiquidity of many of our investments may make it difficult for us to finance new investments through the sale of current investments, our ability to make new investments is highly dependent upon external financing. While we anticipate being able to continue to satisfy all covenants and repay the outstanding balances under the Leverage Program when due, there can be no assurance that we will be able to do so, which could lead to an event of default.

Contractual obligations

In addition to obligations under our Leverage Program, we have entered into several contracts under which we have future commitments. Pursuant to an investment management agreement, the Advisor manages our day-to-day operations and provides investment advisory services to us. Payments under the investment management agreement are equal to a percentage of the value of our gross assets (excluding cash and cash equivalents) and an incentive compensation, plus reimbursement of certain expenses incurred by the Advisor. Under our administration agreement, the Administrator provides us with administrative services, facilities and personnel. Payments under the administration agreement are equal to an allocable portion of overhead and other expenses incurred by the Administrator in performing its obligations to us, and may include rent and our allocable portion of the cost of certain of our officers and their respective staffs. We are responsible for reimbursing the Advisor for due diligence and negotiation expenses, fees and expenses of custodians, administrators, transfer and distribution agents, counsel and directors, insurance, filings and registrations, proxy expenses, expenses of communications to investors, compliance expenses, interest, taxes, portfolio transaction expenses, costs of responding to regulatory inquiries and reporting to regulatory authorities, costs and expenses of preparing and maintaining our books and records, indemnification, litigation and other extraordinary expenses and such other expenses as are approved by the directors as being reasonably related to our organization, offering, capitalization, operation or administration and any portfolio investments, as applicable. The Advisor is not responsible for any of the foregoing expenses and such services are not investment advisory services under the 1940 Act. Either party may terminate each of the investment management agreement and administration agreement without penalty upon not less than 60 days written notice to the other.

Distributions

Our quarterly dividends and distributions to common stockholders are recorded on the ex-dividend date. Distributions are declared considering our estimate of annual taxable income available for distribution to stockholders and the amount of taxable income carried over from the prior year for distribution in the current year. We do not have a policy to pay distributions at a specific level and expect to continue to distribute substantially all of our taxable income. We cannot assure stockholders that they will receive any distributions or distributions at a particular level.

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The following tables summarize dividends declared for the nine months ended September 30, 2017 and 2016:

Date Declared	Record Date	Payment Date	Type	Amount Per Share	Total Amount
February 22, 2017	March 17, 2017	March 31, 2017	Regular	$ 0.36	$ 19,095,084
May 9, 2017	June 16, 2017	June 30, 2017	Regular	0.36	21,165,137
August 3, 2017	September 15, 2017	September 29, 2017	Regular	0.36	21,165,193
				$ 1.08	$ 61,425,414

Date Declared	Record Date	Payment Date	Type	Amount Per Share	Total Amount
February 24, 2016	March 17, 2016	March 31, 2016	Regular	$ 0.36	$ 17,530,963
May 10, 2016	June 16, 2016	June 30, 2016	Regular	0.36	18,254,229
August 9, 2016	September 16, 2016	September 30, 2016	Regular	0.36	19,094,976
				$ 1.08	$ 54,880,168

The following table summarizes the total shares issued in connection with our dividend reinvestment plan for the nine months ended September 30, 2017 and 2016:

	2017	2016
Shares Issued	464	311
Average Price Per Share	$ 16.93	$ 15.08
Proceeds	$ 7,854	$ 4,691

We have elected to be taxed as a RIC under Subchapter M of the Code. In order to maintain favorable RIC tax treatment, we must distribute annually to our stockholders at least 90% of our ordinary income and realized net short-term capital gains in excess of realized net long-term capital losses, if any, out of the assets legally available for distribution. In order to avoid certain excise taxes imposed on RICs, we must distribute during each calendar year an amount at least equal to the sum of:

- 98% of our ordinary income (not taking into account any capital gains or losses) for the calendar year;
- 98.2% of the amount by which our capital gains exceed our capital losses (adjusted for certain ordinary losses) for the one-year period generally ending on October 31 of the calendar year; and
- certain undistributed amounts from previous years on which we paid no U.S. federal income tax.

We may, at our discretion, carry forward taxable income in excess of calendar year distributions and pay a 4% excise tax on this income. If we choose to do so, all other things being equal, this would increase expenses and reduce the amounts available to be distributed to our stockholders. We will accrue excise tax on estimated taxable income as required. In addition, although we currently intend to distribute realized net capital gains (i.e., net long-term capital gains in excess of short-term capital losses), if any, at least annually, out of the assets legally available for such distributions, we may in the future decide to retain such capital gains for investment.

We have adopted an opt in dividend reinvestment plan for our common stockholders. As a result, if we declare a dividend or other distribution payable in cash, each stockholder that has not opted in to our dividend reinvestment plan will receive such dividends in cash, rather than having their dividends automatically reinvested in additional shares of our common stock.

We may not be able to achieve operating results that will allow us to make dividends and distributions at a specific level or to increase the amount of these dividends and distributions from time to time. Also, we may be limited in our ability to make dividends and distributions due to the asset coverage test applicable to us as a BDC under the 1940 Act and due to provisions in our existing and future credit facilities. If we do not distribute a certain percentage of our income annually, we will suffer adverse tax consequences, including possible loss of favorable RIC tax treatment. In addition, in accordance with U.S. generally accepted accounting principles and tax regulations, we include in income certain amounts that we have not yet received in cash, such as PIK interest, which represents contractual interest added to the loan balance that becomes due at the end of the loan

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term, or the accrual of original issue or market discount. Since we may recognize income before or without receiving cash representing such income, we may have difficulty meeting the requirement to distribute at least 90% of our investment company taxable income to obtain tax benefits as a RIC and may be subject to an excise tax.

In order to satisfy the annual distribution requirement applicable to RICs, we have the ability to declare a large portion of a dividend in shares of our common stock instead of in cash. As long as a portion of such dividend is paid in cash and certain requirements are met, the entire distribution would be treated as a dividend for U.S. federal income tax purposes.

Related Parties

We have entered into a number of business relationships with affiliated or related parties, including the following:

- Each of the Holding Company, the Operating Company, TCPC Funding, and the SBIC has entered into an investment management agreement with the Advisor.
- The Administrator provides us with administrative services necessary to conduct our day-to-day operations. For providing these services, facilities and personnel, the Administrator may be reimbursed by us for expenses incurred by the Administrator in performing its obligations under the administration agreement, including our allocable portion of the cost of certain of our officers and the Administrator's administrative staff and providing, at our request and on our behalf, significant managerial assistance to our portfolio companies to which we are required to provide such assistance.
- We have entered into a royalty-free license agreement with the Advisor, pursuant to which the Advisor has agreed to grant us a non-exclusive, royalty-free license to use the name TCP.
- Pursuant to its limited partnership agreement, the general partner of the Operating Company is Series H of SVOF/MM, LLC. SVOF/MM, LLC is an affiliate of the Advisor and certain other series and classes of SVOF/MM, LLC serve as the general partner or managing member of certain other funds managed by the Advisor.

The Advisor and its affiliates, employees and associates currently do and in the future may manage other funds and accounts. The Advisor and its affiliates may determine that an investment is appropriate for us and for one or more of those other funds or accounts. Accordingly, conflicts may arise regarding the allocation of investments or opportunities among us and those accounts. In general, the Advisor will allocate investment opportunities pro rata among us and the other funds and accounts (assuming the investment satisfies the objectives of each) based on the amount of committed capital each then has available. The allocation of certain investment opportunities in private placements is subject to independent director approval pursuant to the terms of the co-investment exemptive order applicable to us. In certain cases, investment opportunities may be made other than on a pro rata basis. For example, we may desire to retain an asset at the same time that one or more other funds or accounts desire to sell it or we may not have additional capital to invest at a time the other funds or accounts do. If the Advisor is unable to manage our investments effectively, we may be unable to achieve our investment objective. In addition, the Advisor may face conflicts in allocating investment opportunities between us and certain other entities that could impact our investment returns. While our ability to enter into transactions with our affiliates is restricted under the 1940 Act, we have received an exemptive order from the SEC permitting certain affiliated investments subject to certain conditions. As a result, we may face conflict of interests and investments made pursuant to the exemptive order conditions which could in certain circumstances affect adversely the price paid or received by us or the availability or size of the position purchased or sold by us.

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Recent Developments

From October 1, 2017 through November 3, 2017, the Operating Company has invested approximately $68.1 million primarily in four senior secured loans with a combined effective yield of approximately 10.0%.

On November 2, 2017, the Company s board of directors re-approved the Company Repurchase Plan, to be in effect through the earlier of two trading days after the Company s fourth quarter 2017 earnings release or such time as the approved $50.0 million repurchase amount has been fully utilized, subject to certain conditions.

On November 3, 2017, the Company issued $50 million in aggregate principal amount of 4.125% notes due 2022 for proceeds of approximately $49.1 million, net of underwriter discounts and approximately $0.3 million of expenses related to the offering. The notes are a further issuance to the 2022 Notes that the Company issued on August 11, 2017, and are treated as a single series with the existing 2022 Notes under the indenture.

On November 7, 2017, the Company s board of directors declared a fourth quarter regular dividend of $0.36 per share payable on December 29, 2017 to stockholders of record as of the close of business on December 15, 2017.

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QUANTITATIVE AND QUALITATIVE DISCLOSURE ABOUT MARKET RISK

We are subject to financial market risks, including changes in interest rates. At September 30, 2017, 88.8% of debt investments in our portfolio bore interest based on floating rates, such as LIBOR, EURIBOR, the Federal Funds Rate or the Prime Rate. The interest rates on such investments generally reset by reference to the current market index after one to six months. At September 30, 2017, the percentage of floating rate debt investments in our portfolio that bore interest based on an interest rate floor was 81.3%. Floating rate investments subject to a floor generally reset by reference to the current market index after one to six months only if the index exceeds the floor.

Interest rate sensitivity refers to the change in earnings that may result from changes in the level of interest rates. Because we fund a portion of our investments with borrowings, our net investment income is affected by the difference between the rate at which we invest and the rate at which we borrow. As a result, there can be no assurance that a significant change in market interest rates will not have a material adverse effect on our net investment income. We assess our portfolio companies periodically to determine whether such companies will be able to continue making interest payments in the event that interest rates increase. There can be no assurances that the portfolio companies will be able to meet their contractual obligations at any or all levels of increases in interest rates.

