

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)

May 19, 2015

Capital Southwest Corporation

(Exact name of registrant as specified in its 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

(Address of principal executive offices)

75240

(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 7.01 Regulation FD Disclosure.

Officers and representatives of Capital Southwest Corporation will present to various investors beginning on May 19, 2015 using the presentation materials furnished as Exhibit 99.1 hereto and which are incorporated herein by reference.

The information furnished under this Item 7.01 shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1934, except as shall be expressly set forth by reference in such filing.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
99.1	Presentation materials used by officers and representatives of the company

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: May 19, 2015

By: /s/ Joseph B. Armes

Name: Joseph B. Armes

Title: Chairman of the Board
Chief Executive Officer and President

EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description</u>
99.1	Presentation materials used by officers and representatives of the company



*Acquisition of Strathmore Products, Inc.
Investor Presentation*

May 2015

5400 Lyndon B. Johnson Freeway, Suite 1300 | Dallas, Texas 75240 | 972.233.8242 | capitalsouthwest.com

Safe Harbor Provision

This investor presentation contains forward-looking statements within the meaning of The Private Securities Litigation Reform Act of 1995 relating to, among other things, CSWC's future acquisition plans and strategies, barriers to entry into Strathmore's businesses, future market demand, the manner, tax-free nature and expected benefits associated with the proposed spin-off of certain of CSWC's control assets into a new, independent, publicly traded company ("Industrial Co."), the expected timing of the completion of the transaction and the business, financial condition and results of operations of CSWC, including the businesses of Industrial Co. Any statements preceded or followed by or that include the words "believe," "expect," "intend," "plan," "should" or words, phrases or similar expressions or the negative thereof, are intended to identify forward-looking statements. These statements are made on the basis of the current beliefs, expectations and assumptions of the management of CSWC. There are a number of risks and uncertainties that could cause CSWC's actual results to differ materially from the forward-looking statements included in this communication. These risks and uncertainties include, but are not limited to, risks relating to CSWC's ability to obtain all necessary approvals to complete, and to otherwise complete, the proposed spin-off transaction and to achieve the expected benefits therefrom.

In light of these risks, uncertainties, assumptions, and other factors inherent in forward-looking statements, actual results may differ materially from those discussed in this communication. Other unknown or unpredictable factors could also have a material adverse effect on CSWC's actual future results, performance, or achievements. For a further discussion of these and other risks and uncertainties applicable to CSWC and its business, see CSWC's Annual Report on Form 10-K for the fiscal year ended March 31, 2014 and subsequent filings with the Securities and Exchange Commission (the "SEC"). As a result of the foregoing, readers are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date of this communication. CSWC does not assume any obligation to update these forward-looking statements to reflect any new information, subsequent events or circumstances, or otherwise, except as may be required by law.

Use of Non-GAAP Financial Measures

In addition to the financial information presented in accordance with U.S. GAAP, Capital Southwest Corporation ("CSWC") uses "adjusted EBITDA," a non-GAAP financial measure. CSWC presents non-GAAP financial information to enable investors to see its portfolio companies through the eyes of management and to provide better insight into financial performance. CSWC uses adjusted EBITDA to provide meaningful supplemental information regarding operating performance and profitability by excluding from EBITDA certain items that CSWC believes are not indicative of ongoing operating results or will not impact future operating cash flows.

A reconciliation of adjusted EBITDA to net income is include at the end of this presentation.

Adjusted EBITDA is not a recognized financial measure under U.S. GAAP, and does not purport to be an alternative to net income or an indicator of operating performance. Adjusted EBITDA is presented to enhance an understanding of operating results and is not intended to represent cash flows or results of operations.

Adjusted EBITDA has certain material limitations, primarily due to the exclusion of certain amounts that are material to each company's consolidated results of operations, such as interest expense, income tax expense, and depreciation and amortization. In addition, adjusted EBITDA may differ from the adjusted EBITDA calculations reported by other companies in the industry, limiting its usefulness as a comparative measure.

