

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549**

**FORM 10-Q**

(Mark One)

**QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934.**

For the quarterly period ended March 31, 2019

OR

**TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934.**

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission file number 814-00712

**BLACKROCK CAPITAL INVESTMENT CORPORATION**

(Exact Name of Registrant as Specified in Its Charter)

**Delaware**  
(State or Other Jurisdiction of  
Incorporation or Organization)

**20-2725151**  
(I.R.S. Employer  
Identification No.)

**40 East 52<sup>nd</sup> Street, New York, NY**  
(Address of Principal Executive Offices)

**10022**  
(Zip Code)

**Registrant's Telephone Number, Including Area Code: 212-810-5800**

Indicate by check mark whether the Registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the Registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes  No

Indicate by check mark whether the Registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer  Accelerated filer  Non-Accelerated filer

Smaller reporting company  Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Indicate by check mark whether the Registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes  No

The number of shares of the Registrant's common stock, \$.001 par value per share, outstanding at May 1, 2019 was 68,836,255.

**BLACKROCK CAPITAL INVESTMENT CORPORATION**  
**FORM 10-Q FOR THE QUARTER ENDED MARCH 31, 2019**

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**PART I. FINANCIAL INFORMATION**

In this Quarterly Report, “Company”, “we”, “us” and “our” refer to BlackRock Capital Investment Corporation unless the context states otherwise.

**Item 1. Consolidated Financial Statements**

**BlackRock Capital Investment Corporation**  
**Consolidated Statements of Assets and Liabilities**  
**(Unaudited)**

	March 31, 2019	December 31, 2018
<b>Assets</b>		
Investments at fair value:		
Non-controlled, non-affiliated investments (cost of \$253,938,127 and \$233,331,450)	\$ 218,148,636	\$ 200,569,644
Non-controlled, affiliated investments (cost of \$114,252,403 and \$130,892,674)	99,991,510	111,727,234
Controlled investments (cost of \$387,251,367 and \$388,870,375)	362,234,127	359,356,068
Total investments at fair value (cost of \$755,441,897 and \$753,094,499)	680,374,273	671,652,946
Cash and cash equivalents	27,107,015	13,497,320
Receivable for investments sold	2,002,968	1,691,077
Interest, dividends and fees receivable	9,945,510	4,084,001
Prepaid expenses and other assets	2,368,966	2,707,036
<b>Total Assets</b>	<b>\$ 721,798,732</b>	<b>\$ 693,632,380</b>
<b>Liabilities</b>		
Debt (net of deferred financing costs of \$2,997,396 and \$3,227,965)	\$ 208,835,348	\$ 186,397,728
Interest and credit facility fees payable	2,576,255	722,841
Distributions payable	12,390,525	12,552,212
Base management fees payable	2,923,149	3,494,520
Payable for investments purchased	—	989,460
Accrued administrative services	739,812	376,507
Other accrued expenses and payables	2,204,539	2,078,958
<b>Total Liabilities</b>	<b>229,669,628</b>	<b>206,612,226</b>
Commitments and Contingencies (See Note 9)		
<b>Net Assets</b>		
Common stock, par value \$.001 per share, 200,000,000 common shares authorized, 77,861,287 and 77,861,287 issued and 68,836,255 and 68,921,798 outstanding	77,861	77,861
Paid-in capital in excess of par	853,248,794	853,248,794
Distributable earnings (losses)	(298,528,296)	(304,106,473)
Treasury stock at cost, 9,025,032 and 8,939,489 shares held	(62,669,255)	(62,200,028)
<b>Total Net Assets</b>	<b>492,129,104</b>	<b>487,020,154</b>
<b>Total Liabilities and Net Assets</b>	<b>\$ 721,798,732</b>	<b>\$ 693,632,380</b>
<b>Net Asset Value Per Share</b>	<b>\$ 7.15</b>	<b>\$ 7.07</b>

The accompanying notes are an integral part of these consolidated financial statements.

**BlackRock Capital Investment Corporation**  
**Consolidated Statements of Operations**  
**(Unaudited)**

	Three months ended	
	March 31, 2019	March 31, 2018
<b>Investment Income:</b>		
Non-controlled, non-affiliated investments:		
Cash interest income	\$ 5,942,016	\$ 7,144,027
PIK interest income	240,184	—
Fee income	475,407	465,206
Total investment income from non-controlled, non-affiliated investments	<u>6,657,607</u>	<u>7,609,233</u>
Non-controlled, affiliated investments:		
Cash interest income	1,222,251	2,214,613
PIK interest income	—	690,960
PIK dividend income	220,480	189,026
Fee income	—	35,000
Total investment income from non-controlled, affiliated investments	<u>1,442,731</u>	<u>3,129,599</u>
Controlled investments:		
Cash interest income	6,900,738	5,085,705
PIK interest income	—	766,466
Cash dividend income	4,191,703	3,126,861
PIK dividend income	—	731,516
Fee income	121,862	387,058
Total investment income from controlled investments	<u>11,214,303</u>	<u>10,097,606</u>
Total investment income	<u>19,314,641</u>	<u>20,836,438</u>
<b>Expenses:</b>		
Base management fees	2,923,149	3,312,369
Incentive management fees	2,280,836	1,735,195
Interest and credit facility fees	3,392,434	3,708,958
Professional fees	473,043	733,164
Administrative services	363,305	553,764
Director fees	193,000	187,000
Investment advisor expenses	87,500	87,500
Other	478,029	630,737
Total expenses, before incentive management fee waiver	<u>10,191,296</u>	<u>10,948,687</u>
Incentive management fee waiver (See Note 3)	(2,280,836)	(1,735,195)
Expenses, net of incentive management fee waiver	<u>7,910,460</u>	<u>9,213,492</u>
<b>Net Investment Income</b>	<u>11,404,181</u>	<u>11,622,946</u>
<b>Realized and Unrealized Gain (Loss):</b>		
Net realized gain (loss):		
Non-controlled, non-affiliated investments	325,489	(50,515,956)
Non-controlled, affiliated investments	(269,226)	—
Controlled investments	—	(26,118,432)
Net realized gain (loss)	<u>56,263</u>	<u>(76,634,388)</u>
Net change in unrealized appreciation (depreciation) on:		
Non-controlled, non-affiliated investments	(2,684,053)	43,690,517
Non-controlled, affiliated investments	4,560,914	1,422,575
Controlled investments	4,497,067	19,156,544
Foreign currency translation	134,330	(173,911)
Net change in unrealized appreciation (depreciation)	<u>6,508,258</u>	<u>64,095,725</u>
Net realized and unrealized gain (loss)	<u>6,564,521</u>	<u>(12,538,663)</u>
<b>Net Increase (Decrease) in Net Assets Resulting from Operations</b>	<u>\$ 17,968,702</u>	<u>\$ (915,717)</u>
Net Investment Income Per Share—basic	<u>\$ 0.17</u>	<u>\$ 0.16</u>
Earnings (Loss) Per Share—basic	<u>\$ 0.26</u>	<u>\$ (0.01)</u>
Average Shares Outstanding—basic	<u>68,837,612</u>	<u>72,991,828</u>
Net Investment Income Per Share—diluted	<u>\$ 0.16</u>	<u>\$ 0.15</u>
Earnings (Loss) Per Share—diluted	<u>\$ 0.24</u>	<u>\$ (0.01)</u>
Average Shares Outstanding—diluted (See Note 4)	<u>85,831,349</u>	<u>89,985,565</u>
Distributions Declared Per Share	<u>\$ 0.18</u>	<u>\$ 0.18</u>

The accompanying notes are an integral part of these consolidated financial statements.

**BlackRock Capital Investment Corporation**  
**Consolidated Statements of Changes in Net Assets**  
**(Unaudited)**

	Three months ended	
	March 31, 2019	March 31, 2018
<b>Net Increase (Decrease) in Net Assets Resulting from Operations:</b>		
Net investment income	\$ 11,404,181	\$ 11,622,946
Net realized gain (loss)	56,263	(76,634,388)
Net change in unrealized appreciation (depreciation)	6,508,258	64,095,725
Net increase (decrease) in net assets resulting from operations	<u>17,968,702</u>	<u>(915,717)</u>
<b>Distributions to Stockholders from(1):</b>		
Net investment income	<u>(12,390,525)</u>	<u>(13,150,684)</u>
<b>Capital Share Transactions:</b>		
Share issuance - distribution reinvestment	—	816,549
Purchases of treasury stock	(469,227)	(4,785,155)
Net increase (decrease) in net assets resulting from capital share transactions	<u>(469,227)</u>	<u>(3,968,606)</u>
Total Increase (Decrease) in Net Assets	5,108,950	(18,035,007)
Net assets at beginning of period	487,020,154	571,099,932
Net assets at end of period	<u>\$ 492,129,104</u>	<u>\$ 553,064,925</u>
<b>Capital Share Activity:</b>		
Shares issued from reinvestment of distributions	—	137,523
Purchases of treasury stock	(85,543)	(799,803)
Net increase (decrease) in shares outstanding	<u>(85,543)</u>	<u>(662,280)</u>

(1) Sources of distribution to stockholders will be adjusted on an annual basis, if necessary, and calculated in accordance with federal income tax regulations.

The accompanying notes are an integral part of these consolidated financial statements.

**BlackRock Capital Investment Corporation**

**Consolidated Statements of Cash Flows  
(Unaudited)**

	Three months ended	
	March 31, 2019	March 31, 2018
<b>Operating Activities:</b>		
Net increase (decrease) in net assets resulting from operations	\$ 17,968,702	\$ (915,717)
<i>Adjustments to reconcile net increase (decrease) in net assets resulting from operations:</i>		
PIK interest, dividends and fees	(460,664)	(2,377,968)
Net amortization on investments	(164,987)	(125,986)
Amortization of debt issuance costs and discount	602,286	441,630
Net change in unrealized (appreciation) depreciation on investments	(6,373,928)	(64,269,636)
Net change in unrealized (appreciation) depreciation on foreign currency translation	(134,330)	173,911
Net realized (gain) loss on investments	(56,263)	76,634,388
Changes in operating assets:		
Purchase of investments	(57,790,703)	(142,614,716)
Proceeds from disposition of investments	55,679,170	17,187,184
Change in interest, dividends and fees receivable	(5,621,325)	397,619
Change in prepaid expenses and other assets	173,405	295,924
Changes in operating liabilities:		
Change in payable for investments purchased	(989,460)	274,856
Change in interest and credit facility fees payable	1,853,414	1,001,321
Change in base management fees payable	(571,371)	(422,286)
Change in accrued administrative services	363,305	438,769
Change in other accrued expenses and payables	153,885	567,143
Net cash provided by (used in) operating activities	<u>4,631,136</u>	<u>(113,313,564)</u>
<b>Financing Activities:</b>		
Distributions paid in cash	(12,552,214)	(12,336,375)
Proceeds from debt	55,000,000	170,031,067
Repayments of debt	(33,000,000)	(67,041,000)
Purchase of treasury stock	(469,227)	(4,785,155)
Net cash provided by financing activities	<u>8,978,559</u>	<u>85,868,537</u>
<b>Net increase (decrease) in cash and cash equivalents</b>	<u>13,609,695</u>	<u>(27,445,027)</u>
<b>Cash and cash equivalents, beginning of period</b>	<u>13,497,320</u>	<u>29,014,645</u>
<b>Cash and cash equivalents, end of period</b>	<u>\$ 27,107,015</u>	<u>\$ 1,569,618</u>
<b>Supplemental disclosure of cash flow information and non-cash financing activities:</b>		
Cash paid during period for:		
Interest	\$ 622,776	\$ 1,695,057
Taxes	\$ 6,395	\$ 56,464
Share issuance — distribution reinvestment	\$ —	\$ 816,549

The accompanying notes are an integral part of these consolidated financial statements.

**BlackRock Capital Investment Corporation**

**Consolidated Schedules of Investments**

**March 31, 2019**

**(Unaudited)**

<b>Portfolio Company(r)</b>	<b>Industry(t)</b>	<b>Interest Rate</b>	<b>Maturity</b>	<b>Principal Amount or Number of Shares/Units</b>	<b>Cost(a)</b>	<b>Fair Value(b)</b>
<b>Senior Secured Notes—4.81%</b>						
Advanced Lighting Technologies, Inc., Second Lien(d)(f)(j)(u)	<i>Capital Equipment</i>	19.80% (L + 1700, 1.00% Floor PIK)	10/4/23	\$ 7,038,104	\$ 2,181,306	\$ 703,810
AGY Holding Corp., Second Lien(g)(j)	<i>Chemicals, Plastics, &amp; Rubber</i>	11.00%	11/15/20	22,959,438	22,883,567	22,959,438
<b>Total Senior Secured Notes</b>					<u>25,064,873</u>	<u>23,663,248</u>
<b>Unsecured Debt—23.69%</b>						
CB-HDT Holdings, Inc.(d)(j)(x)	<i>Aerospace &amp; Defense</i>	12.00% PIK	12/15/19	8,117,338	8,117,338	8,117,338
Gordon Brothers Finance Company(g)(p)	<i>Finance</i>	13.48% (L + 1100, 1.00% Floor)	10/31/21	108,461,861	108,461,861	108,461,860
<b>Total Unsecured Debt</b>					<u>116,579,199</u>	<u>116,579,198</u>
<b>Subordinated Debt—8.13%</b>						
First Boston Construction Holdings, LLC(d) (g)(k)(v)	<i>Finance</i>	12.00%	2/23/23	40,000,000	40,000,000	40,000,000
<b>Total Subordinated Debt</b>					<u>40,000,000</u>	<u>40,000,000</u>
<b>Senior Secured Loans—59.79%(e)</b>						
Advanced Lighting Technologies, Inc., First Lien(f)	<i>Capital Equipment</i>	10.30% (L + 750, 1.00% Floor)	10/4/22	5,128,083	5,055,758	5,128,083
AGY Holding Corp., First Lien(g)	<i>Chemicals, Plastics, &amp; Rubber</i>	12.00%	9/15/20	24,021,390	24,021,390	24,021,390
CareATC, Inc., First Lien(v)	<i>Healthcare &amp; Pharmaceuticals</i>	9.84% (L + 725, 1.00% Floor)	3/14/24	4,733,036	4,639,256	4,638,376
FinancialForce.com, First Lien(v)	<i>Services: Business</i>	9.38% (L + 675)	2/1/24	7,500,000	7,306,170	7,306,170
MBS OpCo LLC, First Lien	<i>Services: Business</i>	11.80% (L + 900, 1.00% Floor)	12/29/22	14,812,500	14,812,500	14,664,375

The accompanying notes are an integral part of these consolidated financial statements.

**BlackRock Capital Investment Corporation**  
**Consolidated Schedules of Investments—(Continued)**  
**March 31, 2019**  
**(Unaudited)**

<b>Portfolio Company(r)</b>	<b>Industry(t)</b>	<b>Interest Rate</b>	<b>Maturity</b>	<b>Principal Amount or Number of Shares/Units</b>	<b>Cost(a)</b>	<b>Fair Value(b)</b>
Midwest Physician Administrative Services, LLC, Second Lien(s)	Healthcare & Pharmaceuticals	9.49% (L + 700, 0.75% Floor)	8/15/25	\$ 15,000,000	\$ 14,880,195	\$ 14,512,500
NorthStar Financial Services Group, LLC et al, Second Lien	Services: Business	10.08% (L + 750, 0.75% Floor)	5/25/26	11,040,744	10,991,363	10,819,929
Outcomes Group Holdings, Inc., Second Lien(s)	Services: Business	10.00% (L + 750)	10/26/26	15,000,000	14,964,369	14,850,000
Paragon Films, Inc., Second Lien	Containers, Packaging, & Glass	10.99% (L + 850, 1.00% Floor)	3/29/26	21,000,000	20,580,487	20,580,487
PharmaLogic Holdings Corp., Second Lien(h)(k)(v)	Healthcare & Pharmaceuticals	10.50% (L + 800)	12/11/23	6,409,565	6,382,094	6,377,518
Red Apple Stores Inc., Second Lien(g)(h)(k)	Retail	10.00%	7/24/20	23,050,000	23,050,000	17,979,000
St. George Warehousing & Trucking Co. of California, Inc., First Lien	Transportation: Cargo	11.85% (L + 925, 1.00% Floor)	4/28/22	32,530,635	32,530,635	29,277,571
St. George Warehousing & Trucking Co. of California, Inc., Delayed Draw Term Loan	Transportation: Cargo	11.85% (L + 925, 1.00% Floor)	4/28/22	6,667,022	6,667,022	6,000,320
Sur La Table, Inc., First Lien	Retail	12.00%	7/28/20	30,000,000	30,000,000	29,850,000
United PF Holdings, LLC, First Lien	Services: Consumer	8.50% (L + 600, 1.00% Floor)	11/2/21	19,222,246	19,222,246	18,933,913
United PF Holdings, LLC, Delayed Draw Term Loan(v)	Services: Consumer	8.50% (L + 600, 1.00% Floor)	11/2/21	3,271,538	3,271,538	3,222,465
Vertellus Holdings LLC, First Lien(f)	Chemicals, Plastics, & Rubber	9.16% (L + 675, 1.00% Floor)	8/2/21	22,461,298	22,461,298	22,461,298
Vertellus Holdings LLC, Second Lien(f)	Chemicals, Plastics, & Rubber	14.41% (L + 1200, 1.00% Floor)	10/29/21	15,109,890	15,109,890	14,958,791
Westmoreland Resource Partners, LP (Oxford Mining Company, LLC), First Lien(d)(u)(w)	Metals & Mining	16.15% (L + 1350, 0.75% Floor PIK)	12/31/18	28,601,196	26,618,276	4,433,185
Zest Acquisition Corp., Second Lien	Healthcare & Pharmaceuticals	9.99% (L + 750, 1.00% Floor)	3/14/26	25,000,000	24,781,411	24,250,000
<b>Total Senior Secured Loans</b>					<b>327,345,898</b>	<b>294,265,371</b>
<b>Preferred Stock—9.44%</b>						
Advantage Insurance Inc.(d)(f)(j)	Insurance	8.00% PIK		750,000	11,397,599	9,210,000
Gordon Brothers Finance Company(g)(p)	Finance	13.50%		34,285	34,284,750	34,284,750
KAGY Holding Company, Inc. (AGY Holding Corp.)(d)(g)(u)	Chemicals, Plastics, & Rubber	20.00% PIK		22,960	11,053,124	2,964,509
Red Apple Stores Inc.(c)(g)(h)(k)	Retail			6,806,383	—	—
<b>Total Preferred Stock</b>					<b>56,735,473</b>	<b>46,459,259</b>

The accompanying notes are an integral part of these consolidated financial statements.



**BlackRock Capital Investment Corporation**  
**Consolidated Schedules of Investments—(Continued)**  
**March 31, 2019**  
**(Unaudited)**

Portfolio Company(r)	Industry(t)	Interest Rate	Maturity	Principal Amount or Number of Shares/Units	Cost(a)	Fair Value(b)
<b>Common Stock—2.34%(c)</b>						
Advanced Lighting Technologies, Inc.(f)	Capital Equipment			149,717	\$ —	\$ —
Gordon Brothers Finance Company(g)(p)	Finance			10,612	10,611,548	10,611,548
KAGY Holding Company, Inc. (AGY Holding Corp.)(g)	Chemicals, Plastics, & Rubber			3,131,292	—	—
Red Apple Stores Inc.(g)(h)(i)(k)	Retail			8,756,859	6,551,794	—
U.S. Well Services, Inc., Class A(f)(s)	Energy: Oil & Gas			115,402	1,154,024	920,908
U.S. Well Services, Inc., Class B(f)(j)(l)	Energy: Oil & Gas			4,359,535	—	—
<b>Total Common Stock</b>					<b>18,317,366</b>	<b>11,532,456</b>
<b>Limited Partnership/Limited Liability Company Interests—30.03%</b>						
BCIC Senior Loan Partners, LLC(g)(j)(k)(q)(v)	Finance			96,333,333	96,333,333	93,443,333
ETX Energy, LLC(c)(m)	Energy: Oil & Gas			51,119	—	—
ETX Energy Management Company, LLC(c)	Energy: Oil & Gas			53,815	—	—
First Boston Construction Holdings, LLC(c)(g)(k)(v)	Finance			10,000,000	10,000,000	7,508,299
Marsico Holdings, LLC(c)(j)	Finance			91,445	1,848,077	—
MBS Parent, LLC(c)(o)	Services: Business			546	500,000	213,945
SVP-Singer Holdings LP(c)(j)	Consumer Goods: Durable			1,416,279	5,030,156	—
USWS Holdings, LLC(c)(f)(j)(l)	Energy: Oil & Gas			4,359,535	44,914,918	32,344,884
V Global Holdings LLC(c)(f)(n)	Chemicals, Plastics, & Rubber			12,087,912	11,977,610	14,263,736
Westward Dough Holdings, LLC, Class D(c)(m)	Beverage, Food, & Tobacco			114,706	—	—
<b>Total Limited Partnership/Limited Liability Company Interests</b>					<b>170,604,094</b>	<b>147,774,197</b>

The accompanying notes are an integral part of these consolidated financial statements.

