

APOLLO INVESTMENT CORP  
Form 8-K  
August 07, 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**  
**Date of Report (Date of earliest event reported): August 5, 2014**

**Apollo Investment Corporation**  
**(Exact Name of Registrant as Specified in Charter)**

**Maryland**  
**(State or Other Jurisdiction**  
**of Incorporation)**

**814-00646**  
**(Commission**  
**File Number)**  
**9 West 57th Street,**

**52-2439556**  
**(I.R.S. Employer**  
**Identification No.)**

**New York, NY 10019**

**(Address of Principal Executive Offices) (Zip Code)**

**(212) 515-3450**

**(Registrant's telephone number, including area code)**

**None**

**(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 (see General Instruction A.2. below):

- .. 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****Annual Meeting:**

On August 5, 2014, Apollo Investment Corporation (the Company ) held its annual meeting of stockholders (the Annual Meeting ). At the Annual Meeting, the Company's stockholders approved two proposals. The proposals are described in detail in the Company's definitive proxy statement for the Annual Meeting as filed with the Securities and Exchange Commission (the SEC ) on June 13, 2014. As of June 11, 2014, the record date, 236,741,351 shares of common stock were eligible to vote.

**Proposal 1:** The Company's stockholders elected three Class I directors of the Company, who will each serve for a term of three years, or until his or her successor is duly elected and qualified, as follows:

| Name of Director | FOR         | WITHHELD  | Broker Non-Vote |
|------------------|-------------|-----------|-----------------|
| Jeanette Loeb    | 129,288,903 | 3,575,443 | 75,725,587      |
| Frank C. Puleo   | 129,296,543 | 3,567,803 | 75,725,587      |
| Carl Spielvogel  | 128,953,193 | 3,911,153 | 75,725,587      |

**Proposal 2:** The Company's stockholders ratified the selection of PricewaterhouseCoopers LLP as independent registered public accounting firm of the Company for fiscal year ending March 31, 2015 as follows:

| FOR         | AGAINST   | ABSTAIN   | Broker Non-Vote |
|-------------|-----------|-----------|-----------------|
| 205,232,179 | 2,173,192 | 1,184,562 | 0 shares        |

**Special Meeting:**

On August 5, 2014, the Company held a special meeting of stockholders (the Special Meeting ). At the Special Meeting, the Company's stockholders approved one proposal. The proposal is described in detail in the Company's definitive proxy statement for the Special Meeting as filed with the SEC on June 13, 2014. As of June 11, 2014, the record date, 236,741,351 shares of common stock were eligible to vote.

**Proposal:** 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 the Company's then current net asset value per share, subject to certain limitations (including that the cumulative number of shares sold pursuant to such authority does not exceed 25% of its then outstanding common stock immediately prior to each such sale). The proposal was approved pursuant to the voting results set forth below:

| FOR        | AGAINST    | ABSTAIN   |
|------------|------------|-----------|
| 95,565,450 | 13,817,888 | 1,430,386 |

Broker Non-Vote 0 shares

The vote on the above proposal, adjusted for 41,465,265 Affiliated Shares, was as follows:

|                                 | <b>FOR</b>  | <b>AGAINST</b> | <b>ABSTAIN</b> |
|---------------------------------|-------------|----------------|----------------|
|                                 | 119,621,295 | 30,970,635     | 1,687,060      |
| Broker Non-Vote <b>0</b> shares |             |                |                |

**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.

APOLLO INVESTMENT CORP.

By: /s/ Joseph D. Glatt

Name: Joseph D. Glatt

Title: Chief Legal Officer and Secretary

Date: August 7, 2014