- Founded in 1942 (multi-generational family business)
- Headquartered in Syracuse, NY (significant operations in TX)
- Strathmore manufactures specialty industrial coatings
 - Urethanes (solvent and latex-based, single and two-part), epoxies (single and two-part), acrylics (solvent and latex-based), alkyds (solvent and water-based) as well as other types of industrial coatings
- Proven acquisition platform (five acquisitions successfully completed in Strathmore's history)
 - 1993 acquired Allerton Chemical; 1998 acquired Polymetrics; 2003 acquired Potter Paints; 2008 acquired C.A. Reeves; 2014 acquired American Coatings
- Strong historical revenue growth
 - 5-Year compound annual growth rate of 28.8% (23.5% organic growth)
- 114 total employees and independent contractors
 - Direct sales model with 20+ person sales team

Strathmore Overview

- Strathmore Products, Inc. ("Strathmore" or the "Company") is a leading formulator, developer and manufacturer of industrial coatings for use by certain OEM's and maintenance providers
- Strathmore enjoys a leading market position in select end markets
- Primary markets include rail car, locomotive, power generation, oil & gas and industrial

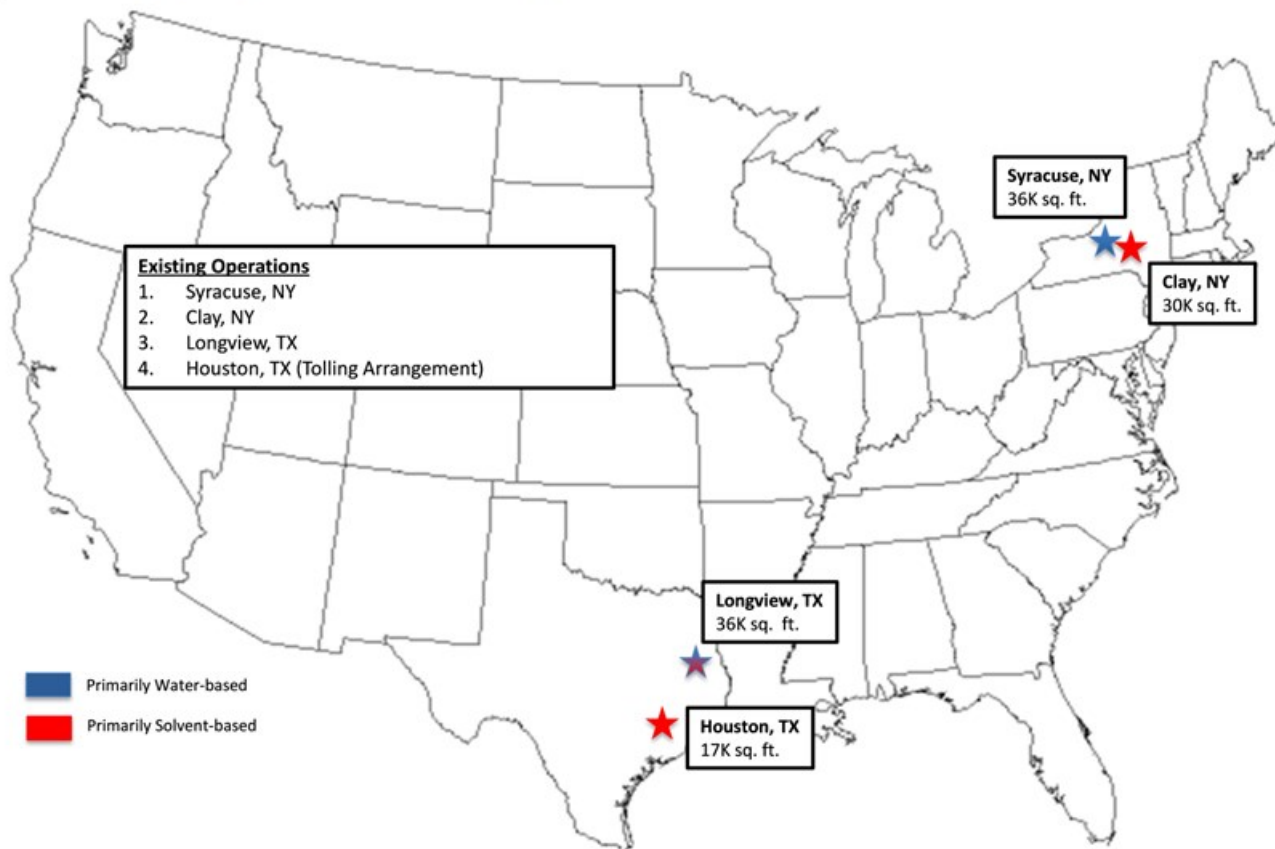
Transaction Structure

- Enterprise value of \$69.2 million (7.04x adjusted 2014 EBITDA)
 - Additional contingent consideration based on the future performance of the Company