**BlackRock Capital Investment Corporation**  
**Consolidated Schedules of Investments—(Continued)**  
**March 31, 2019**  
**(Unaudited)**

Portfolio Company(r)	Industry(t)	Interest Rate	Maturity	Principal Amount or Number of Shares/Units	Cost(a)	Fair Value(b)
<b>Equity Warrants/Options—0.02%(c)</b>						
Advanced Lighting Technologies, Inc.(f)(j)	Capital Equipment		expire 10/4/27	2,360	\$ —	\$ —
Facet Investment, Inc.	Healthcare & Pharmaceuticals		expire 1/18/21	1,978	250,000	—
FinancialForce.com(j)	Services: Business		expire 1/30/29	62,840	100,544	100,544
Marsico Parent Superholdco, LLC(j)	Finance		expire 12/14/19	455	444,450	—
<b>Total Equity Warrants/Options</b>					<u>794,994</u>	<u>100,544</u>
<b>TOTAL INVESTMENTS—138.25%</b>					<u>\$ 755,441,897</u>	<u>\$ 680,374,273</u>
<b>OTHER ASSETS &amp; LIABILITIES (NET)</b>						
<b>—(38.25)%</b>						(188,245,169)
<b>NET ASSETS—100.0%</b>						<u>\$ 492,129,104</u>

- (a) Represents amortized cost for fixed income securities and cost for preferred and common stock, limited partnership/limited liability company interests and equity warrants/options.
- (b) Fair value is determined by or under the direction of the Company's Board of Directors. See Note 2 for further details.
- (c) Non-income producing equity securities at March 31, 2019.
- (d) Interest may be paid in cash or payment-in-kind ("PIK"), or a combination thereof which is generally at the option of the borrower. PIK earned is included in the cost basis of the security. In accordance with the Company's policy, PIK may be recorded on an effective yield basis.
- (e) Approximately 75.6% of the fair value of total senior secured loans in the Company's portfolio bear interest at a floating rate that may be determined by reference to the London Interbank Offered Rate (LIBOR), "L", or other base rate (commonly the Federal Funds Rate or the Prime Rate), "P", at the borrower's option. In addition, 87.2% of the fair value of such senior secured loans have floors of 0.75% to 1.00%. The borrower under a senior secured loan generally has the option to select from interest reset periods of one, two, three or six months and may alter that selection at the end of any reset period. The stated interest rate represents the weighted average interest rate at March 31, 2019 of all contracts within the specified loan facility.
- (f) Transaction and other information for "non-controlled, affiliated" investments under the Investment Company Act of 1940, whereby the Company owns 5% or more (but not more than 25%) of the portfolio company's outstanding voting securities, is presented in a separate table in Consolidated Schedules of Investments.
- (g) Transaction and other information for "controlled" investments under the Investment Company Act of 1940, whereby the Company owns more than 25% of the portfolio company's outstanding voting securities, is presented in a separate table in Consolidated Schedules of Investments.
- (h) The portfolio company or one of the borrowers within the credit agreement is a non-U.S. company or has a principal place of business outside the U.S.
- (i) Original purchase denominated in Canadian dollars.
- (j) Security is either exempt from registration under Rule 144A of the Securities Act of 1933, or sale of the security is subject to certain contractual restrictions. Securities exempt under 144A may be resold in transactions that are exempt from registration, normally to qualified institutional buyers. In aggregate, these securities represent 33.9% of the Company's net assets at March 31, 2019.
- (k) Investments that the Company has determined are not "qualifying assets" under Section 55(a) of the 1940 Act. Under the 1940 Act, we may not acquire any non-qualifying asset unless, at the time such acquisition is made, qualifying assets represent at least 70% of our total assets. The status of these assets under the 1940 Act may be subject to change. The Company monitors the status of these assets on an ongoing basis.
- (l) The Company is the sole stockholder of BKC ASW Blocker, Inc., a consolidated subsidiary, which is the beneficiary of 5% or more (but not more than 25%) of the voting securities of USWS Holdings, LLC and thus a non-controlled, affiliated investment.
- (m) The Company is the sole stockholder of BKC ASW Blocker, Inc., a consolidated subsidiary, which is the beneficiary of less than 5% of the voting securities of Westward Dough Holdings, LLC and ETX Energy, LLC, and thus non-controlled, non-affiliated investments.
- (n) The Company is the sole stockholder of BKC ASW Blocker, Inc., a consolidated subsidiary, which is the beneficiary of 5% or more (but not more than 25%) of the voting securities of V Global Holdings LLC and thus a non-controlled, affiliated investment.
- (o) The Company is the sole stockholder of BCIC-MBS, LLC, a consolidated subsidiary, which is the beneficiary of less than 5% of the voting securities of MBS Parent, LLC and thus a non-controlled, non-affiliated investment.

The accompanying notes are an integral part of these consolidated financial statements.

**BlackRock Capital Investment Corporation**  
**Consolidated Schedules of Investments—(Continued)**  
**March 31, 2019**  
**(Unaudited)**

(p) This investment is deemed significant under Regulation S-X Rule 10-01(b)(1). Gordon Brothers Finance Company commenced operations on October 31, 2014. The summarized financial information of Gordon Brothers Finance Company at March 31, 2019 and December 31, 2018 and for the three months ended March 31, 2019 and 2018 is shown below:

(\$ in millions)	March 31, 2019	December 31, 2018
Total assets	\$ 486.8	\$ 559.3
Total liabilities	\$ 458.9	\$ 527.3
Total owners' equity	\$ 27.9	\$ 32.0

(\$ in millions)	Three months ended March 31, 2019	Three months ended March 31, 2018
Total revenue	\$ 13.9	\$ 14.6
Net change in owners' equity resulting from operations	\$ (4.7)	\$ 2.4
Net change in owners' equity resulting from operations, excluding origination costs, realized & unrealized on foreign currency, unrealized-available for sale assets & provision for loan loss	\$ (2.4)	\$ 1.0
Provision for loan loss	\$ 3.0	\$ 0.3

Note: Balance sheet amounts are as of period end

- (q) This investment is deemed significant under Regulation S-X Rule 10-01(b)(1). BCIC Senior Loan Partners, LLC was formed on June 23, 2016. See Note 5 for summarized financial information of BCIC Senior Loan Partners, LLC.
- (r) Unless otherwise indicated, all investments are considered Level 3 in accordance with ASC Topic 820 (see Note 10).
- (s) Investments are considered other than Level 3 in accordance with ASC Topic 820 (see Note 10).
- (t) Unaudited.
- (u) The investment is on non-accrual status as of March 31, 2019 and therefore non-income producing. At March 31, 2019, the aggregate fair value and amortized cost of the Company's debt and preferred stock investments on non-accrual status represents 1.56% and 7.04%, respectively.
- (v) Position or associated portfolio company thereof has an unfunded loan commitment as of March 31, 2019 (see Note 9). Note that there may be additional unfunded positions which do not have a funded component at period end, and therefore are not displayed herein.
- (w) All-in rate includes default interest.
- (x) Out of the \$8,117,438 principal amount, \$2,239,679 matures on March 6, 2021.

The accompanying notes are an integral part of these consolidated financial statements.

**BlackRock Capital Investment Corporation**  
**Consolidated Schedules of Investments—(Continued)**  
**March 31, 2019**  
**(Unaudited)**

Non-controlled, Affiliated Investments	Fair Value at December 31, 2018	Gross Additions (Cost)*	Gross Reductions (Cost)**	Net Unrealized Gain (Loss) Before Taxes	Fair Value at March 31, 2019	Three Months Ended March 31, 2019				
						Net Realized Gain (Loss)	Interest Income	Fee Income	Dividend Income	
<b>Advanced Lighting Technologies, Inc.:</b>										
Senior Secured Note, Second Lien	\$ 671,375	\$ —	\$ —	\$ 32,435	\$ 703,810	\$ —	\$ —	\$ —	\$ —	\$ —
Senior Secured Loan, First Lien	5,141,099	5,073	(13,015)	(5,074)	5,128,083	—	137,124	—	—	—
Common Stock	—	—	—	—	—	—	—	—	—	—
Warrants	—	—	—	—	—	—	—	—	—	—
<b>Advantage Insurance Inc.:</b>										
Preferred Stock	9,052,500	220,480	—	(62,980)	9,210,000	—	—	—	—	220,480
<b>MBS OpCo LLC:</b>										
Senior Secured Loan, First Lien	14,701,500	—	(14,701,500)	—	— †	—	—	—	—	—
<b>MBS Parent, LLC:</b>										
Limited Liability Co. Interest	304,865	—	(304,865)	—	— †	—	—	—	—	—
<b>U.S. Well Services, Inc.:</b>										
Common Stock, Class A	1,726,940	—	(1,502,811)	696,779	920,908	(269,226)	—	—	—	—
Common Stock, Class B	—	—	—	—	—	—	—	—	—	—
<b>USWS Holdings, LLC:</b>										
Limited Liability Co. Interest	25,544,031	—	—	6,800,853	32,344,884	—	—	—	—	—
<b>Vertellus Holdings LLC:</b>										
Senior Secured Loan, First Lien	22,461,298	—	—	—	22,461,298	—	539,870	—	—	—
Senior Secured Loan, Second Lien	14,958,791	—	—	—	14,958,791	—	545,257	—	—	—
<b>V Global Holdings LLC:</b>										
Limited Liability Co. Interest	17,164,835	—	—	(2,901,099)	14,263,736	—	—	—	—	—
<b>Totals</b>	<b>\$ 111,727,234</b>	<b>\$ 225,553</b>	<b>\$ (16,522,191)</b>	<b>\$ 4,560,914</b>	<b>\$ 99,991,510</b>	<b>\$ (269,226)</b>	<b>\$ 1,222,251</b>	<b>\$ —</b>	<b>\$ —</b>	<b>\$ 220,480</b>

\* Gross additions include increases in the cost basis of investments resulting from new portfolio investments, PIK interest or dividends, the amortization of unearned income, the exchange of one or more existing securities for one or more new securities and the movement of an existing portfolio company into this category from a different category.

\*\* Gross reductions include decreases in the cost basis of investments resulting from principal collections related to investment repayments or sales, the exchange of one or more existing securities for one or more new securities and the movement of an existing portfolio company out of this category into a different category.

† Investment moved from the non-controlled, affiliated category into the non-controlled, non-affiliated category.

The aggregate fair value of non-controlled, affiliated investments at March 31, 2019 represents 20.3% of the Company's net assets.

The accompanying notes are an integral part of these consolidated financial statements.

**BlackRock Capital Investment Corporation**  
**Consolidated Schedules of Investments—(Continued)**  
**March 31, 2019**  
**(Unaudited)**

Controlled Investments	Fair Value at December 31, 2018	Gross Additions (Cost)*	Gross Reductions (Cost)**	Net Unrealized Gain (Loss) before Taxes	Fair Value at March 31, 2019	Three Months Ended March 31, 2019				
						Net Realized Gain (Loss)	Interest Income	Fee Income	Dividend Income	
AGY Holding Corp.:										
Senior Secured Note, Second Lien	\$ 22,959,438	\$ 11,476	\$ —	\$ (11,476)	\$ 22,959,438	\$ —	\$ 642,860	\$ —	\$ —	\$ —
Senior Secured Loan, First Lien	24,021,390	—	—	—	24,021,390	—	720,642	—	—	—
KAGY Holding Company, Inc. (AGY Holding Corp.):										
Preferred Stock	2,276,044	1	—	688,464	2,964,509	—	—	—	—	—
Common Stock	—	—	—	—	—	—	—	—	—	—
BCIC Senior Loan Partners, LLC										
Limited Liability Co. Interest	91,516,666	—	—	1,926,667	93,443,333	—	—	—	—	3,040,673
First Boston Construction Holdings, LLC:										
Subordinated Debt	40,000,000	—	—	—	40,000,000	—	1,202,427	3,266	—	—
Limited Liability Co. Interest	7,324,557	—	—	183,742	7,508,299	—	—	—	—	—
Gordon Brothers Finance Company:										
Unsecured Debt	110,689,939	23,891,179	(26,119,258)	—	108,461,860	—	3,758,659	111,647	—	—
Preferred Stock	33,821,486	463,264	—	—	34,284,750	—	—	6,949	1,151,030	—
Common Stock	10,611,548	—	—	—	10,611,548	—	—	—	—	—
Red Apple Stores Inc.:										
Senior Secured Loan, Second Lien	16,135,000	—	—	1,844,000	17,979,000	—	576,150	—	—	—
Preferred Stock	—	—	—	—	—	—	—	—	—	—
Common Stock	—	134,330	—	(134,330)	—	—	—	—	—	—
<b>Totals</b>	<b>\$ 359,356,068</b>	<b>\$ 24,500,250</b>	<b>\$ (26,119,258)</b>	<b>\$ 4,497,067</b>	<b>\$ 362,234,127</b>	<b>\$ —</b>	<b>\$ 6,900,738</b>	<b>\$ 121,862</b>	<b>\$ 4,191,703</b>	<b>\$ —</b>

\* Gross additions include increases in the cost basis of investments resulting from new portfolio investments, PIK interest or dividends, the amortization of unearned income, the exchange of one or more existing securities for one or more new securities and the movement of an existing portfolio company into this category from a different category.

\*\* Gross reductions include decreases in the cost basis of investments resulting from principal collections related to investment repayments or sales, the exchange of one or more existing securities for one or more new securities and the movement of an existing portfolio company out of this category into a different category.

The aggregate fair value of controlled investments at March 31, 2019 represents 73.6% of the Company's net assets.

The accompanying notes are an integral part of these consolidated financial statements.

**BlackRock Capital Investment Corporation**

**Consolidated Schedules of Investments**

**December 31, 2018**

<b>Portfolio Company(r)</b>	<b>Industry(t)</b>	<b>Interest Rate</b>	<b>Maturity</b>	<b>Principal Amount or Number of Shares/Units</b>	<b>Cost(a)</b>	<b>Fair Value(b)</b>
<b>Senior Secured Notes—4.86%</b>						
Advanced Lighting Technologies, Inc., Second Lien(d)(f)(j)(u)	<i>Capital Equipment</i>	19.41% (L + 1700, 1.00% Floor PIK)	10/4/23	\$ 6,713,746	\$ 2,181,306	\$ 671,375
AGY Holding Corp., Second Lien(g)(j)(p)	<i>Chemicals, Plastics, &amp; Rubber</i>	11.00%	11/15/20	22,959,438	22,872,091	22,959,438
<b>Total Senior Secured Notes</b>					<u>25,053,397</u>	<u>23,630,813</u>
<b>Unsecured Debt—24.39%</b>						
CB-HDT Holdings, Inc.(d)(j)	<i>Aerospace &amp; Defense</i>	12.00% PIK	12/15/19	8,117,338	8,117,338	8,117,338
Gordon Brothers Finance Company(g)(x)	<i>Finance</i>	13.38% (L + 1100, 1.00% Floor)	10/31/21	110,689,939	110,689,939	110,689,939
<b>Total Unsecured Debt</b>					<u>118,807,277</u>	<u>118,807,277</u>
<b>Subordinated Debt—8.21%</b>						
First Boston Construction Holdings, LLC(d)(g)(k)(v)	<i>Finance</i>	12.00%	2/23/23	40,000,000	40,000,000	40,000,000
<b>Total Subordinated Debt</b>					<u>40,000,000</u>	<u>40,000,000</u>
<b>Senior Secured Loans—59.52%(e)</b>						
Advanced Lighting Technologies, Inc., First Lien(f)	<i>Capital Equipment</i>	9.93% (L + 750, 1.00% Floor)	10/4/22	5,141,099	5,063,699	5,141,099
AGY Holding Corp., First Lien(g)(p)	<i>Chemicals, Plastics, &amp; Rubber</i>	12.00%	9/15/20	24,021,390	24,021,390	24,021,390
MBS OpCo LLC, First Lien(f)	<i>Services: Business</i>	11.81% (L + 900, 1.00% Floor)	12/29/22	14,850,000	14,850,000	14,701,500
Midwest Physician Administrative Services, LLC, Second Lien	<i>Healthcare &amp; Pharmaceuticals</i>	9.50% (L + 700, 0.75% Floor)	8/15/25	15,000,000	14,875,566	15,000,000
NorthStar Financial Services Group, LLC et al, Second Lien	<i>Services: Business</i>	10.10% (L + 750, 0.75% Floor)	5/25/26	14,000,000	13,935,042	13,930,000
Outcomes Group Holdings, Inc., Second Lien	<i>Services: Business</i>	10.28% (L + 750)	10/26/26	15,000,000	14,963,209	14,962,500

The accompanying notes are an integral part of these consolidated financial statements.

**BlackRock Capital Investment Corporation**  
**Consolidated Schedules of Investments—(Continued)**  
**December 31, 2018**

<b>Portfolio Company(r)</b>	<b>Industry(t)</b>	<b>Interest Rate</b>	<b>Maturity</b>	<b>Principal Amount or Number of Shares/Units</b>	<b>Cost(a)</b>	<b>Fair Value(b)</b>
Paragon Films, Inc., Second Lien	Containers, Packaging, & Glass	12.44% (L + 1000, 1.00% Floor)	6/9/23	\$ 25,000,000	\$ 24,918,502	\$ 25,312,500
PharmaLogic Holdings Corp., Second Lien(v)	Healthcare & Pharmaceuticals	10.52% (L + 800)	12/11/23	6,409,561	6,380,652	6,377,515
Red Apple Stores Inc., Second Lien(g)(h)(k)	Retail	10.00%	7/24/20	23,050,000	23,050,000	16,135,000
St. George Warehousing & Trucking Co. of California, Inc., First Lien	Transportation: Cargo	12.02% (L + 925, 1.00% Floor)	4/28/22	32,742,438	32,742,438	29,959,331
St. George Warehousing & Trucking Co. of California, Inc., Delayed Draw Term Loan	Transportation: Cargo	12.02% (L + 925, 1.00% Floor)	4/28/22	6,709,760	6,709,760	6,139,430
Sur La Table, Inc., First Lien	Retail	12.00%	7/28/20	30,000,000	30,000,000	29,850,000
United PF Holdings, LLC, First Lien	Services: Consumer	8.35% (L + 600, 1.00% Floor)	11/2/21	19,270,665	19,270,665	18,981,605
United PF Holdings, LLC, Delayed Draw Term Loan(v)	Services: Consumer	8.35% (L + 600, 1.00% Floor)	11/2/21	2,453,653	2,453,653	2,416,848
Vertellus Holdings LLC, First Lien(f)	Chemicals, Plastics, & Rubber	11.42% (L + 900, 1.00% Floor)	1/31/19	22,461,298	22,461,298	22,461,298
Vertellus Holdings LLC, Second Lien(f)	Chemicals, Plastics, & Rubber	14.42% (L + 1200, 1.00% Floor)	10/29/21	15,109,890	15,109,890	14,958,791
Westmoreland Resource Partners, LP (Oxford Mining Company, LLC), First Lien(d)(u)(w)	Metals & Mining	16.21% (L + 1350, 0.75% Floor PIK)	12/31/18	28,392,981	26,618,276	5,272,577
Zest Acquisition Corp., Second Lien	Healthcare & Pharmaceuticals	9.95% (L + 750, 1.00% Floor)	3/14/26	25,000,000	24,773,666	24,250,000
<b>Total Senior Secured Loans</b>					<b>322,197,706</b>	<b>289,871,384</b>
<b>Preferred Stock—9.27%</b>						
Advantage Insurance Inc.(d)(f)(j)	Insurance	8.00% PIK		750,000	11,177,119	9,052,500
Gordon Brothers Finance Company(g)(x)	Finance	13.50%		33,822	33,821,486	33,821,486
KAGY Holding Company, Inc. (AGY Holding Corp.)(d)(g)(p)(u)	Chemicals, Plastics, & Rubber	20.00% PIK		22,960	11,053,124	2,276,044
Red Apple Stores Inc.(c)(g)(h)(k)	Retail			6,806,383	—	—
<b>Total Preferred Stock</b>					<b>56,051,729</b>	<b>45,150,030</b>

The accompanying notes are an integral part of these consolidated financial statements.

**BlackRock Capital Investment Corporation**  
**Consolidated Schedules of Investments—(Continued)**  
**December 31, 2018**

Portfolio Company(r)	Industry(t)	Interest Rate	Maturity	Principal Amount or Number of Shares/Units	Cost(a)	Fair Value(b)
<b>Common Stock—2.53%(c)</b>						
Advanced Lighting Technologies, Inc.(f)	<i>Capital Equipment</i>			149,717	\$ —	\$ —
Gordon Brothers Finance Company(g)(x)	<i>Finance</i>			10,612	10,611,548	10,611,548
KAGY Holding Company, Inc. (AGY Holding Corp.)(g)(p)	<i>Chemicals, Plastics, &amp; Rubber</i>			3,131,292	—	—
Red Apple Stores Inc.(g)(h)(i)(k)	<i>Retail</i>			8,756,859	6,417,464	—
U.S. Well Services, Inc., Class A(f)(s)	<i>Energy: Oil &amp; Gas</i>			265,683	2,656,834	1,726,940
U.S. Well Services, Inc., Class B(f)(j)(l)	<i>Energy: Oil &amp; Gas</i>			4,359,535	—	—
<b>Total Common Stock</b>					<b>19,685,846</b>	<b>12,338,488</b>
<b>Limited Partnership/Limited Liability Company Interests—29.13%</b>						
BCIC Senior Loan Partners, LLC(g)(j)(k)(q)(v)	<i>Finance</i>			96,333,333	96,333,333	91,516,666
ETX Energy, LLC(c)(m)	<i>Energy: Oil &amp; Gas</i>			51,119	—	—
ETX Energy Management Company, LLC(c)	<i>Energy: Oil &amp; Gas</i>			53,815	—	—
First Boston Construction Holdings, LLC(g)(k)(v)	<i>Finance</i>			10,000,000	10,000,000	7,324,557
Marsico Holdings, LLC(c)(j)	<i>Finance</i>			91,445	1,848,077	—
MBS Parent, LLC(c)(f)(o)	<i>Services: Business</i>			546	500,000	304,865
SVP-Singer Holdings LP(c)(j)	<i>Consumer Goods: Durable</i>			1,416,279	5,030,156	—
USWS Holdings, LLC(c)(f)(j)(l)	<i>Energy: Oil &amp; Gas</i>			4,359,535	44,914,918	25,544,031
V Global Holdings LLC(c)(f)(n)	<i>Chemicals, Plastics, &amp; Rubber</i>			12,087,912	11,977,610	17,164,835
Westward Dough Holdings, LLC, Class D(c)(m)	<i>Beverage, Food, &amp; Tobacco</i>			114,706	—	—
<b>Total Limited Partnership/Limited Liability Company Interests</b>					<b>170,604,094</b>	<b>141,854,954</b>

The accompanying notes are an integral part of these consolidated financial statements.



