

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 25, 2022

**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:

- 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))

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, \$0.01 par value	GECC	Nasdaq Global Market
6.75% Notes due 2025	GECCM	Nasdaq Global Market
6.50% Notes due 2024	GECCN	Nasdaq Global Market
5.875% Notes due 2026	GECCO	Nasdaq Global Market

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 3.03. Material Modification to Rights of Security Holders.**

The information contained in Item 5.03 of this report is incorporated herein by reference.

**Item 5.03. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.**

In connection with its previously disclosed reverse stock split, Great Elm Capital Corp. (the “Company”) filed an Article of Amendment to its Amended and Restated Articles of Incorporation (the “Amendment”) with the State Department of Assessments and Taxation of the State of Maryland to effect a 6 to 1 reverse split of the Company’s shares of common stock. The Amendment also provides that there will be no change in the par value of \$0.01 per share. The Amendment became effective at 11:59 pm on February 25, 2022. The reverse stock split was effective for trading purposes as of February 28, 2022.

As a result of the Amendment and the reverse stock split, every six shares of the Company’s common stock issued and outstanding were automatically combined into one share of the Company’s common stock, and the number of outstanding shares of the Company’s common stock was reduced from approximately 27.6 million to approximately 4.6 million.

There was no change in the number of authorized shares of common stock that the Company will have the authority to issue. No fractional shares were issued as a result of the reverse stock split. Any fractional shares were redeemed for cash at the closing market price on the business day immediately prior to the effective date of the reverse stock split.

The foregoing description of the Amendment does not purport to be complete and is qualified in its entirety by reference to the full text of the Amendment, which is attached hereto as Exhibit 3.1 and is incorporated herein by reference.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits.

<b>Exhibit Number</b>	<b>Description</b>
<a href="#">3.1</a>	Amendment to Amended and Restated Articles of Incorporation

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## 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.

**GREAT ELM CAPITAL CORP.**

Date: March 2, 2022

/s/ Keri A. Davis

By: Keri A. Davis

Title: Chief Financial Officer

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**GREAT ELM CAPITAL CORP.****ARTICLES OF AMENDMENT**

THIS IS TO CERTIFY THAT:

**FIRST:** The charter (the “Charter”) of Great Elm Capital Corp., a Maryland corporation (the “Corporation”), is hereby amended to provide that every six shares of Common Stock, \$0.01 par value per share, of the Corporation, which were issued and outstanding immediately prior to the Reverse Stock Split Effective Time (as defined below) shall be combined into one issued and outstanding share of Common Stock, \$0.06 par value per share. No fractional shares of Common Stock of the Corporation will be or remain issued upon such amendment and each stockholder otherwise entitled to a fractional share shall be entitled to receive in lieu thereof cash in an amount equal to the product of (x) six multiplied by (y) the fraction of a share the stockholder would otherwise be entitled to receive multiplied by (z) the last reported price per share at which shares of Common Stock sold on the NASDAQ Global Market at the close of market on the date on which the Reverse Stock Split Effective Time occurs (prior to giving effect to such combination and change).

**SECOND:** The amendment to the Charter as set forth in Article FIRST above has been duly authorized and approved by at least a majority of the entire Board of Directors as required by law and is limited to a change expressly authorized by Section 2-309(e) of the Maryland General Corporation Law (the “MGCL”) to be made without action by the stockholders of the Corporation.

**THIRD:** The Charter is hereby amended, effective immediately after the Reverse Stock Split Effective Time, to decrease the par value of the shares of Common Stock issued and outstanding immediately after the Reverse Stock Split Effective Time from \$0.06 per share to \$0.01 per share.

**FOURTH:** The amendment to the Charter as set forth in Article THIRD above has been duly authorized and approved by a majority of the Board of Directors of the Corporation as required by law and is limited to a change expressly authorized by Section 2-605(a)(2) of the MGCL to be made without action by the stockholders of the Corporation.

**FIFTH:** There has been no increase in the authorized stock of the Corporation effected by the amendments to the Charter as set forth above.

**SIXTH:** These Articles of Amendment shall become effective at 11:59 p.m. on February 25, 2022 (the “Reverse Stock Split Effective Time”).

**SEVENTH:** The undersigned officer acknowledges these Articles of Amendment to be the corporate act of the Corporation and, as to all matters or facts required to be verified under oath, the undersigned officer acknowledges that, to the best of his knowledge, information and belief, these matters and facts are true in all material respects and that this statement is made under the penalties for perjury.

[SIGNATURE PAGE FOLLOWS]

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IN WITNESS WHEREOF, the Corporation has caused these Articles of Amendment to be executed in its name and on its behalf by its President and Chief Executive Officer and attested to by its Chief Compliance Officer and Secretary on this 23rd day of February, 2022.

ATTEST:

GREAT ELM CAPITAL CORP.

By: /s/ Adam M. Kleinman

By: /s/Peter A. Reed

Adam M. Kleinman

Peter A. Reed

Chief Compliance Officer and Secretary

President and Chief Executive Officer

*Great Elm Capital Corp.  
Signature Page – Articles of Amendment – Reverse Stock Split*

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