

MVC CAPITAL, INC.  
Form 10-Q  
September 09, 2016  
[Table of Contents](#)

**FORM 10-Q**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington D.C. 20549

- x QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the quarterly period ended July 31, 2016 or

- o TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

Commission File Number 814-00201

**MVC CAPITAL, INC.**

(Exact name of the registrant as specified in its charter)

**DELAWARE**  
(State or other jurisdiction of  
incorporation or organization)

**287 Bowman Avenue**  
**2nd Floor**  
**Purchase, New York**  
(Address of principal  
executive offices)

**94-3346760**  
(I.R.S. Employer  
Identification No.)

**10577**  
(Zip Code)

Registrant's telephone number, including area code: **(914) 701-0310**

Edgar Filing: MVC CAPITAL, INC. - Form 10-Q

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes  No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See definition of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer  Accelerated filer  Non-accelerated filer  Smaller reporting company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes  No

There were 22,702,821 shares of the registrant's common stock, \$.01 par value, outstanding as of September 9, 2016.

---

Table of Contents

MVC Capital, Inc.

(A Delaware Corporation)

Index

	<b>Page</b>
<u>Part I. Consolidated Financial Information</u>	
<u>Item 1. Consolidated Financial Statements</u>	
<u>Consolidated Balance Sheets</u>	
- July 31, 2016 (Unaudited) and October 31, 2015	3
<u>Consolidated Statements of Operations</u>	
- For the Nine Month Period November 1, 2015 to July 31, 2016 (Unaudited) and	
- For the Nine Month Period November 1, 2014 to July 31, 2015 (Unaudited)	4
<u>Consolidated Statements of Operations</u>	
- For the Quarter May 1, 2016 to July 31, 2016 (Unaudited) and	
- For the Quarter May 1, 2015 to July 31, 2015 (Unaudited)	5
<u>Consolidated Statements of Cash Flows</u>	
- For the Nine Month Period November 1, 2015 to July 31, 2016 (Unaudited) and	
- For the Nine Month Period November 1, 2014 to July 31, 2015 (Unaudited)	6
<u>Consolidated Statements of Changes in Net Assets</u>	
- For the Nine Month Period November 1, 2015 to July 31, 2016 (Unaudited),	
- For the Nine Month Period November 1, 2014 to July 31, 2015 (Unaudited) and	
- For the Year ended October 31, 2015	7
<u>Consolidated Selected Per Share Data and Ratios</u>	
- For the Nine Month Period November 1, 2015 to July 31, 2016 (Unaudited),	
- For the Nine Month Period November 1, 2014 to July 31, 2015 (Unaudited) and	
- For the Year ended October 31, 2015	8
<u>Consolidated Schedules of Investments</u>	
- July 31, 2016 (Unaudited)	9
- October 31, 2015	11
<u>Notes to Consolidated Financial Statements</u>	13
<u>Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations</u>	41
<u>Item 3. Quantitative and Qualitative Disclosures about Market Risk</u>	72
<u>Item 4. Controls and Procedures</u>	86
<u>Part II. Other Information</u>	87
<u>Item 1. Legal Proceedings</u>	87
<u>Item 1A. Risk Factors</u>	87
<u>Item 2. Unregistered Sales of Equity Securities and Use of Proceeds</u>	87
<u>Item 3. Defaults Upon Senior Securities</u>	87
<u>Item 4. Mine Safety Disclosures</u>	87
<u>Item 5. Other Information</u>	87
<u>Item 6. Exhibits</u>	87
<u>SIGNATURE</u>	88
Exhibits	89

Table of Contents**Part I. Consolidated Financial Information****Item 1. Consolidated Financial Statements****CONSOLIDATED FINANCIAL STATEMENTS****MVC Capital, Inc.****Consolidated Balance Sheets**

	July 31, 2016 (Unaudited)	October 31, 2015
<b>ASSETS</b>		
<b>Assets</b>		
Cash	\$ 16,104,508	\$ 7,753,901
Restricted cash (cost \$500,364 and \$1,000,034)	500,364	1,000,034
Restricted cash equivalents (cost \$0 and \$5,503,000)		5,503,000
Cash equivalents (cost \$1,115,731 and \$2,557,666)	1,115,731	2,557,666
Investments at fair value		
U.S. Treasury obligations (cost \$0 and \$89,820,800)		89,681,535
Non-control/Non-affiliated investments (cost \$168,984,297 and \$165,626,784)	132,573,875	131,351,403
Affiliate investments (cost \$131,570,880 and \$121,962,460)	169,575,555	170,189,927
Control investments (cost \$91,039,948 and \$156,127,715)	64,715,750	99,334,391
Total investments at fair value (cost \$391,595,125 and \$533,537,759)	366,865,180	490,557,256
Receivable on sale of U.S. Treasury obligations	35,057,482	
Escrow receivables, net of reserves	8,787,820	292,744
Deferred financing fees	3,503,734	2,467,305
Dividends and interest receivables, net of reserves	2,009,683	4,404,600
Fee and other receivables	1,168,328	1,696,280
Prepaid expenses	448,505	609,517
<b>Total assets</b>	<b>\$ 435,561,335</b>	<b>\$ 516,842,303</b>
<b>LIABILITIES AND SHAREHOLDERS EQUITY</b>		
<b>Liabilities</b>		
Senior notes	\$ 114,408,750	\$ 114,408,750
Revolving credit facility II	35,000,000	90,000,000
Revolving credit facility III	2,000,000	
Management fee payable	1,449,146	1,527,930
Provision for incentive compensation (Note 11)	1,369,652	4,976,767
Professional fees payable	939,824	1,820,416
Accrued expenses and liabilities	938,893	622,446

Edgar Filing: MVC CAPITAL, INC. - Form 10-Q

Interest payable	353,433	359,866
Portfolio fees payable - Asset Management	311,897	250,846
Consulting fees payable	168,756	272,880
Management fee payable - Asset Management	79,280	296,812
Taxes payable	813	1,152
Bridge Loan		8,000,000
Liability for share exchange		228,851
<b>Total liabilities</b>	<b>157,020,444</b>	<b>222,766,716</b>
<b>Commitments and Contingencies (Note 9)</b>		
<b>Shareholders equity</b>		
Common stock, \$0.01 par value; 150,000,000 shares authorized; 28,304,448 shares issued and 22,702,821 shares outstanding as of July 31, 2016 and October 31, 2015, respectively	283,044	283,044
Additional paid-in-capital	418,298,784	418,298,784
Accumulated earnings (loss)	121,818,118	102,420,976
Dividends paid to shareholders	(142,067,024)	(129,012,902)
Accumulated net realized (loss) gain	(40,098,874)	2,189
Net unrealized depreciation	(24,396,951)	(42,620,298)
Treasury stock, at cost, 5,601,627 and 5,601,627 shares held as of July 31, 2016 and October 31, 2015, respectively	(55,296,206)	(55,296,206)
<b>Total shareholders equity</b>	<b>278,540,891</b>	<b>294,075,587</b>
<b>Total liabilities and shareholders equity</b>	<b>\$ 435,561,335</b>	<b>\$ 516,842,303</b>
<b>Net asset value per share</b>	<b>\$ 12.27</b>	<b>\$ 12.95</b>

The accompanying notes are an integral part of these consolidated financial statements.

Table of Contents

## MVC Capital, Inc.

## Consolidated Statements of Operations

(Unaudited)

	For the Nine Month Period November 1, 2015 to July 31, 2016	For the Nine Month Period November 1, 2014 to July 31, 2015
<b>Operating Income:</b>		
Dividend income		
Non-control/Non-affiliated investments	\$ 284	\$ 2,876
Affiliate investments	12,500,000	1,002,872
Control investments	97,101	
Total dividend income	12,597,385	1,005,748
Interest income		
Non-control/Non-affiliated investments	9,038,608	9,256,257
Affiliate investments	1,715,641	973,962
Control investments	240,965	253,556
Total interest income	10,995,214	10,483,775
Payment-in-kind/Deferred interest income		
Non-control/Non-affiliated investments	3,772,909	3,237,977
Affiliate investments	430,496	93,837
Control investments	116,962	116,537
Total payment-in-kind/Deferred interest income	4,320,367	3,448,351
Fee income		
Non-control/Non-affiliated investments	100,757	357,500
Affiliate investments	444,000	542,666
Control investments	2,418,750	929,492
Total fee income	2,963,507	1,829,658
Fee income - Asset Management 1		
Portfolio fees	743,595	772,925
Management fees	329,881	112,301
Total fee income - Asset Management	1,073,476	885,226
<b>Total operating income</b>	<b>31,949,949</b>	<b>17,652,758</b>
<b>Operating Expenses:</b>		
Interest and other borrowing costs	7,613,976	7,697,985
Management fee	5,869,533	5,944,693
Consulting fees	1,108,790	423,153
Legal fees	929,155	1,021,000
Portfolio fees - Asset Management 1	557,696	579,694
Other expenses	348,332	606,251
Directors fees	320,000	315,000
Management fee - Asset Management 1	247,411	75,311
Insurance	224,492	257,760
Audit & tax preparation fees	205,381	612,000
Administration	161,308	181,219

Edgar Filing: MVC CAPITAL, INC. - Form 10-Q

Public relations fees	132,000	138,000
Printing and postage	20,415	66,380
Net Incentive compensation (Note 11)	(2,607,115)	(8,986,219)
<b>Total operating expenses</b>	<b>15,131,374</b>	<b>8,932,227</b>
Less: Voluntary expense waiver by Adviser 2	(112,500)	(112,500)
Less: Voluntary management fee waiver by Adviser 3	(1,467,383)	
Less: Voluntary incentive fee waiver by Adviser 4	(1,000,000)	
<b>Total waivers</b>	<b>(2,579,883)</b>	<b>(112,500)</b>
<b>Net operating income before taxes</b>	<b>19,398,458</b>	<b>8,833,031</b>
<b>Tax Expenses:</b>		
Current tax expense	1,316	1,317
<b>Total tax expense</b>	<b>1,316</b>	<b>1,317</b>
<b>Net operating income</b>	<b>19,397,142</b>	<b>8,831,714</b>
<b>Net Realized and Unrealized Gain (Loss) on Investments and Foreign Currency:</b>		
Net realized gain (loss) on investments and foreign currency		
U.S. Treasury obligations	125,116	302,246
Non-control/Non-affiliated investments	(8,822,166)	(2,073,792)
Affiliate investments	(30,996)	
Control investments	(31,373,017)	15,024,346
Foreign currency		(122,168)
Total net realized (loss) gain on investments and foreign currency	(40,101,063)	13,130,632
Net unrealized appreciation (depreciation) on investments	18,223,347	(57,477,623)
Net realized and unrealized loss on investments and foreign currency	(21,877,716)	(44,346,991)
<b>Net decrease in net assets resulting from operations</b>	<b>\$ (2,480,574)</b>	<b>\$ (35,515,277)</b>
<b>Net decrease in net assets per share resulting from operations</b>	<b>\$ (0.11)</b>	<b>\$ (1.56)</b>
<b>Dividends declared per share</b>	<b>\$ 0.575</b>	<b>\$ 0.405</b>
<b>Weighted average number of shares outstanding<sup>5</sup></b>	<b>22,702,821</b>	<b>22,702,821</b>

The accompanying notes are an integral part of these consolidated financial statements.