**BlackRock Capital Investment Corporation**  
**Consolidated Schedules of Investments—(Continued)**  
**December 31, 2018**

Portfolio Company(r)	Industry(t)	Interest Rate	Maturity	Principal Amount or Number of Shares/Units	Cost(a)	Fair Value(b)
<b>Equity Warrants/Options—0.00%(c)</b>						
Advanced Lighting Technologies, Inc.(f)(j)	Capital Equipment		expire 10/4/27	2,360	\$ —	\$ —
Facet Investment, Inc.	Healthcare & Pharmaceuticals		expire 1/18/21	1,978	250,000	—
Marsico Parent Superholdco, LLC(j)	Finance		expire 12/14/19	455	444,450	—
<b>Total Equity Warrants/Options</b>					<u>694,450</u>	<u>—</u>
<b>TOTAL INVESTMENTS—137.91%</b>					<u>\$ 753,094,499</u>	<u>\$ 671,652,946</u>
<b>OTHER ASSETS &amp; LIABILITIES (NET)—(37.91)%</b>						<u>(184,632,792)</u>
<b>NET ASSETS—100.0%</b>						<u>\$ 487,020,154</u>

- (a) Represents amortized cost for fixed income securities and cost for preferred and common stock, limited partnership/limited liability company interests and equity warrants/options.
- (b) Fair value is determined by or under the direction of the Company's Board of Directors. See Note 2 for further details.
- (c) Non-income producing equity securities at December 31, 2018.
- (d) Interest may be paid in cash or payment-in-kind ("PIK"), or a combination thereof which is generally at the option of the borrower. PIK earned is included in the cost basis of the security. In accordance with the Company's policy, PIK may be recorded on an effective yield basis.
- (e) Approximately 75.9% of the fair value of total senior secured loans in the Company's portfolio bear interest at a floating rate that may be determined by reference to the London Interbank Offered Rate (LIBOR), "L", or other base rate (commonly the Federal Funds Rate or the Prime Rate), "P", at the borrower's option. In addition, 90.3% of the fair value of such senior secured loans have floors of 0.75% to 1.00%. The borrower under a senior secured loan generally has the option to select from interest reset periods of one, two, three or six months and may alter that selection at the end of any reset period. The stated interest rate represents the weighted average interest rate at December 31, 2018 of all contracts within the specified loan facility.
- (f) Transaction and other information for "non-controlled, affiliated" investments under the Investment Company Act of 1940, whereby the Company owns 5% or more (but not more than 25%) of the portfolio company's outstanding voting securities, is presented in a separate table in Consolidated Schedules of Investments.
- (g) Transaction and other information for "controlled" investments under the Investment Company Act of 1940, whereby the Company owns more than 25% of the portfolio company's outstanding voting securities, is presented in a separate table in Consolidated Schedules of Investments.
- (h) Non-U.S. company or principal place of business outside the U.S.
- (i) Original purchase denominated in Canadian dollars.
- (j) Security is either exempt from registration under Rule 144A of the Securities Act of 1933, or sale of the security is subject to certain contractual restrictions. Securities exempt under 144A may be resold in transactions that are exempt from registration, normally to qualified institutional buyers. In aggregate, these securities represent 32.4% of the Company's net assets at December 31, 2018.
- (k) Investments that the Company has determined are not "qualifying assets" under Section 55(a) of the 1940 Act. Under the 1940 Act, we may not acquire any non-qualifying asset unless, at the time such acquisition is made, qualifying assets represent at least 70% of our total assets. The status of these assets under the 1940 Act may be subject to change. The Company monitors the status of these assets on an ongoing basis.
- (l) The Company is the sole stockholder of BKC ASW Blocker, Inc., a consolidated subsidiary, which is the beneficiary of 5% or more (but not more than 25%) of the voting securities of USWS Holdings, LLC and thus a non-controlled, affiliated investment.
- (m) The Company is the sole stockholder of BKC ASW Blocker, Inc., a consolidated subsidiary, which is the beneficiary of less than 5% of the voting securities of Westward Dough Holdings, LLC and ETX Energy, LLC, and thus non-controlled, non-affiliated investments.
- (n) The Company is the sole stockholder of BKC ASW Blocker, Inc., a consolidated subsidiary, which is the beneficiary of 5% or more (but not more than 25%) of the voting securities of V Global Holdings LLC and thus a non-controlled, affiliated investment.
- (o) The Company is the sole stockholder of BCIC-MBS, LLC, a consolidated subsidiary, which is the beneficiary of 5% or more (but not more than 25%) of the voting securities of MBS Parent, LLC and thus a non-controlled, affiliated investment.

The accompanying notes are an integral part of these consolidated financial statements.

**BlackRock Capital Investment Corporation**  
**Consolidated Schedules of Investments—(Continued)**  
**December 31, 2018**

(p) This investment is deemed significant under Regulation S-X Rule 4-08(g). The summarized financial information of AGY Holding Company, Inc. is shown below:

(\$ in millions)	<u>December 31, 2018</u>	<u>December 31, 2017</u>
Total assets	\$ 177.0	\$ 169.8
Total liabilities	\$ 255.8	\$ 244.8
Total preferred stock and shareholder's equity (deficit)	\$ (78.8)	\$ (75.0)

(\$ in millions)	<u>Year Ended December 31, 2018</u>	<u>Year Ended December 31, 2017</u>	<u>Year Ended December 31, 2016</u>
Net sales	\$ 141.9	\$ 154.3	\$ 120.4
Cost of sales	\$ (112.0)	\$ (122.6)	\$ (98.2)
Gross profit	\$ 29.9	\$ 31.7	\$ 22.2
Net income (loss)	\$ (4.6)	\$ (17.6)	\$ (12.0)

(q) This investment is deemed significant under Regulation S-X Rule 4-08(g). BCIC Senior Loan Partners, LLC was formed on June 23, 2016. See Note 5 for summarized financial information of BCIC Senior Loan Partners, LLC.

(r) Unless otherwise indicated, all investments are considered Level 3 in accordance with ASC Topic 820 (see Note 10).

(s) Investments are considered other than Level 3 in accordance with ASC Topic 820 (see Note 10).

(t) Unaudited.

(u) The investment is on non-accrual status as of December 31, 2018 and therefore non-income producing. At December 31, 2018, the aggregate fair value and amortized cost of the Company's debt and preferred stock investments on non-accrual status represents 1.59% and 7.09%, respectively.

(v) Position or associated portfolio company thereof has an unfunded loan commitment as of December 31, 2018 (see Note 9). Note that there may be additional unfunded positions which do not have a funded component at period end, and therefore are not displayed herein.

(w) All-in rate includes default interest.

(x) This investment is deemed significant under Regulation S-X Rule 3-09. Gordon Brothers Finance Company commenced operations on October 31, 2014. The separate audited financial statements of Gordon Brothers Finance Company at December 31, 2018 and 2017 and for the years then ended were filed as Exhibit 21.1 to the Company's Form 10-K as filed with the Securities and Exchange Commission on March 6, 2019.

The accompanying notes are an integral part of these consolidated financial statements.

**BlackRock Capital Investment Corporation**  
**Consolidated Schedules of Investments—(Continued)**  
**December 31, 2018**

Non-controlled, Affiliated Investments	Fair Value at December 31, 2017	Gross Additions (Cost)*	Gross Reductions (Cost)**	Net Unrealized Gain (Loss) Before Taxes	Fair Value at December 31, 2018	Year Ended December 31, 2018			
						Net Realized Gain (Loss)	Interest Income	Fee Income	Dividend Income
Advanced Lighting Technologies, Inc.:									
Senior Secured Note, Second Lien	\$ 1,488,161	\$ —	\$ —	\$ (816,786)	\$ 671,375	\$ —	\$ 418,342	\$ —	\$ —
Senior Secured Loan, First Lien	5,193,161	22,495	(52,062)	(22,495)	5,141,099	—	529,591	—	—
Common Stock	—	—	—	—	—	—	—	—	—
Warrants	—	—	—	—	—	—	—	—	—
Advantage Insurance Inc.:									
Preferred Stock	9,495,000	827,935	—	(1,270,435)	9,052,500	—	—	—	827,934
AGY Holding Corp.:									
Senior Secured Note, Second Lien	21,762,500	—	(21,762,500)	—	— †	—	—	—	—
Senior Secured Loan, First Lien	24,021,390	—	(24,021,390)	—	— †	—	—	—	—
KAGY Holding Company, Inc. (AGY Holding Corp.):									
Preferred Stock	14,630,321	—	(14,630,321)	—	— †	—	—	—	—
Common Stock	—	—	—	—	— †	—	—	—	—
ETX Energy, LLC:									
Limited Liability Co. Interest	—	—	—	—	— ††	—	—	—	—
ETX Energy Management Company, LLC:									
Limited Liability Co. Interest	—	—	—	—	— ††	—	—	—	—
MBS OpCo LLC:									
Senior Secured Loan, First Lien	15,000,000	—	(150,000)	(148,500)	14,701,500	—	1,709,647	35,000	—
MBS Parent, LLC:									
Limited Liability Co. Interest	500,000	—	—	(195,135)	304,865	—	—	—	—
U.S. Well Services, LLC:									
Revolver	7,924,583	—	(7,924,583)	—	— †††	—	536,625	—	—
Senior Secured Loan, First Lien	32,457,904	2,117,409	(34,575,313)	—	— †††	—	3,375,807	—	—
Limited Liability Co. Interest, Class A	28,370,328	—	(11,980,712)	(16,389,616)	— †††	25,199,288	—	—	—
Limited Liability Co. Interest, Class B	2,052,153	—	(4,378,964)	2,326,811	— †††	(1,768,097)	—	—	—
Limited Liability Co. Interest, Class D	1,683,267	—	(4,946)	(1,678,321)	— †††	5,119,104	—	—	—
U.S. Well Services, Inc.:									
Common Stock, Class A	—	2,656,834	—	(929,894)	1,726,940	—	—	—	—
Common Stock, Class B	—	—	—	—	—	—	—	—	—
USWS Holdings, LLC:									
Limited Liability Co. Interest	—	44,914,918	—	(19,370,887)	25,544,031	—	—	—	—
Vertellus Holdings LLC:									
Senior Secured Loan, First Lien	22,461,298	—	—	—	22,461,298	—	2,485,187	—	—
Senior Secured Loan, Second Lien	14,958,791	—	—	—	14,958,791	—	2,130,634	—	—
V Global Holdings LLC:									
Limited Liability Co. Interest	13,780,220	—	—	3,384,615	17,164,835	—	—	—	—
<b>Totals</b>	<b>\$ 215,779,077</b>	<b>\$ 50,539,591</b>	<b>\$ (119,480,791)</b>	<b>\$ (35,110,643)</b>	<b>\$ 111,727,234</b>	<b>\$ 28,550,295</b>	<b>\$ 11,185,833</b>	<b>\$ 35,000</b>	<b>\$ 827,934</b>

\* Gross additions include increases in the cost basis of investments resulting from new portfolio investments, PIK interest or dividends, the amortization of unearned income, the exchange of one or more existing securities for one or more new securities and the movement of an existing portfolio company into this category from a different category.

\*\* Gross reductions include decreases in the cost basis of investments resulting from principal collections related to investment repayments or sales, the exchange of one or more existing securities for one or more new securities and the movement of an existing portfolio company out of this category into a different category.

† Investment moved from the non-controlled, affiliated category into the controlled category.

†† Investment moved from the non-controlled, affiliated category into the non-controlled, non-affiliated category.

††† Investment no longer held as of December 31, 2018.

The aggregate fair value of non-controlled, affiliated investments at December 31, 2018 represents 22.9% of the Company's net assets.

The accompanying notes are an integral part of these consolidated financial statements.

**BlackRock Capital Investment Corporation**  
**Consolidated Schedules of Investments—(Continued)**  
**December 31, 2018**

Controlled Investments	Fair Value at December 31, 2017	Gross Additions (Cost)*	Gross Reductions (Cost)**	Net Unrealized Gain (Loss) before Taxes	Fair Value at December 31, 2018	Year Ended December 31, 2018				
						Net Realized Gain (Loss)	Interest Income	Fee Income	Dividend Income	
<b>AGY Holding Corp.:</b>										
Senior Secured Note, Second Lien	\$ —	\$ 23,042,614	\$ —	\$ (83,176)	\$ 22,959,438	† \$ —	\$ 2,453,313	\$ —	\$ —	
Senior Secured Loan, First Lien	—	24,021,390	—	—	24,021,390	† —	2,930,610	—	—	
<b>KAGY Holding Company, Inc. (AGY Holding Corp.):</b>										
Preferred Stock	—	15,361,837	—	(13,085,793)	2,276,044	† —	—	—	731,517	
Common Stock	—	—	—	—	—	† —	—	—	—	
<b>BCIC Senior Loan Partners, LLC</b>										
Limited Liability Co. Interest	72,376,597	24,182,070	(225,332)	(4,816,669)	91,516,666	—	—	—	9,384,386	
<b>CB-HDT Holdings, Inc.:</b>										
Unsecured Debt	5,030,667	2,623,638	(7,654,305)	—	—	†† —	576,762	—	—	
Preferred Stock	15,000,000	—	(15,000,000)	—	—	†† —	—	—	—	
Common Stock	5,608,529	—	(7,447,230)	1,838,701	—	†† (2,647,230)	—	—	—	
<b>First Boston Construction Holdings, LLC:</b>										
Subordinated Debt	29,600,000	10,400,000	—	—	40,000,000	—	4,516,186	62,718	—	
Limited Liability Co. Interest	7,421,740	2,600,000	—	(2,697,183)	7,324,557	—	—	15,679	724,383	
<b>Gordon Brothers Finance Company:</b>										
Unsecured Debt	83,105,886	78,269,532	(50,685,479)	—	110,689,939	—	13,150,738	447,381	—	
Preferred Stock	20,497,135	13,324,351	—	—	33,821,486	—	—	199,865	4,155,933	
Common Stock	10,598,300	13,248	—	—	10,611,548	—	—	—	—	
<b>MBS Group Holdings Inc.:</b>										
Senior Secured Loan, First Lien	15,104,674	—	(40,910,000)	25,805,326	—	†† (25,736,432)	—	—	—	
Common Stock	—	—	(1,000)	1,000	—	†† (1,000)	—	—	—	
<b>Red Apple Stores Inc.:</b>										
Senior Secured Loan, Second Lien	16,135,000	—	—	—	16,135,000	—	2,337,114	—	—	
Preferred Stock	—	—	—	—	—	—	—	—	—	
Common Stock	—	116,642	(681,889)	565,247	—	—	—	—	—	
<b>Totals</b>	<b>\$ 280,478,528</b>	<b>\$ 193,955,322</b>	<b>\$ (122,605,235)</b>	<b>\$ 7,527,453</b>	<b>\$ 359,356,068</b>	<b>\$ (28,384,662)</b>	<b>\$ 25,964,723</b>	<b>\$ 725,643</b>	<b>\$ 14,996,219</b>	

\* Gross additions include increases in the cost basis of investments resulting from new portfolio investments, PIK interest or dividends, the amortization of unearned income, the exchange of one or more existing securities for one or more new securities and the movement of an existing portfolio company into this category from a different category.

\*\* Gross reductions include decreases in the cost basis of investments resulting from principal collections related to investment repayments or sales, the exchange of one or more existing securities for one or more new securities and the movement of an existing portfolio company out of this category into a different category.

† Investment moved into the controlled category from the non-controlled, affiliated category.

†† Investment no longer held as of December 31, 2018.

††† Investment moved from the controlled category into the non-controlled, non-affiliated category.

The aggregate fair value of controlled investments at December 31, 2018 represents 73.8% of the Company's net assets.

The accompanying notes are an integral part of these consolidated financial statements.

## BlackRock Capital Investment Corporation

### Notes to Consolidated Financial Statements

(Unaudited)

#### 1. Organization

BlackRock Capital Investment Corporation (together with its subsidiaries, the “Company”), was organized as a Delaware corporation on April 13, 2005 and was initially funded on July 25, 2005. The Company has elected to be regulated as a business development company (“BDC”) under the Investment Company Act of 1940 (the “1940 Act”). In addition, for tax purposes the Company has qualified and has elected to be treated as a regulated investment company (“RIC”) under the Internal Revenue Code of 1986 (the “Code”).

The Company’s investment objective is to generate both current income and capital appreciation through debt and equity investments. The Company invests primarily in middle-market companies in the form of senior and junior secured and unsecured debt securities and loans, each of which may include an equity component, and by making direct preferred, common and other equity investments in such companies.

#### 2. Significant accounting policies

##### *Unaudited Interim Consolidated Financial Statements*

The accompanying consolidated financial statements are prepared in accordance with accounting principles generally accepted in the United States of America (“GAAP”). The Company is an investment company following the accounting and reporting guidance in Financial Accounting Standards Board (“FASB”) Accounting Standards Codification (“ASC”) 946, *Financial Services-Investment Company* (“ASC 946”).

Certain financial information that is normally included in annual financial statements, including certain financial statement footnotes, prepared in accordance with GAAP, is not required for interim reporting purposes and has been condensed or omitted herein. These consolidated financial statements should be read in conjunction with the Company’s consolidated financial statements and notes related thereto included in the Company’s Annual Report on Form 10-K for the year ended December 31, 2018, which was filed with the Securities and Exchange Commission (“SEC”) on March 6, 2019.

The interim financial information at March 31, 2019 and for the three months ended March 31, 2019 and 2018 is unaudited. However, in the opinion of management, the interim information includes all normal recurring adjustments necessary for the fair presentation of the Company’s results for the periods presented. The results of operations for interim periods are not necessarily indicative of results to be expected for the full year.

##### *Basis of Presentation*

The preparation of consolidated financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities as of the date of the consolidated financial statements and the reported amounts of income and expenses during the reported period. Changes in the economic environment, financial markets and any other parameters used in determining these estimates could cause actual results to differ and such differences could be material.

The accompanying consolidated financial statements include the accounts of the Company and its subsidiaries, which were established to hold certain investments of the Company. The Company owns 100% of each subsidiary and, as such, the subsidiaries are consolidated into the Company’s consolidated financial statements. The subsidiaries hold investments which are treated as pass through entities for tax purposes. By investing through these 100% owned subsidiaries, the Company is able to benefit from corporate tax treatment for these entities and thereby create a tax structure that is more advantageous with respect to the RIC status of the Company. Intercompany balances and transactions are eliminated in consolidation.

Certain prior period information has been reclassified to conform to the current period presentation. The reclassification has no effect on the Company’s consolidated financial position or the consolidated results of operations as previously reported.

Expenses are recorded on an accrual basis.

## ***Investments***

Security transactions are accounted for on the trade date unless there are substantial conditions to the purchase. Realized gains or losses are measured by the difference between the net proceeds from the repayment or sale and the amortized cost of the investment. Unrealized gains or losses primarily reflect the change in investment values, including the reversal of previously recorded unrealized gains or losses when gains or losses are realized. Realized gains or losses on the disposition of investments are calculated using the specific identification method.

Investments for which market quotations are readily available are generally valued using the last available bid price or current market quotations provided by an independent pricing service or one or more broker-dealers or market makers, unless they are deemed not to represent fair value. Debt and equity securities for which market quotations are not readily available or for which market quotations are deemed not to represent fair value are valued at fair value as determined in good faith by or under the direction of the Company's Board of Directors.

Because the Company expects that there will not be a readily available market for substantially all of the investments in its portfolio, the Company expects to value substantially all of its portfolio investments at fair value as determined in good faith by or under the direction of the Board of Directors using a consistently applied valuation process in accordance with a documented valuation policy that has been reviewed and approved by the Board of Directors. 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 the Company's 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 the Company 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 the Company's investments than on the fair values of the Company's investments for which market quotations are not readily available. Market quotations may be deemed not to represent fair value in certain circumstances where BlackRock Capital Investment Advisors, LLC ("BCIA" or the "Advisor"), believes that facts and circumstances applicable to an issuer, a seller, a 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.

With respect to the Company's investments for which market quotations are not readily available or for which market quotations are deemed not to represent fair value, the Board of Directors has approved a multi-step valuation process applied each quarter, as described below:

- (i) The quarterly valuation process begins with each portfolio company or investment being initially evaluated and rated by the investment professionals of the Advisor responsible for the portfolio investment;
- (ii) The investment professionals provide recent portfolio company financial statements and other reporting materials to independent valuation firms engaged by the Board of Directors (with the exception of statements and materials related to investments priced directly by the Advisor as described in (iv) below), such firms conduct independent appraisals each quarter and their preliminary valuation conclusions are documented and discussed with senior management of the Advisor;
- (iii) The Audit Committee of the Board of Directors reviews the preliminary valuations prepared by the independent valuation firm and the Advisor, as applicable;
- (iv) The fair value of certain investments, comprising in the aggregate, less than 5% of the Company's net asset value and no more than 15% of total positions held, respectively, may be determined by the Advisor in good faith without the engagement of an independent valuation firm in accordance with the Company's valuation policy; provided that if only the threshold with respect to the number of all positions valued at zero or immaterial amounts is exceeded, the Advisor may request Board approval to not request a fair valuation from an independent valuation firm for all such positions; and
- (v) The Board of Directors discusses valuations and determines the fair value of each investment in the portfolio in good faith based on the input of the Advisor, the respective independent valuation firms (to the extent applicable) and the Audit Committee.

