

MONROE CAPITAL Corp  
Form 497AD  
July 20, 2016

**Filed pursuant to Rule 497**

**File no. 333-192857**

**Rule 482 ad**

### **Monroe Capital Corporation Prices Public Offering of Common Shares**

CHICAGO, Ill. – July 20, 2016 – Monroe Capital Corporation (the “Company”) (NASDAQ: MRCC) announced today the pricing of an underwritten public offering of 3,100,000 shares of its common stock at a public offering price of \$15.50 per share, raising approximately \$48.1 million in gross proceeds. The Company has granted the underwriters a 30-day option to purchase up to an additional 465,000 shares of its common stock to cover over-allotments, if any.

The Company intends to use the net proceeds from the offering to repay indebtedness, to invest in portfolio companies in accordance with its investment objectives and for other general corporate purposes. The Company will also pay operating expenses, including management and administrative fees, and may pay other expenses from the net proceeds of this offering. The Company may also use a portion of the net proceeds to fund investments by its SBIC subsidiary.

Raymond James & Associates, Inc., Robert W. Baird & Co. Incorporated, William Blair & Company, L.L.C. and Janney Montgomery Scott LLC are serving as joint book-running managers for the offering. BB&T Capital Markets, a division of BB&T Securities, LLC, Ladenburg Thalmann & Co. Inc., a subsidiary of Ladenburg Thalmann Financial Services Inc. (NYSE MKT: LTS), Oppenheimer & Co. Inc., Stephens Inc. and Wunderlich Securities, Inc., are serving as co-managers for the offering. The closing of the transaction is subject to customary closing conditions. The shares are expected to be delivered on July 25, 2016.

**Investors are advised to carefully consider the investment objective, risks, charges and expenses of the Company before investing. The preliminary prospectus supplement dated July 19, 2016, and the accompanying prospectus dated June 28, 2016, which have been filed with the Securities and Exchange Commission, contain this and other information about the Company and should be read carefully before investing.**

**The information in the preliminary prospectus supplement, the accompanying prospectus and this press release is not complete and may be changed. The preliminary prospectus supplement, the accompanying prospectus and this press release are not offers to sell any securities of the Company and the Company is not soliciting an offer to buy such securities in any state where such offer and sale is not permitted.**

**The offering is being made only by means of a preliminary prospectus supplement and an accompanying prospectus, copies of which may be obtained from the Prospectus Departments of any of the following investment banks: Raymond James & Associates, Inc., 880 Carillon Parkway, St. Petersburg, Florida 33716 or [prospectus@raymondjames.com](mailto:prospectus@raymondjames.com); Robert W. Baird & Co. Incorporated., Attn: Prospectus Department, 777 East Wisconsin Avenue, Milwaukee, Wisconsin 53202 or [syndicate@rwbaird.com](mailto:syndicate@rwbaird.com); William Blair & Company, L.L.C., Attn: Prospectus Department, 222 West Adams Street, Chicago, Illinois 60606 or [prospectus@williamblair.com](mailto:prospectus@williamblair.com); or Janney Montgomery Scott LLC, Attn: Equity Capital Markets Group, 60 State Street, Boston, Massachusetts 02109 or [prospectus@janney.com](mailto:prospectus@janney.com).**

#### **ABOUT MONROE CAPITAL CORPORATION**

Monroe Capital Corporation is a publicly-traded specialty finance company that principally invests in senior, unitranche and junior secured debt and, to a lesser extent, unsecured subordinated debt and equity investments in middle-market companies. The Company's investment objective is to maximize the total return to its stockholders in the form of current income and capital appreciation. The Company's investment activities are managed by its investment adviser, Monroe Capital BDC Advisors, LLC, which is an investment adviser registered under the Investment Advisers Act of 1940, as amended, and an affiliate of Monroe Capital LLC. To learn more about Monroe Capital Corporation, visit [www.monroebdc.com](http://www.monroebdc.com).

#### **ABOUT MONROE CAPITAL LLC**

Monroe Capital LLC is a provider of senior and junior debt and equity co-investments to middle-market companies in the U.S. and Canada. Investment types include unitranche financings, cash flow and enterprise value based loans, asset based loans, acquisition facilities, mezzanine debt, second lien or last-out loans and equity co-investments. Monroe Capital prides itself on its flexible investment approach and its ability to close and fund transactions quickly. Monroe Capital is committed to being a value-added and user-friendly partner to owners, senior management and private equity sponsors. Monroe has been recognized by Global M&A Network as the 2015, 2014 and 2013 Small Middle Markets Lender of the Year; Private Debt Investor as the 2015 Lower Mid-Market Lender of the Year, 2014 Senior Lender of the Year, and the 2013 Unitranche Lender of the Year; and the U.S. Small Business Administration as the 2015 Small Business Investment Company (SBIC) of the Year. To learn more about Monroe Capital LLC, visit [www.monroecap.com](http://www.monroecap.com).

#### **FORWARD-LOOKING STATEMENTS**

This press release may contain certain forward-looking statements. Any such statements, other than statements of historical fact, are likely to be affected by other unknowable future events and conditions, including elements of the future that are or are not under the Company's control, and that the Company may or may not have considered; accordingly, such statements cannot be guarantees or assurances of any aspect of future performance. Actual developments and results are highly likely to vary materially from these estimates and projections of the future. Such statements speak only as of the time when made, and the Company undertakes no obligation to update any such statement now or in the future.

SOURCE: Monroe Capital Corporation

Investor Contact: Aaron D. Peck  
Chief Investment Officer and Chief Financial Officer  
Monroe Capital Corporation  
(312) 523-2363  
Email: [apec@monroecap.com](mailto:apec@monroecap.com)

Media Contact: Douglas Allen  
BackBay Communications  
(646) 722-4270  
Email: [doug.allen@backbaycommunications.com](mailto:doug.allen@backbaycommunications.com)