
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549

FORM 8-K

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

Date of Report (Date of Earliest Event Reported): May 9, 2014 (May 9, 2014)

BLACKROCK KELSO CAPITAL CORPORATION

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

814-00712
(Commission
File Number)

20-2725151
(IRS Employer
Identification Number)

40 East 52nd 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)

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 5.07. SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS.**Annual Meeting:**

On May 9, 2014, the Registrant held its 2014 annual meeting of stockholders (the “Annual Meeting”). The proposals considered at the Annual Meeting are described in detail in the Registrant’s definitive proxy statement for the Annual Meeting as filed with the Securities and Exchange Commission on March 19, 2014 (the “Annual Meeting Proxy”). At the Annual Meeting, the Registrant’s stockholders approved the first and second proposals described in the Annual Meeting Proxy before the Annual Meeting was adjourned. As of March 12, 2014, the record date, 74,520,169 shares of common stock were eligible to vote.

First Proposal. The Registrant’s stockholders elected three directors of the Registrant (the “Class I Directors”), each of whom will serve until the 2017 annual meeting, or until his or her successor is duly elected and qualifies or until his or her earlier resignation, removal from office, death or incapacity. The Class I Directors were elected pursuant to the voting results set forth below:

<u>Name</u>	<u>For</u>	<u>Withheld</u>
John R. Baron	30,952,526	716,008
Jerrold B. Harris	30,804,927	863,607
Michael B. Lazar	29,843,908	1,824,626

Second Proposal. The Registrant’s stockholders ratified the selection of Deloitte & Touche LLP to serve as the Registrant’s independent registered public accounting firm for the year ending December 31, 2014, as set forth below:

<u>For</u>	<u>Against</u>	<u>Abstain</u>
63,157,401	726,645	470,339

Special Meeting:

On May 9, 2014, the Registrant held a special meeting of stockholders (the “Special Meeting”). The proposal considered at the Special Meeting are described in detail in the Registrant’s definitive proxy statement for the Special Meeting as filed with the Securities and Exchange Commission on March 19, 2014 (the “Special Meeting Proxy”). At the Special Meeting, the Registrant’s stockholders approved the proposal described in the Special Meeting Proxy before the Special Meeting was adjourned. As of March 12, 2014, the record date, 74,520,169 shares of common stock were eligible to vote.

Proposal. The Registrant’s stockholders approved a proposal to authorize flexibility for the Registrant, with approval of the Board of the Registrant, to sell or otherwise issue shares of its common stock (during the next 12 months) at a price below the Registrant’s then current net asset value per share in one or more offerings, subject to certain limitations set forth in the Special Meeting Proxy (including that the cumulative number of shares sold pursuant to such authority does not exceed 25% of the Registrant’s then outstanding common stock immediately prior to each such sale), as set forth below:

<u>For</u>	<u>Against</u>	<u>Abstain</u>
32,278,545	7,835,872	626,195

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: May 9, 2014

By: /s/ Corinne Pankovcin

Name: Corinne Pankovcin

Title: Chief Financial Officer