Based on our September 30, 2017 balance sheet, the following table shows the annual impact on net investment income (excluding the related incentive compensation impact) of base rate changes in interest rates (considering interest rate floors for variable rate instruments) assuming no changes in our investment and borrowing structure:

Basis Point Change	Interest income	Interest Expense	Net Investment Income
Up 300 basis points	$ 45,988,135	$ (9,150,000)	$ 36,838,135
Up 200 basis points	32,119,293	(6,100,000)	$ 26,019,293
Up 100 basis points	18,250,452	(3,050,000)	$ 15,200,452
Down 100 basis points	(7,085,379)	3,050,000	$ (4,035,379)
Down 200 basis points	(8,033,856)	4,036,065	$ (3,997,791)
Down 300 basis points	(8,033,856)	4,036,065	$ (3,997,791)

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PLAN OF DISTRIBUTION

We have entered into an equity distribution agreement, dated as of November 28, 2017 (the Equity Distribution Agreement), with the Agent under which we may from time to time offer and sell shares of our common stock having an aggregate offering price of up to $50,000,000. Sales of our shares, if any, under this prospectus supplement and the accompanying prospectus may be made in negotiated transactions or transactions that are deemed to be at the market offerings, including sales made directly on Nasdaq or sales made to or through a market maker other than on an exchange.

Upon its acceptance of written instructions from us, the Agent will use its commercially reasonable efforts, consistent with its sales and trading practices, to solicit offers to purchase our shares under the terms and subject to the conditions set forth in the Equity Distribution Agreement. We will instruct the Agent as to the amount of shares to be sold by it. We may instruct the Agent not to sell shares if the sales cannot be effected at or above the price designated by us in any instruction. The offering price per share of our common stock sold in this offering less the Agent s commissions or discounts payable by us will not be less than the net asset value per share of our common stock at the time we sell common stock pursuant to this offering. We or the Agent may suspend the at the market offerings of shares upon proper notice and subject to other conditions.

The Agent will provide written confirmation to us no later than 9:30 a.m. (New York City time) on the trading day following the trading day in which shares were sold under the Equity Distribution Agreement. Each confirmation will include the number of shares sold on the preceding day, the net proceeds to us and the compensation payable by us to the Agent in connection with the sales.

We will pay the Agent a commission for its services in acting as sales agent and/or principal in the sale of shares. The Agent will be entitled to compensation that will not exceed, but may be up to, 2.0% of the gross sales price of all shares sold through it under the Equity Distribution Agreement. We estimate that the total expenses for the at the market offerings, excluding compensation payable to the Agent under the terms of the Equity Distribution Agreement, will be approximately $150,000. In connection with the sale of shares on our behalf, the Agent may be deemed to be an underwriter within the meaning of the Securities Act, and the compensation paid to the Agent may be deemed to be underwriting commissions and discounts.

Settlement of sales of shares will occur on the third trading day (or such earlier day as is industry practice for regular-way trading) following the date on which any sales are made, or on some other date that is agreed upon by us and the Agent in connection with a particular transaction, in return for payment of the net proceeds to us. There is no arrangement for funds to be received in an escrow, trust or similar arrangement.

We will report at least quarterly the number of shares sold through the Agent under the Equity Distribution Agreement and the net proceeds to us in connection with the sales of shares.

If we or the Agent have reason to believe that the exemptive provisions set forth in Rule 101(c)(1) of Regulation M under the Securities Exchange Act are not satisfied, we or the Agent will promptly notify the other parties, and sales of shares under the Equity Distribution Agreement will be suspended until that or other exemptive provisions have been satisfied in the judgment of the Agent and us.

The at the market offerings of shares pursuant to the Equity Distribution Agreement will terminate upon the earlier of (1) the issuance and sale of shares having an aggregate offering price of $50,000,000 pursuant to the Equity Distribution Agreement and (2) the termination of the Equity Distribution Agreement so that the Agent no longer remains subject thereto. The Equity Distribution Agreement may be terminated by the Agent as to itself or us at any time upon three days notice, and by the Agent as to itself at any time in certain circumstances, including our failure to maintain a listing of our shares on the Nasdaq or the occurrence of a material adverse change in the company.

We, the Advisor and the General Partner have agreed to indemnify the Agent against certain liabilities, including liabilities under the Securities Act, or to contribute to payments the Agent may be required to make in respect of those liabilities.

Our common stock is listed on Nasdaq under the symbol TCPC.

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Other Relationships

The Agent and its affiliates are full service financial institutions engaged in various activities, which may include sales and trading, commercial and investment banking, advisory, investment management, investment research, principal investment, hedging, market making, brokerage and other financial and non-financial activities and services. Some of the Agent and its affiliates have engaged in, and may in the future engage in, investment banking and other commercial dealings in the ordinary course of business with us or our affiliates. They have received, or may in the future receive, customary fees and commissions for these transactions.

In addition, in the ordinary course of their business activities, the Agent and its affiliates may make or hold a broad array of investments and actively trade debt and equity securities (or related derivative securities) and financial instruments (including bank loans) for their own account and for the accounts of their customers. Such investments and securities activities may involve securities and/or instruments of ours or our affiliates. The Agent and its affiliates may also make investment recommendations and/or publish or express independent research views in respect of such securities or financial instruments and may hold, or recommend to clients that they acquire, long and/or short positions in such securities and instruments.

Principal Business Address

The principal business address of Raymond James & Associates, Inc. is 880 Carillon Parkway, St. Petersburg, FL 33716.

LEGAL MATTERS

Certain legal matters regarding the common stock offered hereby have been passed upon for the Company by Skadden, Arps, Slate, Meagher & Flom LLP, New York, New York, and for the Agent by Proskauer Rose LLP, Los Angeles, California.

ADDITIONAL INFORMATION

We have filed with the SEC a registration statement on Form N-2, together with all amendments and related exhibits, and the SAI, under the Securities Act, with respect to the securities offered by this prospectus supplement. The registration statement contains additional information about us and the securities being registered by this prospectus supplement and the accompanying prospectus. This prospectus supplement and the accompanying prospectus do not contain all of the information set forth in the registration statement, including any exhibits and schedules it may contain. For further information concerning us or the securities we are offering, please refer to the registration statement. Statements contained in this prospectus supplement and the accompanying prospectus as to the contents of any contract or other document referred to describe the material terms thereof but are not necessarily complete and in each instance reference is made to the copy of any contract or other document filed as an exhibit to the registration statement. Each statement is qualified in all respects by this reference.

We file with or submit to the SEC annual, quarterly and current periodic reports, proxy statements and other information meeting the informational requirements of the Securities Exchange Act. You may obtain free copies of this information, request a free copy of the SAI, the table of contents of which is on page S-1 of this prospectus supplement, and make inquiries by contacting us at Tennenbaum Capital Partners, LLC, c/o Investor Relations, 2951 28th Street, Suite 1000, Santa Monica, California 90405 or by calling us collect at (310) 566-1094. You may also inspect and copy these reports, proxy statements and other information, as well as the registration statement of which the accompanying prospectus forms a part and the related exhibits and schedules, at the Public Reference Room of the SEC at 100 F Street, N.E., Washington, D.C. 20549. You may obtain information on the operation of the Public

Reference Room by calling the SEC at 1-800-SEC-0330. Copies of these reports, proxy and information statements and other information may be obtained, after paying a duplicating fee, by electronic request at the following e-mail address: publicinfo@sec.gov, or by writing the SEC s Public Reference Section, 100 F Street, N.E., Washington, D.C. 20549-0102. In addition, the SEC maintains an Internet website that contains reports, proxy and information statements and other information filed electronically by us with the SEC at http://www.sec.gov.

No dealer, salesperson or other individual has been authorized to give any information or to make any representation other than those contained in this prospectus supplement and the accompanying prospectus and, if

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given or made, such information or representations must not be relied upon as having been authorized by us or the Agent. This prospectus supplement does not constitute an offer to sell or a solicitation of an offer to buy any securities in any jurisdiction in which such an offer or solicitation is not authorized or in which the person making such offer or solicitation is not qualified to do so, or to any person to whom it is unlawful to make such offer or solicitation. Neither the delivery of this prospectus supplement nor any sale made hereunder shall, under any circumstances, create any implication that there has been no change in our affairs or that information contained herein is current as of any time subsequent to the date hereof.

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TABLE OF CONTENTS OF STATEMENT OF ADDITIONAL INFORMATION

An SAI dated as of November 28, 2017, has been filed with the SEC and is incorporated by reference in this prospectus supplement. An SAI may be obtained without charge by writing to us at Tennenbaum Capital Partners, LLC, c/o Investor Relations, 2951 28th Street, Suite 1000, Santa Monica, California 90405 or by calling us at (310) 566-1094. The Table of Contents of the SAI is as follows:

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TCP Capital Corp.

Financial Statements

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TCP Capital Corp.

Consolidated Statements of Assets and Liabilities

	September 30, 2017 (unaudited)	December 31, 2016
Assets		
Investments, at fair value:		
Companies less than 5% owned (cost of $1,378,833,997 and $1,174,421,611, respectively)	$ 1,389,967,667	$ 1,175,097,468
Companies 5% to 25% owned (cost of $86,080,592 and $75,508,585, respectively)	74,735,725	69,355,808
Companies more than 25% owned (cost of $95,435,060 and $96,135,623, respectively)	64,047,095	70,516,594
Total investments (cost of $1,560,349,649 and $1,346,065,819, respectively)	1,528,750,487	1,314,969,870
Cash and cash equivalents	71,929,885	53,579,868
Accrued interest income:		
Companies less than 5% owned	17,600,493	12,713,025
Companies 5% to 25% owned	2,237,834	953,561
Companies more than 25% owned	11,763	25,608
Receivable for investments sold	13,414,257	—
Deferred debt issuance costs	3,664,315	3,828,784
Prepaid expenses and other assets	4,506,089	1,527,745
Total assets	1,642,115,123	1,387,598,461
Liabilities		
Debt, net of unamortized issuance costs of $8,417,444 and $8,247,426, respectively	665,378,107	571,658,862
Payable for investments purchased	85,545,089	12,348,925
Incentive allocation payable	5,513,546	4,716,834
Interest payable	4,526,655	5,013,713
Payable to the Advisor	1,094,249	325,790
Unrealized depreciation on swaps	470,202	—
Accrued expenses and other liabilities	2,190,308	2,598,346
Total liabilities	764,718,156	596,662,470
Commitments and contingencies (Note 5)		
Net assets applicable to common shareholders	**$ 877,396,967**	**$ 790,935,991**

Composition of net assets applicable to common shareholders				
Common stock, $0.001 par value; 200,000,000 shares authorized, 58,792,364 and 53,041,900 shares issued and outstanding as of September 30, 2017 and December 31, 2016, respectively	$	58,792	$	53,042
Paid-in capital in excess of par		1,038,026,254		944,426,650
Accumulated net investment income		17,896,625		12,533,289
Accumulated net realized losses		(146,500,724)		(134,960,267)
Accumulated net unrealized depreciation		(32,083,980)		(31,116,723)
Net assets applicable to common shareholders	$	877,396,967	$	790,935,991
Net assets per share	$	14.92	$	14.91

See accompanying notes to the consolidated financial statements.

