

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) August 10, 2015

Capital Southwest Corporation

(Exact name of registrant as specified in its charter)

Texas

814-00061

75-1072796

(State or other jurisdiction of incorporation)

(Commission File Number)

(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 972-233-8242

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))

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

On August 10, 2015, Capital Southwest Corporation (the "Company") entered into the Second Amendment to the 2009 Stock Incentive Plan (the "2009 Plan Amendment"). The Company's shareholders approved the 2009 Plan Amendment at the Annual Meeting of Shareholders held August 4, 2015 (the "Annual Meeting"). The 2009 Plan Amendment increases the maximum number of stock options that can be granted to any plan participant in any calendar year from 75,000 to 120,000.

On August 10, 2015, the Company also entered into the Second Amendment to the 2010 Restricted Stock Award Plan (the "2010 Plan Amendment"). The Company's shareholders approved the 2010 Plan Amendment at the Annual Meeting. The 2010 Plan Amendment increases the number of shares of Company common stock available for issuance under the 2010 Restricted Stock Award Plan by 450,000 shares.

The foregoing descriptions of the 2009 Plan Amendment and the 2010 Plan Amendment are qualified in their entirety by reference to the text of the 2009 Plan Amendment and the 2010 Plan Amendment, copies of which are filed as Exhibits 10.1 and 10.2 to this Form 8-K and incorporated herein by this reference.

Item 9.01. Financial Statements and Exhibits.

(d) *Exhibits.*

Exhibit No.	Description
10.1	Second Amendment to the 2009 Stock Incentive Plan
10.2	Second Amendment to the 2010 Restricted Stock Award Plan

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: August 12, 2015

By: /s/ Joseph B. Armes
Joseph B. Armes
Chairman of the Board,
Chief Executive Officer and President

EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description</u>
10.1	Second Amendment to the 2009 Stock Incentive Plan
10.2	Second Amendment to the 2010 Restricted Stock Award Plan

**SECOND AMENDMENT TO THE
CAPITAL SOUTHWEST CORPORATION
2009 STOCK INCENTIVE PLAN**

WHEREAS, Capital Southwest Corporation (the "Company") previously adopted the Capital Southwest Corporation 2009 Stock Incentive Plan (as previously amended, the "2009 Plan");

WHEREAS, Section 18 of the 2009 Plan provides that the Board of Directors of the Company (the "Board"), may, subject to certain limitations, amend the 2009 Plan; and

WHEREAS, the Board has determined that it is in the best interests of the Company to amend the 2009 Plan to increase the number of stock options which may be granted to any individual during any one calendar year, subject to and effective upon the receipt of shareholder approval thereof at the Company's 2015 annual stockholders meeting on August 4, 2015 (the "2015 Meeting").

NOW, THEREFORE, the 2009 Plan is hereby amended, subject to and effective upon receipt of shareholder approval at the 2015 Meeting, as follows:

1. Section 5(b)(i) of the 2009 Plan is deleted in its entirety and replaced with the following:
 - (i) the maximum number of Shares with respect to which Options may be granted to any individual during any one calendar year is 120,000 Shares; and
2. The 2009 Plan, as amended hereby, shall continue in full force and effect.

IN WITNESS WHEREOF, the Company has caused this Second Amendment to the 2009 Plan to be executed by its duly authorized officer, subject to and effective upon receipt of shareholder approval at the 2015 Meeting.

CAPITAL SOUTHWEST CORPORATION

By: /s/ Joseph B. Armes

Name: Joseph B. Armes

Title: Chairman of the Board

President and Chief Executive Officer

Dated: August 10, 2015

**SECOND AMENDMENT TO THE
CAPITAL SOUTHWEST CORPORATION
2010 RESTRICTED STOCK AWARD PLAN**

WHEREAS, Capital Southwest Corporation (the "Company") previously adopted the Capital Southwest Corporation 2010 Restricted Stock Award Plan (as previously amended, the "2010 Plan");

WHEREAS, Section 14 of the 2010 Plan provides that the Board of Directors of the Company (the "Board"), may, subject to certain limitations, amend the 2010 Plan; and

WHEREAS, the Board has determined that it is in the best interests of the Company to amend the 2010 Plan to increase the number of shares reserved for issuance thereunder, subject to and effective upon the receipt of shareholder approval thereof at the Company's 2015 annual stockholders meeting on August 4, 2015 (the "2015 Meeting").

NOW, THEREFORE, the 2010 Plan is hereby amended, subject to and effective upon receipt of shareholder approval at the 2015 Meeting, as follows:

1. The first sentence of Section 4(a) of the 2010 Plan is deleted in its entirety and replaced with the following:

(a) General Limitations. Subject to adjustment as provided in Section 12 of the Plan, the maximum number of Shares reserved for issuance in connection with Restricted Stock Awards under the Plan is 638,000 Shares.

2. The 2010 Plan, as amended hereby, shall continue in full force and effect.

IN WITNESS WHEREOF, the Company has caused this Second Amendment to the 2010 Plan to be executed by its duly authorized officer, subject to and effective upon receipt of shareholder approval at the 2015 Meeting.

CAPITAL SOUTHWEST CORPORATION

By: /s/ Joseph B. Armes

Name: Joseph B. Armes

Title: Chairman of the Board

President and Chief Executive Officer

Dated: August 10, 2015