<sup>1</sup> These items are related to the management of the MVC Private Equity Fund, L.P. ( "PE Fund" ). Please see Note 10 Management for more information.

<sup>2</sup> Reflects the nine month portion of the TTG Advisers' voluntary waiver of \$150,000 of expenses for the 2016 and 2015 fiscal years, that the Company would otherwise be obligated to reimburse TTG Advisers under the Advisory Agreement (the "Voluntary Waiver" ). Please see Note 10 Management for more information.

<sup>3</sup> Reflects TTG Advisers' voluntary waiver of 0.50% of the management fee for the nine months ended July 31, 2016. Please see Note 10 Management for more information.

<sup>4</sup> Reflects TTG Advisers' voluntary waiver of the incentive fee associated with pre-incentive fee net operating income for the nine months ended July 31, 2016. Please see Note 10 Management for more information.

<sup>5</sup> Please see Note 13 Dividends and Distributions to Shareholders and Share Repurchase Program for more information.

The accompanying notes are an integral part of these consolidated financial statements.



Table of Contents

## MVC Capital, Inc.

## Consolidated Statements of Operations

(Unaudited)

	For the Quarter May 1, 2016 to July 31, 2016	For the Quarter May 1, 2015 to July 31, 2015
<b>Operating Income:</b>		
Dividend income		
Non-control/Non-affiliated investments	\$	\$ 2,431
Affiliate investments	2,500,000	1,002,872
Total dividend income	2,500,000	1,005,303
Interest income		
Non-control/Non-affiliated investments	3,077,827	3,116,473
Affiliate investments	580,257	329,014
Control investments	78,175	82,142
Total interest income	3,736,259	3,527,629
Payment-in-kind/Deferred interest income		
Non-control/Non-affiliated investments	1,078,829	1,258,360
Affiliate investments	172,235	31,941
Control investments	39,272	39,272
Total payment-in-kind/Deferred interest income	1,290,336	1,329,573
Fee income		
Non-control/Non-affiliated investments	33,952	357,500
Affiliate investments	80,000	180,000
Control investments	37,500	767,991
Total fee income	151,452	1,305,491
Fee income - Asset Management 1		
Portfolio fees	245,772	251,825
Management fees	80,946	103,617
Total fee income - Asset Management	326,718	355,442
<b>Total operating income</b>	<b>8,004,765</b>	<b>7,523,438</b>
<b>Operating Expenses:</b>		
Interest and other borrowing costs	2,487,762	2,627,155
Management fee	1,932,195	1,898,946
Consulting fees	529,588	196,251
Legal fees	346,099	204,000
Portfolio fees - Asset Management 1	184,329	188,869
Other expenses	105,225	142,352
Directors fees	105,000	105,000
Insurance	72,275	85,920
Audit & tax preparation fees	69,781	274,000
Management fee - Asset Management 1	60,710	77,713
Administration	50,267	60,346
Public relations fees	40,000	46,000

Edgar Filing: MVC CAPITAL, INC. - Form 10-Q

Printing and postage	194	21,469
Net Incentive compensation (Note 11)	(1,512,166)	(3,404,419)
<b>Total operating expenses</b>	<b>4,471,259</b>	<b>2,523,602</b>
Less: Voluntary expense waiver by Adviser 2	(37,500)	(37,500)
Less: Voluntary management fee waiver by Adviser 3	(483,048)	
<b>Total waivers</b>	<b>(520,548)</b>	<b>(37,500)</b>
<b>Net operating income before taxes</b>	<b>4,054,054</b>	<b>5,037,336</b>
<b>Tax Expenses:</b>		
Current tax expense	438	439
<b>Total tax expense</b>	<b>438</b>	<b>439</b>
<b>Net operating income</b>	<b>4,053,616</b>	<b>5,036,897</b>
<b>Net Realized and Unrealized Gain (Loss) on Investments and Foreign Currency:</b>		
Net realized gain (loss) on investments and foreign currency		
U.S. Treasury obligations	215,543	257,813
Non-control/Non-affiliated investments	(1,185,631)	91,586
Affiliate investments	15,418	
Control investments	210,065	15,024,346
Foreign currency		(122,168)
Total net realized (loss) gain on investments and foreign currency	(744,605)	15,251,577
Net unrealized depreciation on investments	(6,844,625)	(34,247,632)
Net realized and unrealized loss on investments and foreign currency	(7,589,230)	(18,996,055)
<b>Net decrease in net assets resulting from operations</b>	<b>\$ (3,535,614)</b>	<b>\$ (13,959,158)</b>
<b>Net decrease in net assets per share resulting from operations</b>	<b>\$ (0.16)</b>	<b>\$ (0.61)</b>
<b>Dividends declared per share</b>	<b>\$ 0.135</b>	<b>\$ 0.135</b>
<b>Weighted average number of shares outstanding<sup>5</sup></b>	<b>22,702,821</b>	<b>22,702,821</b>

The accompanying notes are an integral part of these consolidated financial statements.

<sup>1</sup> These items are related to the management of the MVC Private Equity Fund, L.P. ( "PE Fund" ). Please see Note 10 Management for more information.

<sup>2</sup> Reflects the quarterly portion of the TTG Advisers' voluntary waiver of \$150,000 of expenses for the 2016 and 2015 fiscal years, that the Company would otherwise be obligated to reimburse TTG Advisers under the Advisory Agreement (the "Voluntary Waiver" ). Please see Note 10 Management for more information.

Edgar Filing: MVC CAPITAL, INC. - Form 10-Q

<sup>3</sup> Reflects TTG Advisers' voluntary waiver of 0.50% of the management fee for the fiscal quarter ended July 31, 2016. Please see

Note 10 Management for more information.

<sup>4</sup> Reflects TTG Advisers' voluntary waiver of the incentive fee associated with pre-incentive fee net operating income for the fiscal quarter ended July 31, 2016. Please see Note 10 Management for more information.

<sup>5</sup> Please see Note 13 Dividends and Distributions to Shareholders and Share Repurchase Program for more information.

The accompanying notes are an integral part of these consolidated financial statements.

Table of Contents

## MVC Capital, Inc.

## Consolidated Statements of Cash Flows

(Unaudited)

	For the Nine Month Period November 1, 2015 July 31, 2016	For the Nine Month Period November 1, 2014 July 31, 2015
<b>Cash flows from Operating Activities:</b>		
Net decrease in net assets resulting from operations	\$ (2,480,574)	\$ (35,515,277)
Adjustments to reconcile net (decrease) increase in net assets resulting from operations to net cash provided by (used in) operating activities:		
Net realized loss (gain)	40,101,063	(13,130,632)
Net change in unrealized (appreciation) depreciation	(18,223,347)	57,477,623
Amortization of discounts and fees	(53,301)	(316,277)
Increase in accrued payment-in-kind dividends and interest	(6,698,463)	(1,464,781)
Amortization of deferred financing fees	767,348	821,598
Changes in operating assets and liabilities:		
Restricted cash	499,670	772,500
Restricted cash equivalents	5,503,000	
Dividends, interest and fees receivable	2,394,917	(2,370,167)
Fee and other receivables	527,952	591,257
U.S. Treasury obligations receivables	(35,057,482)	(100,314,028)
Escrow receivables, net of reserves	(8,495,076)	(292,744)
Prepaid expenses	161,012	16,880
Incentive compensation (Note 11)	(3,607,115)	(8,986,219)
Other liabilities	(1,139,157)	(56,134)
Purchases of equity investments	(1,992,242)	(1,841,700)
Purchases of debt instruments	(39,155,640)	(59,047,099)
Purchases of U.S. Treasury Obligations	(119,857,875)	(294,241,984)
Proceeds from equity investments	36,848,989	25,943,104
Proceeds from debt instruments	22,917,871	39,253,936
Sales/maturities of U.S. Treasury Obligations	209,805,021	394,544,993
<b>Net cash provided by operating activities</b>	<b>82,766,571</b>	<b>1,844,849</b>
<b>Cash flows from Financing Activities:</b>		
Borrowings from revolving credit facility II	134,300,000	295,000,000
Repayments from revolving credit facility II	(189,300,000)	(295,000,000)
Borrowings from revolving credit facility III	2,000,000	
Borrowings from bridge loan		28,672,481
Repayments from bridge loan	(8,000,000)	(15,882,481)
Share exchange		(5,571)
Financing fees paid	(1,803,777)	(514,114)
Distributions paid to shareholders	(13,054,122)	(9,194,643)
<b>Net cash provided by (used in) financing activities</b>	<b>(75,857,899)</b>	<b>3,075,672</b>
<b>Net change in cash and cash equivalents for the period</b>	<b>6,908,672</b>	<b>4,920,521</b>
<b>Cash and cash equivalents, beginning of period</b>	<b>\$ 10,311,567</b>	<b>\$ 17,172,464</b>
<b>Cash and cash equivalents, end of period</b>	<b>\$ 17,220,239</b>	<b>\$ 22,092,985</b>

## Edgar Filing: MVC CAPITAL, INC. - Form 10-Q

During the nine month period ended July 31, 2016 and 2015 MVC Capital, Inc. paid \$6,404,189 and \$6,792,546 in interest expense, respectively.

During the nine month period ended July 31, 2016 and 2015 MVC Capital, Inc. paid \$930 and \$1,823 in income taxes, respectively.

### **Non-cash activity:**

During the nine month period ended July 31, 2016 and 2015, MVC Capital, Inc. recorded payment in-kind dividend and interest of \$6,698,463 and \$1,464,781, respectively. This amount was added to the principal balance of the investments and recorded as dividend/interest income.

On April 20, 2015, Biovation Acquisition Corp., a newly formed entity by the Company, credit purchased the assets of Biovation Holdings, Inc. in exchange for the majority of the economic ownership. The company received 90 shares of Class B non-voting common stock of Biovation Acquisition Corp.

On December 24, 2015, as part of Inland's restructuring, the Company received a \$6.0 million senior secured loan from MVC Environmental, Inc. and received 950 of its common shares.

The accompanying notes are an integral part of these consolidated financial statements.