TCP Capital Corp.

Consolidated Schedule of Investments (Unaudited)

September 30, 2017

	Instrument	Ref	Floor	Spread	Total Coupon	Maturity	Principal	Cost	Fair Value	% of Total Cash and Investme
ents(A)										
ing, elations keting										
re Labs,	First Lien Delayed Draw Term Loan (5.0% Exit Fee)	LIBOR (M)	—	8.81%	10.19%	6/1/2020	$ 18,750,000	$ 18,383,852	$ 18,334,875	1.15 %
Inc. re)	First Lien Delayed Draw Tranche 1 Term Loan (4.00% Exit Fee)	LIBOR (M)	1.37 %	8.13%	9.50%	12/31/2019	$ 24,897,542	24,372,226	24,353,215	1.52 %
y Media gies,	First Lien UK Revolver (2.0% Exit Fee)	LIBOR (M)	1.00 %	10.00%	11.32%	1/10/2020	$ 8,170,996	8,170,996	8,170,996	0.51 %
y Media gies,	First Lien US Revolver (2.0% Exit Fee)	LIBOR (M)	1.00 %	8.50%	9.82%	1/10/2020	$ 2,647,385	2,647,385	2,647,385	0.17 %
								53,574,459	53,506,471	3.35 %
rtation										
Group,	Acquisition Loan	LIBOR (M)	—	7.25%	8.63%	7/15/2022	$ 12,478,783	12,326,601	12,728,359	0.80 %
lines,	Engine Acquisition	LIBOR (M)	—	7.25%	8.50%	12/14/2021	$ 15,025,436	14,800,541	15,029,944	0.94 %

	Delayed Draw Term Loan A									
rlines,	Engine Acquisition Delayed Draw Term Loan B	LIBOR (M)	—	7.25%	8.50%	2/28/2022	$ 8,723,671	8,589,297	8,680,488	0.54 %
rlines,	Engine Acquisition Delayed Draw Term Loan C	LIBOR (M)	—	7.25%	8.50%	7/31/2022	$ 3,621,731	3,566,306	3,578,814	0.22 %
rlines,	Engine Acquisition Delayed Draw Term Loan C-1	LIBOR (M)	—	7.25%	8.50%	9/30/2022	$ 5,560,909	5,463,631	5,466,652	0.34 %
								44,746,376	45,484,257	2.84 %
nent and on										
thern , LLC	First Lien Term Loan	LIBOR (Q)	1.00 %	6.50% Cash +2.00% PIK	9.83%	11/3/2020	$ 24,342,738	23,968,373	24,707,879	1.54 %
thern , LLC	Sr Secured Revolver	LIBOR (Q)	1.00 %	6.50% Cash +2.00% PIK	N/A	11/3/2020	$ —	(13,214)	12,842	—
								23,955,159	24,720,721	1.54 %
cturing										
ros., Co.	First Lien Term Loan (First Out)	LIBOR (Q)	1.25 %	5.75%	7.05%	6/3/2021	$ 8,957,976	8,836,152	9,047,555	0.57 %
ros., Co.	First Lien Term Loan B (Last Out)	LIBOR (Q)	1.25 %	12.25%	13.55%	6/3/2021	$ 9,305,317	9,190,600	9,463,507	0.59 %
								18,026,752	18,511,062	1.16 %
ent tors										
atacom cal, LLC	First Lien Term Loan	LIBOR (Q)	1.00 %	7.50%	8.74%	7/25/2021	$ 13,805,441	13,635,230	13,915,884	0.87 %

Services										
Global ogies,	Sr Secured Revolving Loan	LIBOR (Q)	0.23 %	8.52%	N/A	11/30/2018	$ —	(3,251)	(18,600)	—
Global ogies,	Sr Secured Term Loan (3.77% Exit Fee)	LIBOR (Q)	0.23 %	9.27%	10.57%	11/30/2019	$ 23,000,000	22,776,712	22,893,050	1.43
rway ons, Inc. vantage)	Second Lien Term Loan	LIBOR (Q)	1.00 %	9.25%	10.57%	6/30/2023	$ 31,000,000	30,624,810	29,267,100	1.83
								53,398,271	52,141,550	3.26
ls										
Plant , LLC	Sr Secured Term Loan (8.0% Exit Fee)	LIBOR (M)	—	10.63%	12.00%	2/1/2018	$ 2,824,919	2,829,948	2,824,919	0.18
ologics,	Convertible Note	Fixed	—	10.00% PIK	10.00%	6/30/2019	$ 7,500,000	7,355,902	5,853,750	0.37
ologics,	Sr Secured Term Loan (12.4% Exit Fee)	Fixed	—	10.00% PIK	10.00%	12/31/2020	$ 8,106,004	7,940,893	6,376,993	0.40
E1 B.V. nds)	First Lien Delayed Draw Term Loan	LIBOR (Q)	—	8.00%	9.33%	10/12/2021	$ 877,431	872,110	927,444	0.06
E1 B.V. nds)	First Lien Term Loan	LIBOR (Q)	—	8.00%	9.33%	10/12/2021	$ 3,792,122	3,768,558	4,008,273	0.25
E1 B.V. nds)	First Lien Term Loan	EURIBOR (Q)	—	8.00%	8.00%	10/12/2021	€ 6,418,239	7,011,284	8,014,710	0.50
Inc.	First Lien Delayed Draw Term Loan (3.5% Exit Fee)	LIBOR (Q)	—	9.81%	11.19%	4/1/2019	$ 10,000,000	9,604,298	9,828,000	0.61
								39,382,993	37,834,089	2.37
nications ent cturing										
mm Inc.	First Lien Term Loan	LIBOR (Q)	1.25 %	7.63%	9.05%	12/11/2018	$ 14,442,682	14,298,255	13,409,308	0.84

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TCP Capital Corp.

Consolidated Schedule of Investments (Unaudited) (Continued)

September 30, 2017

	Instrument	Ref	Floor	Spread	Total Coupon	Maturity	Principal	Cost	Fair Value	% of Total Cash and Investmen
nts d)										
ository)										
kk SPV,	First Lien Delayed Draw Term Loan	LIBOR (M)	0.50 %	9.50%	10.73%	12/21/2021	$ 32,392,942	$ 31,954,106	$ 32,602,257	2.04 %
ome c.	First Lien Delayed Draw Term Loan	LIBOR (M)	1.00 %	6.50%	7.74%	6/30/2020	$ 15,555,556	15,399,451	15,735,556	0.98 %
n Group Islands)	Sr Secured Notes	Fixed	—	11.50%	11.50%	11/15/2019	$ 28,678,000	28,593,384	29,538,340	1.85 %
								75,946,941	77,876,153	4.87 %
elated										
nion s, LLC	First Lien Term Loan	LIBOR (M)	1.00 %	7.50%	8.74%	4/21/2022	$ 25,000,000	24,765,887	25,108,750	1.57 %
Business ce, LP rce)	First Lien Term Loan	LIBOR (Q)	1.00 %	6.75%	8.09%	12/20/2021	$ 14,659,047	14,532,703	14,644,388	0.91 %
Business ce, LP rce)	Revolver	LIBOR (Q)	1.00 %	6.75%	8.09%	12/20/2021	$ 89,514	83,765	88,843	0.01 %
								39,382,355	39,841,981	2.49 %
r Design ted										

.	First Lien Incremental Term Loan	LIBOR (Q)	1.00 %	6.75%	8.08%	9/1/2022	$ 7,969,241	7,849,702	7,849,702	0.49 %
.	First Lien Term Loan	LIBOR (Q)	1.00 %	6.75%	8.08%	9/1/2022	$ 9,900,000	9,731,240	9,751,500	0.61 %
ate Corp.	Second Lien Term Loan	LIBOR (Q)	1.00 %	9.00%	10.32%	3/14/2024	$ 10,925,551	10,612,225	10,696,115	0.67 %
ket, Inc.	First Lien Term Loan	LIBOR (M)	1.00 %	10.00%	11.37%	2/10/2021	$ 15,750,000	15,285,565	15,750,000	0.98 %
onco,	First Lien Bridge Term Loan	LIBOR (M)	1.00 %	6.00% Cash +2.00% PIK	9.38%	10/13/2017	$ 3,182,143	3,163,821	3,182,143	0.20 %
onco,	First Lien Term Loan	LIBOR (Q)	1.00 %	6.00% Cash +2.00% PIK	9.32%	11/4/2019	$ 43,214,417	42,779,942	39,178,191	2.45 %
onco,	Sr Secured Revolver	LIBOR (Q)	1.00 %	8.00%	9.32%	11/4/2019	$ 3,182,143	3,182,143	2,884,931	0.18 %
Inc.	First Lien Term Loan	LIBOR (Q)	1.00 %	9.50%	10.83%	8/16/2021	$ 23,295,455	22,722,018	23,295,455	1.46 %
Inc.	Senior Secured Revolver	LIBOR (Q)	1.00 %	9.50%	N/A	8/16/2021	$ —	(39,766)	—	—
rprise Ltd.	First Lien Term Loan B	LIBOR (Q)	—	8.00%	9.32%	9/3/2018	$ 2,296,200	2,296,200	2,296,200	0.14 %
rprise Ltd.	First Lien Term Loan	LIBOR (Q)	—	8.00%	9.32%	9/3/2018	$ 10,240,000	10,210,950	10,240,000	0.64 %
, LLC	First Lien Term Loan B	LIBOR (Q)	—	8.00%	9.32%	9/3/2018	$ 3,702,400	3,702,400	3,702,400	0.23 %
, LLC	First Lien Term Loan	LIBOR (Q)	—	8.00%	9.32%	9/3/2018	$ 3,120,000	3,121,990	3,120,000	0.19 %
								134,618,430	131,946,637	8.24 %
cessing ing										
App nc.	First Lien Term Loan	LIBOR (M)	1.00 %	6.50%	7.74%	9/20/2022	$ 22,647,306	22,197,368	22,194,361	1.39 %
App nc.	First Revolver	LIBOR (M)	1.00 %	6.50%	N/A	9/20/2022	$ —	(30,014)	—	—
Inc.	Second Lien Term Loan	LIBOR (Q)	1.00 %	8.00%	9.00%	9/20/2025	$ 10,578,112	10,525,221	10,694,947	0.67 %