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 the Company may take into account in

determining the fair value of its 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, (e.g. non-performance risk), 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, M&A comparables, the Company's principal market (as the reporting entity) and enterprise values.

Until the end of the second calendar quarter following its acquisition, each unquoted investment in a new portfolio company generally is held at amortized cost, which the Advisor believes approximates fair value under the circumstances. As of that date, an independent valuation firm conducts an initial independent appraisal of the investment.

ASC 820-10, *Fair Value Measurements and Disclosures* ("ASC 820-10"), issued by the FASB, defines fair value, establishes a framework for measuring fair value and requires disclosures about fair value measurements. See Note 10 for further details.

### ***Cash and Cash Equivalents***

Cash equivalents include short-term liquid overnight investments with original maturities of three months or less and may not be insured by the FDIC or may exceed federally insured limits.

### ***Revenue Recognition***

The Company adopted ASU 2014-09, *Revenue from Contracts with Customers*, effective on January 1, 2018 using the modified retrospective method. Substantially all revenue streams are excluded from the scope of the new standard and the adoption of the standard had no material impact on the Company's consolidated financial statements.

Interest income is recorded on an accrual basis and includes amortization of discounts and premiums. Discounts and premiums to par value on securities purchased are amortized into interest income over the life of the respective security. Discounts and premiums are determined based on the cash flows expected to be received for a particular investment upon maturity. Dividend income is recorded on the ex-dividend date and is adjusted to the extent that the Company expects to collect such amounts.

For loans and securities with payment-in-kind ("PIK") income, which represents contractual interest or dividends accrued and added to the principal balance and generally due at maturity, such income is accrued only to the extent that the Advisor believes that the PIK income is likely to be collected. To maintain the Company's status as a RIC, this non-cash source of income must be paid out to stockholders in the form of distributions, even though the Company has not yet collected the cash.

Fee income, such as structuring fees, origination, closing, commitment and other upfront fees are generally non-recurring and are recognized as revenue when earned. In instances where the Company does not perform significant services in connection with the related investment, fees paid to the Company may be deferred and amortized over the estimated life of the investment. Upon the prepayment of a loan or debt security, any prepayment penalties and unamortized loan origination, structuring, closing, commitment and other upfront fees are recorded as income.

### ***U.S. Federal Income Taxes***

The Company has elected to be treated as a RIC under Subchapter M of the Code and operates in a manner so as to continue to qualify for the tax treatment applicable to RICs.

In order to qualify for favorable tax treatment as a RIC, the Company is required to distribute annually to its stockholders at least 90% of its investment company taxable income, as defined by the Code. To avoid federal excise taxes, the Company must distribute annually at least 98% of our ordinary income and 98.2% of net capital gains from the current year and any undistributed ordinary income and net capital gains from the preceding years. The Company, at its discretion, may carry forward taxable income in excess of calendar year distributions and pay regular federal income taxes or a 4% excise tax on this income. If the Company chooses to do so, all other things being equal, this would increase expenses and reduce the amount available to be distributed to stockholders. The Company will accrue excise tax on estimated undistributed taxable income as required.

Distributions from net investment income and distributions from net realized capital gains are determined in accordance with U.S. federal income tax regulations, which may differ from those amounts determined in accordance with GAAP. These book/tax differences are either temporary or permanent in nature. To the extent these differences are permanent, they are charged or credited to paid-in-capital or accumulated net realized gain (loss), as appropriate, in the period that the differences arise. Temporary and permanent differences are primarily attributable to differences in the tax treatment of certain loans and the tax characterization of income and non-deductible expenses. These differences are generally determined in conjunction with the preparation of the Company's annual RIC tax return.

Book and tax basis differences relating to stockholder distributions and other permanent book and tax differences are reclassified among the Company's capital accounts. In addition, the character of income and gains to be distributed is determined in accordance with income tax regulations that may differ from GAAP.

The final tax characterization of distributions is determined after the fiscal year and is reported on Form 1099 and in the Company's annual report to shareholders. Distributions can be characterized as ordinary income, capital gains and/or return of capital. To the extent that distributions exceed the Company's current and accumulated earnings and profits, the excess may be treated as a non-taxable return of capital.

ASC 740-10, *Income Taxes* ("ASC 740-10") clarifies the accounting for income taxes by prescribing the minimum recognition threshold an uncertain tax position is required to meet before tax benefits associated with such uncertain tax position are recognized in the consolidated financial statements. Based on its analysis of its tax position, the Company has concluded that it does not have any uncertain tax positions that met the recognition or measurement criteria of ASC 740-10.

The Company files U.S. federal and various state and local tax returns. No income tax returns are currently under examination. The statute of limitations on the Company's U.S. federal income tax returns remains open for each of the four years ended December 31, 2018. The statute of limitations on the Company's state and local tax returns may remain open for an additional year depending upon the jurisdiction.

On December 31, 2018, the Company had net capital loss carryforward of \$193,208,013 which can be used to offset future capital gains and is not subject to expiration.

The Company holds certain portfolio investments through taxable subsidiaries. Income earned and gains realized on the investment held by the taxable subsidiary are taxable to such subsidiary. A tax provision for income, if any, is shown as income tax in the Consolidated Statements of Operations for the Company. A tax provision for realized and unrealized gains is included as a reduction of realized and/or unrealized gain (loss) in the Consolidated Statements of Operations for the Company.

### ***Distributions to Common Stockholders***

Distributions to common stockholders are recorded on the ex-dividend date. The amount to be paid out as a distribution is determined by the Board of Directors. Net realized capital gains, if any, generally are distributed at least annually, although the Company may decide to retain such capital gains for investment.

The Company has adopted a dividend reinvestment plan that provides for reinvestment of distributions on behalf of stockholders, unless a stockholder elects to receive cash. As a result, if the Board of Directors authorizes, and the Company declares, a cash distribution, then stockholders who have not "opted out" of the dividend reinvestment plan will have their cash dividends automatically reinvested in additional shares of Common Stock, rather than receiving the cash distributions.

On March 6, 2018, the Board of Directors of the Company adopted amendments to the Company's dividend reinvestment plan (the "Plan"). Under the terms of the amended Plan, if the Company declares a dividend or determines to make a capital gain or other distribution, the reinvestment plan agent will acquire shares for the participants' accounts, depending upon the following circumstances, (i) through receipt of additional unissued but authorized shares from the Company ("newly issued shares") and/or (ii) by purchase of outstanding shares on the open market ("open-market purchases"). If, on the distribution payment date, the last quarterly net asset value per share ("NAV") is equal to or less than the closing market price per share on such distribution payment date (such condition often referred to as a "market premium"), the reinvestment plan agent will invest the distribution amount in newly issued shares on behalf of the participants. The number of newly issued shares to be credited to each participant's account will be determined by dividing the dollar amount of the distribution by the greater of (i) the NAV or (ii) 95% of the closing market price on the distribution payment date. If, on the distribution payment date, the NAV is greater than the closing market price per share on such distribution payment date (such condition often referred to as a "market discount"), the reinvestment plan agent may, upon notice from the Company, either (a) invest the distribution amount in newly issued shares on behalf of the participants or (b) invest the distribution amount in shares acquired on behalf of the participants in open-market purchases.

### ***Foreign Currency***

Foreign currency amounts are translated into United States dollars on the following basis:

- (i) market value of investment securities, other assets and liabilities—at the spot exchange rate on the last business day of the period; and
- (ii) purchases and sales of investment securities, income and expenses—at the rates of exchange prevailing on the respective dates of such transactions, income or expenses.



Although net assets and fair values are presented based on the applicable foreign exchange rates described above, the Company may not isolate that portion of the results of operations resulting from changes in foreign exchange rates on investments from the fluctuations arising from changes in fair values of investments held. Such fluctuations are included with the net realized and unrealized gain or loss from investments.

Investments denominated in foreign currencies and foreign currency transactions may involve certain considerations and risks not typically associated with those of domestic origin, including unanticipated movements in the value of the foreign currency relative to the U.S. dollar.

#### ***Debt Issuance Costs***

Debt issuance costs are amortized over the term of the related debt using the straight line method, which approximates the effective interest rate method.

#### ***Equity Offering Expenses***

The Company records registration expenses related to its shelf registration statement and related SEC filings as prepaid assets. These expenses are charged as a reduction of capital upon utilization, in accordance with ASC 946, *Financial Services—Investment Companies*.

#### ***Non-Accrual Loans***

Loans or debt securities are placed on non-accrual status, as a general matter, when principal or interest payments are past due 30 days or more or when there is reasonable doubt that principal or interest will be collected. Accrued interest generally is reversed when a loan or debt security is placed on non-accrual status. Interest payments received on non-accrual loans or debt securities may be recognized as income or applied to principal depending upon management's judgment. Non-accrual loans and debt securities are restored to accrual status when past due principal and interest is paid and, in management's judgment, are likely to remain current. The Company may make exceptions to this treatment if the loan has sufficient collateral value and is in the process of collection.

#### ***Recent Accounting Pronouncements***

In August 2018, the FASB issued ASU No. 2018-13, *Fair Value Measurement (Topic 820): Disclosure Framework- Changes to the Disclosure Requirements for Fair Value Measurement*. The updated guidance modifies the disclosure requirements on fair value measurements by (1) removing certain disclosure requirements including policies related to valuation processes and the timing of transfers between levels of the fair value hierarchy, (2) amending disclosure requirements related to measurement uncertainty from the use of significant unobservable inputs, and (3) adding certain new disclosure requirements including changes in unrealized gains and losses for the period included in other comprehensive income (loss) for recurring Level 3 fair value measurements held at the end of the reporting period and the range and weighted average used to develop significant unobservable inputs for Level 3 fair value measurements. ASU No. 2018-13 is effective for fiscal years beginning after December 15, 2019, including interim periods therein, with early adoption permitted. The Company is currently evaluating the effect on its consolidated financial statements and related disclosures.

#### ***Regulation S-X Amendments***

On August 17, 2018, the SEC adopted amendments to certain disclosure requirements in *Securities Act Release No. 33-10532, Disclosure Update and Simplification*. The Company has adopted the amendments pertinent to Regulation S-X. The amendments impacted certain disclosure presentation on the Consolidated Statements of Assets and Liabilities, Statements of Changes in Net Assets and notes to the consolidated financial statements.

### **3. Agreements and Related Party Transactions**

#### ***Investment Management Agreement***

At a special meeting of the Company's stockholders, held on February 18, 2015, the Company's stockholders approved a new investment management agreement between the Company and BlackRock Advisors, LLC ("BlackRock Advisors") to permit BlackRock Advisors to serve as the Company's investment adviser (the "BlackRock Advisors Management Agreement") following the completion of the sale of certain assets related to managing the Company from the Company's previous investment adviser, 52nd Street Capital Advisors LLC, formerly BlackRock Kelso Capital Advisors LLC (the "Previous Advisor," "BKCA" or "52nd Street"), to BlackRock Advisors (the "Transaction"). BlackRock Advisors is a wholly owned indirect subsidiary of BlackRock, Inc. (together

with certain of its affiliates, collectively “BlackRock”). The Transaction was completed on March 6, 2015 and, pursuant to the BlackRock Advisors Management Agreement, dated as of March 6, 2015, BlackRock Advisors began managing the Company’s investment activities. Prior to the consummation of the Transaction, the Company had entered into an investment management agreement with 52<sup>nd</sup> Street Capital Advisors LLC, the Company’s previous adviser, which is referred to as the “previous management agreement.” The BlackRock Advisors Management Agreement had the same management and incentive fee terms as the previous agreement until March 6, 2017 and thereafter had different management and incentive fees terms as compared to the previous management agreement. For base management fee and incentive management fee terms prior to March 6, 2017, refer to the Company’s Annual Report on Form 10-K for the year ended December 31, 2018, which was filed with the Securities and Exchange Commission (“SEC”) on March 6, 2019.

On January 16, 2018, BlackRock Advisors assigned the BlackRock Advisors Management Agreement, dated March 6, 2015, to a wholly owned subsidiary, BCIA, the Advisor, pursuant to Rule 2a-6 of the 1940 Act and the Company entered into a new investment management agreement with BCIA (the “Current Management Agreement” or the “Management Agreement”). The Current Management Agreement has the same management and incentive fee terms as compared to the BlackRock Advisors Management Agreement.

The Current Management Agreement will be in effect from year-to-year if approved annually by the Board of Directors or by the affirmative vote of the holders of a majority of outstanding voting securities, including, in either case, approval by a majority of the directors who are not interested persons. The Company’s Board of Directors approved the continuation of the Current Management Agreement in October 2018.

### ***Base Management Fee***

Under the Management Agreement, the investment advisor, subject to the overall supervision of the Board, manages the day-to-day operations and provides the Company with investment advisory services. For providing these services, the Advisor receives a base management fee at an annual rate of 1.75% of total assets (excluding cash), including any assets acquired with the proceeds of leverage, payable quarterly in arrears based on the asset valuation as of the end of the prior quarter, and prorated for any period of less than a quarter.

For the three months ended March 31, 2019 and March 31, 2018, the Company incurred \$2,923,149 and \$3,312,369, respectively, in base management fees under the respective investment management agreement.

### ***Incentive Management Fee***

#### ***(i) Quarterly Incentive Fee Based on Income***

The Current Management Agreement provides that the investment advisor or its affiliates may be entitled to an incentive management fee under certain circumstances. The Incentive Fee has two parts. The first portion is based on income other than capital gains and is calculated separately for each calendar quarter and will be paid on a quarterly basis. The Company will pay the investment advisor the portion of the Incentive Fee based on income for each period as follows:

- No Incentive Fee based on income other than capital gains for any calendar quarter in which the Pre-Incentive Fee Net Investment Income does not exceed 1.75% (7.00% annualized) of net assets attributable to common stock at the beginning of such quarter.
- 100% of the Pre-Incentive Fee Net Investment Income in any calendar quarter with respect to that portion of such Pre-Incentive Fee Net Investment Income, if any, for such calendar quarter, that exceeds 1.75% (7.00% annualized) of net assets attributable to common stock at the beginning of such quarter but is less than 2.1875% (8.75% annualized).
- 20% of the Pre-Incentive Fee Net Investment Income, if any, for any calendar quarter that exceeds 2.1875% (8.75% annualized) of net assets attributable to common stock at the beginning of such quarter.

The calculations described above will be appropriately prorated for any period of less than a quarter and adjusted for the net proceeds from any common stock issuances and the cost of any common stock repurchases during such quarter.

The payment of any such Incentive Fee based on income otherwise earned by our investment advisor will be deferred if, for the most recent four full calendar quarter period ending on or prior to the date such payment is to be made, the Annualized Rate of Return is less than 7.0% of net assets attributable to common stock at the beginning of such four quarter period as adjusted for the net proceeds from any common stock issuances and the cost of any common stock repurchases during such four full calendar quarter period, with any deferred Incentive Fees to be carried over for payment in subsequent quarterly calculation periods to the extent such

payment can then be made in accordance with the investment management agreement. For the three ended March 31, 2019 and March 31, 2018, the Company incurred \$2,280,836 and \$1,735,195, respectively, in Incentive Fees based on income.

On March 7, 2017, BlackRock Advisors, in consultation with the Company's Board of Directors, agreed to waive incentive fees based on income after March 6, 2017 to December 31, 2018 or approximately 21 months, which was subsequently extended to June 30, 2019. BCIA has agreed to honor such waiver. The start date of the fee waiver coincides with the change to the fee calculation mentioned above. The waiver for incentive fees based on income was \$2,280,836 and \$1,735,195, for the three ended March 31, 2019 and March 31, 2018, respectively, resulting in no net Incentive Fees based on income incurred by the Company.

**(ii) Annual Incentive Fee Based on Capital Gains**

The second portion of the Incentive Fee is based on capital gains and is calculated separately for each Annual Period. Our investment advisor will be entitled to receive an Incentive Fee based on capital gains for each Annual Period in an amount equal to 20% of the amount by which (1) net realized capital gains occurring during the period, if any, exceeds (2) gross unrealized capital depreciation, if any, occurring during the period. In calculating the portion of the Incentive Fee based on capital gains payable for any period, investments are accounted for on a security-by-security basis. In addition, the portion of the Incentive Fee based on capital gains is determined using the "period-to-period" method pursuant to which the portion of the Incentive Fee based on capital gains for any period will be based on realized capital gains for the period reduced by realized capital losses for the period and unrealized capital depreciation for the period.

The capital gains Incentive Fee as calculated under the Current Management Agreement at March 31, 2019 and December 31, 2018, respectively, resulted in no capital gains incentive fee accrual. The Company did not have any cumulative accrued balance at March 31, 2019 and December 31, 2018.

**(iii) Calculation of Incentive Fee**

For purposes of calculating the Incentive Fee, (i) "Annual Period" means the period beginning on July 1 of each calendar year, including the calendar year prior to the year in which the investment management agreement became effective, and ending on June 30 of the next calendar year; (ii) "Annualized Rate of Return" is computed by reference to the sum of (i) the aggregate distributions to common stockholders for the period in question and (ii) the change in net assets attributable to common stock (before taking into account any Incentive Fees otherwise payable during such period); (iii) "net assets attributable to common stock" means total assets less indebtedness and preferred stock; and (iv) "Pre-Incentive Fee Net Investment Income" means net investment income (as determined in accordance with United States generally accepted accounting principles) accrued by the Company during the calendar quarter excluding any accruals for or payments in respect of the Incentive Fee.

The Company is required under GAAP to accrue a hypothetical capital gains Incentive Fee based upon net realized capital gains and unrealized capital appreciation and depreciation on investments held at the end of each period. The accrual of this hypothetical capital gains Incentive Fee assumes all unrealized capital appreciation and depreciation is realized in order to reflect a hypothetical capital gains Incentive Fee that would be payable at each measurement date. If such amount is positive at the end of the period, then we recorded a capital gains Incentive Fee equal to 20% of such amount, less the amount of capital gains related Incentive Fees already accrued in prior periods. If the resulting amount is negative, the accrual for GAAP in a given period may have resulted in the reduction of an expense. There can be no assurance that such unrealized capital appreciation will be realized in the future. However, it should be noted that a fee so calculated and accrued would not be payable under the Advisers Act or the BlackRock Advisors Management Agreement. Amounts actually paid were consistent with the Advisers Act, which specifically excludes consideration of unrealized capital appreciation. In accordance with GAAP, the hypothetical liquidation for the three months ended March 31, 2019 and 2018 resulted in no capital gains Incentive Fee.

**(iv) Calculation of Capital Gains**

Capital gains and losses are calculated using the proceeds received and either (i) fair market value at the beginning of the Annual Period or (ii) cost for investments acquired during the Annual Period. In calculating whether the portion of the Incentive Fee based on capital gains is payable with respect to any period, the Company accounts for assets on a security-by-security basis. In addition, the Company uses the "period-to-period" method pursuant to which the portion of the Incentive Fee based on capital gains for any period is based on realized capital gains for the period reduced by realized capital losses and gross unrealized capital depreciation for the period. Based on current interpretations of Section 205(b)(3) of the Investment Advisers Act of 1940 by the SEC and its staff, the calculation of unrealized depreciation for each portfolio security over a period is based on the fair value of the security at the end of the period compared to the fair value at the beginning of the period. Incentive Fees earned in any of the periods described above are not subject to modification or repayment based upon performance in a subsequent period. The Advisor has agreed to change the calculation of its incentive fees based upon gains for the period from July 1, 2018 until June 30, 2019, solely with respect to any change in the fair market value of the Company's investment in preferred stock of KAGY Holding Company, Inc. by

using \$11,952,516 (March 31, 2018 value) as the fair market value at the beginning of the Annual Period instead of \$329,881 (June 30, 2018 value).

#### **Advisor Reimbursements**

The investment management agreement provides that the Company will reimburse the Advisor for costs and expenses incurred by the Advisor for administrative or operating services, office space rental, office equipment and utilities allocable to the Advisor under the investment management agreement, as well as any costs and expenses incurred by the Advisor relating to any non-investment advisory, administrative or operating services provided by the Advisor to the Company. For the three months ended March 31, 2019 and 2018, the Company incurred \$87,500 and \$87,500, respectively, for such investment advisor expenses.

From time to time, the Advisor and its affiliates may pay third party providers for goods or services utilized by the Company. The Company will subsequently reimburse the Advisor and its affiliates for such amounts. Reimbursements to the Advisor, BlackRock Advisors and their affiliates for such purposes during the three months ended March 31, 2019 and 2018 were zero, respectively.

No person who is an officer, director or employee of the Advisor and who serves as a director of the Company receives any compensation from the Company for such services. Directors who are not affiliated with the Advisor receive compensation for their services and reimbursement of expenses incurred to attend meetings.

#### **Administration**

The Company also has entered into an administration agreement with BlackRock Financial Management, Inc. (the "Administrator") under which the Administrator provides certain administrative services to the Company. For providing these services, facilities and personnel, the Company reimburses the Administrator for the Company's allocable portion of overhead and other expenses incurred by the Administrator in performing its obligations under the administration agreement, including rent and the Company's allocable portion of the cost of certain of the Company's officers and their respective staffs. For the three months ended March 31, 2019 and 2018, the Company incurred \$363,305 and \$553,764, respectively, for such administrative services expenses.

