

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): May 24, 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 8.01 Other Events.

On May 24, 2022, the Board of Directors Great Elm Capital Corp. (the “Company”) determined that the Company’s Annual Stockholders’ Meeting (the “Annual Meeting”) will be held on August 1, 2022. The notice of annual meeting and proxy statement containing the meeting details are expected to be available on or about July 1, 2022 to stockholders of record as of the close of business on June 20, 2022.

Deadlines for submission of nominations and shareholder proposals are set out below for clarity given that the Annual Meeting will be held more than 30 days after the anniversary of the Company’s most recent Annual Stockholders’ Meeting. Please refer to the Company’s Bylaws (the “Bylaws”) for additional information. The Bylaws are available as Exhibit 2 to the Company’s Registration Statement on Form N-14 filed with the Securities and Exchange Commission on August 1, 2016.

- To be considered timely under the Bylaws, stockholder notice of stockholder proposals must be delivered to, or mailed to and received by, the Company’s Secretary at the principal executive offices of the Company no later than 5:00 p.m., Eastern Time, on June 3, 2022.
- To be considered timely under Rule 14a-8 of the Securities Exchange Act of 1934, stockholder proposals eligible to be included in the Company’s annual meeting proxy materials must be received at the Company’s principal executive offices not later than June 3, 2022.

On May 24, 2022, the Company issued a press release to announce the date of the Annual Meeting. The press release is included as Exhibit 99.1 hereto.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

Exhibit Number	Description
99.1	<u>Press Release, dated May 24, 2022.</u>

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: May 24, 2022

/s/ Keri A. Davis

By: Keri A. Davis

Title: Chief Financial Officer

**GREAT ELM CAPITAL CORP. ANNOUNCES DATE OF ANNUAL MEETING OF STOCKHOLDERS**

WALTHAM, MA, May 24, 2022 – Great Elm Capital Corp. (the “Company” or “GECC”) (NASDAQ: GECC) announced today that its 2022 Annual Stockholders’ Meeting will be held on August 1, 2022. The notice of annual meeting and proxy statement containing the meeting details are expected to be available on or about July 1, 2022 to stockholders of record as of the close of business on June 20, 2022.

About Great Elm Capital Corp.

GECC is an externally managed, business development company that seeks to generate current income and capital appreciation by investing in debt and income generating equity securities, including investments in specialty finance businesses.

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