on	First Lien Term Loan	LIBOR (M)	1.00 %	7.00%	8.24%	4/3/2022	$ 8,184,324	8,069,799	8,286,628	0.52 %
Centers, C	First Lien Term Loan	Fixed	—	9.00%	9.00%	1/15/2020	$ 15,000,000	15,000,000	15,000,000	0.94 %
ure,	First Lien Term Loan	LIBOR (Q)	1.00 %	7.00%	8.30%	5/1/2022	$ 12,022,227	11,852,990	11,895,993	0.74 %
ure,	Revolver	LIBOR (Q)	1.00 %	7.00%	N/A	5/1/2022	$ —	(18,491)	(14,096)	—
LLC	Second Lien Term Loan	LIBOR (M)	1.00 %	7.25%	8.49%	5/5/2025	$ 9,675,000	9,608,020	9,872,564	0.62 %
								77,204,893	77,930,397	4.88 %
nal Services										
n, Inc.	Jr Revolving Facility	Fixed	—	5.00%	5.00%	6/9/2020	$ —	—	—	—
n LLC	Sr PIK Notes	Fixed	—	8.50%	8.50%	6/9/2020	$ 3,033,675	3,033,675	3,033,675	0.19 %
n LLC	Jr PIK Notes	Fixed	—	10.00%	10.00%	6/9/2020	$ 14,054,482	13,646,311	11,173,317	0.70 %
								16,679,986	14,206,992	0.89 %
c ent turing										
.	Tranche A Term Loan (3.0% Exit Fee)	LIBOR (M)	0.44 %	9.33%	10.71%	3/1/2018	$ 7,570,571	7,488,052	7,394,555	0.46 %
.	Tranche B Term Loan	LIBOR (M)	0.44 %	9.33%	10.71%	3/1/2018	$ 1,603,779	1,579,327	1,567,373	0.10 %
								9,067,379	8,961,928	0.56 %
nt										
t artners LLC	Senior Note	Fixed	—	12.00%	12.00%	11/1/2020	$ 21,696,871	21,696,871	21,696,871	1.36 %
ean, exel)	Sr Secured Term Loan	Fixed	—	8.00%	8.00%	8/15/2018	$ 1,696,898	1,696,898	—	—
								23,393,769	21,696,871	1.36 %

TCP Capital Corp.

Consolidated Schedule of Investments (Unaudited) (Continued)

September 30, 2017

	Instrument	Ref	Floor	Spread	Total Coupon	Maturity		Principal	Cost	Fair Value	% of Total Cash and Investment
ments nued)											
ies rt es											
A opment	First Lien Term Loan B	LIBOR (Q)	1.25 %	6.75%	8.08%	3/15/2018	$	233,324	$ 230,588	$ 230,990	0.01 %
ry Stores											
, Inc.	First Lien FILO Term Loan	LIBOR (M)	1.50 %	8.80%	10.30%	10/8/2019	$	5,727,386	5,705,475	5,727,386	0.36 %
als											
Healthcare,	First Lien Term Loan	LIBOR (Q)	1.00 %	9.00%	10.45%	2/6/2020	$	14,792,003	14,707,122	14,939,923	0.93 %
Coast gs ment, LLC care)	First Lien Term Loan	LIBOR (M)	1.00 %	7.50%	8.74%	2/14/2021	$	29,288,064	28,909,527	29,280,742	1.83 %
									43,616,649	44,220,665	2.76 %
ance											
Group ediate gs, Inc.	First Lien Delayed Draw Term Loan	LIBOR (Q)	1.00 %	5.50%	6.74%	12/30/2022	$	124,583	116,283	126,249	0.01 %
Group ediate gs, Inc.	First Lien Revolver	LIBOR (Q)	1.00 %	5.50%	N/A	12/30/2021	$	—	(7,558)	—	—
Group ediate	First Lien Term Loan	LIBOR (Q)	1.00 %	5.50%	6.74%	12/30/2022	$	3,390,085	3,360,563	3,396,866	0.21 %

gs, Inc.										
ation er ts ors, LLC	Second Lien Term Loan	LIBOR (M)	1.00 %	8.75%	9.99%	6/8/2023	$ 8,277,983	8,130,115	8,257,288	0.52 %
ple o, LLC v ology)	First Lien FILO Term Loan	LIBOR (Q)	0.50 %	13.62%	14.91%	8/29/2019	$ 20,060,606	19,698,428	20,060,606	1.25 %
ple o, LLC v ology)	First Lien Incremental Tranche B FILO Term Loan	LIBOR (Q)	0.50 %	13.62%	14.97%	8/29/2019	$ 4,320,000	4,245,257	4,320,000	0.27 %
								35,543,088	36,161,009	2.26 %
rs of nancial es										
ediate gs 2, LLC	Second Lien Term Loan	LIBOR (M)	1.00 %	7.75%	8.99%	9/29/2025	$ 15,000,000	14,887,500	15,150,000	0.95 %
th Cole ctions, Inc.	First Lien FILO Term Loan	LIBOR (M)	1.00 %	9.65%	10.90%	3/21/2022	$ 33,544,709	33,232,910	33,199,199	2.07 %
								48,120,410	48,349,199	3.02 %
gement, ific, and ical lting es										
nel, LLC pe)	First Lien Last Out Term Loan	LIBOR (M)	1.00 %	10.77% Cash +0.50% PIK	12.60%	6/16/2022	$ 24,259,932	23,339,619	23,495,744	1.47 %
Data & ics, LLC	First Lien Term Loan	LIBOR (Q)	1.00 %	8.75%	10.06%	10/31/2019	$ 23,297,434	23,037,915	23,297,434	1.45 %
								46,377,534	46,793,178	2.92 %
n Picture ideo tries										
Holdings, CORE ainment)	First Lien Term Loan	LIBOR (Q)	1.00 %	8.00% PIK	9.33%	10/17/2022	$ 1,548,210	1,548,210	1,548,210	0.10 %
nation es										

tional,	Delayed Draw Term Loan	LIBOR (Q)	1.00 %	8.50%	9.84%	7/31/2020	$ 1,251,626	1,231,645	1,246,933	0.08 %
tional,	Revolver Loan	LIBOR (Q)	1.00 %	8.50%	9.84%	7/31/2020	$ 491,303	482,070	489,092	0.03 %
tional,	First Lien Term Loan	LIBOR (Q)	1.00 %	8.50%	9.83%	7/31/2020	$ 15,213,518	15,042,452	15,179,287	0.95 %
erorg,	Second Lien Term Loan	LIBOR (M)	1.00 %	8.50%	9.74%	2/26/2024	$ 12,839,252	12,712,038	12,710,859	0.79 %
								29,468,205	29,626,171	1.85 %
facturing										
Holding	Sr Secured Term Loan	Fixed	—	12.00%	12.00%	9/15/2018	$ 4,869,577	4,869,577	4,869,577	0.30 %
Holding	Second Lien Notes	Fixed	—	11.00%	11.00%	11/15/2018	$ 9,268,000	7,586,317	9,268,000	0.58 %
Holding	Delayed Draw Term Loan	Fixed	—	12.00%	12.00%	9/15/2018	$ 1,049,146	1,049,146	1,049,146	0.06 %
								13,505,040	15,186,723	0.94 %
hing										
v, LLC	First Lien Revolver	LIBOR (Q)	—	9.00%	N/A	4/29/2021	$ —	(24,000)	—	—
v, LLC	First Lien Term Loan	LIBOR (Q)	—	9.00%	10.31%	4/29/2021	$ 8,247,890	8,121,791	8,313,875	0.52 %
tmedia , LLC	First Lien Term Loan B	LIBOR (M)	1.00 %	6.50%	7.75%	12/23/2021	$ 13,125,000	11,957,589	13,075,781	0.82 %
Point rk ons, LLC	First Lien Second Out Term Loan	LIBOR (M)	1.00 %	7.50%	8.74%	6/26/2022	$ 7,003,544	6,916,582	6,916,000	0.43 %
Point rk ons, LLC	Revolver	LIBOR (M)	1.00 %	7.50%	N/A	6/26/2022	$ —	(5,366)	(5,506)	—
								26,966,596	28,300,150	1.77 %

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Consolidated Schedule of Investments (Unaudited) (Continued)