Table of Contents

## MVC Capital, Inc.

## Consolidated Statements of Changes in Net Assets

	For the Nine Month Period November 1, 2015 to July 31, 2016 (Unaudited)	For the Nine Month Period November 1, 2014 to July 31, 2015 (Unaudited)	For the Year Ended October 31, 2015
<b>Operations:</b>			
Net operating gain	\$ 19,397,142	\$ 8,831,714	\$ 9,296,816
Net realized (loss) gain on investments	(40,101,063)	13,130,632	3,700,260
Net change in unrealized appreciation (depreciation) on investments	18,223,347	(57,477,623)	(50,557,496)
<b>Net decrease in net assets from operations</b>	<b>(2,480,574)</b>	<b>(35,515,277)</b>	<b>(37,560,420)</b>
<b>Shareholder Distributions from:</b>			
Income	(13,054,122)	(8,831,714)	(9,296,816)
Realized gain		(362,929)	(2,962,708)
<b>Net decrease in net assets from shareholder distributions</b>	<b>(13,054,122)</b>	<b>(9,194,643)</b>	<b>(12,259,524)</b>
<b>Capital Share Transactions:</b>			
Provision for share exchange		(5,571)	(7,427)
<b>Net decrease in net assets from capital share transactions</b>		<b>(5,571)</b>	<b>(7,427)</b>
<b>Total decrease in net assets</b>	<b>(15,534,696)</b>	<b>(44,715,491)</b>	<b>(49,827,371)</b>
<b>Net assets, beginning of period/year</b>	<b>294,075,587</b>	<b>343,902,958</b>	<b>343,902,958</b>
<b>Net assets, end of period/year</b>	<b>\$ 278,540,891</b>	<b>\$ 299,187,467</b>	<b>\$ 294,075,587</b>
<b>Common shares outstanding, end of period/year</b>	<b>22,702,821</b>	<b>22,702,821</b>	<b>22,702,821</b>
<b>Undistributed net operating income</b>	<b>\$ 6,343,020</b>	<b>\$</b>	<b>\$</b>

The accompanying notes are an integral part of these consolidated financial statements.

Table of Contents**MVC Capital, Inc.****Consolidated Selected Per Share Data and Ratios**

	For the Nine Month Period November 1, 2015 to July 31, 2016 (Unaudited)	For the Nine Month Period November 1, 2014 to July 31, 2015 (Unaudited)	For the Year Ended October 31, 2015
Net asset value, beginning of period/year	\$ 12.95	\$ 15.15	\$ 15.15
Income (Loss) from operations:			
Net operating income	0.85	0.39	0.41
Net realized and unrealized loss on investments	(0.96)	(1.95)	(2.07)
Total loss from investment operations	(0.11)	(1.56)	(1.66)
Less distributions from:			
Income	(0.57)	(0.39)	(0.41)
Realized gain		(0.02)	(0.13)
Total distributions	(0.57)	(0.41)	(0.54)
Net asset value, end of period/year	\$ 12.27	\$ 13.18	\$ 12.95
Market value, end of period/year	\$ 8.08	\$ 9.79	\$ 8.32
Market discount	(34.15)%	(25.72)%	(35.75)%
<b>Total Return - At NAV (a)</b>	(0.80)% <sup>(d)</sup>	(10.44)% <sup>(d)</sup>	(11.08)%
<b>Total Return - At Market (a)</b>	4.67% <sup>(d)</sup>	(9.51)% <sup>(d)</sup>	(21.85)%
<b>Ratios and Supplemental Data:</b>			
Portfolio turnover ratio	12.77%	14.37%	15.19%
Net assets, end of period/year (in thousands)	\$ 278,541	\$ 299,173	\$ 294,076
Ratios to average net assets:			
Expenses including tax expense	5.88% <sup>(c)</sup>	3.66% <sup>(c)</sup>	4.54%
Expenses excluding tax expense	5.88% <sup>(c)</sup>	3.66% <sup>(c)</sup>	4.54%
Net operating income before tax expense	9.09% <sup>(c)</sup>	3.66% <sup>(c)</sup>	2.93%
Net operating income after tax expense	9.09% <sup>(c)</sup>	3.66% <sup>(c)</sup>	2.93%
Ratios to average net assets excluding waivers:			
Expenses including tax expense	7.09% <sup>(c)</sup>	3.70% <sup>(c)</sup>	4.59%
Expenses excluding tax expense	7.09% <sup>(c)</sup>	3.70% <sup>(c)</sup>	4.59%
Net operating income before tax expense	7.88% <sup>(c)</sup>	3.61% <sup>(c)</sup>	2.89%
Net operating income after tax expense	7.88% <sup>(c)</sup>	3.61% <sup>(c)</sup>	2.89%

Edgar Filing: MVC CAPITAL, INC. - Form 10-Q

(a) Total annual return is historical and assumes changes in share price, reinvestments of all dividends and distributions, and no sales charge for the period/year.

(b) Supplemental Ratio information

Ratios to average net assets: (b)			
Expenses excluding incentive compensation	7.10%(c)	7.38%(c)	7.62%
Expenses excluding incentive compensation, interest and other borrowing costs	3.53%(c)	4.19%(c)	4.39%
Net operating income (loss) before incentive compensation			
	7.87%(c)	(0.06)% (c)	(0.15)%
Net operating income before incentive compensation, interest and other borrowing costs	11.44%(c)	3.13%(c)	3.08%
Ratios to average net assets excluding waivers: (b)			
Expenses excluding incentive compensation	8.31%(c)	7.42%(c)	7.67%
Expenses excluding incentive compensation, interest and other borrowing costs	4.74%(c)	4.23%(c)	4.44%
Net operating income (loss) before incentive compensation			
	6.66%(c)	(0.11)% (c)	(0.19)%



Edgar Filing: MVC CAPITAL, INC. - Form 10-Q

Net operating income before incentive compensation, interest and other borrowing costs	10.23%(c)	3.08%(c)	3.04%
---	-----------	----------	-------

(c) Annualized.

(d) Non-Annualized.

The accompanying notes are an integral part of these consolidated financial statements.

Edgar Filing: MVC CAPITAL, INC. - Form 10-Q

Table of Contents

**MVC Capital, Inc.**

**Consolidated Schedule of Investments**

**July 31, 2016**

**(Unaudited)**

Company	Industry	Investment	Principal	Cost	Fair Value/Market Value
<b>Non-control/Non-affiliated investments- 47.60% (a, c, f, g)</b>					
Actelis Networks, Inc.	Technology Investment	Preferred Stock (150,602 shares) (d, i)		\$ 5,000,003	
Agri-Carriers Group, Inc.	Transportation	Senior Subordinated Debt 12.0000% Cash, 3.0000% Deferred, 07/20/2017 (l)	\$ 11,774,486	13,212,013	\$ 13,300,127
Biogenic Reagents	Renewable Energy	Senior Note 12.0000% Cash, 4.0000% PIK, 07/21/2018 (b, h, l)	5,574,648	5,574,648	3,513,350
		Senior Convertible Note 12.0000% Cash, 4.0000% PIK, 07/21/2018 (b, h, l)	5,017,183	5,017,183	3,162,014
		Senior Note 12.0000% Cash, 4.0000% PIK, 06/30/2016 (b, h, l)	4,250,291	4,250,291	4,250,291
		Senior Subordinated Debt 12.0000% Cash, 4.0000% PIK, 06/30/2016 (b, h, l)	1,030,188	1,030,188	1,030,188
		Warrants (d)	2	620,077	
				16,492,387	11,955,843
Biovation Acquisition Co.	Manufacturer of Laminate Material and Composites	Common Stock (90 shares) (d)		784,622	353,357
		Senior Lien Loan 5.0000% PIK, 05/05/2021 (b, l)	30,000	30,000	30,000
				814,622	383,357
Custom Alloy Corporation	Manufacturer of Pipe Fittings and Forgings	Second Lien Loan 4.5000% Cash, 5.5000% PIK, 04/30/2020 (b, l)	24,425,293	24,425,293	18,359,962
		Unsecured Subordinated Loan 12.0000% Cash, 03/31/2018 (l)	3,000,000	3,000,000	2,167,353
				27,425,293	20,527,315
Dukane IAS, LLC	Welding Equipment Manufacturer	Second Lien Note 10.5000% Cash, 2.5000% PIK, 11/17/2020 (b, l)	7,065,760	6,939,142	7,065,760
FDS, Inc.	Software	Senior Subordinated Debt 12.0000% Cash, 4.0000% PIK, 11/30/2016 (b, l)	2,300,000	2,300,000	2,300,000
FOLIOfn, Inc.	Technology Investment - Financial Services	Preferred Stock (5,802,259 shares) (d, i)		15,000,000	5,700,000
G3K Display, Inc.	Retail Store Fixtures	Senior Lien Loan 13.0000% Cash, 04/11/2019 (h)	5,625,000	5,625,000	
		Warrants (d)	1	5,625,000	
HTI Technologies and Industries, Inc.	Electronic Component Manufacturing	Second Lien Note 12.0000% Cash, 2.0000% PIK, 06/21/2018 (b, l)	9,631,025	9,542,888	9,631,025
Initials, Inc.	Consumer Products		4,818,874	4,818,874	4,788,935

