

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): **February 27, 2020**

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))

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

Title of Each Class	Trading Symbol(s)	Name of Each Exchange on Which Registered
Common Stock, \$0.25 par value per share	CSWC	The Nasdaq Global Select Market
5.95% Notes due 2022	CSWCL	The Nasdaq Global Select Market

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 8.01 Other Events.

On February 27, 2020, Capital Southwest Corporation (the “Company”) caused notices to be issued to the holders of its 5.95% Notes due 2022 (CUSIP No. 140501 206; NASDAQ: CSWCL) (the “Notes”) regarding the Company’s exercise of its option to redeem, in part, the issued and outstanding Notes, pursuant to Section 11.04 of the Indenture dated as of October 23, 2017, between the Company and U.S. Bank National Association, as trustee, and Section 1.01(h) of the First Supplemental Indenture dated as of December 15, 2017. The Company will redeem \$35,000,000 in aggregate principal amount of the \$77,136,175 in aggregate principal amount of issued and outstanding Notes on April 3, 2020 (the “Redemption Date”). The Notes will be redeemed at 100% of their principal amount (\$25 per Note), plus the accrued and unpaid interest thereon, through, but excluding, the Redemption Date. A copy of the notice of redemption is attached to this Current Report on Form 8-K as Exhibit 99.1 and is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
99.1	Notice of Redemption of 5.95% Notes due 2022

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: February 27, 2020

By: /s/ Michael S. Sarner

Name: Michael S. Sarner

Title: Chief Financial Officer

**NOTICE OF PARTIAL REDEMPTION TO
THE HOLDERS OF THE**

**5.95% Notes due 2022
of Capital Southwest Corporation
(CUSIP No. 140501 206)***

Redemption Date: April 3, 2020

NOTICE IS HEREBY GIVEN, pursuant to Section 11.04 of the Indenture dated as of October 23, 2017 (the "Base Indenture"), between Capital Southwest Corporation, a Texas corporation (the "Company"), and U.S. Bank National Association (the "Trustee"), and Section 1.01(h) of the First Supplemental Indenture dated as of December 15, 2017 (the "First Supplemental Indenture," and together with the Base Indenture, the "Indenture"), that the Company is electing to exercise its option to redeem, in part, the 5.95% Notes due 2022 (the "Notes"). The Company will redeem \$35,000,000 in aggregate principal amount of the Notes of the \$77,136,175 in aggregate principal amount of issued and outstanding Notes on April 3, 2020 (the "Redemption Date"). The redemption price for the Notes equals 100% of the \$77,365,655.12 aggregate principal amount of the Notes being redeemed (or \$25 in principal amount per Note), plus the accrued and unpaid interest thereon, through, but excluding, the Redemption Date (the "Redemption Payment"). The aggregate accrued interest on the Notes being redeemed that is payable on the Redemption Date will be approximately \$229,480.12 (or approximately \$0.074375 on each \$25 principal amount of the Notes being redeemed).

On the Redemption Date, the Redemption Payment will become due and payable to the holders of the Notes (the "Holders"). Interest on the \$35,000,000 in principal amount of Notes being redeemed will cease to accrue on and after the Redemption Date. Unless the Company defaults in paying the Redemption Payment with respect to such Notes, the only remaining right of the Holders with respect to such Notes will be to receive payment of the Redemption Payment upon presentation and surrender of such Notes to the Trustee in its capacity as Paying Agent. Notes held in book-entry form will be redeemed and the Redemption Payment with respect to such Notes will be paid in accordance with the applicable procedures of The Depository Trust Company.

Payment of the Redemption Payment to the Holders will be made upon presentation and surrender of the Notes in the following manner:

If by Mail, Hand or Overnight Mail:
U.S. Bank
Corporate Trust Services
111 Fillmore Avenue E.
St. Paul, MN 55107

**The CUSIP number has been assigned to this issue by organizations not affiliated with the Company or the Trustee and is included solely for the convenience of the Holders. Neither the Company nor the Trustee shall be responsible for the selection or use of this CUSIP number, nor is any representation made as to the correctness or accuracy of the same on the Notes or as indicated in this Notice of Redemption.*

NOTICE

Under U.S. federal income tax law, the Trustee or other withholding agent may be required to backup withhold on any gross payment to a Holder who fails to provide a taxpayer identification number and other required certifications. To avoid backup withholding, a Holder will need to complete a Form W-9 or an appropriate Form W-8, as applicable, which should be furnished in connection with the presentment and surrender of the Notes called for redemption and otherwise comply with the applicable requirements of the backup withholding rules. Holders should consult their tax advisors regarding the withholding and other tax consequences of the redemption.

Capital Southwest Corporation

By: U.S. Bank National Association, as Trustee
and Paying Agent

Dated: February 27, 2020