September 30, 2017

	Instrument	Ref	Floor	Spread	Total Coupon	Maturity	Principal	Cost	Fair Value	% o Tota Cash and Investm
ments										
ticals										
cals	First Lien FILO Term Loan	LIBOR (M)	1.00 %	8.75%	9.99%	8/7/2019	$ 44,047,447	$ 42,913,836	$ 43,122,451	2.69
Estate										
, Inc.	First Lien FILO Term Loan	LIBOR (Q)	1.00 %	8.96%	10.29%	12/23/2019	$ 12,794,670	12,703,330	12,794,670	0.80
elect LC	First Lien Term Loan	LIBOR (Q)	1.00 %	8.00%	9.26%	4/17/2024	$ 25,202,549	24,954,120	25,782,207	1.61
								37,657,450	38,576,877	2.41
nications										
nnologies,	Second Lien Term Loan	LIBOR (M)	1.25 %	7.75%	9.00%	4/30/2021	$ 4,516,129	4,470,968	4,542,458	0.28
nnologies,	Second Lien Term Loan	LIBOR (Q)	1.00 %	8.25%	9.25%	6/20/2025	$ 25,846,154	25,620,000	26,120,769	1.63
								30,090,968	30,663,227	1.91
ving										
national,	First Lien Term Loan	LIBOR (M)	1.00 %	9.00%	10.25%	4/13/2021	$ 1,900,733	1,900,733	1,900,733	0.12
Television g										
oldco,	Second Lien Term Loan	LIBOR (M)	1.00 %	7.00%	8.23%	1/23/2023	$ 11,536,391	11,508,154	11,644,545	0.73
Leasing										
			—	9.50%	10.74%	1/12/2020	$ 14,000,000	13,879,590	13,748,000	0.86

nancial LLC	First Lien Delayed Draw Term Loan	LIBOR (Q)								
rs of c.	First Lien Term Loan	LIBOR (M)	1.00 %	7.00%	8.23%	10/13/2022	$ 5,000,000	4,913,427	5,100,000	0.32
								18,793,017	18,848,000	1.18
s										
LLC (Real	Convertible Second Lien Term Loan Tranche B-1	Fixed	—	8.50%	8.50%	3/30/2018	$ 2,072,771	2,072,771	1,705,683	0.11
LLC (Real	First Lien Term Loan Tranche A	Fixed	—	7.00%	7.00%	3/30/2018	$ 4,892,097	4,608,710	4,892,097	0.30
LLC (Real	Second Lien Term Loan Tranche B	Fixed	—	8.50%	8.50%	3/30/2018	$ 10,327,904	10,327,904	—	—
LLC (Real	Second Lien Term Loan Tranche B-1	Fixed	—	8.50%	8.50%	3/30/2018	$ 3,252,610	3,237,187	2,676,572	0.17
LLC (Real	Sr Convertible Second Lien Term Loan B	Fixed	—	8.50%	8.50%	3/30/2018	$ 6,490,093	6,490,093	6,490,103	0.40
								26,736,665	15,764,455	0.98
c.	First Lien Tranche A-1 Revolver	LIBOR (Q)	1.00 %	9.50%	10.81%	3/15/2021	$ 4,432,934	4,361,693	4,399,687	0.27
Inc.	First Lien FILO Term Loan	LIBOR (M)	1.00 %	8.84%	10.07%	9/12/2022	$ 11,149,443	10,871,171	10,870,707	0.68
								15,232,864	15,270,394	0.95
nications										
tions (United	Sr New Money Initial Note	Fixed	—	10.00%	10.00%	10/1/2021	$ 1,273,204	1,240,014	1,062,330	0.07
tions (United	Sr Second-Priority PIK Toggle Note	Fixed	—	10.00%	10.00%	10/1/2021	$ 3,248,857	3,166,787	2,710,765	0.17
tions (United	Sr Secured Third-Priority Note	Fixed	—	12.00%	12.00%	10/1/2023	$ 6,729,804	3,428,151	1,716,100	0.11
								7,834,952	5,489,195	0.35

esearch oment										
ings, Inc. atories,	First Lien Term Loan	LIBOR (Q)	—	2.50%	3.81%	4/29/2020	$ 1,857,267	1,671,540	1,798,456	0.11
ings, Inc. atories,	Second Lien Term Loan	LIBOR (Q)	—	2.50%	3.81%	4/29/2020	$ 4,189,589	2,787,440	4,084,849	0.25
ings, Inc. atories,	First Lien Term Loan	LIBOR (Q)	1.00 %	8.50%	9.80%	11/3/2021	$ 34,930,560	34,339,828	35,017,889	2.19
								38,798,808	40,901,194	2.55
nishings										
rpet Mills,	First Lien Term Loan (1.5% Exit Fee)	LIBOR (Q)	1.00 %	10.00% Cash +1.00% PIK	12.30%	12/19/2019	$ 21,061,727	21,061,727	20,988,011	1.31
rpet Mills,	First Lien Term Loan B (1.5% Exit Fee)	LIBOR (Q)	1.00 %	10.00% Cash +1.00% PIK	12.30%	12/19/2019	$ 7,224,662	7,124,139	7,199,375	0.45
								28,185,866	28,187,386	1.76

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Consolidated Schedule of Investments (Unaudited) (Continued)

September 30, 2017

	Instrument	Ref	Floor	Spread	Total Coupon	Maturity	Principal		Cost		Fair Value	% Tot Cash Investr
ents												
ns, Inc.	Second Lien Term Loan	LIBOR (Q)	1.00 %	7.75%	9.08%	6/1/2025	$ 7,611,914	$	7,536,412	$	7,726,092	0.4
lishing												
ational erland)	First Lien Term Loan	LIBOR (Q)	1.00 %	13.00% Cash +2.00% PIK	16.31%	7/16/2018	$ 17,446,997		17,452,145		17,446,997	1.0
	First Lien Term Loan (2.0% Exit Fee)	LIBOR (M)	1.00 %	7.50% Cash +1.00% PIK	9.88%	11/1/2020	$ 35,204,503		34,711,491		34,708,120	2.1
A), LLC	Second Lien Term Loan	LIBOR (Q)	0.50 %	8.50% Cash +1.25% PIK	11.00%	1/31/2020	$ 30,534,114		30,242,898		30,089,843	1.8
C	First Lien Term Loan	LIBOR (Q)	0.25 %	5.75% Cash +3.00% PIK	10.06%	3/31/2019	$ 36,505,910		36,256,859		36,816,210	2.3
onal (United	First Lien Term Loan	LIBOR (M)	1.00 %	10.00%	11.24%	11/4/2021	$ 26,358,696		25,825,375		25,939,592	1.6
Max	Second Lien Term Loan	LIBOR (Q)	1.00 %	8.00%	9.33%	9/19/2025	$ 24,325,623		24,082,367		24,386,437	1.5
	First Lien Term Loan	LIBOR (Q)	—	2.80% Cash +8.45% PIK	12.63%	1/26/2022	$ 19,316,029		18,756,824		18,947,092	1.1

US,	First Lien Term Loan	LIBOR (Q)	—	9.50%	10.80%	12/31/2017	$ 5,621,605	5,607,200	5,613,173	0.3
lutions,	Second Lien Term Loan	LIBOR (Q)	—	13.00%	14.32%	9/10/2021	$ 11,513,362	11,235,273	11,789,683	0.7
lutions	Second Lien Term Loan B	LIBOR (Q)	—	13.00%	14.32%	9/10/2021	$ 11,513,362	11,235,273	11,789,683	0.7
dings,	First Lien Delayed Draw Term Loan (7.0% Exit Fee)	LIBOR (M)	—	8.88%	10.25%	9/1/2020	$ 14,529,322	13,826,524	13,876,940	0.8
	First Lien Delayed Draw Term Loan (1.0% Exit Fee)	LIBOR (M)	0.62 %	9.88%	11.25%	1/1/2019	$ 2,255,976	2,210,023	2,224,505	0.1
ation	First Lien Term Loan	LIBOR (M)	1.00 %	7.25%	8.49%	7/31/2022	$ 16,397,517	16,077,665	16,069,567	1.0
ation	Revolver	LIBOR (M)	1.00 %	7.25%	N/A	7/31/2022	$ —	(27,167)	(28,110)	
								247,492,750	249,669,732	15
n										
lar, Inc.	First Lien Term Loan (5.0% Exit Fee)	LIBOR (M)	—	11.44%	12.81%	8/1/2020	$ 3,912,604	3,585,789	3,804,828	0.2
lar, Inc.	First Lien Delay Draw Term Loan A	LIBOR (M)	—	11.44%	N/A	8/1/2020	$ —	—	—	
lar, Inc.	First Lien Delay Draw Term Loan B	LIBOR (M)	—	11.44%	N/A	8/1/2020	$ —	—	—	
oldings ergy) nds)	Bank Guarantee Credit Facility	Fixed	—	8.00% PIK	9.34%	7/2/2018	$ 17,471,897	17,471,897	16,700,513	1.0
oldings ergy) nds)	Revolving Credit Facility	LIBOR (Q)	—	—	—	7/2/2018	$ 6,072,441	6,072,441	6,072,441	0.3
								27,130,127	26,577,782	1.6

	First Lien Term Loan	LIBOR (Q)	1.00 %	9.50%	10.74%	9/1/2021	$	20,224,763	19,723,119	20,629,259	1.2
ications											
ons,	First Lien Delayed Draw FILO Term Loan	LIBOR (M)	1.00 %	7.42%	8.73%	5/31/2018	$	325,447	322,212	325,252	0.0
ons,	First Lien Delayed Draw FILO Term Loan	LIBOR (M)	1.00 %	7.42%	8.51%	5/31/2018	$	1,321,328	1,315,866	1,320,321	0.0
ons,	First Lien FILO Term Loan	LIBOR (M)	1.00 %	7.42%	8.72%	5/31/2018	$	7,110,607	7,039,918	7,106,340	0.4
									8,677,996	8,751,913	0.5
ications											
	Sr Secured Notes	Fixed	—	12.50%	12.50%	7/1/2022	$	10,000,000	10,000,000	11,443,750	0.7
									1,468,606,760	1,463,294,967	91.4

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TCP Capital Corp.

Consolidated Schedule of Investments (Unaudited) (Continued)

September 30, 2017

Issuer	Instrument	Ref	Floor	Spread	Total Coupon	Maturity	Shares	Cost	Fair Value	% of Total Cash and Investments	Notes
Equity Securities											
Advertising, Public Relations and Marketing											
Foursquare Labs, Inc.	Warrants to Purchase Series E Preferred Stock						1,125,000	$ 185,450	$ 177,750	0.01 %	C/E/N
InMobi, Inc. (Singapore)	Warrants to Purchase Common Stock						995,902	159,270	159,245	0.01 %	C/E/H/N
InMobi, Inc. (Singapore)	Warrants to Purchase Series E Preferred Stock						1,049,996	276,492	486,148	0.03 %	C/E/H/N
								621,212	823,143	0.05 %	
Air Transportation											
Aircraft Leased to United Airlines, Inc.											
United N659UA-767, LLC (N659UA)	Trust Beneficial Interests						683	2,979,575	2,983,358	0.19 %	E/F/N
United N661UA-767, LLC (N661UA)	Trust Beneficial Interests						688	3,088,529	3,057,259	0.19 %	E/F/N
Epic Aero, Inc. (One Sky)	Warrants to Purchase Common Stock						1,843	855,313	3,451,916	0.22 %	C/E/N

