

---

---

**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): February 4, 2019**

---

**Great Elm Capital Corp.**

(Exact name of Registrant as Specified in Its Charter)

---

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

**814-01211**  
(Commission  
File Number)

**81-2621577**  
(IRS Employer  
Identification No.)

**800 South Street, Suite 230, Waltham, MA**  
(Address of Principal Executive Offices)

**02453**  
(Zip Code)

**Registrant's Telephone Number, Including Area Code: (617) 375-3006**

---

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 Instructions 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))

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 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

On February 4, 2019, John J. Woods, Chief Financial Officer and Treasurer of Great Elm Capital Corp. (the “Company”), notified the Company of his intention to resign to pursue another opportunity at a privately held company. Mr. Woods will continue to serve as the Company’s Chief Financial Officer and Treasurer for a period of time to assist with the filing of the Company’s Form 10-K for the fiscal year ended December 31, 2018 and to transition his responsibilities to other members of the Company’s finance department. The Company has initiated a search to identify his successor.

Mr. Woods’ resignation is not a result of any disagreement with the Company, its independent auditors or any member of management.

---

**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.

Date: February 8, 2019

**GREAT ELM CAPITAL CORP.**

/s/ Adam M. Kleinman

By: Adam M. Kleinman

Title: Chief Compliance Officer