

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): **April 24, 2019**

CAPITAL SOUTHWEST CORPORATION

(Exact Name Of Registrant As Specified In Charter)

Texas
(State or Other Jurisdiction of Incorporation)

814-00061
(Commission File Number)

75-1072796
(IRS Employer Identification No.)

5400 Lyndon B. Johnson Freeway, Suite 1300
Dallas, Texas 75240
(Address of Principal Executive Offices) (Zip Code)

Registrant's telephone number, including area code: **(214) 238-5700**

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))

Indicate by check mark whether the registrant is an emerging growth company 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 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year

On April 24, 2019, the board of directors (the “Board”) of Capital Southwest Corporation (the “Company”) approved and adopted, effective as of that date, amendment no. 1 (the “Amendment”) to its Second Amended and Restated Bylaws of the Company, which changed the voting standard for the election of directors from a plurality standard to a majority of votes cast standard.

The foregoing summary of the Amendment is subject to, and qualified in its entirety by, a copy of the Amendment, which is filed as Exhibit 3.1 and incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
3.1	Amendment No. 1 to Second Amended and Restated Bylaws of Capital Southwest Corporation, effective as of April 24, 2019

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.

Dated: April 25, 2019

By: /s/ Michael S. Samer
Name: Michael S. Samer
Title: Chief Financial Officer

Amendment to Second Amended and Restated Bylaws of Capital Southwest Corporation

This Amendment to the Second Amended and Restated Bylaws (the "Bylaws") of Capital Southwest Corporation, a Texas corporation, (the "Corporation") was unanimously approved and adopted by the Board of Directors of the Corporation in accordance with Article X of the Bylaws, and is effective as of April 24, 2019 (the "Effective Date").

As of the Effective Date, Section 2.08 of the Bylaws is hereby amended and restated as set forth below:

2.08 Act of Shareholders' Meeting. With respect to any matter, other than the election of directors, a vote on a "fundamental action" as defined in the Texas Business Organizations Code (a "Fundamental Action"), a vote on a "fundamental business transaction" as defined in the Texas Business Organization Code (a "Fundamental Business Transaction"), or another matter for which the affirmative vote of the holders of a specified portion of the shares entitled to vote is required by law or the Articles of Incorporation, the affirmative vote of the holders of a majority of the shares entitled to vote on, and that voted for or against or expressly abstained with respect to, that matter at a meeting of shareholders at which a quorum is present shall be the act of shareholders. Directors shall be elected by a majority of the votes cast by the holders of shares entitled to vote in the election of directors at a meeting of shareholders at which a quorum is present. Unless otherwise provided in the Texas Business Organizations Code or the Articles of Incorporation, the vote required for approval of a Fundamental Action or a Fundamental Business Transaction by the shareholders is the affirmative vote of the holders of at least two-thirds of the outstanding shares entitled to vote on the Fundamental Action or Fundamental Business Transaction.