			6,923,417	9,492,533	0.60 %	
Business Support Services						
Findly Talent, LLC	Membership Units	708,229	230,938	143,133	0.01 %	C/E/N
STG-Fairway Holdings, LLC (First Advantage)	Class A Units	803,961	325,432	604,016	0.04 %	C/E/N
			556,370	747,149	0.05 %	
Chemicals						
Green Biologics, Inc.	Warrants to Purchase Stock	909,300	272,807	1,546	—	C/E/N
Nanosys, Inc.	Warrants to Purchase Preferred Stock	800,000	605,266	806,400	0.05 %	C/E/N
			878,073	807,946	0.05 %	
Communications Equipment Manufacturing						
Wasserstein Cosmos Co-Invest, L.P. (Globecomm)	Limited Partnership Units	5,000,000	5,000,000	500	—	B/C/E/N
Data Processing and Hosting Services						
Anacomp, Inc.	Class A Common Stock	1,255,527	26,711,049	1,255,527	0.08 %	C/E/F/N
Educational Support Services						
Edmentum Ultimate Holdings, LLC	Class A Common Units	159,515	680,226	1,595	—	B/C/E/N
Electrical Equipment Manufacturing						
NEXTracker, Inc.	Series B Preferred Stock	558,884	—	480,640	0.03 %	E/N
NEXTracker, Inc.		17,640	—	15,170	—	E/N

	Series C Preferred Stock					
			—	495,810	0.03 %	
Electronic Component Manufacturing						
Soraa, Inc.	Warrants to Purchase Common Stock					
		3,071,860	478,899	1,843	—	C/E/N
Equipment Leasing						
36th Street Capital Partners Holdings, LLC	Membership Units					
Essex Ocean II, LLC	Membership Units	7,082,618	7,082,618	9,445,380	0.59 %	C/E/F/N
		199,430	103,398	—	—	C/E/F/N
Financial Investment Activities			7,186,016	9,445,380	0.59 %	
GACP I, LP	Membership Units					
		16,607,783	16,697,588	17,159,258	1.07 %	E/I/N
Metal and Mineral Mining						
EPMC HoldCo, LLC	Membership Units					
		1,312,720	—	210,035	0.01 %	B/E/N
Other Information Services						
SoundCloud, Ltd. (United Kingdom)	Warrants to Purchase Preferred Stock					
		946,498	79,082	45,621	—	C/E/H/N

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Consolidated Schedule of Investments (Unaudited) (Continued)

September 30, 2017

ssuer	Instrument	Ref	Floor	Spread	Total Coupon	Maturity	Shares	Cost	Fair Value	% of Total Cash and Investments	Notes
quity Securities continued)											
lotion Picture and ideo Industries											
EG Parent, LLC Core Entertainment, nc.)	Class A Units						2,720,392	$ 2,772,807	$ 3,319,966	0.21 %	C/E/N
EG Parent, LLC Core Entertainment, nc.)	Class A Warrants to Purchase Class A Units						343,387	196,086	51,714	—	C/E/N
EG Parent, LLC Core Entertainment, nc.)	Class B Warrants to Purchase Class A Units						346,794	198,032	52,227	—	C/E/N
EG Parent, LLC Core Entertainment, nc.)	Litigation Trust Units						407	—	1,201,138	0.08 %	C/N
								3,166,925	4,625,045	0.29 %	
ther Ianufacturing											
GY Holding Corp.	Common Stock						1,333,527	—	—	—	B/C/E/N
AGY Holding ompany, Inc.	Series A Preferred Stock						9,778	1,091,200	11,021,542	0.69 %	B/C/E/N
								1,091,200	11,021,542	0.69 %	
lastics Ianufacturing											
acore Investments oldings, Inc.	Class A Common Stock						16,207	4,177,710	3,033,842	0.19 %	B/C/E/N

adio and Television roadcasting						
use Media, LLC	Warrants to Purchase Common Stock	233,470	300,322	—	—	C/E/N
estaurants						
M Holdco, LLC Real Mex)	Equity Participation	24	—	—	—	B/C/E/N
M Holdco, LLC Real Mex)	Membership Units	13,161,000	2,010,777	—	—	B/C/E/N
			2,010,777	—	—	
etail						
hop Holding, LLC Connexity)	Class A Units	507,167	480,048	—	—	C/E/N
atellite elecommunications						
vanti ommunications roup, PLC (United ingdom)	Common Stock	245,368	3,086	26,300	—	C/D/H
cientific Research nd Development ervices						
ions Holdings, Inc. BPA)	Series A Warrants to Purchase Common Stock	10,287	—	—	—	C/E/N
ions Holdings, Inc. BPA)	Series B Warrants to Purchase Common Stock	16,494	—	—	—	C/E/N
			—	—	—	
oftware Publishing						
ctifio, Inc.	Warrants to Purchase Series F Preferred Stock	1,052,651	188,770	196,319	0.01 %	C/E/N
lackline, Inc.		1,797	4,449	61,313	—	C/J

	Common Stock					
radeshift, Inc.	Warrants to Purchase Series D Preferred Stock	1,712,930	577,842	528,097	0.03 %	C/E/N
tilidata, Inc.	Warrants to Purchase Preferred Stock	719,998	216,335	373,319	0.02 %	C/E/N
			987,396	1,159,048	0.06 %	
tility System onstruction						
onergy Asia oldings Limited United Kingdom)	Class B Shares	1,000,000	1,000,000	1,007,900	0.06 %	C/E/F/H/I
onergy Asia oldings Limited United Kingdom)	Ordinary Shares	3,333	7,833,333	1,827,603	0.12 %	C/E/F/H/I
lassPoint Solar, Inc.	Warrants to Purchase Series C-1 Preferred Stock	1,100,000	248,555	290,730	0.02 %	C/E/N
awa Solar Holdings imited (Cayman lands)	Ordinary Shares	2,332,594	—	—	—	C/E/F/H/I
awa Solar Holdings imited (Cayman lands)	Series B Preferred Shares	93,023	1,395,349	243	—	C/E/F/H/I
			10,477,237	3,126,476	0.20 %	

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TCP Capital Corp.

Consolidated Schedule of Investments (Unaudited) (Continued)

September 30, 2017

Issuer	Instrument	Ref	Floor	Spread	Total Coupon	Maturity	Shares	Cost	Fair Value	% of Total Cash and Investments	Notes
Equity Securities (continued)											
Wired Telecommunications Carriers											
V Telecom Investment S.C.A. (Vivacom) (Luxembourg)	Common Shares						1,393	$ 3,236,256	$ 1,976,927	0.12 %	C/D/E/H/N
Total Equity Securities								91,742,889	65,455,520	4.08 %	
Total Investments								$ 1,560,349,649	$ 1,528,750,487		
Cash and Cash Equivalents											
Cash Held on Account at Various Institutions									64,929,885	4.06 %	
Wells Fargo Government Money Market Fund									4,000,000	0.25 %	
Wells Fargo Treasury Plus Government Money Market Fund									3,000,000	0.19 %	
Cash and Cash Equivalents									71,929,885	4.50 %	
Total Cash and Investments									$ 1,600,680,372	100.00 %	M

Notes to Consolidated Schedule of Investments:

(A) Investments in bank debt generally are bought and sold among institutional investors in transactions not subject to registration under the Securities Act of 1933. Such transactions are generally subject to contractual restrictions, such as approval of the agent or borrower.

(B) Non-controlled affiliate – as defined under the Investment Company Act of 1940 (ownership of between 5% and 25% of the outstanding voting securities of this issuer). See Consolidated Schedule of Changes in Investments in

Affiliates.

(C) Non-income producing security.

(D) Investment denominated in foreign currency. Amortized cost and fair value converted from foreign currency to US dollars. Foreign currency denominated investments are generally hedged for currency exposure.

(E) Restricted security. (See Note 2)

(F) Controlled issuer – as defined under the Investment Company Act of 1940 (ownership of 25% or more of the outstanding voting securities of this issuer). Investment is not more than 50% of the outstanding voting securities of the issuer nor deemed to be a significant subsidiary. See Consolidated Schedule of Changes in Investments in Affiliates.

(G) Investment has been segregated to collateralize certain unfunded commitments.

(H) Non-U.S. company or principal place of business outside the U.S. and as a result the investment is not a qualifying asset under Section 55(a) of the Investment Company Act. Under the Investment Company Act, the Company may not acquire any non-qualifying asset unless, at the time such acquisition is made, qualifying assets represent at least 70% of the Company's total assets.

(I) Deemed an investment company under Section 3(c) of the Investment Company Act and as a result the investment is not a qualifying asset under Section 55(a) of the Investment Company Act. Under the Investment Company Act, the Company may not acquire any non-qualifying asset unless, at the time such acquisition is made, qualifying assets represent at least 70% of the Company's total assets.

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TCP Capital Corp.

Consolidated Schedule of Investments (Unaudited) (Continued)

September 30, 2017

(J) Publicly traded company with a market capitalization greater than $250 million and as a result the investment is not a qualifying asset under Section 55(a) of the Investment Company Act. Under the Investment Company Act, the Company may not acquire any non-qualifying asset unless, at the time such acquisition is made, qualifying assets represent at least 70% of the Company's total assets.
(K) Negative balances relate to an unfunded commitment that was acquired and/or valued at a discount.
(L) In addition to the stated coupon, investment has an exit fee payable upon repayment of the loan in an amount equal to the percentage of the original principal amount shown.
(M) All cash and investments, except those referenced in Notes G above, are pledged as collateral under certain debt as described in Note 4 to the Consolidated Financial Statements.
(N) Inputs in the valuation of this investment included certain unobservable inputs that were significant to the valuation as a whole.
LIBOR or EURIBOR resets monthly (M), quarterly (Q), semiannually (S), or annually (A).

Aggregate acquisitions and aggregate dispositions of investments, other than government securities, totaled $652,394,259 and $434,061,754, respectively, for the nine months ended September 30, 2017. Aggregate acquisitions includes investment assets received as payment in kind. Aggregate dispositions includes principal paydowns on and maturities of debt investments. The total value of restricted securities and bank debt as of September 30, 2017 was $1,527,461,735 or 95.4% of total cash and investments of the Company. As of September 30, 2017, approximately 12.6% of the total assets of the Company were not qualifying assets under Section 55(a) of the 1940 Act.

Options and Swaps at September 30, 2017 were as follows:

Receive	Pay	Counter Party	Maturity	Notional Amount	Fair Value	Upfront payments/ receipts	Unrealized appreciation/ depreciation
Interest at LIBOR plus 8.68% on USD 7,270,250	Interest at 8.00% on EUR 6,500,000	Wells Fargo Bank, N.A.	5/31/2019	USD 7,270,250/ EUR 6,500,000	$ (470,202)	$ —	$ (470,202)

See accompanying notes to the consolidated financial statements.

