

**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**

February 6, 2024

Date of Report (Date of earliest event reported)

PennantPark Floating Rate Capital Ltd.

(Exact name of registrant as specified in its charter)

Maryland
(State or other jurisdiction of incorporation)

814-00891
(Commission File Number)

27-3794690
(IRS Employer Identification No.)

1691 Michigan Avenue
Miami Beach, Florida
(Address of Principal Executive Offices)

33139
(Zip Code)

(786) 297-9500
(Registrant's telephone number, including area code)

Not Applicable
(Former name or former address, if changed since last report)

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, par value \$0.001 per share	PFLT	The New York Stock Exchange

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))

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 5.07 Submission of Matters to a Vote of Security Holders

On February 6, 2024, PennantPark Floating Rate Capital Ltd. (the “Company”) held its annual meeting of stockholders (the “Annual Meeting”) and submitted two matters to the vote of its stockholders. The proposals are described in detail in the Company’s definitive proxy statement filed with the Securities and Exchange Commission on December 13, 2023. As of December 6, 2023, the record date, 58,734,702 shares of common stock were eligible to vote. A summary of the matters voted upon by the stockholders is set forth below.

Proposal 1. The Company’s stockholders elected two Class I directors of the Company, who will each serve until the 2027 Annual Meeting and until his successor is duly elected and qualifies.

The voting results as of February 6, 2024, as certified by the inspector of election, are set forth below:

Name	For	Against	Abstain	Broker Non-Vote
Marshall Brozost	10,138,155	4,413,739	400,420	21,341,596
% of Shares Voted	67.80 %	29.52 %	2.68 %	N/A
Samuel L. Katz	11,469,097	3,076,452	406,765	21,341,596
% of Shares Voted	76.70 %	20.58 %	2.72 %	N/A

Proposal 2. The Company’s stockholders ratified the selection of RSM US LLP to serve as the Company’s independent registered public accounting firm for the year ending September 30, 2024.

The voting results as of February 6, 2024, as certified by the inspector of election, are set forth below:

	For	Against	Abstain
Shares Voted	34,583,302	842,528	868,080
% of Shares Voted	95.29 %	2.32 %	2.39 %

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

PennantPark Floating Rate Capital Ltd.

Dated: February 9, 2024

/s/ RICHARD T. ALLORTO, Jr.

Richard T. Allorto, Jr.
Chief Financial Officer & Treasurer