Edgar Filing: MVC CAPITAL, INC. - Form 10-Q

		Senior Subordinated Debt 12.0000% Cash, 3.0000% PIK, 06/23/2020 (b, l)			
Legal Solutions Holdings, Inc.		Senior Subordinated Debt 12.0000% Cash, 4.0000% PIK, 09/12/2018 (b, l)	10,933,612	10,943,209	10,803,284
MainStream Data, Inc.	Business Services	Common Stock (5,786 shares) (d, i)		3,750,000	
Morey's Seafood International, LLC	Technology Investment	Second Lien Loan 10.0000% Cash, 4.0000% PIK, 08/12/2018 (b, l)	17,167,669	17,167,669	14,754,225
Pride Engineering, LLC	Food Services	Second Lien Note 12.0000% Cash, 06/18/2021 (l)	5,135,000	5,043,895	5,135,000
Quantum Plastics, LLC	Manufacturer of Equipment Components	Senior Subordinated Debt 12.0000% Cash, 03/10/2021 (l)	10,000,000	9,545,536	9,631,212
	Manufacturer of Plastic Parts	Warrants (d)	1	392,792	392,792
				9,938,328	10,024,004
Thunderdome Restaurants, LLC		Second Lien Loan, 12.0000% Cash, 06/10/2020 (l)	3,000,000	2,982,974	3,030,000
U.S. Spray Drying Holding Company	Restaurants	Class B Common Stock (784 shares) (d)		5,488,000	6,625,000
	Specialty Chemicals	Secured Loan 12.0000% Cash, 04/30/2019 (l)	1,500,000	1,500,000	1,500,000
				6,988,000	8,125,000
United States Technologies, Inc.	Electronics Manufacturing and Repair	Senior Lien Loan 10.5000% Cash, 07/17/2020 (l)	5,000,000	5,000,000	5,050,000
<b>Sub Total Non-control/Non-affiliated investments</b>				<b>168,984,297</b>	<b>132,573,875</b>
<b>Affiliate investments - 60.88%</b>					
<b>(a, c, f, g)</b>					
Advantage Insurance Holdings LTD	Insurance	Preferred Stock (750,000 shares) (d, e)		7,500,000	8,109,150
Centile Holdings B.V.	Software	Common Equity Interest (d, e)		3,524,376	5,429,000
JSC Tekers Holdings		Common Stock (3,201 shares) (d, e)		4,500	
	Real Estate Management	Preferred Stock (9,159,085 shares) (d, e)		11,810,188	3,869,000
				11,814,688	3,869,000
MVC Environmental, Inc.		Senior Secured Loan 9.0000% PIK, 12/22/2020 (b, l)	6,284,382	6,284,382	6,284,382
	Environmental Services	Common Stock (950 shares) (d)		3,081,000	3,110,000
				9,365,382	9,394,382
Security Holdings B.V.	Electrical Engineering	Common Equity Interest (d, e)		52,846,140	41,863,000
SGDA Europe B.V.	Environmental Services	Common Equity Interest (d, e)		28,544,800	2,618,000
U.S. Gas & Electric, Inc.		Second Lien Loan, 13.0000% Cash, 07/01/2019 (l)	7,500,000	7,500,000	7,500,000
	Energy Services	Unsecured Loan 10.0000% Cash, 4.0000% PIK, 07/01/2018 (b, l)	3,264,959	3,264,959	3,264,959
		Convertible Series I Preferred Stock (32,200 shares) (k, n)		500,000	79,767,607
		Convertible Series J Preferred Stock (8,216 shares) (n)			
				11,264,959	90,532,566
Vestal Manufacturing Enterprises, Inc.		Senior Subordinated Debt 12.0000% Cash, 3.0000% PIK, 11/28/2021 (b, l)	6,460,535	6,460,535	6,589,796
	Iron Foundries	Common Stock (5,610 shares) (d)		250,000	711,826
		Warrants (d)	5,303		458,835
				6,710,535	7,760,457
<b>Sub Total Affiliate investments</b>				<b>131,570,880</b>	<b>169,575,555</b>

The accompanying notes are an integral part of these consolidated financial statements.



Table of Contents**MVC Capital, Inc.****Consolidated Schedule of Investments - (Continued)****July 31, 2016****(Unaudited)**

<b>Company</b>	<b>Industry</b>	<b>Investment</b>	<b>Principal</b>	<b>Cost</b>	<b>Fair Value/Market Value</b>
<b>Control investments - 23.23% (c, f, g)</b>					
Equus Total Return, Inc.	Registered Investment Company	Common Stock (4,444,644 shares) (d, l)		\$ 10,030,272	\$ 7,555,895
MVC Automotive Group GmbH	Automotive Dealerships	Common Equity Interest (a, d, e) Bridge Loan 6.0000% Cash, 12/31/2016 (a, e, l)	\$ 1,667,100	50,057,288 1,667,100 51,724,388	14,070,000 1,667,100 15,737,100
MVC Private Equity Fund LP	Private Equity	Limited Partnership Interest (a, d, j, l) General Partnership Interest (a, d, j, l)		13,838,539 353,024 14,191,563	23,261,418 584,412 23,845,830
RuMe, Inc.	Consumer Products	Common Stock (5,297,548 shares) (a, d) Series C Preferred Stock (23,896,634 shares) (a, d) Series B-1 Preferred Stock (4,999,076 shares) (a, d)		924,475 3,410,694 999,815 5,334,984	780,000 6,895,000 2,175,000 9,850,000
SIA Tekers Invest	Port Facilities	Common Stock (68,800 shares) (a, d, e) Bridge Loan 6.0000% Cash, 06/27/2017 (a, e, h, l)	27,785	2,300,000 27,785 2,327,785	
Turf Products, LLC	Distributor - Landscaping and Irrigation Equipment	Senior Subordinated Debt 7.0000% Cash, 4.0000% PIK, 11/01/2018 (a, b, l) Limited Liability Company Interest (a, d) Guarantee (a, d) Warrants (a, d)	3,895,262	3,895,262 3,535,694 1 150 7,430,956	3,757,167 3,991,794 (22,036) 7,726,925
<b>Sub Total Control investments</b>				<b>91,039,948</b>	<b>64,715,750</b>
<b>TOTAL PORTFOLIO INVESTMENTS - 131.71% (f)</b>				<b>\$ 391,595,125</b>	<b>\$ 366,865,180</b>
<b>Cash equivalents - 0.40% (f, g)</b>					
Fidelity Institutional Government Money Market Fund	Money Market Fund	Beneficial Shares (1,115,731 shares)		1,115,731	1,115,731
<b>Total Cash equivalents</b>				<b>1,115,731</b>	<b>1,115,731</b>
				<b>\$ 392,710,856</b>	<b>\$ 367,980,911</b>

## Edgar Filing: MVC CAPITAL, INC. - Form 10-Q

### TOTAL INVESTMENTS - 132.11%

---

(a) These securities are restricted from public sale without prior registration under the Securities Act of 1933. The Company negotiates certain aspects of the method and timing of the disposition of these investments, including registration, rights and related costs.

(b) These securities accrue a portion of their interest/dividends in payment in kind interest/dividends which is capitalized to the investment.

(c) All of the Company's equity and debt investments are issued by eligible portfolio companies, as defined in the Investment Company Act of 1940, except MVC Automotive Group GmbH, Security Holdings B.V., SGDA Europe B.V., SIA Tekers Invest, JSC Tekers Holdings, Centile Holdings B.V., Equus Total Return, Inc., MVC Private Equity Fund L.P., and Advantage Insurance Holdings LTD. The Company makes available significant managerial assistance to all of the portfolio companies in which it has invested.

(d) Non-income producing assets.

(e) The principal operations of these portfolio companies are located in Europe and Cayman Islands which represents approximately 28% of the net assets. The remaining portfolio companies are located in North America which represents approximately 104% of the net assets.

(f) Percentages are based on net assets of \$278,541,029 as of July 31, 2016.

(g) See Note 3 for further information regarding Investment Classification.

(h) All or a portion of the accrued interest on these securities have been reserved for.

(i) Legacy Investments.

(j) MVC Private Equity Fund, LP is a private equity fund focused on control equity investments in the lower middle market. The fund currently holds five investments, four located in the United States and one in Gibraltar, the investments are in the energy, services, contract manufacturing, and industrial sectors. The Company's proportional share of the AccuMed Corp. preferred stock, Plymouth Rock Energy membership interest and loan and the Gibdock Limited equity interest is \$7,646,739, \$7,605,533 and \$4,627,855, respectively.

(k) Upon a liquidity event, the Company may receive additional ownership in U.S. Gas & Electric, Inc.

(l) All or a portion of these securities may serve as collateral for the Santander Credit Facility.

Edgar Filing: MVC CAPITAL, INC. - Form 10-Q

(m) All or a portion of these securities may serve as collateral for the BB&T Credit Facility.

(n) All or a portion of these securities may serve as collateral for the Macquarie Energy trade supply credit facility.

PIK - Payment-in-kind

- Denotes zero cost or fair value.

The accompanying notes are an integral part of these consolidated financial statements.

Table of Contents**MVC Capital, Inc.****Consolidated Schedule of Investments****October 31, 2015**

Company	Industry	Investment	Principal	Cost	Fair Value/Market Value
<b>Non-control/Non-affiliated investments- 44.67% (a, c, f, g)</b>					
Actelis Networks, Inc.	Technology Investment	Preferred Stock (150,602 shares) (d, i)		\$ 5,000,003	
Agri-Carriers Group, Inc.	Transportation	Senior Subordinated Debt 12.0000% Cash, 3.0000% Deferred, 07/20/2017 (l, m)	\$ 11,774,486	11,787,114	\$ 11,774,486
Biogenic Reagents	Renewable energy	Senior Note 12.0000% Cash, 4.0000% PIK, 07/21/2018 (b, l)	5,463,002	5,463,002	5,463,002
		Senior Convertible Note 12.0000% Cash, 4.0000% PIK, 07/21/2018 (b, l)	4,916,702	4,916,702	4,983,082
		Senior Note 12.0000% Cash, 4.0000% PIK, 02/29/2016 (b, l)	4,165,169	4,165,169	4,165,169
		Senior Subordinated Debt 12.0000% Cash, 4.0000% PIK, 02/29/2016 (b, l)	1,009,556	1,009,556	1,009,556
		Warrants (d)	2	620,077	1,660,689
				16,174,506	17,281,498
Biovation Acquisition Co.	Manufacturer of Laminate Material and Composites	Common Stock (90 shares) (d)		784,622	555,869
Biovation Holdings, Inc.	Manufacturer of Laminate Material and Composites	Bridge Loan 6.0000% Cash, 6.0000% PIK, 10/31/2014 (b, h)	1,079,325	1,079,325	
		Warrants (d)	3	397,677	
				1,477,002	
Custom Alloy Corporation	Manufacturer of Pipe Fittings and Forgings	Second Lien Loan 7.3000% Cash, 3.7000% PIK, 04/30/2020 (b, l)	23,791,903	23,791,903	23,638,469
		Unsecured Subordinated Loan 12.0000% Cash, 09/04/2016 (l)	3,000,000	3,000,000	3,000,000
				26,791,903	26,638,469
FOLIOfn, Inc.	Technology Investment - Financial Services	Preferred Stock (5,802,259 shares) (d, i)		15,000,000	5,596,000
G3K Display, Inc.	Retail Store Fixtures	Senior Lien Loan 13.0000% Cash, 04/11/2019 (h)	5,625,000	5,625,000	
		Warrants (d)	1		
				5,625,000	
Initials, Inc.	Consumer Products	Senior Subordinated Debt 12.0000% Cash, 3.0000% PIK, 06/23/2020 (b, l)	4,750,000	4,750,000	4,750,000
Inland Environmental & Remediation LP	Environmental Services	Senior Secured Loan 12.0000% Cash, 04/17/2019 (h, l)	15,000,000	14,506,835	8,000,000
		Warrants (d)	1	713,000	
				15,219,835	8,000,000
Legal Solutions Holdings, Inc.	Business Services	Senior Subordinated Debt 12.0000% Cash, 2.0000% Deferred, 09/12/2018 (l, m)	8,705,000	8,718,402	8,705,000
MainStream Data, Inc.	Technology Investment	Common Stock (5,786 shares) (d, i)		3,750,000	
	Food Services		16,047,333	16,047,333	14,371,830



