

PENNANTPARK INVESTMENT CORP  
Form 8-K  
March 21, 2014

**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**

**March 18, 2014**

**Date of Report (Date of earliest event reported)**

**PennantPark Investment Corporation**  
**(Exact name of registrant as specified in its charter)**

**Maryland**  
**(State or other jurisdiction**  
  
**of incorporation)**

**814-00736**  
**(Commission**  
  
**File Number)**

**20-8250744**  
**(IRS Employer**  
  
**Identification No.)**

**590 Madison Avenue, 15th Floor,**

**New York, NY**  
**(Address of principal executive offices)**  
**212-905-1000**

**10022**  
**(Zip Code)**

**(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))

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

On March 18, 2014, PennantPark Investment Corporation (the Company) held a reconvened annual meeting of stockholders and submitted one matter to the vote of stockholders. The proposal is described in detail in the Company's definitive joint proxy statement filed with the Securities and Exchange Commission on December 5, 2013. As of December 9, 2013, the record date, 66,546,734 shares of common stock were eligible to vote. A summary of the matter voted upon by the stockholders is set forth below.

**Proposal 1.** The Company's stockholders elected Mr. Marshall Brozost and Mr. Samuel L. Katz each as a Class I director of the Company, each of whom will serve until the 2017 Annual Meeting, or until his successor is duly elected and qualifies or until his earlier resignation, removal from office, death or incapacity. The voting results are set forth below:

| Name              | For        | Withheld  | Broker<br>Non Vote |
|-------------------|------------|-----------|--------------------|
| <i>Class I</i>    |            |           |                    |
| Marshall Brozost  | 35,165,169 | 1,699,840 | 22,947,609         |
| % of Shares Voted | 95.39%     | 4.61%     | N/A                |
| Samuel L. Katz    | 36,177,533 | 687,476   | 22,947,609         |
| % of Shares Voted | 98.14%     | 1.86%     | N/A                |

On March 18, 2014, the Company held a reconvened special meeting of stockholders and submitted one matter to the vote of the stockholders. The proposal is described in detail in the Company's definitive joint proxy statement filed with the Securities and Exchange Commission on December 5, 2013. As of December 9, 2013, the record date, 66,546,734 shares of common stock were eligible to vote. A summary of the matter voted upon by the stockholders is set forth below.

**Proposal 1.** The Company's stockholders approved a proposal to authorize flexibility for the Company, with the approval of its Board of Directors, to sell shares of its common stock during the next 12 months at a price below its then current net asset value per share, subject to certain limitations as described the proxy statement. The voting results are set forth below:

|                    | For        | Against   | Abstain |
|--------------------|------------|-----------|---------|
| With Affiliates    | 28,039,158 | 5,950,704 | 274,854 |
| % of Shares Voted  | 81.83%     | 17.37%    | 0.80%   |
| Without Affiliates | 27,036,812 | 5,950,704 | 274,854 |
| % of Shares Voted  | 81.28%     | 17.89%    | 0.83%   |

**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.

Date: March 21, 2014

**PennantPark Investment Corporation**

/s/ AVIV EFRAT

Aviv Efrat

*Chief Financial Officer & Treasurer*