- Strathmore assets acquired through The Whitmore Manufacturing Company (CSWC subsidiary) with proceeds from a \$70.0 million term loan (Lenders: JPMorgan Chase Bank, N.A., SunTrust Bank, Comerica Bank, Amegy Bank, N.A.)

Transaction Rationale

- Strathmore represents an ideal fit with CSWC's acquisition strategy
 - Industrial coatings acquisition platform presents opportunity for further add-ons
 - Strong niche position in attractive end markets
 - Longstanding customer relationships with marquee companies
 - Solid coatings technology portfolio with a track record of innovation
 - High free cash flow conversion over the long-term

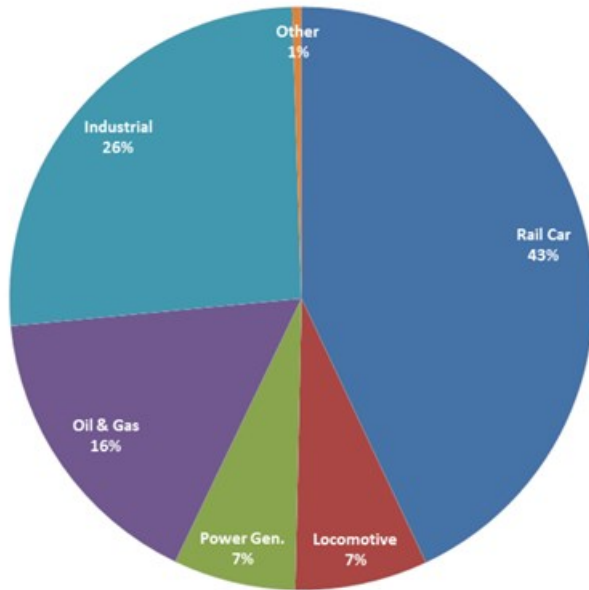
- Strathmore will serve as the primary growth and acquisition platform for CSWC in the industrial coatings sector
- Solid organic growth potential based on strong fundamentals in key end markets and opportunities for further penetration of existing customer relationships
- Strathmore's primary market segments have relatively high barriers to entry and are specification driven which require lengthy commercialization cycles of 3 to 5 year
- Strathmore has a broad technology portfolio with applicability in multiple end-markets
- CSWC brings internal coatings expertise, synergistic domestic and international customer relationships in key markets and a strong balance sheet to support growth