#### **Advisor Stock Transactions**

At March 31, 2019 and December 31, 2018, BCIA did not own any shares of the Company. Other entities affiliated with the Administrator and Advisor beneficially owned less than 1% of the Company's total shares of common stock outstanding.

#### **4. Earnings (Loss) per share**

The following information sets forth the computation of basic and diluted net increase (decrease) in net assets from operations per share (earnings (loss) per share) for the three months ended March 31, 2019 and 2018.

	<b>Three months ended March 31, 2019</b>	<b>Three months ended March 31, 2018</b>
<b>Earnings (Loss) per share – basic:</b>		
Net increase (decrease) in net assets resulting from operations	\$ 17,968,702	\$ (915,717)
Weighted average shares outstanding – basic	68,837,612	72,991,828
<b>Earnings (Loss) per share – basic:</b>	\$ 0.26	\$ (0.01)
<b>Earnings (Loss) per share – diluted:</b>		
Net increase (decrease) in net assets resulting from operations, before adjustments	\$ 17,968,702	\$ (915,717)
Adjustments for interest on unsecured convertible senior notes(1)	2,234,495	—
Net increase (decrease) in net assets resulting from operations, as adjusted	\$ 20,203,197	\$ (915,717)
Weighted average shares outstanding – diluted(1)	85,831,349	72,991,828
<b>Earnings (Loss) per share – diluted:</b>	\$ 0.24	\$ (0.01)

(1) Due to a net decrease in net assets from operations for the three months ended March 31, 2018, no incremental shares were included because the effect would be antidilutive. For the same period, diluted average shares outstanding of 89,985,565 were used for diluted net investment income per share calculation.

## 5. Investments

Purchases of investments, including PIK, for the three months ended March 31, 2019 and 2018 totaled \$58,011,183 and \$144,559,508, respectively. Proceeds from sales, repayments and other exits of investments for the three months ended March 31, 2019 and 2018 totaled \$55,679,170 and \$17,187,184, respectively.

At March 31, 2019, investments consisted of the following:

	<u>Cost</u>	<u>Fair Value</u>
Senior secured notes	\$ 25,064,873	\$ 23,663,248
Unsecured debt	116,579,199	116,579,198
Subordinated debt	40,000,000	40,000,000
Senior secured loans:		
First lien	196,606,089	169,937,146
Second/other priority lien	130,739,809	124,328,225
Total senior secured loans	<u>327,345,898</u>	<u>294,265,371</u>
Preferred stock	56,735,473	46,459,259
Common stock	18,317,366	11,532,456
Limited partnership/limited liability company interests	170,604,094	147,774,197
Equity warrants/options	794,994	100,544
Total investments	<u>\$ 755,441,897</u>	<u>\$ 680,374,273</u>

At December 31, 2018, investments consisted of the following:

	<u>Cost</u>	<u>Fair Value</u>
Senior secured notes	\$ 25,053,397	\$ 23,630,813
Unsecured debt	118,807,277	118,807,277
Subordinated debt	40,000,000	40,000,000
Senior secured loans:		
First lien	184,191,179	158,945,078
Second/other priority lien	138,006,527	130,926,306
Total senior secured loans	<u>322,197,706</u>	<u>289,871,384</u>
Preferred stock	56,051,729	45,150,030
Common stock	19,685,846	12,338,488
Limited partnership/limited liability company interests	170,604,094	141,854,954
Equity warrants/options	694,450	—
Total investments	<u>\$ 753,094,499</u>	<u>\$ 671,652,946</u>

## Industry Composition

The industry composition of the portfolio at fair value at March 31, 2019 and December 31, 2018 was as follows:

Industry	March 31, 2019	December 31, 2018
Finance	43.2%	43.8%
Chemicals, Plastics, & Rubber	14.9	15.4
Healthcare & Pharmaceuticals	7.3	6.8
Services: Business	7.0	6.5
Retail	7.0	6.8
Transportation: Cargo	5.2	5.4
Energy: Oil & Gas	4.9	4.1
Services: Consumer	3.3	3.2
Containers, Packaging, & Glass	3.0	3.8
Insurance	1.4	1.3
Aerospace & Defense	1.2	1.2
Capital Equipment	0.9	0.9
Metals & Mining	0.7	0.8
Total	100.0%	100.0%

The geographic composition of the portfolio at fair value at March 31, 2019 was United States 96.9%, and Canada 3.1%, and at December 31, 2018 was United States 97.6%, and Canada 2.4%. The geographic composition is determined by several factors including the location of the corporate headquarters of the portfolio company.

### Market and Credit Risk

In the normal course of business, the Company invests in securities and enters into transactions where risks exist due to fluctuations in the market (market risk) or failure of the issuer of a security to meet all its obligations (issuer credit risk). The value of securities held by the Company may decline in response to certain events, including those directly involving the issuers whose securities are owned by the Company; conditions affecting the general economy; overall market changes; local, regional or global political, social or economic instability; and currency and interest rate and price fluctuations. Similar to issuer credit risk, the Company may be exposed to counterparty credit risk, or the risk that an entity with which the Company has unsettled or open transactions may fail to or be unable to perform on its commitments. The Company manages counterparty risk by entering into transactions only with counterparties that they believe have the financial resources to honor their obligations and by monitoring the financial stability of those counterparties. Financial assets, which potentially expose the Company to market, issuer and counterparty credit risks, consist principally of investments in portfolio companies. The extent of the Company's exposure to market, issuer and counterparty credit risks with respect to these financial assets is generally approximated by their value recorded in the consolidated statements of assets and liabilities. The Company is also exposed to credit risk related to maintaining all of its cash at a major financial institution.

The Company has investments in lower rated and comparable quality unrated senior and junior secured, unsecured and subordinated debt securities and loans, which are subject to a greater degree of credit risk than more highly rated investments. The risk of loss due to default by the issuer is significantly greater for holders of such securities and loans, particularly in cases where the investment is unsecured or subordinated to other creditors of the issuer.

### BCIC Senior Loan Partners, LLC

On June 23, 2016, the Company and Windward Investments LLC ("Windward") entered into an agreement to create BCIC Senior Loan Partners, LLC ("Senior Loan Partners"), a joint venture. Senior Loan Partners is structured as an unconsolidated Delaware limited liability company, and makes loans to and other investments in portfolio companies. All portfolio and other material decisions regarding Senior Loan Partners must be submitted to its board of directors, which is comprised of four members, two of whom were selected by the Company and two of whom were selected by Windward, and must be approved by at least one member appointed by the Company and one appointed by Windward. In addition, certain matters may be approved by Senior Loan Partners' investment committee, which is comprised of one member appointed by the Company and one member appointed by Windward.

The Company does not consolidate its non-controlling interests in Senior Loan Partners because the entity is not considered a substantially wholly owned investment company subsidiary, as provided under ASC 946. Senior Loan Partners is a joint venture for which shared power exists relating to the decisions that most significantly impact the economic performance of the entity.

The Company and Windward have committed to provide an aggregate of \$133.3 million of equity to Senior Loan Partners, with the Company providing \$113.3 million and Windward providing \$20.0 million. As of March 31, 2019, Senior Loan Partners had called and received \$113.3 million of combined equity capital, of which the Company funded \$96.3 million and Windward funded \$17.0 million. As a result, remaining commitments from the Company and Windward as of March 31, 2019 were \$17.0 million and \$3.0 million, respectively. Capital contributions have primarily been used to make investments and fund ongoing administrative expenses of Senior Loan Partners.

On June 24, 2016, Senior Loan Partners as Seller and Collateral Manager, and BCIC Senior Loan Funding, LLC (“Senior Loan Funding”), a newly formed Delaware limited liability company consolidated by Senior Loan Partners, as Borrower, entered into a \$200.0 million Loan and Security Agreement (the “LSA” or the “Senior Facility”) with Citibank, N.A. (“Citi”) acting as Administrative Agent and The Bank of New York Mellon Trust Company (“BoNY”) as Collateral Agent. On July 27, 2018, the Senior Facility was fully prepaid, prior to its June 24, 2021 maturity date, with proceeds under the New Senior Facility, as defined below.

On July 13, 2018, Senior Loan Partners as Transferor and Servicer, and BCIC Senior Loan Funding II, LLC (“Senior Loan Funding II”), a newly formed Delaware limited liability company consolidated by Senior Loan Partners, as Borrower, entered into a \$270.0 million Loan and Servicing Agreement (the “New LSA” or the “New Senior Facility”) with Morgan Stanley Senior Funding, Inc. (“Morgan Stanley”) acting as Administrative Agent and BoNY acting as Collateral Agent. The New Senior Facility is scheduled to mature on July 13, 2023. Senior Loan Funding II, as applicable, has made certain customary representations and warranties, and is required to comply with various covenants, including collateral maintenance, reporting requirements, usual and customary events of default and other customary requirements for similar facilities. Senior Loan Funding II was not in default with any covenants or requirements thereunder as of March 31, 2019.

As of March 31, 2019, \$251.3 million was drawn on the New Senior Facility, and subject to compliance with applicable covenants and borrowing base limitations, the undrawn amount was \$18.7 million. The average outstanding debt balance during the three months ended March 31, 2019 was \$247.5 million, and the maximum amount borrowed during the same three-month period was \$251.3 million under the New Senior Facility. During the three months ended March 31, 2019, \$3.0 million of interest expense and other debt related expenses were incurred.

As of March 31, 2019, Senior Loan Partners had total investments at fair value of \$349.9 million, comprised of senior secured first lien loans, delayed draw term loans and undrawn revolving loans to a total of 28 borrowers. As of March 31, 2019, none of these loans were on non-accrual status. Purchase of investments for the three months ended March 31, 2019 was \$11.9 million. Proceeds from investment sales, prepayments or exits for the three months ended March 31, 2019 were \$1.1 million. Additionally, Senior Loan Partners had unfunded commitments to nine borrowers totaling \$15.2 million. The aggregate fair value of the unfunded commitments at March 31, 2019 was \$15.1 million. The weighted average yield of the portfolio at its current cost basis as of March 31, 2019 and December 31, 2018 was 7.44% and 7.49%, respectively. Below is a summary of Senior Loan Partners' portfolio as of March 31, 2019:

Portfolio Company	Industry	Interest Rate(1)	Maturity	Principal Amount or Number of Shares/Units	Cost	Fair Value(2)
<b>Senior Secured Loans</b>						
Achilles Acquisition LLC, First Lien Term Loan	Insurance	6.50% (L + 400)	10/11/25	\$ 12,000,000	\$ 11,971,641	\$ 11,895,000
AP Exhaust Acquisition, LLC, First Lien Term Loan	Automotive	7.69% (L + 500, 1.00% Floor)	5/10/24	13,509,375	13,313,148	12,158,438
AP Plastics Group, LLC, First Lien Term Loan	Chemicals, Plastics, & Rubber	7.74% (L + 525, 1.00% Floor)	8/1/22	10,310,417	10,257,184	10,207,312
BARBRI, Inc., First Lien Term Loan	Services: Consumer	6.74% (L + 425, 1.00% Floor)	12/1/23	11,148,649	11,106,271	11,092,905
Community Care Health Network, LLC, First Lien Term Loan	Healthcare & Pharmaceuticals	7.25% (L + 475, 1.00% Floor)	2/16/25	9,925,000	9,904,063	9,825,750
Crown Paper Group Inc., First Lien Term Loan	Containers, Packaging, & Glass	7.25% (L + 475, 1.00% Floor)	4/3/24	20,021,968	19,848,399	19,821,748
Digital Room, LLC, First Lien Term Loan	Media: Advertising, Printing & Publishing	7.50% (L + 500, 1.00% Floor)	12/29/23	23,348,718	23,150,037	23,173,602
Dunn Paper, Inc., First Lien Term Loan	Containers, Packaging, & Glass	7.25% (L + 475, 1.00% Floor)	8/26/22	10,332,279	10,269,430	10,228,956
Edgewood Partners Holdings Inc., First Lien Term Loan	Insurance	6.75% (L + 425, 1.00% Floor)	9/8/24	14,824,875	14,805,092	14,676,626
ENC Holding Corporation, First Lien Term Loan	Transportation: Cargo	6.62% (L + 400, 1.00% Floor)	5/30/25	9,929,286	9,908,602	9,767,935
Entertainment Partners, LLC, First Lien Term Loan	Media: Diversified & Production	8.45% (L + 575, 1.00% Floor)	5/8/23	11,298,750	11,298,750	11,298,750
F.M.I. Intermediate Holdings, LLC	Aerospace & Defense	6.95% (L + 425)	10/9/25	8,892,000	8,867,299	8,402,940
Golden West Packaging Group, LLC, First Lien Term Loan	Containers, Packaging, & Glass	7.75% (L + 525, 1.00% Floor)	6/20/23	18,062,123	17,994,598	17,881,501
KC Culinarte Intermediate, LLC, First Lien Term Loan	Food and Beverage	6.25% (L + 375, 1.00% Floor)	8/22/25	14,925,000	14,856,440	14,813,063



Portfolio Company	Industry	Interest Rate(1)	Maturity	Principal Amount or Number of Shares/Units	Cost	Fair Value(2)
<b>Senior Secured Loans</b>						
MHE Intermediate Holdings LLC, Delayed Draw Term Loan	Services: Business	7.60% (L + 500, 1.00% Floor)	3/10/24	\$ 1,773,938	\$ 1,767,496	\$ 1,773,938
MHE Intermediate Holdings LLC, First Lien Term Loan	Services: Business	7.60% (L + 500, 1.00% Floor)	3/10/24	10,193,452	10,120,197	10,193,453
MSHC, Inc. (Service Logic), Delayed Draw Term Loan	Services: Business	6.85% (L + 425, 1.00% Floor)	7/31/23	2,133,889	2,133,889	2,128,555
MSHC, Inc. (Service Logic), First Lien Term Loan	Services: Business	6.85% (L + 425, 1.00% Floor)	7/31/23	19,636,910	19,560,151	19,587,817
National Spine and Pain Centers, LLC, First Lien Term Loan	Healthcare & Pharmaceuticals	7.00% (L + 450, 1.00% Floor)	6/2/24	9,825,000	9,788,668	9,628,500
New Era Technology, Inc., First Lien Term Loan	Services: Business	9.13% (L + 650, 1.00% Floor)	6/22/23	8,938,229	8,787,229	8,848,846
NGS US FINCO, LLC, First Lien Term Loan	Utilities: Oil & Gas	6.75% (L + 425, 1.00% Floor)	10/1/25	9,975,000	9,928,634	9,950,063
NSM Sub Holdings Corp., Delayed Draw Term Loan	Healthcare & Pharmaceuticals	6.84% (L + 400, 1.00% Floor)	10/3/22	2,148,165	2,148,165	2,148,165
NSM Sub Holdings Corp., First Lien Term Loan	Healthcare & Pharmaceuticals	6.60% (L + 400, 1.00% Floor)	10/3/22	14,852,432	14,764,435	14,852,432
On Location Events, LLC, First Lien Term Loan	Hotel, Gaming, & Leisure	8.10% (L + 550, 1.00% Floor)	9/29/21	19,744,582	19,580,639	19,547,136
Premise Health Holding Corp., First Lien Term Loan	Healthcare & Pharmaceuticals	6.35% (L + 375)	7/10/25	7,199,721	7,166,804	7,163,722
Pretium Packaging, LLC, First Lien Term Loan	Containers, Packaging, & Glass	7.60% (L + 500, 1.00% Floor)	11/14/23	14,850,001	14,753,397	14,701,501
Protective Industrial Products, Inc., First Lien Term Loan	Services: Business	7.00% (L + 450, 1.00% Floor)	1/31/24	13,391,305	13,315,861	13,257,392
PVHC Holding Corp., First Lien Term Loan	Containers, Packaging, & Glass	7.36% (L + 475, 1.00% Floor)	8/3/24	10,576,850	10,529,184	10,259,545
Q Holding Company, First Lien Term Loan	Chemicals, Plastics, & Rubber	7.50% (L + 500, 1.00% Floor)	12/18/21	9,745,547	9,692,578	9,709,001
Research Now Group, LLC, First Lien Term Loan	Services: Business	7.99% (L + 550, 1.00% Floor)	12/20/24	3,059,685	3,015,709	3,036,737
TLE Holdings, LLC, First Lien Term Loan	Services: Consumer	8.00% (L + 550, 1.00% Floor)	6/28/24	7,940,765	7,867,883	7,861,357
<b>Total</b>					<b>\$ 352,471,873</b>	<b>\$ 349,892,686</b>

- (1) 100% of the senior secured loans in BCIC Senior Loan Partners' portfolio bear interest at a floating rate that may be determined by reference to the London Interbank Offered Rate (LIBOR), "L", or other base rate (commonly the Federal Funds Rate or the Prime Rate), "P", at the borrower's option. In addition, 92.2% of the fair value of such senior secured loans have floors of at least 1.00%. The borrower under a senior secured loan generally has the option to select from interest reset periods of one, two, three or six months and may alter that selection at the end of any reset period. The stated interest rate represents the weighted average interest rate at March 31, 2019 of all contracts within the specified loan facility.
- (2) Represents fair value in accordance with ASC Topic 820. The determination of such fair value is not included in the Company's Board of Directors' valuation process described elsewhere herein.

Below is certain summarized financial information for Senior Loan Partners as of March 31, 2019 and December 31, 2018 and for the three months ended March 31, 2019 and 2018:

### Selected Balance Sheet Information

	March 31, 2019	December 31, 2018
Investments, at fair value (cost of \$352,471,873 and \$341,501,170)	\$ 349,892,686	\$ 339,983,604
Cash and cash equivalents	13,008,694	14,340,425
Other assets	3,572,979	3,725,941
Total assets	<u>\$ 366,474,359</u>	<u>\$ 358,049,970</u>
Debt	251,254,560	245,549,646
Distribution payable	3,837,308	260,047
Interest and credit facility fees payable	991,147	933,856
Other accrued expenses and payables	658,733	524,304
Total liabilities	<u>\$ 256,741,748</u>	<u>\$ 247,267,853</u>
Members' equity	109,732,611	110,782,117
Total liabilities and members' equity	<u>\$ 366,474,359</u>	<u>\$ 358,049,970</u>

### Selected Statement of Operations Information

	Three months ended March 31, 2019	Three months ended March 31, 2018
Total Investment income	\$ 6,853,745	\$ 4,095,104
Interest and credit facility fees	3,010,493	1,688,121
Other fees and expenses	253,880	443,792
Total expenses	<u>\$ 3,264,373</u>	<u>\$ 2,131,913</u>
Net realized and unrealized appreciation (depreciation)	(1,061,619)	89,379
Net increase in members' capital	<u>\$ 2,527,753</u>	<u>\$ 2,052,570</u>

For the three months ended March 31, 2019 and 2018, the Company's share of net estimated taxable income from Senior Loan Partners was \$3.0 million and \$1.9 million, respectively, which are included in dividend income from controlled investments on the Company's Consolidated Statements of Operations. As of March 31, 2019 and December 31, 2018, \$3.3 million and \$0.2 million, respectively, was included in interest, dividends and fees receivable on the Company's Consolidated Statements of Assets and Liabilities.

## 6. Derivatives

### Foreign Currency

The Company may enter into forward foreign currency contracts from time to time to facilitate settlement of purchases and sales of investments denominated in foreign currencies or to help mitigate the impact that an adverse change in foreign exchange rates would have on the value of the Company's investments denominated in foreign currencies. A forward foreign currency contract is a commitment to purchase or sell a foreign currency at a future date (usually the security transaction settlement date) at a negotiated forward rate. These contracts are marked-to-market by recognizing the difference between the contract exchange rate and the current market rate as unrealized appreciation or depreciation. Realized gains or losses are recognized when contracts are settled. The Company's forward foreign currency contracts generally have terms of approximately three months. The volume of open contracts at the end of each reporting period is reflective of the typical volume of transactions during each calendar quarter. Risks may arise as a result of the potential inability of the counterparties to meet the terms of their contracts. The Company attempts to limit this risk by dealing with only creditworthy counterparties. There were no open forward foreign currency contracts at March 31, 2019 and December 31, 2018.

### Warrants and Options

The Company holds warrants and options in certain portfolio companies in an effort to achieve additional investment return. In purchasing warrants and options, the Company bears the risk of an unfavorable change in the value of the underlying equity interest.

The aggregate fair value of warrants and options as of March 31, 2019 and December 31, 2018 represents 0.02% and zero of the Company's net assets, respectively.

The Company may enter into other derivative instruments and incur other exposures with other counterparties in the future. The derivative instruments held as of March 31, 2019 and December 31, 2018 reflect the volume of derivative activity throughout the periods presented.

## **7. Debt**

In accordance with the 1940 Act, with certain limited exceptions, the Company is only allowed to borrow amounts such that its asset coverage, calculated pursuant to the 1940 Act, is at least 200% (or 150% under certain circumstances) after such borrowing. As of March 31, 2019 and December 31, 2018, the Company's asset coverage was 328% and 354%, respectively.