Edgar Filing: MVC CAPITAL, INC. - Form 10-Q

Morey's Seafood International, LLC		Second Lien Loan 6.0000% Cash, 9.0000% PIK, 08/12/2018 (b, l)			
NPWT Corporation	Medical Device Manufacturer	Series B Common Stock (281 shares) (d)	1,231,638		2,000
		Series A Convertible Preferred Stock (5,000 shares) (d)			36,000
			1,231,638		38,000
The Results Companies, LLC		Senior Subordinated Debt 13.0000% Cash, 2.5000% Deferred, 07/01/2016 (l, m)	9,000,000	9,008,330	9,000,000
RX Innovation, Inc.	Business Services				
	Software	Senior Subordinated Debt 12.0000% Cash, 4.0000% Deferred, 03/01/2017 (l, m)	10,300,000	10,307,845	10,300,000
Thunderdome Restaurants, LLC	Restaurants	Second Lien Loan 12.0000% Cash, 06/10/2020	1,965,251	1,965,251	1,965,251
U.S. Spray Drying Holding Company	Specialty Chemicals	Class B Common Stock (784 shares) (d)		5,488,000	5,875,000
		Secured Loan 12.0000% Cash, 04/30/2019	1,500,000	1,500,000	1,500,000
			6,988,000		7,375,000
United States Technologies, Inc.	Electronics Manufacturing and Repair	Senior Lien Loan 10.5000% Cash, 07/17/2020 (l)	5,000,000	5,000,000	5,000,000
<b>Sub Total Non-control/Non-affiliated investments</b>			<b>165,626,784</b>		<b>131,351,403</b>
<b>Affiliate investments - 57.87% (a, c, f, g)</b>					
Advantage Insurance Holdings LTD	Insurance	Preferred Stock (750,000 shares) (d, e)	7,500,000		8,015,164
Centile Holdings B.V.	Software	Common Equity Interest (d, e)	3,524,376		4,905,000
JSC Tekers Holdings	Real Estate Management	Common Stock (3,201 shares) (d, e)	4,500		4,000
		Preferred Stock (9,159,085 shares) (d, e)	11,810,188		5,045,700
			11,814,688		5,049,700
Security Holdings B.V.	Electrical Engineering	Common Equity Interest (d, e)	52,846,140		45,300,000
SGDA Europe B.V.	Environmental Services	Common Equity Interest (d, e)	28,544,800		6,020,000
U.S. Gas & Electric, Inc.	Energy Services	Second Lien Loan 13.0000% Cash, 07/01/2019 (l)	7,500,000	7,500,000	7,500,000
		Unsecured Loan 10.0000% Cash, 4.0000% PIK, 07/01/2018 (b, l)	3,167,220	3,167,220	3,167,220
		Convertible Series I Preferred Stock (32,200 shares) (d, k, o)		500,000	83,667,607
		Convertible Series J Preferred Stock (8,216 shares) (d, o)			
			11,167,220		94,334,827
Vestal Manufacturing Enterprises, Inc.	Iron Foundries	Senior Subordinated Debt 12.0000% Cash, 3.0000% PIK, 11/28/2021 (b, l)	6,315,236	6,315,236	6,315,236
		Common Stock (5,610 shares) (d)		250,000	250,000
		Warrants (d)	5,303		
			6,565,236		6,565,236
<b>Sub Total Affiliate investments</b>			<b>121,962,460</b>		<b>170,189,927</b>

The accompanying notes are an integral part of these consolidated financial statements.

Table of Contents**MVC Capital, Inc.****Consolidated Schedule of Investments - (Continued)****October 31, 2015**

<b>Company</b>	<b>Industry</b>	<b>Investment</b>	<b>Principal</b>	<b>Cost</b>	<b>Fair Value/Market Value</b>
<b>Control investments - 33.78% (c, f, g)</b>					
Equus Total Return, Inc.	Registered Investment Company	Common Stock (4,444,644 shares) (d)		\$ 10,030,272	\$ 7,644,788
MVC Automotive Group GmbH	Automotive Dealerships	Common Equity Interest (a, d, e)		48,457,838	13,452,000
MVC Private Equity Fund LP	Private Equity	Limited Partnership Interest (a, d, j)		13,838,539	21,939,744
		General Partnership Interest (a, d, j)		353,024	552,016
				14,191,563	22,491,760
Ohio Medical Corporation	Medical Device Manufacturer	Common Stock (5,620 shares) (a, d, p)		15,763,636	
		Series A Convertible Preferred Stock 16.0000% PIK (33,904 shares) (a, b, p)		30,000,000	6,050,797
		Series C Convertible Preferred Stock 16.0000% PIK (10,737 shares) (a, b, p)		22,618,466	32,479,292
				68,382,102	38,530,089
RuMe, Inc.	Consumer Products	Common Stock (5,297,548 shares) (a, d)		924,475	924,475
		Series C Preferred Stock (23,896,634 shares) (a, d)		3,410,694	6,467,772
		Series B-1 Preferred Stock (4,999,076 shares) (a, d)		999,815	1,667,753
				5,334,984	9,060,000
SIA Tekers Invest	Port Facilities	Common Stock (68,800 shares) (a, d, e)		2,300,000	342,000
Turf Products, LLC	Distributor - Landscaping and Irrigation Equipment	Senior Subordinated Debt 7.0000% Cash, 4.0000% PIK, 11/01/2018 (a, b, l)	\$ 3,895,262	3,895,262	3,862,994
		Limited Liability Company Interest (a, d)		3,535,694	3,991,794
		Guarantee (a, d)		1	(41,034)
		Warrants (a, d)		150	
				7,430,956	7,813,754
<b>Sub Total Control investments</b>				<b>156,127,715</b>	<b>99,334,391</b>
<b>TOTAL PORTFOLIO INVESTMENTS - 136.32% (f)</b>					
				<b>\$ 443,716,959</b>	<b>\$ 400,875,721</b>
<b>U.S. Treasury obligations - 30.49% (f, g)</b>					
U.S. Treasury obligations	U.S. Government Securities	1.3750% Cash, 10/31/2019 (n)	90,300,000	\$ 89,820,800	\$ 89,681,535
				<b>\$ 89,820,800</b>	<b>\$ 89,681,535</b>

Edgar Filing: MVC CAPITAL, INC. - Form 10-Q

**Sub Total U.S. Treasury obligations**

**Cash equivalents and restricted cash equivalents - 2.74% (f, g)**

Fidelity Institutional Government Money Market Fund		Beneficial Shares (1,659,943 shares)	1,659,943	1,659,943
JP Morgan Prime Money Market Fund	Money Market Fund	Beneficial Shares (6,400,723 shares)	6,400,723	6,400,723
<b>Total Cash equivalents and restricted cash equivalents</b>			<b>8,060,666</b>	<b>8,060,666</b>
<b>TOTAL INVESTMENT ASSETS - 169.55%</b>			<b>\$ 541,598,425</b>	<b>\$ 498,617,922</b>

(a) These securities are restricted from public sale without prior registration under the Securities Act of 1933. The Company negotiates certain aspects of the method and timing of the disposition of these investments, including registration, rights and related costs.

(b) These securities accrue a portion of their interest/dividends in payment in kind interest/dividends which is capitalized to the investment.

(c) All of the Company's equity and debt investments are issued by eligible portfolio companies, as defined in the Investment Company Act of 1940, except MVC Automotive Group GmbH, Security Holdings B.V., SGDA Europe B.V., SIA Tekers Invest, JSC Tekers Holdings, Centile Holdings B.V., Equus Total Return, Inc., MVC Private Equity Fund L.P., and Advantage Insurance Holdings LTD. The Company makes available significant managerial assistance to all of the portfolio companies in which it has invested.

(d) Non-income producing assets.

(e) The principal operations of these portfolio companies are located in Europe and Cayman Islands which represents approximately 28% of the net assets. The remaining portfolio companies are located in North America which represents approximately 108% of the net assets.

(f) Percentages are based on net assets of \$294,075,587 as of October 31, 2015.

(g) See Note 3 for further information regarding Investment Classification.

(h) All or a portion of the accrued interest on these securities have been reserved for.

(i) Legacy Investments.

(j) MVC Private Equity Fund, LP is a private equity fund focused on control equity investments in the lower middle market. The fund currently holds five investments, four located in the United States and one in Gibraltar, the investments are in the energy, services, contract manufacturing, and industrial sectors. The Company's proportional share of the AccuMed Corp. preferred stock, Plymouth Rock Energy membership interest and loan and the Gibdock Limited equity interest is \$4,251,620, \$7,184,225 and \$5,923,100, respectively.

Edgar Filing: MVC CAPITAL, INC. - Form 10-Q

(k) Upon a liquidity event, the Company may receive additional ownership in U.S. Gas & Electric, Inc.

(l) All or a portion of these securities may serve as collateral for the Firstrust Bank Bridge Loan.

(m) Deferred interest of \$803,847, \$303,877, \$946,234 and \$711,982 for Agri-Carriers Group, Legal Solutions Holdings, RXInnovation and The Results Companies, respectively, is shown as a receivable on the Consolidated Balance Sheet as of October 31, 2015.

(n) All or a portion of these securities may serve as collateral for the BB&T Credit Facility.

(o) All or a portion of these securities may serve as collateral for the Macquarie Energy trade supply credit facility.

(p) All or a portion of these securities may serve as collateral for a loan made to Ohio Medical by another financial institution

PIK - Payment-in-kind

- Denotes zero cost or fair value.

The accompanying notes are an integral part of these consolidated financial statements.

Table of Contents

MVC Capital, Inc. (the Company)

Notes to Consolidated Financial Statements

July 31, 2016

(Unaudited)

**1. Basis of Presentation**

The accompanying unaudited interim consolidated financial statements have been prepared in accordance with the instructions to Form 10-Q and do not include all of the information and footnotes required by U.S. generally accepted accounting principles for complete consolidated financial statements. Certain amounts, when applicable, have been reclassified to adjust to current period presentations. In the opinion of management, all adjustments (consisting of normal recurring accruals) considered necessary for a fair presentation have been included as required by Regulation S-X, Rule 10-01. These statements should be read in conjunction with the consolidated financial statements and notes thereto included in the Company's Annual Report on Form 10-K for the year ended October 31, 2015, as filed with the U.S. Securities and Exchange Commission (the SEC) on May 16, 2016. As the Company is an investment company, (as defined by the Investment Company Act of 1940 (the 1940 Act)), management follows investment company accounting and reporting guidance of Financial Accounting Standards Board (FASB) 946-Investment Companies, which is accounting principles generally accepted in the United States of America (GAAP).

**2. Consolidation**

On July 16, 2004, the Company formed a wholly-owned subsidiary, MVC Financial Services, Inc. (MVCFS). MVCFS is incorporated in Delaware and its principal purpose is to provide advisory, administrative and other services to the Company, the Company's portfolio companies and other entities. MVCFS had opening equity of \$1 (100 shares at \$0.01 per share). The Company does not hold MVCFS for investment purposes and does not intend to sell MVCFS.