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TCP Capital Corp.

Consolidated Schedule of Investments

December 31, 2016

	Instrument	Ref	Floor	Spread	Total Coupon	Maturity	Principal	Cost	Fair Value	% of Total Cash and Investment
nents (A)										
es l to										
ediation										
s ence, LP ource)	First Lien Term Loan	LIBOR (Q)	1.00 %	6.75%	7.75%	12/20/2021	$ 14,769,821	$ 14,623,499	$ 14,622,123	1.07 %
s ence, LP ource)	Revolver	LIBOR (Q)	1.00 %	6.75%	N/A	12/20/2021	$ —	(6,669)	(6,713)	—
nt, Inc.	First Lien Term Loan B2	LIBOR (Q)	1.50 %	5.25%	6.75%	5/8/2017	$ 11,289,051	11,134,310	10,893,934	0.80 %
								25,751,140	25,509,344	1.87 %
es l to Real										
tions,	First Lien FILO Term Loan	LIBOR (Q)	1.00 %	8.96%	9.96%	12/23/2019	$ 12,891,845	12,773,127	12,898,291	0.94 %
ising and										
ns s										
Inc. ore)	First Lien Delayed Draw Tranche 1 Term Loan (1.25% Exit	LIBOR (M)	0.33 %	10.17%	10.98%	9/1/2018	$ 15,000,000	14,772,946	14,704,508	1.07 %

	Fee)									
Inc. ore)	First Lien Delayed Draw Tranche 2 Term Loan	LIBOR (M)	0.33 %	10.17%	N/A	9/1/2018	$ —	—	—	—
Inc. ore)	First Lien Delayed Draw Tranche 3 Term Loan	LIBOR (M)	0.33 %	10.17%	N/A	9/1/2018	$ —	—	—	—
								14,772,946	14,704,508	1.07 %
ortation										
ir Group,	Acquisition Loan	LIBOR (M)	—	7.25%	8.00%	7/15/2022	$ 14,042,971	13,839,296	14,323,830	1.05 %
irlines,	Engine Acquisition Delayed Draw Term Loan A	LIBOR (M)	—	7.25%	8.00%	12/14/2021	$ 16,546,652	16,259,013	16,257,105	1.19 %
irlines,	Engine Acquisition Delayed Draw Term Loan B	LIBOR (M)	—	7.25%	N/A	2/28/2022	$ —	—	—	—
irlines,	Engine Acquisition Delayed Draw Term Loan C	LIBOR (M)	—	7.25%	N/A	12/31/2022	$ —	—	—	—
								30,098,309	30,580,935	2.24 %
ment creation										
hing I,	First Lien Revolver	LIBOR (M)	—	8.25%	N/A	12/20/2018	$ —	(1,655,756)	(937,500)	(0.07)%
uthern s, LLC	First Lien Term Loan	LIBOR (Q)	1.00 %	6.50% Cash +2.00% PIK	9.50%	11/3/2020	$ 24,220,291	23,755,180	23,735,885	1.73 %
uthern s, LLC	Sr Secured Revolver	LIBOR (Q)	1.00 %	6.50% Cash +2.00% PIK	N/A	11/3/2020	$ —	(16,444)	(17,123)	—
								22,082,980	22,781,262	1.66 %
l acturing										

Bros.,	First Lien Term Loan (First Out)	LIBOR (Q)	1.25 %	5.75%	7.00%	6/3/2021	$	9,700,000	9,541,402	9,700,000	0.71 %
Bros.,	First Lien Term Loan B (Last Out)	LIBOR (Q)	1.25 %	12.25%	13.50%	6/3/2021	$	9,800,000	9,646,339	9,800,000	0.72 %
arel s, LLC	First Lien FILO Term Loan	LIBOR (M)	1.00 %	9.60%	10.60%	4/8/2019	$	2,714,632	2,705,143	2,741,779	0.20 %
									21,892,884	22,241,779	1.63 %
g nent ctors											
Datacom rical,	First Lien Delayed Draw Term Loan	LIBOR (Q)	1.00 %	7.50%	8.50%	7/25/2021	$	—	—	—	—
Datacom rical,	First Lien Term Loan	LIBOR (Q)	1.00 %	7.50%	8.50%	7/25/2021	$	14,295,589	14,092,734	14,188,374	1.04 %
									14,092,734	14,188,374	1.04 %
ss t s											
e Global ogies,	Sr Secured Revolving Loan	LIBOR (Q)	0.23 %	8.52%	N/A	11/30/2018	$	—	(17,798)	70,000	0.01 %
e Global ogies,	Sr Secured Term Loan (1.0% Exit Fee)	LIBOR (Q)	0.23 %	9.27%	10.12%	11/30/2019	$	23,937,500	23,867,666	24,356,406	1.78 %
irway tions, rst age)	Second Lien Term Loan	LIBOR (Q)	1.00 %	9.25%	10.25%	6/30/2023	$	31,000,000	30,588,757	30,336,600	2.22 %
									54,438,625	54,763,006	4.01 %

TCP Capital Corp.

Consolidated Schedule of Investments (Continued)

December 31, 2016

	Instrument	Ref	Floor	Spread	Total Coupon	Maturity	Principal	Cost	Fair Value	% of Total Cash and Investmen
nents ued)										
als										
Plant ts s, LLC	Sr Secured Term Loan (8.0% Exit Fee)	LIBOR (Q)	—	10.63%	11.63%	2/1/2018	$ 7,563,676	$ 7,995,360	$ 8,250,457	0.60 %
iologics,	Sr Secured Delayed Draw Term Loan (12.4% Exit Fee)	Prime Rate	—	7.75%	11.50%	6/30/2019	$ 15,000,000	15,468,439	14,905,500	1.09 %
E1 B.V. lands)	First Lien Delayed Draw Term Loan	LIBOR (Q)	—	8.00%	9.00%	10/12/2021	$ 253,581	245,565	251,684	0.02 %
E1 B.V. lands)	First Lien Term Loan	LIBOR (Q)	—	8.00%	9.00%	10/12/2021	$ 3,864,583	3,836,083	3,835,599	0.28 %
s, Inc.	First Lien Delayed Draw Term Loan (3.5% Exit Fees)	LIBOR (Q)	—	9.81%	10.75%	4/1/2019	$ 10,000,000	9,526,456	9,712,000	0.71 %
								37,071,903	36,955,240	2.70 %
nications nent acturing										
omm s, Inc.	First Lien Term Loan	LIBOR (Q)	1.25 %	7.63%	8.88%	12/11/2018	$ 14,480,001	14,335,200	14,480,002	1.06 %
e tion Co. m)	First Lien Term Loan	LIBOR (Q)	1.00 %	6.50%	7.50%	9/27/2023	$ 4,835,417	4,646,389	4,877,727	0.36 %

								18,981,589	19,357,729	1.42 %
ter s Design lated s										
nc.)	First Lien Term Loan	LIBOR (Q)	1.00 %	6.75%	7.75%	9/1/2022	$ 9,975,000	9,784,353	9,875,250	0.72 %
ocket, Inc.	Senior Secured 1st Lien Term Loan	LIBOR (M)	1.00 %	10.00%	11.00%	2/10/2021	$ 17,500,000	16,884,459	17,291,750	1.26 %
oftware tion	Second Lien Term Loan	LIBOR (M)	1.00 %	7.50%	8.50%	5/29/2021	$ 6,993,035	6,953,617	7,001,777	0.51 %
, Inc.	First Lien Term Loan	LIBOR (Q)	1.00 %	9.50%	10.50%	8/16/2021	$ 23,295,455	22,630,922	22,887,784	1.67 %
, Inc.	Senior Secured Revolver	LIBOR (Q)	1.00 %	9.50%	10.50%	8/16/2021	$ —	(47,341)	21,307	—
terprise s, Ltd.)	First Lien Term Loan B	LIBOR (Q)	—	8.00%	8.90%	9/3/2018	$ 2,314,000	2,314,000	2,314,000	0.17 %
terprise s, Ltd.)	First Lien Term Loan	LIBOR (Q)	—	8.00%	8.90%	9/3/2018	$ 10,320,000	10,268,787	10,320,000	0.75 %
SA, LLC	First Lien Term Loan B	LIBOR (Q)	—	8.00%	8.90%	9/3/2018	$ 3,738,000	3,738,000	3,738,000	0.27 %
SA, LLC	First Lien Term Loan	LIBOR (Q)	—	8.00%	8.90%	9/3/2018	$ 3,160,000	3,151,013	3,160,000	0.23 %
ll ional, Inc.	First Lien Delayed Draw Term Loan (3.0% Exit Fee)	LIBOR (Q)	—	11.67%	12.48%	9/1/2018	$ 4,800,000	4,827,231	4,970,640	0.36 %
								80,505,041	81,580,508	5.94 %
rocessing sting s										
Centers, LC	First Lien Term Loan	Fixed	—	9.00%	9.00%	1/15/2020	$ 6,876,756	6,876,756	6,876,756	0.50 %
Power tion, nission tribution										
e ble	First Lien Term Loan	Fixed	—	9.00% Cash	10.00%	9/10/2017	$ 7,518,173	7,491,471	7,442,991	0.54 %

Fund 3, onergy)				+1.00% PIK						
nic nent acturing										
nc.	Tranche A Term Loan (3.0% Exit Fee)	LIBOR (Q)	0.44 %	9.33%	10.15%	3/1/2018	$ 15,666,296	15,483,478	15,471,251	1.13 %
nc.	Tranche B Term Loan	LIBOR (Q)	0.44 %	9.33%	10.15%	9/1/2017	$ 1,603,779	1,556,152	1,563,204	0.11 %
								17,039,630	17,034,455	1.24 %
nent g										
eet Partners s, LLC	Senior Note	Fixed	—	12.00%	12.00%	11/1/2020	$ 29,203,304	29,203,304	29,203,304	2.13 %
cean, plexel)	Sr Secured Term Loan	Fixed	—	8.00%	8.00%	8/15/2018	$ 1,685,289	1,685,289	1,718,994	0.13 %
								30,888,593	30,922,298	2.26 %
es t Services										
oment	First Lien Term Loan B	LIBOR (M)	1.25 %	6.75%	8.00%	3/15/2018	$ 879,513	834,963	853,128	0.06 %
al nent es										
ia Finance Cayman	Asset-Backed Credit Linked Notes	Fixed	—	13.13%	13.13%	8/2/2021	$ 15,000,000	15,000,000	14,994,000	1.10 %

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TCP Capital Corp.