### **Senior Secured Revolving Credit Facility**

On February 19, 2016, the Company entered into an Amended and Restated Senior Secured Revolving Credit Facility (the "Credit Facility"), which has an initial aggregate principal amount of up to \$440,000,000, a stated commitment termination date of February 19, 2020, and a stated maturity date of February 19, 2021. The interest rate applicable to Eurocurrency borrowings thereunder is generally LIBOR plus an applicable margin of either 1.75% or 2.00% based on a pricing grid using the borrowing base as a multiple of the combined debt amount. The interest rate applicable to ABR borrowings thereunder is generally the prime rate in effect plus an applicable margin of either 0.75% or 1.00% based on a pricing grid using the borrowing base as a multiple of the combined debt amount. The Credit Facility's commitment may increase in size, under certain circumstances, up to a total of \$750,000,000. From the commitment termination date to the stated maturity date, the Company is required to repay outstanding principal amounts under the Credit Facility on a monthly basis in an amount equal to 1/12th of the outstanding amount at the commitment termination date. On June 5, 2017, the Company entered into a Second Amendment to the Second Amended and Restated Senior Secured Revolving Credit Facility which extended the commitment termination date on the Credit Facility from February 29, 2020 to June 5, 2021 and the maturity date from February 19, 2021 to June 5, 2022, respectively. On March 15, 2018, the Company entered into a Third Amendment to the Second Amended and Restated Senior Secured Revolving Credit Facility which (i) permanently reduces the aggregate amount of multicurrency commitments under the Credit Facility from \$440,000,000 to \$400,000,000 and (ii) reduces the amount of shareholders' equity required under the Credit Facility from \$500,000,000 plus 25% of net proceeds from the sale of equity interests to \$450,000,000 plus 25% of net proceeds from the sale of equity interests.

### **Unsecured Convertible Senior Notes Due 2022**

On June 13, 2017, the Company issued \$143,750,000 in aggregate principal amount (\$125,000,000 of the initial offering and \$18,750,000 of the underwriters' exercise of the overallotment option) of 5.00% Convertible Notes due 2022 (the "2022 Convertible Notes") under an indenture, dated as of June 13, 2017. Net proceeds to the Company from the offering, including the exercise of the overallotment option, were approximately \$139,800,000. The 2022 Convertible Notes will mature on June 15, 2022, unless previously converted, repurchased or redeemed in accordance with their terms. The interest rate on the notes is 5.00% per year, payable semiannually in arrears on June 15 and December 15 of each year, commencing on December 15, 2017. Holders may convert their notes at their option prior to the close of business on the business day immediately preceding December 15, 2021, in integral multiples of \$1,000 principal amount, only under certain circumstances. Upon conversion of a note, we will pay or deliver, as the case may be, cash, shares of our common stock or a combination of cash and shares of our common stock, at our election at an initial conversion rate of 118.2173 shares of common stock per \$1,000 principal amount of notes, which is equivalent to an initial conversion price of approximately \$8.46 per share of the Company's common stock. On or after December 23, 2021, the Company may redeem the 2022 Convertible Notes for cash, in whole or from time to time in part, at its option in accordance with their terms.

The 2022 Convertible Notes are accounted for in accordance with ASC 470-20, *Debt – Debt with Conversion and Other Options*. The Company has determined that the embedded conversion options in the 2022 Convertible Notes are not required to be separately accounted for as a derivative under U.S. GAAP. In accounting for the 2022 Convertible Notes, at the time of issuance the Company estimated separate debt and equity components, and an original issue discount equal to the equity component was recorded in additional paid-in-capital in the accompanying Consolidated Statements of Assets and Liabilities.

### **Unsecured Convertible Senior Notes Due 2018**

On February 19, 2013, the Company issued \$115,000,000 in aggregate principal amount (\$100,000,000 of the principal offering and \$15,000,000 of the underwriters' exercise of the overallotment option) of 5.50% unsecured convertible senior notes due 2018 (the "Convertible Notes"). The Convertible Notes were only offered to qualified institutional buyers as defined in the Securities Act of 1933, as amended (the "Securities Act") pursuant to Rule 144A under the Securities Act. In certain circumstances and during

certain periods, the Convertible Notes were convertible into cash, shares of BlackRock Capital Investment Corporation's common stock or a combination of cash and shares of the Company's common stock, at the Company's election, at an initial conversion rate of 86.0585 shares of common stock per \$1,000 principal amount of the Convertible Notes, which was equivalent to an initial conversion price of approximately \$11.62 per share of the Company's common stock, subject to defined anti-dilution adjustments. The Company did not have the right to redeem the Convertible Notes prior to maturity. The Convertible Notes had a maturity date of February 15, 2018, unless repurchased or converted in accordance with their terms prior to such date.

On September 27, 2017, the Company purchased \$59,959,000 in aggregate principal amount of its existing \$115,000,000 Convertible Notes pursuant to a cash tender offer. On February 15, 2018, the remaining Convertible Notes of \$55,041,000 matured and the Company paid the principal and interest in cash.

The Company's outstanding debt as of March 31, 2019 and December 31, 2018 was as follows:

	As of					
	March 31, 2019			December 31, 2018		
	Total Aggregate Principal Amount Available(1)	Principal Amount Outstanding	Carrying Value	Total Aggregate Principal Amount Available(1)	Principal Amount Outstanding	Carrying Value
Credit Facility	\$ 400,000,000 (2)	\$ 71,000,000	\$ 71,000,000	\$ 400,000,000 (2)	\$ 49,000,000	\$ 49,000,000
2022 Convertible Notes	143,750,000	143,750,000	137,835,348 (3)	143,750,000	143,750,000	137,397,728 (4)
	<u>\$ 543,750,000</u>	<u>\$ 214,750,000</u>	<u>\$ 208,835,348</u>	<u>\$ 543,750,000</u>	<u>\$ 192,750,000</u>	<u>\$ 186,397,728</u>

(1) Subject to borrowing base and leverage restrictions.

(2) Provides for a feature that allows the Company, under certain circumstances, up to a total of \$750,000,000.

(3) Represents the aggregate principal amount outstanding of the 2022 Convertible Notes less an unamortized discount initially recorded upon issuance and unamortized debt issuance costs of \$2,917,256 and \$2,997,396, respectively, as of March 31, 2019.

(4) Represents the aggregate principal amount outstanding of the 2022 Convertible Notes less an unamortized discount initially recorded upon issuance and unamortized debt issuance costs of \$3,124,307 and \$3,227,965, respectively, as of December 31, 2018.

At March 31, 2019, the Company had \$71,000,000 drawn on the Credit Facility as compared to \$49,000,000 at December 31, 2018. Subject to compliance with applicable covenants and borrowing base limitations, the remaining undrawn amount available under the Credit Facility was \$329,000,000 at March 31, 2019 and \$351,000,000 at December 31, 2018. The Company's average outstanding debt balance during the three months ended March 31, 2019 and 2018 was \$193,663,413 and \$221,037,561, respectively. The maximum amounts borrowed during the three months ended March 31, 2019 and 2018 were \$208,835,348 and \$314,025,449, respectively.

The weighted average annual interest cost, including the amortization of debt issuance cost, for the three months ended March 31, 2019 and 2018 was 6.42% and 6.15%, respectively, exclusive of commitment fees of \$326,115 and \$355,177, respectively. Amortization of \$395,235 and \$441,630 related to debt issuance costs are included in interest expense within the Consolidated Statements of Operations for the three months ended March 31, 2019 and 2018. With respect to any unused portion of the commitments under the Credit Facility, the Company incurs an annual commitment fee of 0.375%.

Under the Credit Facility, the Company is required to comply with various affirmative and restrictive covenants, reporting requirements and other customary requirements for similar debt facilities, including, without limitation, covenants related to: (a) limitations on the incurrence of additional indebtedness and liens, (b) limitations on certain investments, (c) limitations on distributions and certain other restricted payments, (d) certain restrictions on subsidiaries and fundamental changes thereto, (e) maintaining a certain minimum shareholders' equity, (f) maintaining an asset coverage ratio of not less than 2.0:1.0, (g) limitations on certain transactions with affiliates, (h) limitations on pledging certain unencumbered assets, and (i) limitations on the creation or existence of agreements that prohibit liens on certain properties of the Company and certain of its subsidiaries. These covenants are subject to important limitations and exceptions that are described in the governing documents. Further, amounts available to borrow under the Credit Facility (and the incurrence of certain other permitted debt) are also subject to compliance with a borrowing base that applies different advance rates to different types of assets in the Company's portfolio that are pledged as collateral. The Credit Facility is secured by a lien on substantially all of the assets of the Company and its subsidiaries.

The 2022 Convertible Notes contain certain covenants, including covenants requiring the Company to reserve shares of common stock for the purpose of satisfying all obligations to issue the underlying securities upon conversion of the securities and to furnish to holders of the securities upon request, any information required to be delivered pursuant to Rule 144A(d)(4) under the Securities Act.

At March 31, 2019, the Company was in compliance with all covenants required under the Credit Facility and 2022 Convertible Notes.

## 8. Capital stock

On April 30, 2018, the Company's Board of Directors authorized an additional 2,500,000 shares for repurchase, effective July 1, 2018 until the earlier of June 30, 2019 or such time that all of the authorized shares have been repurchased. Any amount of shares authorized for repurchase by the Board of Directors on April 30, 2018 that remains unpurchased after June 30, 2019 will no longer be authorized for repurchase. On October 30, 2018, the Company's Board of Directors authorized an additional 3,000,000 shares for repurchase until the earlier of October 28, 2019, or such that all of the authorized shares have been repurchased. On the same date, the Company's Board of Directors extended the authorization period of the 1,218,577 shares which remained unpurchased from their April 30, 2018 authorization from June 30, 2019 to October 28, 2019, bringing the total authorized shares to 4,218,577. As of March 31, 2019, 3,320,309 shares remained authorized for repurchase.

During the three months ended March 31, 2019 and 2018, the Company purchased a total of 85,543 and 799,803 shares of its common stock on the open market for \$469,227 and \$4,785,155, respectively, including brokerage commissions. Since inception of the original repurchase plan through March 31, 2019, the Company has purchased 9,025,032 shares of its common stock on the open market for \$62,669,255, including brokerage commissions through the repurchase plan. The Company currently holds the shares it repurchased in treasury.

For the three months ended March 31, 2019 and 2018, declared distributions to common stockholders were \$12,390,525 and \$13,150,684, respectively.

The Company has adopted a dividend reinvestment plan that provides for reinvestment of distributions on behalf of stockholders, unless a stockholder elects to receive cash (see Note 2). For the three months ended March 31, 2019 and 2018, distributions reinvested pursuant to the Company's dividend reinvestment plan were \$1,002,900 (through purchase of shares in the open market) and \$816,549 (through issuance of new shares), respectively.

## 9. Guarantees, commitments and contingencies

In the normal course of business, the Company may enter into guarantees on behalf of portfolio companies. Under these arrangements, the Company would be required to make payments to third parties if the portfolio companies were to default on their related payment obligations. There were no such guarantees outstanding at March 31, 2019 and December 31, 2018. In addition, from time to time, the Company may provide for a commitment to a portfolio company for investment in an existing or new security. At March 31, 2019 and December 31, 2018, the Company was obligated to existing portfolio companies for unfunded commitments of \$38.6 million and \$39.6 million, respectively. Of the \$38.6 million total unfunded commitments at March 31, 2019, \$17.0 million was on our aggregate \$113.3 million equity commitment to BCIC Senior Loan Partners, LLC (see Note 5). The aggregate fair value of unfunded commitments at March 31, 2019 and December 31, 2018 was \$37.5 million and \$38.2 million, respectively. We maintain sufficient cash on hand and available borrowings to fund such unfunded commitments should the need arise.

In the normal course of business, the Company enters into contractual agreements that provide general indemnifications against losses, costs, claims and liabilities arising from the performance of individual obligations under such agreements. The Company has had no prior claims or payments pursuant to such agreements. The Company's individual maximum exposure under these arrangements is unknown, as this would involve future claims that may be made against the Company that have not yet occurred. However, based on management's experience, the Company expects the risk of loss to be remote.

From time to time, the Company and the Advisor may be a party to certain legal proceedings incidental to the normal course of its business, including the enforcement of its rights under contracts with our portfolio companies. Further, third parties may try to seek to impose liability on the Company in connection with the activities of its portfolio companies. While the Company cannot predict the outcome of these legal proceedings with certainty, we do not expect that these proceedings will have a material effect on its consolidated financial statements.

## 10. Fair value of financial instruments

### *Fair Value Measurements and Disclosure*

ASC 820-10 defines fair value, establishes a framework for measuring fair value and requires disclosures about fair value measurements. ASC 820-10 defines fair value as the price that the Company would receive upon selling an investment or pay to transfer a liability in an orderly transaction to a market participant in the principal or most advantageous market for the investment. ASC 820-10 emphasizes that valuation techniques maximize the use of observable market inputs and minimize the use of unobservable inputs. Inputs refer broadly to the assumptions that market participants would use in pricing an asset or liability, 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 the

Company. Unobservable inputs are inputs that reflect the Company’s assumptions about the assumptions market participants would use in pricing an asset or liability developed based on the best information available in the circumstances.

Level 1 – Valuations based on unadjusted quoted prices in active markets for identical assets or liabilities that the Company has the ability to access.

Level 2 – Valuations based on unadjusted quoted prices in markets that are not active or for which all significant inputs are observable, either directly or indirectly.

Level 3 – Valuations based on inputs that are unobservable and significant to the overall fair value measurement. The inputs into the determination of fair value may require significant management judgment or estimation.

Transfers between levels, if any, represent the value as of the beginning of the period of any investment where a change in the pricing level occurred from the beginning to the end of the period.

The Company’s valuation policy and fair value disclosures are consistent with ASC 820-10. The Company evaluates the source of inputs, including any markets in which its investments are trading, in determining fair value and categorizes each investment within the fair value hierarchy pursuant to ASC 820-10.

Under the 1940 Act, the Company is required to separately identify non-controlled investments where it owns 5% or more of a portfolio company’s outstanding voting securities as investments in “affiliated” companies. In addition, under the 1940 Act, the Company is required to separately identify investments where it owns more than 25% of a portfolio company’s outstanding voting securities as investments in “controlled” companies. Detailed information with respect to the Company’s non-controlled non-affiliated, non-controlled affiliated and controlled investments is contained in the accompanying consolidated schedules of investments and consolidated financial statements. The information in the tables below is presented on an aggregate portfolio basis, without segregating the non-controlled non-affiliated, non-controlled affiliated and controlled investment categories.

The carrying values of the Company’s financial instruments approximate fair value. The carrying values of receivables, other assets, accounts payable and accrued expenses approximate fair value due to their short maturities. The fair value of the Company’s Credit Facility and 2022 Convertible Notes is derived by taking the average of the high and low quotes as obtained from a broker. The fair value of the Credit Facility and 2022 Convertible Notes would be classified as Level 2 with respect to the fair value hierarchy.

The carrying and fair values of the Company’s outstanding debt as of March 31, 2019 and December 31, 2018 were as follows:

	March 31, 2019		December 31, 2018	
	Carrying Value	Fair Value	Carrying Value	Fair Value
Credit Facility	\$ 71,000,000	\$ 66,385,000	\$ 49,000,000	\$ 45,815,000
2022 Convertible Notes	137,835,348	142,851,563	137,397,728	140,515,625
Total	<u>\$ 208,835,348</u>	<u>\$ 209,236,563</u>	<u>\$ 186,397,728</u>	<u>\$ 186,330,625</u>

The following tables summarize the fair values of the Company’s investments and cash and cash equivalents based on the inputs used at March 31, 2019 and December 31, 2018 in determining such fair values:

	Fair Value at March 31, 2019	Fair Value Inputs at March 31, 2019		
		Price Quotations (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Senior secured notes	\$ 23,663,248	\$ —	\$ —	\$ 23,663,248
Unsecured debt	116,579,198	—	—	116,579,198
Subordinated debt	40,000,000	—	—	40,000,000
Senior secured loans	294,265,371	—	29,362,500	264,902,871
Preferred stock	46,459,259	—	—	46,459,259
Common stock	11,532,456	920,908	—	10,611,548
Limited partnership/limited liability company interests	147,774,197	—	—	147,774,197
Equity warrants/options	100,544	—	—	100,544
Total investments	680,374,273	920,908	29,362,500	650,090,865
Cash and cash equivalents	27,107,015	27,107,015	—	—
Total	<u>\$ 707,481,288</u>	<u>\$ 28,027,923</u>	<u>\$ 29,362,500</u>	<u>\$ 650,090,865</u>

	Fair Value at December 31, 2018	Fair Value Inputs at December 31, 2018		
		Price Quotations (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Senior secured notes	\$ 23,630,813	\$ —	\$ —	\$ 23,630,813
Unsecured debt	118,807,277	—	—	118,807,277
Subordinated debt	40,000,000	—	—	40,000,000
Senior secured loans	289,871,384	—	—	289,871,384
Preferred stock	45,150,030	—	—	45,150,030
Common stock	12,338,488	1,726,940	—	10,611,548
Limited partnership/limited liability company interests	141,854,954	—	—	141,854,954
Equity warrants/options	—	—	—	—
Total investments	671,652,946	1,726,940	—	669,926,006
Cash and cash equivalents	13,497,320	13,497,320	—	—
Total	\$ 685,150,266	\$ 15,224,260	\$ —	\$ 669,926,006

The valuation techniques used at March 31, 2019 and December 31, 2018 in determining the fair values of the Company's investments for which significant unobservable inputs were used were in accordance with the Company's valuation process as described in Note 2.

The following is a reconciliation for the three months ended March 31, 2019 of investments for which Level 3 inputs were used in determining fair value:

	Fair Value at December 31, 2018	Amortization of Premium/ Discount - Net	Net Realized Gain (Loss)	Net Change in Unrealized Appreciation or Depreciation before Taxes	Purchases	Sales or Repayments	Net Transfers in and/or out of Level 3	Fair Value at March 31, 2019
Senior secured notes	\$ 23,630,813	\$ 11,476	\$ —	\$ 20,959	\$ —	\$ —	\$ —	\$ 23,663,248
Unsecured debt	118,807,277	—	—	—	23,891,179	(26,119,258)	—	116,579,198
Subordinated debt	40,000,000	—	—	—	—	—	—	40,000,000
Senior secured loans	289,871,384	119,418	—	(148,416)	33,335,715	(28,312,730)	(29,962,500)	264,902,871
Preferred stock	45,150,030	—	—	625,484	683,745	—	—	46,459,259
Common stock	10,611,548	—	13,598	—	—	(13,598)	—	10,611,548
Limited partnership/LLC Interest	141,854,954	—	—	5,919,243	—	—	—	147,774,197
Equity warrants/options	—	—	—	—	100,544	—	—	100,544
Total investments	\$ 669,926,006	\$ 130,894	\$ 13,598	\$ 6,417,270	\$ 58,011,183	\$ (54,445,586)	\$ (29,962,500)	\$ 650,090,865

The following is a reconciliation for the three months ended March 31, 2018 of investments for which Level 3 inputs were used in determining fair value:

	Fair Value at December 31, 2017	Amortization of Premium/ Discount - Net	Net Realized Gain (Loss)	Net Change in Unrealized Appreciation or Depreciation before Taxes	Purchases	Sales or Repayments	Net Transfers in and/or out of Level 3	Fair Value at March 31, 2018
Senior secured notes	\$ 23,250,661	\$ 48,110	\$ —	\$ 226,103	\$ —	\$ —	\$ —	\$ 23,524,874
Unsecured debt	95,266,709	—	(50,527,163)	50,527,162	21,440,862	(9,106,748)	—	107,600,822
Subordinated debt	29,600,000	—	—	—	4,160,000	—	—	33,760,000
Senior secured loans	404,219,616	77,876	(26,117,432)	24,814,883	104,115,624	(15,941,026)	—	491,169,541
Preferred stock	59,622,456	—	—	(3,500,847)	11,368,245	—	—	67,489,854
Common stock	16,206,829	—	(1,000)	(3,033,820)	—	(173,911)	—	12,998,098
Limited partnership/ LLC Interest	129,774,536	—	—	(4,763,845)	8,505,366	—	—	133,516,057
Equity warrants/options	—	—	—	—	—	—	—	—
Total investments	\$ 757,940,807	\$ 125,986	\$ (76,645,595)	\$ 64,269,636	\$ 149,590,097	\$ (25,221,685)	\$ —	\$ 870,059,246

There were transfers between Levels of \$29,962,500 and zero during the three months ended March 31, 2019 and 2018, respectively. All realized and unrealized gains and losses are included in earnings (changes in net assets) and are reported as separate line items within the Company's consolidated statements of operations.

Net change in unrealized appreciation (depreciation) for the three months ended March 31, 2019 and 2018 on investments still held by the Company at period end, for which Level 3 inputs were used in determining fair value was \$6,676,937 and \$(12,237,764), respectively.

The significant unobservable inputs used in the market approach of fair value measurement of the Company's investments are the market multiples of earnings before income tax, depreciation and amortization ("EBITDA") of the comparable guideline public companies. The independent valuation firms select a population of public companies for each investment with similar operations and attributes of the subject company. Using these guideline public companies' data, a range of multiples of enterprise value to EBITDA is calculated. The independent valuation firms select percentages from the range of multiples for purposes of determining the subject company's estimated enterprise value based on said multiple and generally the latest twelve months EBITDA of the subject company (or other meaningful measure). Significant increases or decreases in the multiple will result in an increase or decrease in enterprise value, resulting in an increase or decrease in the fair value estimate of the investment.

The significant unobservable input used in the income approach of fair value measurement of the Company's investments is the discount rate or market yield used to discount the estimated future cash flows expected to be received from the underlying investment, which include both future principal and interest payments. Significant increases or decreases in the discount rate or market yield would result in a decrease or increase in the fair value measurement. Included in the consideration and selection of discount rates or market yields are the following factors: risk of default, rating of the investment and comparable company investments, and call provisions.