On October 14, 2011, the Company formed a wholly-owned subsidiary, MVC Cayman, an exempted company incorporated in the Cayman Islands, to hold certain of its investments and to make certain future investments. The results of MVCFS and MVC Cayman are consolidated into the Company's financial statements and all inter-company accounts have been eliminated in consolidation. Of the \$16.1 million in cash on the Company's Consolidated Balance Sheets as of July 31, 2016, approximately \$1.1 million was held by MVC Cayman.

During fiscal year ended October 31, 2012 and thereafter, MVC Partners, LLC (MVC Partners) was consolidated with the operations of the Company as MVC Partners' limited partnership interest in the MVC Private Equity Fund, L.P. (PE Fund) is a substantial portion of MVC Partners operations. Previously, MVC Partners was presented as a portfolio company on the Consolidated Schedule of Investments. The consolidation of MVC Partners has not had any material effect on the financial position or net results of operations of the Company. There are additional disclosures resulting from this consolidation.

## Edgar Filing: MVC CAPITAL, INC. - Form 10-Q

MVC GP II, LLC ( MVC GP II ), an indirect wholly-owned subsidiary of the Company, serves as the general partner to the PE Fund. MVC GP II is wholly-owned by MVCFS, a subsidiary of the Company. The results of MVC GP II are consolidated into MVCFS and ultimately the Company. All inter-company accounts have been eliminated in consolidation.

During fiscal year ended October 31, 2014, MVC Turf, LLC ( MVC Turf ) was consolidated with the Company as MVC Turf is an MVC wholly-owned holding company. The consolidation of MVC Turf did not have any material effect on the financial position or net results of operations of the Company. Of

Table of Contents

the \$16.1 million in cash on the Company's Consolidated Balance Sheets as of July 31, 2016, approximately \$333,000 was held by MVC Turf, an MVC wholly-owned holding company.

### **3. Investment Classification**

As required by the 1940 Act, we classify our investments by level of control. As defined in the 1940 Act, **Control Investments** are investments in those companies that we are deemed to **Control**. **Affiliate Investments** are investments in those companies that are **Affiliated Companies** of us, as defined in the 1940 Act, other than Control Investments. **Non-Control/Non-Affiliate Investments** are those that are neither Control Investments nor Affiliate Investments. Generally, under that 1940 Act, we are deemed to control a company in which we have invested if we own 25% or more of the voting securities of such company. We are deemed to be an affiliate of a company in which we have invested if we own 5% or more and less than 25% of the voting securities of such company.

### **4. Cash and Cash Equivalents**

For the purpose of the Consolidated Balance Sheets and Consolidated Statements of Cash Flows, the Company considers all money market and all highly liquid temporary cash investments purchased with an original maturity of less than three months to be cash equivalents. The Company places its cash and cash equivalents with financial institutions and cash held in bank accounts may exceed the Federal Deposit Insurance Corporation (FDIC) insured limit. As of July 31, 2016, the Company had approximately \$1.1 million in cash equivalents, approximately \$500,000 in restricted cash and approximately \$16.1 million in cash totaling approximately \$17.7 million. Of the \$16.1 million in cash, approximately \$333,000 was held by MVC Turf and approximately \$1.1 million was held by MVC Cayman.

#### *Restricted Cash and Cash Equivalents*

Cash and cash equivalent accounts that are not available to the Company for day-to-day use and are legally restricted are classified as restricted cash. Restricted cash and cash equivalents are carried at cost, which approximates fair value. On April 26, 2011, the Company agreed to collateralize a 5.0 million Euro letter of credit from JPMorgan Chase Bank, N.A., which is related to a project guarantee by AB DnB NORD bankas to Security Holdings B.V., a portfolio company investment. The Euro letter of credit was equivalent to approximately \$5.5 million at October 31, 2015. During the nine month period ended July 31, 2016, the Euro letter of credit was released and is no longer collateralized by the Company and released from restricted cash. During the nine month period ended July 31, 2016, the Company agreed to cash collateralize a \$500,000 working capital line of credit for MVC Environmental, which was classified as restricted cash equivalents on the Company's Consolidated Balance Sheets.

### **5. Recent Accounting Pronouncements**

In May 2014, the Financial Accounting Standards Board (FASB) issued Accounting Standards Update (ASU) No. 2014-09, Revenue from Contracts with Customers (Topic 606). ASU 2014-09 addresses the reporting of revenue by most entities and will replace most existing revenue recognition guidance in U.S. GAAP when it becomes effective. This update is effective in fiscal periods beginning after December 15, 2016.

## Edgar Filing: MVC CAPITAL, INC. - Form 10-Q

Early application is not permitted. The impact on our financial statements of adopting ASU 2014-09 is currently being assessed by management.

In August 2014, the FASB issued ASU 2014-15, Presentation of Financial Statements – Going Concern (Subtopic 205-40): Disclosure of Uncertainties about an Entity’s Ability to Continue as a Going Concern (ASU 2014-15). The standard requires management to evaluate, at each interim and annual reporting period, whether there are conditions or events that raise substantial doubt about the entity’s ability to continue as a going concern within one year after the date the financial statements are issued,



Table of Contents

and provide related disclosures. ASU 2014-15 is effective for annual periods ending after December 15, 2016, and for annual and interim periods thereafter, and early adoption is permitted. The Company does not expect to adopt ASU 2014-15 early and does not believe the standard will have a material impact on our financial statements, when adopted.

In February 2015, the FASB issued Accounting Standards Update 2015-02, which updated consolidation standards under ASC Topic 810, Consolidation. Under this update, a new consolidation analysis is required for variable interest entities ( VIEs ) and will limit the circumstances in which investment managers and similar entities are required to consolidate the entities that they manage. The FASB decided to eliminate some of the criteria under which their fees are considered a variable interest and limit the circumstances in which variable interests in a VIE held by related parties of a reporting enterprise require the reporting enterprise to consolidate the VIE. The guidance is effective for public business entities for annual and interim periods in fiscal years beginning after December 15, 2015. The Company does not expect the adoption of ASU 2015-2 to have a material impact on our financial statements.

In April 2015, the FASB issued Accounting Standards Update 2015-03, Interest Imputation of Interest (Subtopic 835-30): Simplifying the Presentation of Debt Issuance Costs. Under this guidance, debt issuance costs related to a recognized debt liability are to be presented as a direct deduction from the debt liability rather than as an asset on the balance sheet, consistent with debt discounts. The guidance is effective for public business entities for annual and interim periods in fiscal years beginning after December 15, 2015. The Company does not expect to adopt ASU No. 2015-03 early and does not believe the standard will have a material impact on our financial statements, when adopted.

In May 2015, the FASB issued ASU No. 2015-07, Fair Value Measurement (Topic 820): Disclosures for Investments in Certain Entities that Calculate Net Asset Value per Share (or Its Equivalent). The new guidance removes the requirement that investments for which NAV is determined based on practical expedient reliance be reported utilizing the fair value hierarchy. The guidance is effective for public business entities for annual and interim periods in fiscal years beginning after December 15, 2015. The Company does not expect the adoption of ASU 2015-07 to have a material impact on our financial statements.

## **6. Investment Valuation Policy**

Our investments are carried at fair value in accordance with the Accounting Standards Codification, *Fair Value Measurement* ( ASC 820 ). In accordance with the 1940 Act, unrestricted minority-owned publicly traded securities for which market quotations are readily available are valued at the closing market quote on the valuation date and majority-owned publicly traded securities and other privately held securities are valued as determined in good faith by the Valuation Committee of our Board of Directors. For legally or contractually restricted securities of companies that are publicly traded, the value is based on the closing market quote on the valuation date minus a discount for the restriction. At July 31, 2016, we did not own restricted or unrestricted securities of any publicly traded company in which we have a majority-owned interest but did own one security in which we have a minority-owned interest.

ASC 820 provides a framework for measuring the fair value of assets and liabilities and provides guidance regarding a fair value hierarchy that prioritizes information used to measure value. In determining fair value, the Valuation Committee primarily uses the level 3 inputs referenced in ASC 820.

## Edgar Filing: MVC CAPITAL, INC. - Form 10-Q

ASC 820 defines fair value in terms of the price that would be received upon the sale of an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The price used to measure the fair value is not adjusted for transaction costs while the cost basis of our investments may include initial transaction costs. Under ASC 820, the fair value measurement also assumes that the transaction to sell an asset occurs in the principal market for the asset or, in the absence

Table of Contents

of a principal market, the most advantageous market for the asset. The principal market is the market in which the reporting entity would sell or transfer the asset with the greatest volume and level of activity for the asset to which the reporting entity has access to as of the measurement date. If no market for the asset exists or if the reporting entity does not have access to the principal market, the reporting entity should use a hypothetical market.

*Valuation Methodology*

Pursuant to the requirements of the 1940 Act and in accordance with ASC 820, we value our portfolio securities at their current market values or, if market quotations are not readily available, at their estimates of fair values. Because our portfolio company investments generally do not have readily ascertainable market values, we record these investments at fair value in accordance with our Valuation Procedures adopted by the Board of Directors, which are consistent with ASC 820. As permitted by the SEC, the Board of Directors has delegated the responsibility of making fair value determinations to the Valuation Committee, subject to the Board of Directors' supervision and pursuant to our Valuation Procedures. Our Board of Directors may also hire independent consultants to review our Valuation Procedures or to conduct an independent valuation of one or more of our portfolio investments.

Pursuant to our Valuation Procedures, the Valuation Committee (which is comprised of three Independent Directors) determines fair values of portfolio company investments on a quarterly basis (or more frequently, if deemed appropriate under the circumstances). In doing so, the Committee considers the recommendations of The Tokarz Group Advisers LLC (TTG Advisers). The Committee also considers input and reviews by third party consultants retained to support the Company's valuation process. The Company has also adopted several other enhanced processes related to valuations of controlled/affiliated portfolio companies. Any changes in valuation are recorded in the consolidated statements of operations as Net unrealized appreciation (depreciation) on investments.

Currently, our NAV per share is calculated and published on a quarterly basis. The Company calculates our NAV per share by subtracting all liabilities from the total value of our portfolio securities and other assets and dividing the result by the total number of outstanding shares of our common stock on the date of valuation. Fair values of foreign investments reflect exchange rates, as applicable, in effect on the last business day of the quarter end. Exchange rates fluctuate on a daily basis, sometimes significantly. Exchange rate fluctuations following the most recent quarter end are not reflected in the valuations reported in this Quarterly Report. See Item 3 Risk Factor, Investments in foreign debt or equity may involve significant risks in addition to the risks inherent in U.S. investments.

At July 31, 2016 and October 31, 2015, approximately 82.49% and 76.08%, respectively, of total assets represented investments in portfolio companies recorded at fair value (Fair Value Investments).