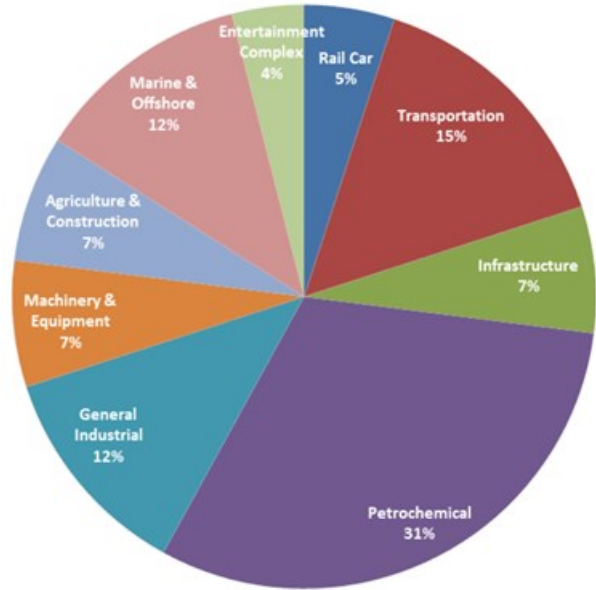
Diverse Application Mix



2014 Revenue by End Market \$63.2MM

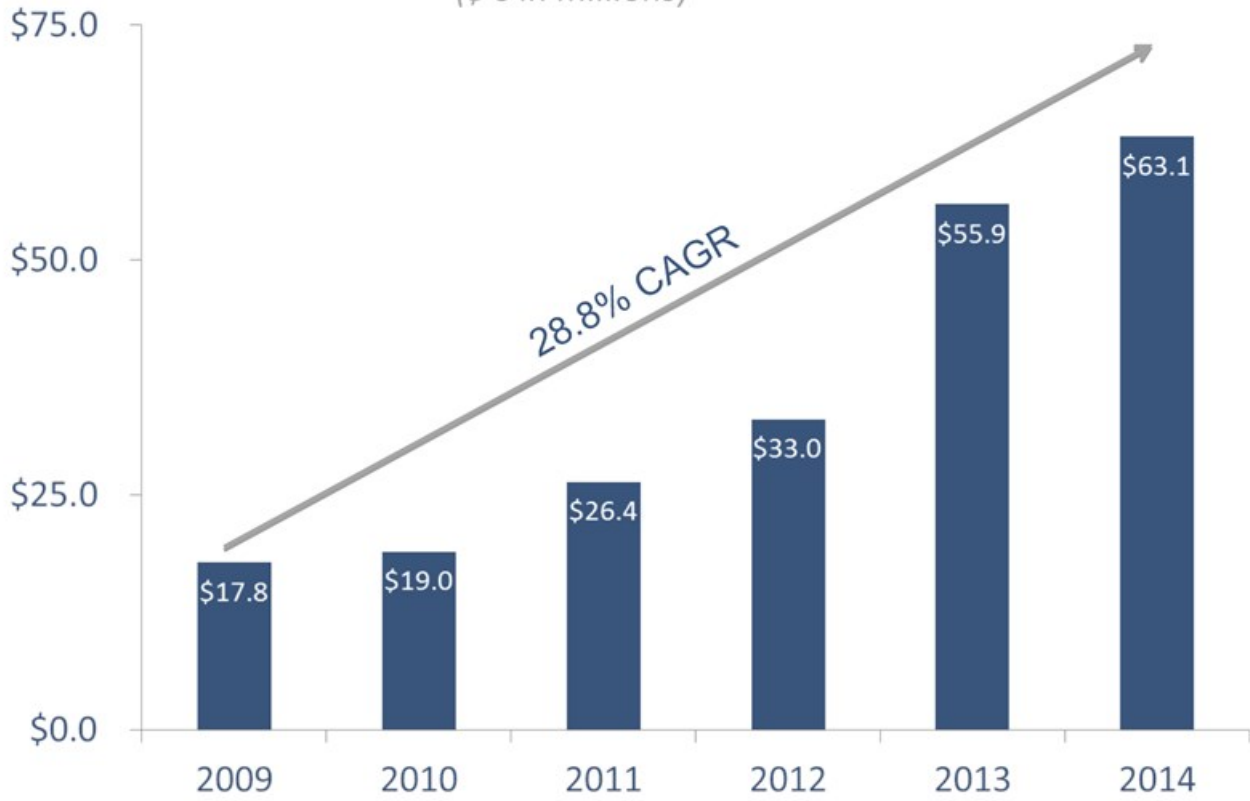


2014 Addressable Market \$3.5BN



SOURCE: ChemQuest

(\$'s in millions)



NOTE: Organic compound annual growth rate of 23.5%

Non-GAAP Reconciliation

(\$'s in thousands)

	2014
Net Income	\$7,356
Adjustments to Reconcile to Net Income:	
Income Tax Expense	42
Interest Expense	315
Depreciation and Amortization Expense	600
Shareholder Expenses	917
Non-recurring Expenses	460
American Coatings Net Income	141
Adjusted EBITDA	\$9,831