The ranges of significant unobservable inputs used in the fair value measurement of the Company's Level 3 investments as of March 31, 2019 were as follows:

	Low	High	Weighted Average
<b>EBITDA Multiples:</b>			
Senior secured notes	8.47x	9.47x	8.97x
Unsecured debt	6.75x	7.25x	7.00x
Subordinated debt	n/a	n/a	n/a
Senior secured loans	7.43x	8.43x	7.93x
Preferred stock	8.50x	9.50x	9.00x
Common stock	n/a	n/a	n/a
Limited partnerships/LLC interest	7.47x	8.47x	7.97x
Equity warrants/options	n/a	n/a	n/a
<b>Market Yields:</b>			
Senior secured notes	n/a	n/a	n/a
Unsecured debt	n/a	n/a	n/a
Subordinated debt	n/a	n/a	n/a
Senior secured loans	11.64%	12.71%	12.13%
Preferred stock	n/a	n/a	n/a
Common stock	n/a	n/a	n/a
Limited partnerships/LLC interest	n/a	n/a	n/a
Equity warrants/options	n/a	n/a	n/a
<b>Book Value:</b>			
Senior secured notes	n/a	n/a	n/a
Unsecured debt	1.04x	1.14x	1.09x
Subordinated debt	0.90x	1.00x	0.95x
Senior secured loans	n/a	n/a	n/a
Preferred stock	1.03x	1.15x	1.09x
Common stock	1.04x	1.14x	1.09x
Limited partnerships/LLC interest	0.90x	1.00x	0.95x
Equity warrants/options	n/a	n/a	n/a
<b>Net Asset Value:</b>			
Senior secured notes	n/a	n/a	n/a
Unsecured debt	n/a	n/a	n/a
Subordinated debt	n/a	n/a	n/a
Senior secured loans	n/a	n/a	n/a
Preferred stock	n/a	n/a	n/a
Common stock	n/a	n/a	n/a
Limited partnerships/LLC interest	0.90x	1.10x	1.00x
Equity warrants/options	n/a	n/a	n/a
<b>Liquidity Discount:</b>			
Limited partnerships/LLC interest	4.18%	9.87%	7.03%
<b>Indicative bid/ask quotes</b>			
Senior secured loans	1	1	1

The ranges of significant unobservable inputs used in the fair value measurement of the Company's Level 3 investments as of December 31, 2018 were as follows:

	Low	High	Weighted Average
<b>EBITDA Multiples:</b>			
Senior secured notes	7.99x	8.99x	8.49x
Unsecured debt	6.75x	7.25x	7.00x
Subordinated debt	n/a	n/a	n/a
Senior secured loans	6.90x	7.90x	7.40x
Preferred stock	8.00x	9.00x	8.50x
Common stock	n/a	n/a	n/a
Limited partnerships/LLC interest	7.22x	8.22x	7.72x
Equity warrants/options	n/a	n/a	n/a
<b>Market Yields:</b>			
Senior secured notes	n/a	n/a	n/a
Unsecured debt	n/a	n/a	n/a
Subordinated debt	n/a	n/a	n/a
Senior secured loans	11.21%	12.18%	11.73%
Preferred stock	n/a	n/a	n/a
Common stock	n/a	n/a	n/a
Limited partnerships/LLC interest	n/a	n/a	n/a
Equity warrants/options	n/a	n/a	n/a
<b>Book Value:</b>			
Senior secured notes	n/a	n/a	n/a
Unsecured debt	1.04x	1.14x	1.09x
Subordinated debt	0.90x	1.00x	0.95x
Senior secured loans	n/a	n/a	n/a
Preferred stock	1.02x	1.14x	1.08x
Common stock	1.04x	1.14x	1.09x
Limited partnerships/LLC interest	0.90x	1.00x	0.95x
Equity warrants/options	n/a	n/a	n/a
<b>Net Asset Value:</b>			
Senior secured notes	n/a	n/a	n/a
Unsecured debt	n/a	n/a	n/a
Subordinated debt	n/a	n/a	n/a
Senior secured loans	n/a	n/a	n/a
Preferred stock	n/a	n/a	n/a
Common stock	n/a	n/a	n/a
Limited partnerships/LLC interest	0.88x	1.08x	0.98x
Equity warrants/options	n/a	n/a	n/a
<b>Liquidity Discount:</b>			
Limited partnerships/LLC interest	8.27%	11.44%	9.86%

## 11. Consolidated financial highlights

The following per share data and ratios have been derived from information provided in the consolidated financial statements. The following is a schedule of financial highlights for a common share outstanding for the three months ended March 31, 2019 and 2018:

	Three months ended March 31, 2019	Three months ended March 31, 2018
<b>Per Share Data:</b>		
Net asset value, beginning of period	\$ 7.07	\$ 7.83
Net investment income	0.17	0.16
Net realized and unrealized gain (loss)	0.09	(0.17)
Total from investment operations	0.26	(0.01)
Distributions to stockholders from net investment income	(0.18)	(0.18)
Purchases of treasury stock at prices below net asset value	—	0.01
Net increase (decrease) in net assets	0.08	(0.18)
Net asset value, end of period	\$ 7.15	\$ 7.65
Market price, end of period	\$ 5.99	\$ 6.03
Total return(1)	16.60%	(0.28)%
<b>Ratios / Supplemental Data:</b>		
Ratio of operating expenses to average net assets(2)(3)	3.76%	3.94%
Ratio of interest and other debt related expenses to average net assets(2)	2.82%	2.66%
Ratio of total expenses to average net assets(2)(3)	6.58%	6.60%
Ratio of net investment income to average net assets(2)	9.48%	8.33%
Net assets, end of period	\$ 492,129,104	\$ 553,064,925
Average debt outstanding	\$ 193,663,413	\$ 221,037,561
Weighted average shares outstanding	68,837,612	72,991,828
Average debt per share(4)	\$ 2.81	\$ 3.03
Portfolio turnover	8%	2%
Yield on total portfolio at cost	9.73%	10.24%

(1) Total return is based on the change in market price per share during the respective periods. Total return calculations take into account distributions, if any, reinvested in accordance with the Company's dividend reinvestment plan and do not reflect brokerage commissions. Total return is not annualized.

(2) Annualized.

(3) Ratio including incentive fee based on income waiver approved by the Company's Board of Directors for the three months ended March 31, 2019 and 2018 (see Note 3 for more detail). Excluding incentive fee waiver, the ratio of operating expenses to average net assets would be 5.66% and 5.18% for the three-month periods ended March 31, 2019, and March 31, 2018, respectively. The ratio of total expenses to average net assets would be 8.48% and 7.84% for the same respective periods.

(4) Average debt per share is calculated as average debt outstanding divided by the weighted average shares outstanding during the applicable period.

## 12. Subsequent events

On April 30, 2019, the Company's Board of Directors declared a distribution of \$0.18 per share, payable on July 9, 2019 to stockholders of record at the close of business on June 18, 2019.

The Company has reviewed subsequent events occurring through the date that these consolidated financial statements were available to be issued, and determined that no subsequent events occurred requiring accrual or disclosure, except as disclosed above and elsewhere in these notes to consolidated financial statements.

## Item 2. 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 consolidated financial statements and notes thereto appearing elsewhere in this report.*

This report, and other statements that we may make, may 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,” “anticipate,” “current,” “intention,” “estimate,” “position,” “assume,” “potential,” “outlook,” “continue,” “remain,” “maintain,” “sustain,” “seek,” “achieve” and 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. Actual results could differ materially from those anticipated in forward-looking statements and future results could differ materially from historical performance.

In addition to factors previously identified elsewhere in the reports BlackRock Capital Investment Corporation has filed with the Securities and Exchange Commission (the “SEC”), the following factors, among others, could cause actual results to differ materially from forward-looking statements or historical performance:

- our future operating results;
- our business prospects and the prospects of our portfolio companies;
- the impact of investments that we expect to make;
- our contractual arrangements and relationships with third parties;
- the dependence of our future success on the general economy and its impact on the industries in which we invest;
- the financial condition of and ability of our current and prospective portfolio companies to achieve their objectives;
- our expected financings and investments;
- the adequacy of our cash resources and working capital, including our ability to obtain continued financing on favorable terms;
- the timing of cash flows, if any, from the operations of our portfolio companies;
- the impact of increased competition;
- the ability of the Advisor to locate suitable investments for us and to monitor and administer our investments;
- changes in law and policy accompanying the new administration and uncertainty pending any such changes;
- increased geopolitical unrest, terrorist attacks or acts of war, which may adversely affect the general economy, domestic and local financial and capital markets, or the specific industries of our portfolio companies;
- changes and volatility in political, economic or industry conditions, the interest rate environment, foreign exchange rates or financial and capital markets;
- the unfavorable resolution of legal proceedings; and
- the impact of changes to tax legislation and, generally, our tax position.

### Overview

We were incorporated in Delaware on April 13, 2005 and commenced operations with private funding on July 25, 2005, and completed our initial public offering on July 2, 2007. Our investment objective is to generate both current income and capital appreciation through debt and equity investments. We invest primarily in middle-market companies in the form of senior and junior secured and unsecured debt securities and loans, each of which may include an equity component, and by making direct preferred, common and other equity investments in such companies.

We are externally managed and have elected to be regulated as a BDC under the 1940 Act. 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 of private or thinly traded public U.S. companies, cash, cash equivalents, U.S. Government securities and high-quality debt investments that mature in one year or less.

Certain items previously reported may have been reclassified to conform to the current year presentation.

### **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 generally do not acquire any assets other than “qualifying assets” specified in the 1940 Act unless, at the time the acquisition is made, at least 70% of our total assets are qualifying assets (with certain limited exceptions). Qualifying assets include investments in “eligible portfolio companies.” Under the relevant SEC rules, the term “eligible portfolio company” includes most private companies, companies whose securities are not listed on a national securities exchange, and certain public companies that have listed their securities on a national securities exchange and have a market capitalization of less than \$250 million. These rules also permit us to include as qualifying assets certain follow-on investments in companies that were eligible portfolio companies at the time of initial investment but that no longer meet the definition.

### **Revenues**

We generate revenues primarily in the form of interest on the debt we hold, dividends on our equity interests and capital gains on the sale of warrants and other debt or equity interests that we acquire in portfolio companies. Our investments in fixed income instruments generally have an expected maturity of three to ten years, although we have no lower or upper constraint on maturity, and typically bear interest at a fixed or floating rate. Interest on our debt securities is generally payable quarterly or semi-annually. In some cases, our debt instruments and preferred stock investments may defer payments of cash interest or dividends or pay interest or dividends in-kind. Any outstanding principal amount of our debt securities 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, capital structuring fees, and fees for providing significant managerial assistance.

### **Expenses**

Our primary operating expenses include the payment of a base management fee and, depending on our operating results, an incentive management fee, interest and credit facility fees, expenses reimbursable under the management agreement, professional fees, administration fees and the allocable portion of overhead under the administration agreement. The base management fee and incentive management fee compensate the Advisor for work in identifying, evaluating, negotiating, closing and monitoring our investments. Our Current Management Agreement with the Advisor provides that we will reimburse the Advisor for costs and expenses incurred by the Advisor for office space rental, office equipment and utilities allocable to the Advisor under the Current Management Agreement, as well as any costs and expenses incurred by the Advisor relating to any non-investment advisory, administrative or operating services provided by the Advisor to us. We bear all other costs and expenses of our operations and transactions.

### **Critical accounting policies**

Our discussion and analysis of our financial condition and results of operations are based upon our consolidated financial statements, which have been prepared in accordance with GAAP. The preparation of these consolidated 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 significant accounting policies important to understanding the consolidated financial statements. In addition to the discussion below, our significant accounting policies are further described in the notes to the consolidated financial statements. See Note 2 to the consolidated financial statements for a description of significant accounting policies and of recently issued accounting pronouncements. Management considers Investments to be an area deemed a critical accounting policy.

### **Financial and operating highlights**

At March 31, 2019:

Investment portfolio, at fair value: \$680.4 million

Net assets: \$492.1 million

Indebtedness, excluding deferred financing costs: \$211.8 million

Net asset value per share: \$7.15

**Portfolio Activity for the Three Months Ended March 31, 2019:**

Cost of investments during period, including PIK: \$58.0 million  
Sales, repayments and other exits during period: \$55.7 million  
Number of portfolio companies at end of period: 28

**Operating Results for the Three Months Ended March 31, 2019:**

Net investment income per share: \$0.17  
Distributions declared per share: \$0.18  
Basic earnings/(loss) per share: \$0.26  
Net investment income: \$11.4 million  
Net realized and unrealized gain/(loss): \$6.6 million  
Net increase/(decrease) in net assets from operations: \$18.0 million

Net investment income per share, as adjusted<sup>1</sup>: \$0.17  
Basic earnings per share, as adjusted<sup>1</sup>: \$0.26  
Net investment income, as adjusted<sup>1</sup>: \$11.4 million  
Net increase in net assets from operations, as adjusted<sup>1</sup>: \$18.0 million

**As Adjusted<sup>1</sup>:** Amounts are adjusted to remove the incentive management fee expense based on gains, as required by GAAP, and to include only the incremental incentive management fee expense based on income. Until March 6, 2017, the incremental incentive management fee was calculated based on the current quarter's incremental earnings and without any reduction for incentive management fees paid during the prior calendar quarters. After March 6, 2017, incentive management fee expense based on income is calculated for each calendar quarter and may be paid on a quarterly basis if certain thresholds are met. Amounts reflect the Company's ongoing operating results and reflect the Company's financial performance over time.

**Portfolio and investment activity**

We invested approximately \$58.0 million during the three months ended March 31, 2019. The new investments consisted of senior secured loans secured by first lien (\$12.7 million, or 21.9%), senior secured loans secured by second lien (\$20.6 million, or 35.5%), unsecured or subordinated debt securities (\$23.9 million, or 41.2%), and equity securities (\$0.8 million, or 1.4%). Additionally, we received proceeds from sales/repayments and other exits of approximately \$55.7 million during the three months ended March 31, 2019.

Concentration of our assets in an issuer, industry or sector may present certain risks. To the extent that we assume large positions in the securities of a small number of issuers, our net asset value may fluctuate to a greater extent than that of a diversified investment company as a result of changes in the financial condition or the market's assessment of the issuer. At March 31, 2019, our portfolio of \$680.4 million (at fair value) consisted of 28 portfolio companies and was invested 44% in senior secured loans, 23% in unsecured or subordinated debt securities, 30% in equity investments, and 3% in senior secured notes. Our average investment by portfolio company at amortized cost, excluding investments below \$5.0 million, was approximately \$32.5 million at March 31, 2019. Our largest portfolio company investment at fair value was approximately \$108.5 million and our five largest portfolio company investments at fair value comprised approximately 45% of our portfolio at March 31, 2019. At December 31, 2018, our portfolio of \$671.7 million (at fair value) consisted of 27 portfolio companies and was invested 43% in senior secured loans, 23% in unsecured or subordinated debt securities, 30% in equity investments and 4% in senior secured notes. Our average investment by portfolio company at amortized cost, excluding investments below \$5.0 million, was approximately \$34.1 million at December 31, 2018. Our largest portfolio company investment by value was approximately \$110.7 million and our five largest portfolio company investments by value comprised approximately 46% of our portfolio at December 31, 2018.

In addition, we may, from time to time, invest a substantial portion of our assets in the securities of issuers in any single industry or sector of the economy or in only a few issuers. A downturn in an industry or sector in which we are concentrated could have a larger impact on us than on a company that does not concentrate in that particular industry or sector. Our investment advisor monitors industry and sector uncertainties on an ongoing basis, including substantial regulatory challenges in the healthcare sector, volatility and extensive government regulation in the financial services sector, cyclical risks associated with the overall economy that may affect the consumer products sector, risks related to the costs of raw materials and energy affecting the chemicals sector, cyclicalities within the energy sector as a result of fluctuations in commodity prices and demand for, and production of commodities, among various other industry and sector uncertainties due to certain exposures. At March 31, 2019, our top three industry concentrations at fair value consisted of Finance (43.2%), Chemicals, Plastics, & Rubber (14.9%) and Healthcare & Pharmaceuticals (7.3%). At December 31, 2018, our top three industry concentrations at fair value consisted of Finance (43.8%), Chemicals, Plastics, & Rubber (15.4%) and Retail (6.8%) (see Note 5 to the consolidated financial statements).

The weighted average yield of the debt and income producing equity securities in our portfolio at fair value was 11.7% at March 31, 2019 and 11.5% at December 31, 2018. The weighted average yields on our senior secured loans and other debt securities

at fair value were 10.7% and 12.7%, respectively, at March 31, 2019, as compared to 11.0% and 12.7%, respectively, at December 31, 2018. The weighted average yield of the debt and income producing equity securities in our portfolio at their current cost basis was 11.3% at March 31, 2019 and 11.1% at December 31, 2018. The weighted average yields on our senior secured loans and other debt securities at their current cost basis were 10.0% and 12.6%, respectively, at March 31, 2019, as compared to 10.3% and 12.6%, respectively, at December 31, 2018. Yields include joint venture investment and exclude common equity investments, preferred equity investments with no stated dividend rate and cash and cash equivalents. Additionally, the weighted average yield of the total portfolio, at fair value and at amortized cost, was 10.6% and 9.7%, respectively, at March 31, 2019, as compared to 10.5% and 9.7%, respectively, at December 31, 2018.

For the three months ended March 31, 2019 and 2018, the total return based on net asset value was 4.1% and 0.7%, respectively. For the three months ended March 31, 2019 and 2018, the total return based on market price was 16.6% and (0.3)%, respectively. Total returns are historical and are calculated by determining the percentage change in the net asset value or market price with all distributions reinvested, if any. Distributions are assumed to be reinvested in accordance with the Company's dividend reinvestment plan and do not reflect brokerage commissions.

The Advisor generally employs a grading system for our entire portfolio. The Advisor grades all loans on a scale of 1 to 4. This system is intended to reflect the performance of the borrower's business, the collateral coverage of the loans and other factors considered relevant. Generally, the Advisor assigns only one loan grade to each portfolio company for all loan investments in that portfolio company; however, the Advisor will assign multiple ratings when appropriate for different investments in one portfolio company. The following is a description of the conditions associated with each investment rating:

**Grade 1:** Investments in portfolio companies whose performance is substantially within the Advisor's expectations and whose risk factors are neutral to favorable to those at the time of the original investment.

**Grade 2:** Investments in portfolio companies whose performance is below the Advisor's expectations and that require closer monitoring; however, no loss of investment return (interest and/or dividends) or principal is expected.

**Grade 3:** Investments in portfolio companies whose performance is below the Advisor's expectations and for which risk has increased materially since origination. Some loss of investment return is expected, but no loss of principal is expected. Companies graded 3 generally will be out of compliance with debt covenants and will be unlikely to make debt repayments on their original schedule.

**Grade 4:** Investments in portfolio companies whose performance is materially below the Advisor's expectations where business trends have deteriorated and risk factors have increased substantially since the original investment. Investments graded 4 are those for which some loss of principal is expected.

The Advisor monitors and, when appropriate, changes the investment ratings assigned to each investment in our portfolio. In connection with our valuation process, the Advisor and Board of Directors review these investment ratings on a quarterly basis. Our average investment rating was 1.49 at March 31, 2019 and 1.44 at December 31, 2018. The following is a distribution of the investment ratings of our portfolio companies, at fair value, at March 31, 2019 and December 31, 2018:

	March 31, 2019	December 31, 2018
Grade 1	\$ 456,088,668	\$ 457,652,705
Grade 2	151,636,802	159,795,245
Grade 3	39,060,000	29,850,000
Grade 4	33,588,803	24,354,996
Not Rated	—	—
Total investments	<u>\$ 680,374,273</u>	<u>\$ 671,652,946</u>

## Results of operations

Results comparisons for the three months ended March 31, 2019 and 2018.

### Investment income

	Three months ended March 31, 2019	Three months ended March 31, 2018
<b>Investment Income:</b>		
Interest and fees on senior secured loans	\$ 8,910,440	\$ 11,708,016
Interest and fees on other debt securities	5,959,044	4,895,408
Interest earned on short-term investments, cash equivalents	26,025	15,176
Dividends and fees on equity securities	4,419,132	4,217,838
Total investment income	<u>\$ 19,314,641</u>	<u>\$ 20,836,438</u>

Total investment income for the three months ended March 31, 2019 decreased \$1.5 million, or 7.3%, as compared to the three months ended March 31, 2018. Excluding fee income and other income, total investment income decreased by approximately 6.2%, primarily attributable to a decrease of 10.0% in average investment portfolio for the quarter ended March 31, 2019, at amortized cost, as compared to the quarter ended March 31, 2018. The decrease in portfolio size is primarily due to dispositions after first quarter 2018 and in 2019, the impact of which was partially offset by a higher rate environment and higher dividend income in 2019.

### Expenses

	Three months ended March 31, 2019	Three months ended March 31, 2018
<b>Expenses:</b>		
Base management fees	\$ 2,923,149	\$ 3,312,369
Incentive management fees	2,280,836	1,735,195
Interest and credit facility fees	3,392,434	3,708,958
Professional fees	473,043	733,164
Administrative services	363,305	553,764
Director fees	193,000	187,000
Investment advisor expenses	87,500	87,500
Other	<u>478,029</u>	<u>630,737</u>
Total expenses, before incentive management fee waiver	10,191,296	10,948,687
Incentive management fee waiver	<u>(2,280,836)</u>	<u>(1,735,195)</u>
Expenses, net of incentive management fee waiver	<u>\$ 7,910,460</u>	<u>\$ 9,213,492</u>

Total expenses, net of incentive management fee waiver, decreased \$1.3 million, or 14.1%, for the three months ended March 31, 2019 from comparable period in 2018, primarily due to the decrease in base management fees and interest and credit facility fees discussed below.

The decrease of \$0.4 million, or 11.8%, in base management fees for the three months ended March 31, 2019 from comparable period in 2018 was primarily due to a decline in the total assets on which management fees are calculated (in arrears). The decrease in total assets was primarily resulting from net sales, repayments and other exits after first quarter 2018 and in 2019.