Under most circumstances, at the time of acquisition, Fair Value Investments are carried at cost (absent the existence of conditions warranting, in management's and the Valuation Committee's view, a different initial value). During the period that an investment is held by the Company, its original cost may cease to approximate fair value as the result of market and investment specific factors. No pre-determined formula can be applied to determine fair value. Rather, the Valuation Committee analyzes fair value measurements based on the value at which the securities of the portfolio company could be sold in an orderly disposition over a reasonable period of time between willing parties, other than in a forced or liquidation sale. The liquidity event whereby the Company ultimately exits an investment is generally the sale, the merger, the recapitalization of a portfolio company or by a public offering of its securities.

## Edgar Filing: MVC CAPITAL, INC. - Form 10-Q

There is no one methodology to determine fair value and, in fact, for any portfolio security, fair value may be expressed as a range of values, from which the Company derives a single estimate of fair value. To determine the fair value of a portfolio security, the Valuation Committee analyzes the portfolio company's financial results and projections, publicly traded comparable companies when available,

Table of Contents

comparable private transactions when available, precedent transactions in the market when available, third-party real estate and asset appraisals if appropriate and available, discounted cash flow analysis, if appropriate, as well as other factors. The Company generally requires, where practicable, portfolio companies to provide annual audited and more regular unaudited financial statements, and/or annual projections for the upcoming fiscal year.

The fair value of our portfolio securities is inherently subjective. Because of the inherent uncertainty of fair valuation of portfolio securities and escrow receivables that do not have readily ascertainable market values, our estimate of fair value may significantly differ from the fair value that would have been used had a ready market existed for the securities. Such values also do not reflect brokers' fees or other selling costs, which might become payable on disposition of such investments.

If a security is publicly traded, the fair value is generally equal to market value based on the closing price on the principal exchange on which the security is primarily traded unless restricted and a restricted discount is applied.

For equity securities of portfolio companies, whose securities are not publicly traded, the Valuation Committee estimates the fair value based on market and/or income approach with value then attributed to equity or equity like securities using the enterprise value waterfall ( Enterprise Value Waterfall ) valuation methodology. Under the Enterprise Value Waterfall valuation methodology, the Valuation Committee estimates the enterprise fair value of the portfolio company and then waterfalls the enterprise value over the portfolio company's securities in order of their preference relative to one another. To assess the enterprise value of the portfolio company, the Valuation Committee weighs some or all of the traditional market valuation methods and factors based on the individual circumstances of the portfolio company in order to estimate the enterprise value. The methodologies for performing assets may be based on, among other things: valuations of comparable public companies, recent sales of private and public comparable companies, discounting the forecasted cash flows of the portfolio company, third party valuations of the portfolio company, considering offers from third parties to buy the company, estimating the value to potential strategic buyers and considering the value of recent investments in the equity securities of the portfolio company, and third-party asset and real estate appraisals. For non-performing assets, the Valuation Committee may estimate the liquidation or collateral value of the portfolio company's assets. The Valuation Committee also takes into account historical and anticipated financial results.

The Company does not utilize hedge accounting and instead, when applicable, marks its derivatives to market on the Company's consolidated statement of operations.

In assessing enterprise value, the Valuation Committee considers the mergers and acquisitions ( M&A ) market as the principal market in which the Company would sell its investments in portfolio companies under circumstances where the Company has the ability to control or gain control of the board of directors of the portfolio company ( Control Companies ). This approach is consistent with the principal market that the Company would use for its portfolio companies if the Company has the ability to initiate a sale of the portfolio company as of the measurement date, i.e., if it has the ability to control or gain control of the board of directors of the portfolio company as of the measurement date. In evaluating if the Company can control or gain control of a portfolio company as of the measurement date, the Company takes into account its equity securities on a fully diluted basis, as well as other factors.

For Non-Control Companies, consistent with ASC 820, the Valuation Committee considers a hypothetical secondary market as the principal market in which it would sell investments in those companies. The Company also considers other valuation methodologies such as the Option Pricing Method and liquidity preferences when valuing minority equity positions of a portfolio company.



Table of Contents

For loans and debt securities of Non-Control Companies (for which the Valuation Committee has identified the hypothetical secondary market as the principal market), the Valuation Committee determines fair value based on the assumptions that a hypothetical market participant would use to value the security in a current hypothetical sale using a market yield ( Market Yield ) valuation methodology. In applying the Market Yield valuation methodology, the Valuation Committee determines the fair value based on such factors as third party broker quotes (if available) and market participant assumptions, including synthetic credit ratings, estimated remaining life, current market yield and interest rate spreads of similar securities as of the measurement date.

Estimates of average life are generally based on market data of the average life of similar debt securities. However, if the Valuation Committee has information available to it that the debt security is expected to be repaid in the near term, the Valuation Committee would use an estimated life based on the expected repayment date.

The Valuation Committee determines fair value of loan and debt securities of Control Companies based on the estimate of the enterprise value of the portfolio company. To the extent the enterprise value exceeds the remaining principal amount of the loan and all other debt securities of the company, the fair value of such securities is generally estimated to be their cost. However, where the enterprise value is less than the remaining principal amount of the loan and all other debt securities, the Valuation Committee may discount the value of such securities to reflect an impairment.

For the Company's or its subsidiary's investment in the PE Fund, for which an indirect wholly-owned subsidiary of the Company serves as the general partner (the GP) of the PE Fund, the Valuation Committee relies on the GP's determination of the fair value of the PE Fund which will be generally valued, as a practical expedient, utilizing the net asset valuations provided by the GP, which will be made: (i) no less frequently than quarterly as of the Company's fiscal quarter end and (ii) with respect to the valuation of PE Fund investments in portfolio companies, will be based on methodologies consistent with those set forth in the Company's Valuation Procedures. In making its determinations, the GP considers and generally relies on TTG Advisers' recommendations. The determination of the net asset value of the Company's or its subsidiary's investment in the PE Fund will follow the methodologies described for valuing interests in private investment funds ( Investment Vehicles ) described below. Additionally, when both the Company and the PE Fund hold investments in the same portfolio company, the GP's Fair Value determination shall be based on the Valuation Committee's determination of the Fair Value of the Company's portfolio security in that portfolio company.

As permitted under GAAP, the Company's interests in private investment funds are generally valued, as a practical expedient, utilizing the net asset valuations provided by management of the underlying Investment Vehicles, without adjustment, unless TTG Advisers is aware of information indicating that a value reported does not accurately reflect the value of the Investment Vehicle, including any information showing that the valuation has not been calculated in a manner consistent with GAAP. Net unrealized appreciation (depreciation) of such investments is recorded based on the Company's proportionate share of the aggregate amount of appreciation (depreciation) recorded by each underlying Investment Vehicle. The Company's proportionate investment interest includes its share of interest and dividend income and expense, and realized and unrealized gains and losses on securities held by the underlying Investment Vehicles, net of operating expenses and fees. Realized gains and losses on distributions from Investment Vehicles are generally recognized on a first in, first out basis.

The Company applies the practical expedient to interests in Investment Vehicles on an investment by investment basis, and consistently with respect to the Company's entire interest in an investment. The Company may adjust the valuation obtained from an Investment Vehicle with a premium, discount or reserve if it determines that the net asset value is not representative of fair value.





Table of Contents

If the Company intends to sell all or a portion of its interest in an Investment Vehicle to a third-party in a privately negotiated transaction near the valuation date, the Company will consider offers from third parties to buy the interest in an Investment Vehicle in valuations which may be discounted for both probability of close and time.

When the Company receives nominal cost warrants or free equity securities ( nominal cost equity ) with a debt security, the Company typically allocates its cost basis in the investment between debt securities and nominal cost equity at the time of origination. If the Company is not reimbursed for investment or transaction related costs at the time an investment is made, the Company typically capitalizes those costs to the cost basis of the investment.

Interest income, adjusted for amortization of premium and accretion of discount on a yield to maturity methodology, is recorded on an accrual basis to the extent that such amounts are expected to be collected. Origination and/or closing fees associated with investments in portfolio companies are accreted into income over the respective terms of the applicable loans. Upon the prepayment of a loan or debt security, any unamortized original issue discount or market discount is recorded as interest income. Prepayment premiums are recorded on loans when received as interest income. Dividend income, if any, is recognized on an accrual basis on the ex-dividend date to the extent that the Company expects to collect such amounts.

For loans, debt securities, and preferred securities with contractual payment-in-kind interest or dividends, which represent contractual interest/dividends accrued and added to the loan balance or liquidation preference that generally becomes due at maturity, the Company will not ascribe value to payment-in-kind interest/dividends, if the portfolio company valuation indicates that the payment-in-kind interest is not collectible. However, the Company may ascribe value to payment-in-kind interest if the health of the portfolio company and the underlying securities are not in question. All payment-in-kind interest that has been added to the principal balance or capitalized is subject to ratification by the Valuation Committee. For interest or deferred interest receivables purchased by the Company at a discount to their outstanding amount, the Company amortizes the discount using the effective yield method and records it as interest income over the life of the loan. The Company will not ascribe value to the interest or deferred interest, if the Company has determined that the interest is not collectible.

Escrows from the sale of a portfolio company are generally valued at an amount, which may be expected to be received from the buyer under the escrow's various conditions and discounted for both risk and time.

ASC 460, *Guarantees*, requires the Company to estimate the fair value of the guarantee obligation at its inception and requires the Company to assess whether a probable loss contingency exists in accordance with the requirements of ASC 450, *Contingencies*. The Valuation Committee typically will look at the pricing of the security in which the guarantee provided support for the security and compare it to the price of a similar or hypothetical security without guarantee support. The difference in pricing will be discounted for time and risk over the period in which the guarantee is expected to remain outstanding.

## **7. Concentration of Market Risk**

Financial instruments that subjected the Company to concentrations of market risk consisted principally of equity investments, subordinated notes, debt instruments and escrow receivables (other than cash equivalents), which collectively represented approximately 86.25% and 77.62% of the Company's total assets at July 31, 2016 and October 31, 2015, respectively. As discussed in Note 8, these investments consist of securities

## Edgar Filing: MVC CAPITAL, INC. - Form 10-Q

in companies with no readily determinable market values and as such are valued in accordance with the Company's fair value policies and procedures. The Company's investment strategy represents a high degree of business and financial risk due to the fact that the Company's portfolio investments (other than cash equivalents) are generally illiquid, in small and middle market companies,

Table of Contents

and include foreign investments (which subject the Company to additional risks such as currency, geographic, demographic and operational risks), entities with little operating history or entities that possess operations in new or developing industries. These investments, should they become publicly traded, would generally be (i) subject to restrictions on resale, if they were acquired from the issuer in private placement transactions; and (ii) susceptible to market risk. Additionally, we are classified as a non-diversified investment company within the meaning of the 1940 Act, and therefore may invest a significant portion of our assets in a relatively small number of portfolio companies, which gives rise to a risk of significant loss should the performance or financial condition of one or more portfolio companies deteriorate. As of July 31, 2016, the fair value of our largest investment, U.S. Gas & Electric, Inc. ( U.S. Gas ), comprised 20.8% of our total assets and 32.5% of our net assets. The Company's investments in short-term securities are generally in U.S. government securities, with a maturity of greater than three months but generally less than one year or other high quality and highly liquid investments. The Company considers all money market and other cash investments purchased with an original maturity of less than three months to be cash equivalents.