Consolidated Schedule of Investments (Continued)

December 31, 2016

	Instrument	Ref	Floor	Spread	Total Coupon	Maturity	Principal	Cost	Fair Value	% of Total Cash and Investments
ents ed)										
Stores										
nc.	First Lien FILO Term Loan	LIBOR (M)	1.50 %	8.80%	10.30%	10/8/2019	$ 9,333,235	9,297,529	9,426,567	0.69 % N
s										
althcare,	First Lien Term Loan	LIBOR (Q)	1.00 %	9.25%	10.51%	8/28/2020	$ 12,071,083	$ 11,857,665	$ 12,375,878	0.90 % N
oast . ent,	Senior Secured 1st Lien Delayed Draw Term Loan	LIBOR (M)	2.00 %	9.70%	11.70%	10/23/2019	$ 10,828,233	10,806,929	10,828,233	0.79 % N
								22,664,594	23,204,111	1.69 %
ce										
oup iate , Inc.	First Lien Delayed Draw Term Loan	Prime	—	4.50%	8.25%	12/30/2022	$ —	(8,333)	—	— J
oup iate , Inc.	First Lien Revolver	Prime	—	4.50%	8.25%	12/30/2021	$ —	(7,595)	—	— J
oup iate , Inc.	First Lien Term Loan	Prime	—	4.50%	8.25%	12/30/2022	$ 3,407,121	3,373,050	3,373,050	0.25 % N
ion										
, LLC	Second Lien Term Loan	LIBOR (M)	1.00 %	8.75%	9.75%	6/8/2023	$ 8,277,983	8,112,882	8,112,423	0.59 % N
			1.00 %	6.50%	7.50%	8/31/2021	$ 3,750,000	3,689,740	3,731,250	0.27 % N

lings,	First Lien Term Loan	LIBOR (Q)									
e LLC ogy)	First Lien Term Loan	LIBOR (Q)	0.50 %	13.62%	14.49%	8/29/2019	$ 20,015,152	19,533,393	20,015,152	1.46 %	N
								34,693,137	35,231,875	2.57 %	
of ncial											
iate 2,	Second Lien Term Loan	LIBOR (Q)	1.00 %	8.50%	9.50%	5/27/2022	$ 16,573,588	16,434,441	16,739,324	1.22 %	N
iate 2,	Second Lien Incremental Term Loan	LIBOR (Q)	1.00 %	8.50%	9.50%	5/27/2022	$ 3,426,412	3,396,918	3,460,676	0.25 %	N
								19,831,359	20,200,000	1.47 %	
ment, c, and al ng											
ata & s, LLC	First Lien Term Loan	LIBOR (Q)	1.00 %	8.75%	9.75%	10/31/2019	$ 23,995,511	23,613,049	23,699,166	1.73 %	N
Picture eo es											
ldings, ORE ment)	First Lien Term Loan	LIBOR (Q)	1.00 %	8.00% PIK	9.00%	10/17/2022	$ 1,445,592	1,445,592	1,387,712	0.10 %	N
ository diation											
kk C	First Lien Delayed Draw Term Loan	LIBOR (M)	0.50 %	9.50%	10.24%	12/21/2021	$ 32,392,942	31,888,166	31,939,467	2.33 %	N
Home nc.	First Lien Delayed Draw Term Loan	LIBOR (M)	1.00 %	6.50%	7.50%	6/30/2020	$ 13,333,333	13,136,017	13,133,333	0.96 %	N
n l Group	Sr Secured Notes	Fixed	—	11.50%	11.50%	11/15/2019	$ 28,678,000	28,568,148	29,108,170	2.13 %	F

t l nce,	First Lien Delayed Draw Term Loan	LIBOR (M)	—	9.50%	10.27%	1/12/2020	$ 17,500,000	17,300,337	16,992,500	1.24 %	N
e oldings,	First Lien Term Loan	LIBOR (Q)	1.00 %	8.00%	9.00%	3/26/2021	$ 16,062,731	15,912,928	16,207,296	1.18 %	N
nance I, Ltd.	Secured Class B Notes	Fixed	—	10.75%	10.75%	11/13/2018	$ 15,084,000	15,084,000	14,857,740	1.09 %	E
								121,889,596	122,238,506	8.93 %	
tion											
onal,	Delayed Draw Term Loan	LIBOR (M)	1.00 %	8.50%	9.50%	7/31/2020	$ 1,251,626	1,227,886	1,231,183	0.09 %	N
onal,	Revolver Loan	LIBOR (M)	1.00 %	8.50%	9.50%	7/31/2020	$ 491,303	480,225	481,674	0.04 %	N
onal,	First Lien Term Loan	LIBOR (M)	1.00 %	8.50%	9.50%	7/31/2020	$ 15,408,563	15,204,465	15,257,559	1.11 %	N
s , LLC	First Lien Term Loan	LIBOR (Q)	0.50 %	10.50%	11.38%	12/11/2020	$ 4,936,601	4,853,985	4,973,625	0.36 %	N
oud ited n)	Sr Secured Term Loan (2.0% Exit Fee)	LIBOR (M)	0.28 %	10.72%	11.60%	10/1/2018	$ 31,550,000	31,632,236	32,510,698	2.38 %	E
, LLC lick)	Second Lien Term Loan	LIBOR (M)	1.00 %	7.75%	8.75%	11/6/2021	$ 19,988,392	19,769,829	19,663,581	1.44 %	C
								73,168,626	74,118,320	5.42 %	

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TCP Capital Corp.

Consolidated Schedule of Investments (Continued)

December 31, 2016

	Instrument	Ref	Floor	Spread	Total Coupon	Maturity	Principal	Cost	Fair Value	% of Total Cash and Investmen
stments **l)**										
uring										
ing Corp.	Sr Secured Term Loan	Fixed	—	12.00%	12.00%	9/15/2018	$ 4,869,577	4,869,577	4,869,710	0.36 %
ing Corp.	Second Lien Notes	Fixed	—	11.00%	11.00%	11/15/2018	$ 9,268,000	7,586,317	9,268,000	0.68 %
ing Corp.	Delayed Draw Term Loan	Fixed	—	12.00%	12.00%	9/15/2018	$ 1,049,146	1,049,146	1,049,147	0.08 %
LLC	Second Lien Term Loan	LIBOR (M)	1.00 %	6.25%	7.25%	11/15/2021	$ 5,000,000	4,900,613	5,000,000	0.37 %
g Tube,	Subordinated Notes	LIBOR (M)	—	17.50%	N/A	2/1/2021	$ 1,030,741	1,030,740	107,200	0.01 %
								19,436,393	20,294,057	1.50 %
lishing										
LC	First Lien Revolver	LIBOR (Q)	—	9.00%	N/A	4/29/2021	$ —	$ (24,000)	$ 15,000	—
LC	First Lien Term Loan	LIBOR (Q)	—	9.00%	9.88%	4/29/2021	$ 8,614,356	8,459,058	8,549,749	0.62 %
dia Health,	First Lien Term Loan B	LIBOR (M)	1.00 %	6.50%	7.50%	12/23/2021	$ 13,636,364	12,272,727	12,477,273	0.91 %
								20,707,785	21,042,022	1.53 %
unications										
echnologies,	Second Lien Term Loan	LIBOR (Q)	1.25 %	7.75%	9.00%	4/30/2021	$ 4,516,129	4,470,968	4,407,177	0.32 %
uticals										
Medical	First Lien Term Loan	LIBOR (M)	1.00 %	6.00%	7.00%	6/30/2022	$ 8,642,604	8,199,514	8,664,210	0.63 %

uring										
ernational,	Sr Secured Notes	Fixed	—	9.50%	9.50%	6/1/2018	$ 13,600,000	14,246,000	4,503,640	0.33 %
Television ing										
	Sr Secured Notes	Fixed	—	10.38%	10.38%	7/1/2019	$ 7,312,000	7,312,000	4,435,972	0.32 %
Holdco,	Second Lien Term Loan	LIBOR (M)	1.25 %	8.75%	10.00%	7/22/2020	$ 15,981,496	15,727,220	16,141,311	1.18 %
								23,039,220	20,577,283	1.50 %
e Leasing										
ners of	First Lien Term Loan	LIBOR (Q)	1.00 %	7.00%	8.00%	10/13/2022	$ 5,000,000	4,902,332	5,000,000	0.37 %
ts										
LLC (Real	Convertible Second Lien Term Loan Tranche B-1	Fixed	—	8.50%	8.50%	3/30/2018	$ 1,943,371	1,943,371	1,943,371	0.14 %
LLC (Real	First Lien Term Loan Tranche A	Fixed	—	7.00%	7.00%	3/30/2018	$ 4,871,284	4,587,898	4,871,284	0.36 %
LLC (Real	Second Lien Term Loan Tranche B	Fixed	—	8.50%	8.50%	3/30/2018	$ 9,683,150	9,683,150	3,154,770	0.23 %
LLC (Real	Second Lien Term Loan Tranche B-1	Fixed	—	8.50%	8.50%	3/30/2018	$ 3,049,554	3,034,132	3,049,555	0.22 %
LLC (Real	Sr Convertible Second Lien Term Loan B	Fixed	—	8.50%	8.50%	3/30/2018	$ 4,251,368	4,251,368	4,251,368	0.31 %
								23,499,919	17,270,348	1.26 %
nc.	First Lien Tranche A-1 Revolver	LIBOR (Q)	1.00 %	9.50%	10.50%	3/15/2021	$ 4,432,934	4,348,162	4,388,605	0.32 %
ountain	Second Lien Term Loan	LIBOR (M)	—	9.50%	10.44%	6/15/2018	$ 14,740,910	14,618,096	14,749,754	1.08 %

oree n	First Lien Term Loan	LIBOR (Q)	—	10.25%	11.18%	9/24/2020	$ 12,857,349	12,618,039	13,050,209	0.95 %
ole s, Inc.	First Lien FILO Term Loan	LIBOR (M)	1.00 %	8.50%	9.50%	9/25/2020	$ 20,672,789	20,491,699	20,879,517	1.53 %
								52,075,996	53,068,085	3.88 %

unications