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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**FORM 8-K**

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**CURRENT REPORT**

**Pursuant to section 13 or 15(d) of  
the Securities Exchange Act of 1934**

**Date of Report (Date of Earliest Event Reported): February 8, 2010**

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**BLACKROCK KELSO CAPITAL CORPORATION**

(Exact name of registrant as specified in its charter)

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**Delaware**  
(State or other jurisdiction  
of incorporation or organization)

**001-33559**  
(Commission File Number)

**20-2725151**  
(IRS Employer  
Identification Number)

**40 East 52<sup>nd</sup> Street  
New York, NY 10022**  
(Address of principal executive offices)

**(212) 810-5800**  
(Registrant's telephone number, including area code)

**Not Applicable**  
(Former name or former address, if changed since last report)

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Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**ITEM 8.01. OTHER EVENTS.**

At a Special Meeting of Stockholders held on February 8, 2010, a proposal for the authorization of flexibility for BlackRock Kelso Capital Corporation (the "Company"), with approval of its Board of Directors, to sell shares of its common stock at a price below its then current net asset value per share, was submitted to a vote of the Company's stockholders through the solicitation of proxies. The proposal is described in the Company's definitive proxy statement for the February 8, 2010 Special Meeting of Stockholders. The proposal was approved by the Company's stockholders pursuant to the voting results set forth below:

<u>Proposal</u>	<u>For</u>	<u>Against</u>	<u>Abstain</u>
To approve a proposal to authorize flexibility for the Company, with approval of its Board of Directors, to sell shares of its common stock at a price below the Company's then current net asset value per share	16,289,135	2,517,386	48,018
All Shares	42,499,544	2,517,386	48,018

**SIGNATURE**

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

BLACKROCK KELSO CAPITAL CORPORATION

Date: February 8, 2010

By: \_\_\_\_\_ /s/ FRANK D. GORDON  
Name: Frank D. Gordon  
Title: Chief Financial Officer