Interest and credit facility fees decreased \$0.3 million, or 8.5%, for the three months ended March 31, 2019 over the respective quarter primarily due to the maturity of convertible notes in February 2018 (see Note 7 to the consolidated financial statements).

As previously disclosed, the Advisor, in consultation with the Company's Board of Directors, has agreed to waive incentive fees based on income through June 30, 2019 (see Note 3 to the consolidated financial statements). For the three months ended March 31, 2019 and 2018, there was no incentive management fees based on gains incurred. In accordance with GAAP, a hypothetical liquidation is performed each quarter end resulting in an additional accrual of incentive management fees based on gains if the amount is positive, or a reduction of the expense if the amount is negative (see Note 3 to the consolidated financial statements). It should be noted, however, that a fee so calculated and accrued is not due or payable, if at all, until the end of each measurement period, or every June 30.



### ***Net investment income***

Net investment income was \$11.4 million and \$11.6 million for the three months ended March 31, 2019 and 2018, respectively. The decrease of \$0.2 million over the comparable quarter was due to the \$1.5 million decline in total investment income, partially offset by decrease of \$1.3 million in expenses.

### ***Net realized gain or loss***

Net realized gain for the three months ended March 31, 2019 was \$56,263, primarily due to an escrow gain relating to MBS Group Holdings Inc., partially offset by realized losses from the sale of U.S. Well Services, Inc., Class A common stock. Net realized loss for the three months ended March 31, 2018 was \$(76.6) million, as a result of restructurings or write off of our debt investment in MBS Group Holdings Inc. and SVP Worldwide Ltd. Substantially all of these realized losses were reflected in unrealized depreciation in prior periods.

### ***Net unrealized appreciation or depreciation***

For the three months ended March 31, 2019 and 2018, the change in net unrealized appreciation or depreciation on investments and foreign currency translation was a decrease in net unrealized depreciation of \$6.5 million and \$64.1 million, respectively. The decrease in net unrealized depreciation for the three months ended March 31, 2019 was primarily due to \$6.8 million appreciation in our equity investment in USWS Holdings, LLC. The decrease in net unrealized depreciation for the three months ended March 31, 2018 was primarily due to i) reversal of previously recognized depreciation of \$76.3 million after the restructurings or write-off of our debt investment in MBS Group Holdings Inc. and SVP Worldwide Ltd., offset partially by ii) \$12.2 million net decrease in valuation of certain portfolio companies.

### ***Net increase or (decrease) in net assets resulting from operations***

The net increase or (decrease) in net assets resulting from operations for the three months ended March 31, 2019 and 2018 was \$18.0 million and \$(0.9) million, respectively. As compared to the prior period, the increase is reflective of a decrease in net investment income of \$(0.2) million period-over-period, as well as a net realized and unrealized gain of \$6.6 million for the current period, as compared to \$(12.5) million of net realized and unrealized loss for the three months ended March 31, 2018.

### ***Supplemental Non-GAAP information***

We report our financial results on a GAAP basis; however, management believes that evaluating our ongoing operating results may be enhanced if investors have additional non-GAAP basis financial measures. Management reviews non-GAAP financial measures to assess ongoing operations and, for the reasons described below, considers them to be effective indicators, for both management and investors, of our financial performance over time. Management does not advocate that investors consider such non-GAAP financial measures in isolation from, or as a substitute for, financial information prepared in accordance with GAAP.

Until March 6, 2017, we recorded our liability for Incentive Fees based on income as we become legally obligated to pay them, based on a hypothetical liquidation at the end of each reporting period. Our obligation to pay Incentive Fees with respect to any fiscal quarter until March 6, 2017 was based on a formula that reflects our results over a trailing four-fiscal quarter period ending with the pro-rated period until March 6, 2017. We are legally obligated to pay the amount resulting from the formula less any cash payments of Incentive Fees during the prior three quarters. The formula's requirement to reduce the Incentive Fees by amounts paid with respect to Incentive Fees in the prior three quarters has caused our Incentive Fees expense to become generally concentrated in the fourth quarter of each year. Management believes that reflecting Incentive Fees throughout the year, as the related investment income is earned on a quarterly basis, is an effective measure of our profitability and financial performance that facilitates comparison of current results with historical results and with those of our peers. Our "as adjusted" results reflect Incentive Fees based on the formula we utilized for each trailing four-fiscal quarter period until March 6, 2017, with the formula applied to each quarter's incremental earnings and without any reduction for Incentive Fees paid during the prior three quarters. The resulting amount represents an upper limit of each quarter's incremental Incentive Fees that we may become legally obligated to pay at the end of the year. Prior year amounts are estimated in the same manner. These estimates represent upper limits because, in any calendar year, subsequent quarters' investment underperformance could reduce the Incentive Fees payable with respect to prior quarters' operating results. After March 6, 2017, Incentive Fees based on income are calculated for each calendar quarter and may be paid on a quarterly basis if certain thresholds are met. We record our liability for incentive management fees based on capital gains by performing a hypothetical liquidation at the end of each reporting period. The accrual of this hypothetical capital gains incentive management fee is required by GAAP, but it should be noted that a fee so calculated and accrued is not due and payable until the end of the measurement period, or every June 30. The incremental incentive management fees disclosed for a given period are not necessarily indicative of actual full year results. Changes in the economic environment, financial markets and other parameters used in determining such

estimates could cause actual results to differ and such differences could be material. See Note 3 to the consolidated financial statements for a more detailed description of the Company's incentive management fee. In addition, on March 7, 2017, BlackRock Advisors, in consultation with the Company's Board of Directors, agreed to waive incentive fees based on income after March 6, 2017 to December 31, 2018, which was subsequently extended to June 30, 2019 (see Note 3 to the consolidated financial statements). BCIA has agreed to honor such waiver.

Computations for all periods are derived from our consolidated financial statements as follows:

	<u>Three months ended March 31, 2019</u>	<u>Three months ended March 31, 2018</u>
<b>GAAP Basis:</b>		
Net Investment Income	\$ 11,404,181	\$ 11,622,946
Net Investment Income per share	0.17	0.16
Addback: GAAP incentive management fee expense based on Gains	—	—
Addback: GAAP incentive management fee expense based on Income	—	—
<b>Pre-Incentive Fee<sup>1</sup>:</b>		
Net Investment Income	\$ 11,404,181	\$ 11,622,946
Net Investment Income per share	0.17	0.16
Less: Incremental incentive management fee expense based on Income	—	—
<b>As Adjusted<sup>2</sup>:</b>		
Net Investment Income	\$ 11,404,181	\$ 11,622,946
Net Investment Income per share	0.17	0.16

**Pre-Incentive Fee<sup>1</sup>:** Amounts are adjusted to remove all incentive management fees. Such fees are calculated but not necessarily due and payable at this time.

**As Adjusted<sup>2</sup>:** Amounts are adjusted to remove the incentive management fee expense based on gains, as required by GAAP, and to include only the incremental incentive management fee expense based on income. Until March 6, 2017, the incremental incentive management fee is calculated based on the current quarter's incremental earnings, and without any reduction for incentive management fees paid during the prior calendar quarters. After March 6, 2017, incentive management fee expense based on income is calculated for each calendar quarter and may be paid on a quarterly basis if certain thresholds are met. Amounts reflect the Company's ongoing operating results and reflect the Company's financial performance over time.

#### **Financial condition, liquidity and capital resources**

During the three months ended March 31, 2019, we generated operating cash flows primarily from interest and fees received on senior secured loans and other debt securities, as well as from sales of selected portfolio company investments or repayments of principal. Net cash provided by operating activities for the three months ended March 31, 2019 was \$4.6 million. Our primary sources of cash from operating activities during the period primarily consisted of net proceeds from sales and repayments of \$55.7 million. Our primary uses of cash from operating activities during the period consisted of purchases of investments of \$(57.8) million, which excludes PIK.

Net cash provided by financing activities during the three months ended March 31, 2019 was \$9.0 million. Our sources of cash from financing activities consisted of \$22.0 million in borrowings under the Credit Facility, net of debt repayments. Our uses of cash consisted of cash distributions paid of \$(12.6) million and purchases of treasury stock of \$(0.5) million.

### Contractual obligations

A summary of our significant contractual payment obligations for the repayment of outstanding borrowings at March 31, 2019 is as follows:

	Payments Due By Period (dollars in millions)				
	Total	Less than 1 year	1-3 years	3-5 years	After 5 years
Credit Facility(1)	\$ 71.0	\$ —	\$ —	\$ 71.0	\$ —
2022 Convertible Notes	143.8	—	—	143.8	—
Interest and Credit Facility Fees Payable	2.6	2.6	—	—	—

(1) At March 31, 2019, \$329.0 million remained undrawn under our Credit Facility.

### Off-balance sheet arrangements

In the normal course of business, the Company may enter into guarantees on behalf of portfolio companies. Under these arrangements, the Company would be required to make payments to third parties if the portfolio companies were to default on their related payment obligations. There were no such guarantees outstanding at March 31, 2019 and December 31, 2018. In addition, from time to time, the Company may provide for a commitment to a portfolio company for investment in an existing or new security. At March 31, 2019 and December 31, 2018, the Company was obligated to existing portfolio companies for unfunded commitments of \$38.6 million and \$39.6 million, respectively. Of the \$38.6 million total unfunded commitments at March 31, 2019, \$17.0 million was on our aggregate \$113.3 million equity commitment to BCIC Senior Loan Partners, LLC (“Senior Loan Partners”) (see Note 5 to the consolidated financial statements). We maintain sufficient cash on hand and available borrowings to fund such unfunded commitments should the need arise.

### Distributions

Our quarterly distributions, if any, are determined by our Board of Directors. 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 cannot assure stockholders that they will receive any distributions at all or distributions at a particular level. The following table lists the quarterly distributions per share from our common stock since December 2016:

Distribution Amount Per Share Outstanding	Record Date	Payment Date
\$ 0.21	December 19, 2016	January 3, 2017
\$ 0.18	March 20, 2017	April 3, 2017
\$ 0.18	June 19, 2017	July 3, 2017
\$ 0.18	September 18, 2017	October 2, 2017
\$ 0.18	December 19, 2017	January 2, 2018
\$ 0.18	March 19, 2018	April 2, 2018
\$ 0.18	June 18, 2018	July 9, 2018
\$ 0.18	September 17, 2018	October 8, 2018
\$ 0.18	December 18, 2018	January 8, 2019
\$ 0.18	March 18, 2019	April 8, 2019
\$ 0.18	June 18, 2019	July 9, 2019

Tax characteristics of all distributions are reported to stockholders on Form 1099 after the end of the calendar year.

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. Under the Regulated Investment Company Modernization Act of 2010, capital losses incurred by the Company after December 31, 2010 will not be subject to expiration. In addition, such losses must be utilized prior to the losses incurred in the years preceding enactment. 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 for the calendar year;

- 98.2% of our capital gains in excess of capital losses for the one-year period ending on October 31st; and
- any ordinary income and net capital gains for preceding years that were not distributed during such years.

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. There was no provision for federal excise taxes recorded for the years ended December 31, 2018 and 2017.

The final tax characterization of distributions is determined after the fiscal year and is reported on Form 1099 and in the Company's annual report to shareholders. Distributions can be characterized as ordinary income, capital gains and/or return of capital. To the extent that distributions exceed the Company's current and accumulated earnings and profits, the excess may be treated as a non-taxable return of capital. Distributions that exceed a Company's taxable income but do not exceed the Company's current and accumulated earnings and profits, may be classified as ordinary income which is taxable to shareholders.

The Company estimates the source of its distributions as required by Section 19(a) of the 1940 Act. On a quarterly basis, for any payment of dividends estimated to be paid from any other source other than net investment income accrued for current period or certain cumulative periods based on the Section 19(a) requirement, the Company posts a Section 19(a) notice through the Depository Trust Company's Legal Notice System and its website, as well as sends its registered stockholders a printed copy of such notice along with the dividend payment. The estimates of the source of the distribution are interim estimates based on GAAP that are subject to revision, and the exact character of the distributions for tax purposes cannot be determined until the final books and records are finalized for the calendar year. Therefore, these estimates are made solely in order to comply with the requirements of Section 19(a) of the 1940 Act and should not be relied upon for tax reporting or any other purposes and could differ significantly from the actual character of distributions for tax purposes. For the \$0.18 dividend paid on April 8, 2019, the Company estimates that \$0.166352 was from net investment income and \$0.013648 was a return of capital. For Consolidated Statements of Changes in Net Assets, sources of distribution to stockholders will be adjusted on an annual basis, if necessary, and calculated in accordance with federal income tax regulations.

We maintain an "opt out" dividend reinvestment plan for our common stockholders. As a result, except as discussed below, if we declare a distribution, stockholders' cash distributions will be automatically reinvested in additional shares of our common stock, unless they specifically "opt out" of the dividend reinvestment plan so as to receive cash distributions. For the three months ended March 31, 2019 and 2018, distributions reinvested pursuant to our dividend reinvestment plan were \$1,002,900 (through purchase of shares in the open market), and \$816,549 (through issuance of new shares), respectively.

On March 6, 2018, the Board of Directors of Company adopted amendments to the Company's dividend reinvestment plan (the "Plan"). Under the terms of the amended Plan, if the Company declares a dividend or determines to make a capital gain or other distribution, the reinvestment plan agent will acquire shares for the participants' accounts, depending upon the following circumstances, (i) through receipt of additional unissued but authorized shares from the Company ("newly issued shares") and/or (ii) by purchase of outstanding shares on the open market ("open-market purchases"). If, on the distribution payment date, the last quarterly net asset value per share ("NAV") is equal to or less than the closing market price per share on such distribution payment date (such condition often referred to as a "market premium"), the reinvestment plan agent will invest the distribution amount in newly issued shares on behalf of the participants. The number of newly issued shares to be credited to each participant's account will be determined by dividing the dollar amount of the distribution by the greater of (i) the NAV or (ii) 95% of the closing market price on the distribution payment date. If, on the distribution payment date, the NAV is greater than the closing market price per share on such distribution payment date (such condition often referred to as a "market discount"), the reinvestment plan agent may, upon notice from the Company, either (a) invest the distribution amount in newly issued shares on behalf of the participants or (b) invest the distribution amount in shares acquired on behalf of the participants in open-market purchases. This feature of the Plan means that, under certain circumstances, we may issue shares of our common stock at a price below net asset value per share, which could cause our stockholders to experience dilution. We may not be able to achieve operating results that will allow us to make distributions at a specific level or to increase the amount of these distributions from time to time. Also, we may be limited in our ability to make 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 debt arrangements.

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 payment-in-kind interest, which represents contractual interest added to the loan balance that becomes due at the end of the loan 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 income or excise taxes. In order to satisfy the annual distribution requirement applicable to RICs, we may 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 sufficient portion of such dividend is paid in cash and certain requirements are met, the entire distribution would generally be treated as a dividend for U.S. federal income tax purposes.

### Recent developments

On April 30, 2019, the Company's Board of Directors declared a distribution of \$0.18 per share, payable on July 9, 2019 to stockholders of record at the close of business on June 18, 2019.

Notice is hereby given in accordance with Section 23(c) of the 1940 Act that from time to time the Company may purchase shares of its common stock in the open market at prevailing market prices.

### Item 3. Quantitative and Qualitative Disclosures About Market Risk

We are subject to financial market risks, including changes in interest rates. At March 31, 2019, 70% of our debt investments, at fair value, bore interest based on floating rates, such as LIBOR, 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. Of those floating rate debt investments, 91% contained an interest rate floor. 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 our earnings that may result from changes in the level of interest rates. Since 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. The Company's Credit Facility bears interest at variable rates with no interest rate floors, while our 2022 Convertible Notes bears interest at a fixed rate. 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.

The following table shows the approximate annual impact on net investment income of base rate changes in interest rates (considering interest rate floors for variable rate instruments) to our debt portfolio and outstanding borrowings as of March 31, 2019, assuming no changes to our investment and borrowing structure:

	Net Investment Income(1)	Net Investment Income Per Share(1)
Basis Point Change (\$ in millions, except per share data)		
Up 400 basis points	\$ 10.6	\$ 0.15
Up 300 basis points	\$ 8.0	\$ 0.12
Up 200 basis points	\$ 5.3	\$ 0.08
Up 100 basis points	\$ 2.7	\$ 0.04
Down 100 basis points	\$ (2.7)	\$ (0.04)

(1) Excludes the impact of incentive management fees based on income

While hedging activities may help to insulate us against adverse changes in interest rates, they also may limit our ability to participate in the beneficial interest rates with respect to our portfolio of investments. There can be no assurance that we will be able to effectively hedge our interest rate risk. During the three months ended March 31, 2019 and 2018, we did not engage in any interest rate hedging activity.

### Item 4. Controls and Procedures

As of the end of the period covered by this report, we carried out an evaluation, under the supervision and with the participation of our management, including our Interim Chief Executive Officer and Interim Chief Financial Officer, of the effectiveness of the design and operation of our disclosure controls and procedures (as defined in Rule 13a-15 under the Securities Exchange Act of 1934). Based on that evaluation, our Interim Chief Executive Officer and Interim Chief Financial Officer have concluded that our current disclosure controls and procedures are effective in timely alerting them to material information relating to us that is required to be disclosed by us in the reports we file or submit under the Securities Exchange Act of 1934.

There have been no changes in our internal control over financial reporting that occurred during our most recently completed fiscal quarter that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

## PART II. OTHER INFORMATION

### Item 1. Legal Proceedings

From time to time, we and the Advisor may be a party to certain legal proceedings incidental to the normal course of our business, including the enforcement of our rights under contracts with our portfolio companies. Further, third parties may try to seek to impose liability on us in connection with the activities of our portfolio companies. While we cannot predict the outcome of these legal proceedings with certainty, we do not expect that these proceedings will have a material effect on our consolidated financial statements.

### Item 1A. Risk Factors

There have been no material changes from the risk factors previously disclosed in our most recent Form 10-K filing.

### Item 2. Unregistered Sales of Equity Securities and Use of Proceeds

#### Sales of unregistered securities

None.

#### Issuer purchases of equity securities

The following table provides information regarding our purchases of our common stock for each month in the three month period ended March 31, 2019:

<u>Period</u>	<u>Average Price Paid per Share (1)</u>	<u>Total Number of Shares Purchased</u>	<u>Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs</u>	<u>Maximum Number (or Approximate Dollar Value) of Shares that May Yet Be Purchased Under the Plans or Programs</u>
January 2019	\$ 5.49	85,543	85,543	3,320,309
February 2019	—	—	—	3,320,309
March 2019	—	—	—	3,320,309
	<u>\$ 5.49</u>	<u>\$ 85,543</u>	<u>\$ 85,543</u>	

(1) The average price paid per share includes \$0.03 commission fee per share.

The repurchase plan does not obligate us to acquire any specific number of shares and may be discontinued at any time. We intend to fund any repurchases with available cash and borrowings under the Credit Facility.

**Item 3. Defaults Upon Senior Securities**

None.

**Item 4. Mine Safety Disclosures**

Not Applicable

**Item 5. Other Information**

None.

**Item 6. Exhibits.**

**(a) Exhibits.**

- 31.1\* [Certification of Chief Executive Officer Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.](#)
- 31.2\* [Certification of Chief Financial Officer Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.](#)
- 32\* [Certification of CEO and CFO Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.](#)

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\* Filed herewith



**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

BLACKROCK CAPITAL INVESTMENT  
CORPORATION

Date: May 01, 2019

By: /s/ James E. Keenan

**James E. Keenan**  
**Interim Chief Executive Officer**

Date: May 01, 2019

By: /s/ Michael Pungello

**Michael Pungello**  
**Interim Chief Financial Officer and Interim Treasurer**

**CEO CERTIFICATION**

I, James E. Keenan, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of BlackRock Capital Investment Corporation;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the consolidated financial statements, and other financial information included in this report, fairly present in all material respects the consolidated financial condition, consolidated results of operations and consolidated cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of consolidated financial statements for external purposes in accordance with generally accepted accounting principles;

c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: May 01, 2019

By: /s/ James E. Keenan

James E. Keenan  
Interim Chief Executive Officer

**CFO CERTIFICATION**

I, Michael Pungello, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of BlackRock Capital Investment Corporation;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the consolidated financial statements, and other financial information included in this report, fairly present in all material respects the consolidated financial condition, consolidated results of operations and consolidated cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of consolidated financial statements for external purposes in accordance with generally accepted accounting principles;

c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: May 01, 2019

By: /s/ Michael Pungello

Michael Pungello

Interim Chief Financial Officer and Interim Treasurer

**Certification of CEO and CFO Pursuant to  
18 U.S.C. Section 1350,  
as Adopted Pursuant to  
Section 906 of the Sarbanes-Oxley Act of 2002**

In connection with the Quarterly Report on Form 10-Q of BlackRock Capital Investment Corporation (the "Company") for the quarter ended March 31, 2019 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), James E. Keenan, as Interim Chief Executive Officer of the Company, and Michael Pungello, as Interim Chief Financial Officer and Interim Treasurer of the Company, each hereby certifies, pursuant to 18 U.S.C. § 1350, as adopted pursuant to § 906 of the Sarbanes-Oxley Act of 2002, that:

(1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

(2) The information contained in the Report fairly presents, in all material respects, the consolidated financial condition and consolidated results of operations of the Company.

/s/ James E. Keenan

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Name: James E. Keenan  
Title: Interim Chief Executive Officer  
Date: May 01, 2019

/s/ Michael Pungello

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Name: Michael Pungello  
Title: Interim Chief Financial Officer and Interim  
Treasurer  
Date: May 01, 2019