
**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: August 14, 2015
(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 Number)

590 Madison Avenue, 15th Floor,
New York, NY
(Address of principal executive offices)

10022
(Zip Code)

212-905-1000
(Registrant's telephone number, including area code)

Not Applicable
(Former Name or Former Address, if changed since last report)

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))
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Item 5.07 Submission of Matters to a Vote of Security Holders

On August 14, 2015, PennantPark Floating Rate Capital Ltd. (the “Company”) held a special meeting of stockholders (the “Special Meeting”) and submitted a matter to the vote of stockholders. The proposals are described in detail in the Company’s definitive proxy statement filed with the Securities and Exchange Commission on July 1, 2015. As of July 13, 2015, the record date, 14,898,056 shares of common stock were eligible to vote. A summary of the matters voted upon by the stockholders is set forth below.

Proposal 1. To consider and vote upon a proposal to approve the issuance of the shares of the Company’s common stock, \$0.001 par value per share to be issued pursuant to the Agreement and Plan of Merger, as such agreement may be amended from time to time dated as of April 28, 2015, among the Company, MCG Capital Corporation, or MCG, PFLT Panama, LLC and PFLT Funding II, LLC, each a wholly owned subsidiary of the Company, and, for limited purposes, PennantPark Investment Advisers, LLC.

The voting results as of August 14, 2015, as certified by the inspector of election, are set forth below:

	For	Against	Abstain
	7,086,560	248,546	620,249
% of Shares Voted	89.08%	3.12%	7.80%

Proposal 2. To consider and vote upon a proposal to approve the adjournment of the Special Meeting, if necessary or appropriate, to solicit additional proxies, if there are not sufficient votes at the time of the Special Meeting to approve Proposal 1.

	For	Against	Abstain
	7,081,784	248,300	625,271
% of Shares Voted	89.02%	3.12%	7.86%

Item 7.01. Regulation FD Disclosure

On August 14, 2015, the Company issued a press release announcing voting results of the Special Meeting. A copy of the press release is furnished as Exhibit 99.1 to this Form 8-K.

The information in this Current Report on Form 8-K, including Exhibit 99.1 furnished herewith, is being furnished and shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liabilities of such section. The information in this Current Report on Form 8-K shall not be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act except as shall be expressly set forth by specific reference in such filing.

Forward-Looking Statements

This Current Report on Form 8-K, including Exhibit 99.1 furnished herewith, may contain “forward-looking statements” within the meaning of the Private Securities Litigation Reform Act of 1995. All statements other than statements of historical facts included in this Current Report on Form 8-K are forward-looking statements and are not guarantees of future performance or results and involve a number of risks and uncertainties. Actual results may differ materially from those in the forward-looking statements as a result of a number of factors, including those described from time to time in filings with the Securities and Exchange Commission. PennantPark Floating Rate Capital Ltd. undertakes no duty to update any forward-looking statement made herein. You should not place undue influence on such forward-looking statements as such statements speak only as of the date on which they are made.

Item 9.01. Financial Statements and Exhibits

(a) Financial statements:

None

(b) Pro forma financial information:

None

(c) Shell company transactions:

None

(d) Exhibits

99.1 Press Release of PennantPark Floating Rate Capital Ltd. dated August 14, 2015

SIGNATURE

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 17, 2015

PENNANTPARK FLOATING RATE CAPITAL LTD.

By: /s/ Aviv Efrat

Aviv Efrat

Chief Financial Officer & Treasurer

Exhibit Index

Exhibit No.

Description

99.1 Press Release of PennantPark Floating Rate Capital Ltd. dated August 14, 2015

**Stockholders of PennantPark Floating Rate Capital Ltd. and MCG Capital Corporation
Overwhelmingly Approve Merger Transaction**

Transaction Expected to Close Promptly

ARLINGTON, Va. NEW YORK, NY — (PRNewswire – August 14, 2015) – PennantPark Floating Rate Capital Ltd. (NASDAQ: PFLT) and MCG Capital Corporation (NASDAQ: MCGC) announced that at their respective special meetings held today, stockholders of each company overwhelmingly voted to approve the proposals related to the previously announced merger agreement dated April 28, 2015 among MCG, PFLT, two of PFLT's wholly-owned subsidiaries and PFLT's investment adviser.

- PFLT's stockholders approved the issuance of PFLT common stock in connection with the merger agreement, with approximately 89% of the shares voted at the special meeting voting in favor of the proposal.
- MCG's stockholders approved the merger agreement and the merger, with more than 90% of the shares voted at the special meeting voting in favor of the proposal.

The merger is expected to close on or about August 18, 2015.

Keefe, Bruyette & Woods, Inc. and SunTrust Robinson Humphrey, Inc. are serving as financial advisers to PFLT, Dechert LLP and Venable LLP are serving as legal counsel to PFLT. Morgan Stanley is serving as financial adviser to MCGC, Wachtell, Lipton, Rosen & Katz is serving as legal counsel to MCGC and Sutherland Asbill & Brennan LLP is serving as legal counsel to MCGC with respect to the Investment Company Act of 1940.

ABOUT PENNANTPARK FLOATING RATE CAPITAL LTD.

PennantPark Floating Rate Capital Ltd. is a business development company which primarily invests in U.S. middle-market private companies in the form of floating rate senior secured loans. From time to time, PennantPark Floating Rate Capital Ltd. may also invest in mezzanine debt and equity investments. PennantPark Floating Rate Capital Ltd. is managed by PennantPark Investment Advisers, LLC.

ABOUT MCG CAPITAL CORPORATION

MCG Capital Corporation is a solutions-focused commercial finance company providing capital and advisory services to lower middle-market companies throughout the United States. Its investment objective is to achieve attractive returns by generating current income and capital gains on its investments. Its capital is generally used by its portfolio companies to finance acquisitions, recapitalizations, buyouts, organic growth, working capital and other general corporate purpose.

FORWARD-LOOKING STATEMENTS

This press release may contain "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995. All statements other than statements of historical facts included in this press release are forward-looking statements and are not guarantees of future performance or results and involve a number of risks and uncertainties. Actual results may differ materially from those in the forward-looking statements as a result of a number of factors, including the satisfaction of customary closing conditions to the merger and other factors described from time to time in filings with the Securities and Exchange Commission (the "SEC"). Neither PFLT nor MCG undertakes any duty to update any forward-looking statement made herein. You should not place undue influence on such forward-looking statements as such statements speak only as of the date on which they are made.

CONTACTS:

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