
UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 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) March 4, 2022

ARES CAPITAL CORPORATION
(Exact Name of Registrant as Specified in Charter)

Maryland
(State or Other Jurisdiction
of Incorporation)

814-00663
(Commission
File Number)

33-1089684
(IRS Employer
Identification No.)

245 Park Avenue, 44th Floor, New York, NY
(Address of Principal Executive Offices)

10167
(Zip Code)

Registrant's telephone number, including area code **(212) 750-7300**

(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 (*see* General Instruction A.2. below):

- ☐ 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))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading symbol	Name of each exchange on which registered
Common stock, \$0.001 par value	ARCC	NASDAQ Global Select Market

Indicate by check mark whether the registrant is an emerging growth company as defined in as defined in Rule 405 of the Securities Act of 1933 (§ 230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§ 240.12b-2 of this chapter).

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. ☐

Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On March 4, 2022, the board of directors (the “Board”) of Ares Capital Corporation, a Maryland corporation (the “Company”), increased the size of the Board from nine to ten members and, on the recommendation of the Nominating and Governance Committee of the Board, appointed Mary Beth Henson as an independent Class II director to fill the vacancy created by such increase.

The initial term of Ms. Henson, a Class II director, will expire at the 2024 annual meeting of stockholders of the Company. The Board has determined that Ms. Henson is independent within the meaning of the independence standards of the Securities and Exchange Commission (the “SEC”) and the NASDAQ Marketplace Rules. As an independent director, Ms. Henson will receive the same compensation as that provided to the Company’s other independent directors, as described in detail in the Company’s other filings with the SEC. There is no arrangement or understanding under which Ms. Henson was appointed. There are no transactions involving Ms. Henson requiring disclosure under Item 404(a) of Regulation S-K.

Ms. Henson served as Chief Financial Officer at the National Audubon Society, a non-profit dedicated to protecting birds and their habitats, from 2013 until her retirement in 2021. Before that, she was Vice President, Finance for City Harvest, a food rescue organization in New York City, since 2008. Prior to joining City Harvest, Ms. Henson worked in investment banking and treasury at Merrill Lynch for 14 years and at Chase Manhattan Bank for 5 years. She received an M.B.A. in Finance from New York University and a B.A. in English Literature from the University of Virginia.

A copy of the Company’s press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits:

Exhibit Number	Description
<u>99.1</u>	<u>Press Release announcing Ms. Henson’s appointment to the board of directors of the Company, dated March 9, 2022.</u>

SIGNATURES

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 hereunto duly authorized.

ARES CAPITAL CORPORATION

Date: March 9, 2022

By: /s/ Joshua M. Bloomtein

Name: Joshua M. Bloomstein

Title: General Counsel



Ares Capital Corporation Appoints Mary Beth Henson to its Board of Directors

NEW YORK, NY — March 9, 2022 — Ares Capital Corporation (“Ares Capital”) (NASDAQ:ARCC) announced today that Mary Beth Henson has joined its Board of Directors (the “Board”) as an independent director. The Board has been expanded from nine to 10 members, including six independent directors.

Ms. Henson served as Chief Financial Officer at the National Audubon Society, a nonprofit dedicated to protecting birds and their habitats, from 2013 until 2021. Before that, she was Vice President, Finance for City Harvest, a food rescue organization in New York City, since 2008. Prior to joining City Harvest, Ms. Henson worked at Merrill Lynch for 14 years, where she co-founded the global Retailing Investment Banking Group, and at Chase Manhattan Bank for five years, where she held various commercial lending roles. She received a M.B.A. in Finance from New York University and a B.A. in English Literature from the University of Virginia.

“With over 30 years of strategic and financial leadership experience across the public and nonprofit sectors, Mary Beth adds fresh perspective that complements our existing Ares Capital Board,” said Michael Arougheti and Bennett Rosenthal, Co-Chairmen of the Board of Directors of Ares Capital. “We look forward to working closely with her as we continue to generate long term value for our stakeholders.”

“On behalf of the management team, we are very pleased to have Mary Beth join Ares Capital’s Board,” said Kipp deVeer, Chief Executive Officer of Ares Capital. “We are confident that her deep financial acumen and extensive experience in management, leadership and strategy will add value to our Board of Directors for the benefit of our business and our stakeholders.”

“I am excited to join the Ares Capital Board and look forward to contributing my skills and perspectives as the company continues to build on its leading market position,” said Ms. Henson.

ABOUT ARES CAPITAL CORPORATION

Founded in 2004, Ares Capital is a leading specialty finance company focused on providing direct loans and other investments in private middle market companies in the United States. Ares Capital’s objective is to source and invest in high-quality borrowers that need capital to achieve their business goals, which often leads to economic growth and employment. Ares Capital believes its loans and other investments in these companies can generate attractive levels of current income and potential capital appreciation for investors. Ares Capital, through its investment manager, utilizes its extensive, direct origination capabilities and incumbent borrower relationships to source and underwrite predominantly senior secured loans but also subordinated debt and equity investments. Ares Capital has elected to be regulated as a business development company (“BDC”) and is the largest publicly traded BDC by market capitalization as of December 31, 2021. Ares Capital is externally managed by a subsidiary of Ares Management Corporation (NYSE: ARES), a publicly traded, leading global alternative investment manager.

FORWARD-LOOKING STATEMENTS

Statements included herein or on the webcast/conference call may constitute “forward-looking statements,” which relate to future events or Ares Capital’s future performance or financial condition. These statements are not guarantees of future performance, condition or results and involve a number of risks and uncertainties, including the impact of the COVID-19 pandemic and related changes in base interest rates and significant market volatility on our business, our portfolio companies, our industry and the global economy. Actual results and conditions may differ materially from those in the forward-looking statements as a result of a number of factors, including those described from time to time in Ares Capital’s filings with the SEC. Ares Capital undertakes no duty to update any forward-looking statements made herein or on the webcast/conference call.

CONTACT

Investors

Carl Drake or John Stilmar

+1 888-818-5298

irarcc@aresmgmt.com

Media

Jacob Silber

+1 212-301-0347

media@aresmgmt.com