

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): March 15, 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 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

On March 15, 2022, the Board of Directors (the “Board”) of Great Elm Capital Corp. (the “Company”) appointed Chad Perry as a Class III Director to fill a vacancy on the Board. Mr. Perry will be eligible for re-election at the Company’s 2022 Annual Meeting of Stockholders. Mr. Perry will serve as the Chairman of the Company’s Compensation Committee and as a member of the Company’s Audit Committee and the Company’s Nominating & Corporate Governance Committee.

Following Mr. Perry’s appointment, the Company is in compliance with Nasdaq Listing Rule 5605(b)(1), which requires the Board to consist of a majority of independent directors, and Nasdaq Listing Rule 5605(c)(2)(A), which requires the Company’s Audit Committee to be comprised of at least three independent directors.

Mr. Perry will receive the standard compensation provided to the Company’s non-employee directors, as described in the Company’s proxy statement for the 2021 Annual Meeting of Stockholders.

The Company will enter into its standard form of indemnification agreement with Mr. Perry.

**Item 8.01. Other Events.**

On March 15, 2022, the Company issued the press release attached as Exhibit 99.1 to this report announcing Mr. Perry’s appointment to the Board.

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

(d) Exhibits.

<b>Exhibit Number</b>	<b>Description</b>
99.1	<a href="#">Press Release, dated March 15, 2022</a>

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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 15, 2022

/s/ Keri A. Davis

By: Keri A. Davis

Title: Chief Financial Officer



## GREAT ELM CAPITAL CORP. ANNOUNCES NEW BOARD MEMBER

WALTHAM, Mass., March 15, 2022 (GLOBE NEWSWIRE) -- Great Elm Capital Corp. (“we,” “us,” “our,” or “GECC”) (NASDAQ: GECC), today announced that Chad Perry has been appointed to its Board of Directors. Mr. Perry’s appointment, along with recent additions Matthew Drapkin and Richard Cohen, represent the Board’s focused efforts to enhance its leadership to support GECC’s growth objectives.

“We are excited to have Chad Perry join our Board,” said GECC’s newly appointed CEO, Matt Kaplan. “Along with our recent additions and existing Board members, Mr. Perry adds to the diverse experience and leadership qualities that we believe will support our strategic growth initiatives.”

GECC’s Chairman of the Board, Matthew Drapkin, stated: “The Board is happy to welcome Chad Perry as a partner for our growth plan. We have a tremendous opportunity ahead of us and are pleased to have a strong Board to guide our strategy.”

Mr. Perry will serve as Board Member, Compensation Committee Chair and a Member of the Audit and Nominating and Governance Committees. Mr. Perry is the Executive Vice President, General Counsel and Secretary for Tanger Outlets. Prior to Tanger, he was Executive Vice President and Deputy General Counsel of LPL Financial Corporation from May 2006 to December 2011. Previously, he was Senior Corporate Counsel of EMC Corporation. Mr. Perry began his legal career with international law firm Ropes & Gray LLP. Mr. Perry is a graduate of Princeton University, and earned a J.D. from Columbia University, where he was a Harlan Fiske Stone Scholar. He is a member of both the Massachusetts and California bar associations.

### **About Great Elm Capital Corp.**

Great Elm Capital Corp. 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.

### **Cautionary Statement Regarding Forward-Looking Statements**

Statements in this communication that are not historical facts are “forward-looking” statements within the meaning of the federal securities laws. These statements are often, but not always, made through the use of words or phrases such as “expect,” “anticipate,” “should,” “will,” “estimate,” “designed,” “seek,” “continue,” “upside,” “potential” and similar expressions. All such forward-looking statements involve estimates and assumptions that are subject to risks, uncertainties and other factors that could cause actual results to differ materially from the results expressed in the statements. Among the key factors that could cause actual results to differ materially from those projected in the forward-looking statements are: conditions in the credit markets, the price of GECC common stock, the performance of GECC’s portfolio and investment manager and risks associated with the economic impact of the COVID-19 pandemic on GECC and its portfolio companies. Information concerning these and other factors can be found in GECC’s Annual Report on Form 10-K and other reports filed with the SEC. GECC assumes no obligation to, and expressly disclaims any duty to, update any forward-looking statements contained in this communication or to conform prior statements to actual results or revised expectations except as required by law. Readers are cautioned not to place undue reliance on these forward-looking statements that speak only as of the date hereof.

This press release does not constitute an offer of any securities for sale.

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