The following table shows the portfolio composition by industry grouping at fair value as a percentage of net assets as of July 31, 2016 and October 31, 2015.

	July 31, 2016	October 31, 2015
Energy Services	32.50%	32.08%
Electrical Engineering	15.03%	15.40%
Private Equity	8.56%	7.65%
Manufacturer of Pipe Fittings	7.37%	9.06%
Automotive Dealerships	5.65%	4.57%
Food Services	5.30%	4.89%
Consumer Products	5.26%	4.70%
Transportation	4.77%	4.00%
Environmental Services	4.31%	4.77%
Renewable Energy	4.29%	5.88%
Business Services	3.88%	6.02%
Manufacturer of Plastics Parts	3.60%	0.00%
Electronics Component Manufacturing	3.46%	0.00%
Specialty Chemicals	2.92%	2.51%
Insurance	2.91%	2.73%
Iron Foundries	2.79%	2.23%
Software	2.77%	5.17%
Distributor - Landscaping and Irrigation Equipment	2.77%	2.66%
Regulated Investment Company	2.71%	2.60%
Welding Equipment Manufacturer	2.54%	0.00%
Technology Investment - Financial Services	2.05%	1.90%
Manufacturer of Equipment Components	1.84%	0.00%
Electronics Manufacturing and Repair	1.81%	1.70%
Real Estate Management	1.39%	1.72%
Restaurants	1.09%	0.66%
Manufacturer of Laminate Material and Composites	0.14%	0.18%
Port Facilities	0.00%	0.12%
Medical Device Manufacturer	0.00%	13.12%
Retail Store Fixtures	0.00%	0.00%
	131.71%	136.32%



Table of Contents

**8. Portfolio Investments**

Pursuant to the requirements of the 1940 Act and ASC 820, we value our portfolio securities at their current market values or, if market quotations are not readily available, at their estimated fair values. Because our portfolio company investments generally do not have readily ascertainable market values, we record these investments at fair value in accordance with Valuation Procedures adopted by our Board of Directors. As permitted by the SEC, the Board of Directors has delegated the responsibility of making fair value determinations to the Valuation Committee, subject to the Board of Directors' supervision and pursuant to our Valuation Procedures.

The levels of fair value inputs used to measure our investments are characterized in accordance with the fair value hierarchy established by ASC 820. Where inputs for an asset or liability fall in more than one level in the fair value hierarchy, the investment is classified in its entirety based on the lowest level input that is significant to that investment's fair value measurement. We use judgment and consider factors specific to the investment in determining the significance of an input to a fair value measurement. The three levels of the fair value hierarchy and investments that fall into each of the levels are described below:

- **Level 1:** Level 1 inputs are unadjusted quoted prices in active markets that are accessible at the measurement date for identical, unrestricted assets or liabilities. We use Level 1 inputs for investments in publicly traded unrestricted securities for which we do not have a controlling interest. Such investments are valued at the closing price on the measurement date. We valued one of our investments using Level 1 inputs as of July 31, 2016.
- **Level 2:** Level 2 inputs are inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly or other inputs that are observable or can be corroborated by observable market data. Additionally, the Company's interests in Investment Vehicles that can be withdrawn by the Company at the net asset value reported by such Investment Vehicle as of the measurement date or within six months of the measurement date are generally categorized as Level 2 investments. We did not value any of our investments using Level 2 inputs as of July 31, 2016.
- **Level 3:** Level 3 inputs are unobservable and cannot be corroborated by observable market data. Additionally, included in Level 3 are the Company's interests in Investment Vehicles from which the Company cannot withdraw at the net asset value reported by such Investment Vehicles as of the measurement date or within six months of the measurement date. We use Level 3 inputs for measuring the fair value of substantially all of our investments. See Note 6 Investment Valuation Policy for the investment valuation policies used to determine the fair value of these investments.

As noted above, the interests in Investment Vehicles are included in Level 3 of the fair value hierarchy. In determining the appropriate level, the Company considers the length of time until the investment is redeemable, including notice and lock-up periods and any other restriction on the disposition of the investment. The Company also considers the nature of the portfolios of the underlying Investment Vehicles and such vehicles' ability to liquidate their investment.

The following fair value hierarchy tables set forth our assets and liabilities by level as of July 31, 2016 and October 31, 2015 (in thousands):

Edgar Filing: MVC CAPITAL, INC. - Form 10-Q

Table of Contents

	July 31, 2016				Total
	Level 1	Level 2	Level 3		
Senior/Subordinated Loans and credit facilities	\$	\$	\$	148,566	\$ 148,566
Common Stock		7,556		11,725	19,281
Preferred Stock				106,371	106,371
Warrants				852	852
Common Equity Interest				63,980	63,980
LP Interest of the PE Fund				23,261	23,261
GP Interest of the PE Fund				584	584
LLC Interest				3,992	3,992
Guarantee				(22)	(22)
Escrow Receivable				8,788	8,788
<b>Total Investments, net</b>	\$	7,556	\$	368,097	\$ 375,653

	October 31, 2015				Total
	Level 1	Level 2	Level 3		
Senior/Subordinated Loans and credit facilities	\$	\$	\$	138,471	\$ 138,471
Common Stock		7,645		7,953	15,598
Preferred Stock				149,026	149,026
Warrants				1,661	1,661
Common Equity Interest				69,677	69,677
LP Interest of the PE Fund				21,940	21,940
GP Interest of the PE Fund				552	552
LLC Interest				3,992	3,992
Guarantee				(41)	(41)
Escrow Receivable				293	293
Short-term investments			89,682		89,682
<b>Total Investments, net</b>	\$	7,645	\$	393,524	\$ 490,851

A review of fair value hierarchy classifications is conducted on a quarterly basis. Changes in the observability of valuation inputs may result in a reclassification for certain financial assets or liabilities. Reclassifications impacting Level 3 of the fair value hierarchy are reported as transfers in/out of the Level 3 category as of the beginning of the period in which the reclassifications occur. During the nine month period ended July 31, 2016 and the year ended October 31, 2015, there were no transfers in and out of Level 1 or 2.

The following tables set forth a summary of changes in the fair value of investment assets and liabilities measured using Level 3 inputs for the nine month period ended July 31, 2016, and July 31, 2015 (in thousands):

	Balances, November 1, 2015	Realized Gain (Losses) (1)	Reversal of Prior Period (Appreciation) Depreciation		Purchases (4)	Sales (5) Out of Level 3	Balances, July 31, 2016	Total Loss for the Year Included in Earnings Attributable to the Change in Unrealized Appreciation (Depreciation) on Investments held as of July 31, 2016
			Unrealized Appreciation (Depreciation) (2)	Unrealized Appreciation (Depreciation) (3)				
Senior/Subordinated Loans and credit facilities	\$ 138,471	\$ (6,526)	\$ 7,593	\$ (11,224)	\$ 49,688	\$ (29,436)	\$ 148,566	\$ (18,483)
Common Stock	7,953	(16,993)	16,993	693	3,081	(2)	11,725	(4,858)
Preferred Stock	149,026	(14,671)	14,052	(4,088)		(37,948)	106,371	62,151
Warrants	1,661	(1,111)	1,111	(1,202)	393		852	(161)
	69,677			(7,296)	1,599		63,980	(70,993)

Edgar Filing: MVC CAPITAL, INC. - Form 10-Q

Common Equity									
Interest									
LP Interest of the PE									
Fund	21,940			1,321				23,261	9,423
GP Interest of the PE									
Fund	552			32				584	231
LLC Interest	3,992							3,992	456
Guarantees	(41)			19				(22)	(22)
Escrow Receivable	293	(1,108)		(82)	11,014	(1,329)		8,788	
<b>Total</b>	\$ 393,524	\$ (40,409)	\$ 39,749	\$ (21,827)	\$ 65,775	\$ (68,715)	\$	\$ 368,097	\$ (22,256)



Table of Contents

	Balances, November 1, 2014	Realized Gain (Losses) (1)	Reversal of Prior Period (Appreciation) Depreciation on Realization (2)	Unrealized Appreciation (Depreciation) (3)	Purchases (4)	Sales (5)	Transfers In Out of Level 3	Balances, July 31, 2015	Total Loss for the Year Included in Earnings Attributable to the Change in Unrealized Appreciation (Depreciation) on Investments held as of July 31, 2015
Senior/Subordinated Loans and credit facilities	\$ 129,129	\$ (2,073)	\$ 1,943	\$ (15,971)	\$ 59,970	\$ (39,501)	\$	\$ 133,497	\$ (18,835)
Common Stock	24,547	15,040	(15,050)	(81)	1,034	(16,900)		8,590	(28,607)
Preferred Stock	160,459			(15,289)	3,466			148,636	51,797
Warrants	713			392	620			1,725	(6)
Common Equity									
Interest	98,606			(16,751)	1,342	(8,665)		74,532	(59,868)
LP Interest	19,969			589				20,558	6,719
GP Interest	504			14				518	165
LLC Interest	3,992							3,992	456
Guarantees	(67)			19				(48)	(48)
Escrow Receivable				(15)	308			293	
<b>Total</b>	<b>\$ 437,852</b>	<b>\$ 12,967</b>	<b>\$ (13,107)</b>	<b>\$ (47,093)</b>	<b>\$ 66,740</b>	<b>\$ (65,066)</b>	<b>\$</b>	<b>\$ 392,293</b>	<b>\$ (48,226)</b>

- (1) Included in net realized gain (loss) on investments in the Consolidated Statements of Operations.
- (2) Included in net unrealized appreciation (depreciation) of investments in the Consolidated Statements of Operations related to securities disposed of during the nine month period ended July 31, 2016 and July 31, 2015, respectively.
- (3) Included in net unrealized appreciation (depreciation) of investments in the Consolidated Statements of Operations related to securities held at July 31, 2016 and July 31, 2015, respectively.
- (4) Includes increases in the cost basis of investments resulting from new portfolio investments, PIK interest or dividends, the amortization of discounts, premiums and closing fees and the exchange of one or more existing securities for new securities. For the nine month periods ended July 31, 2016 and July 31, 2015, a total of approximately \$6.7 million and \$1.5 million, respectively, of PIK interest and dividends and amortization of discounts and fees are included.
- (5) Includes decreases in the cost basis of investments resulting from principal repayments or sales.

In accordance with ASU 2011-04, the following tables summarize information about the Company's Level 3 fair value measurements as of July 31, 2016 and October 31, 2015 (in thousands):

Edgar Filing: MVC CAPITAL, INC. - Form 10-Q

Table of Contents

**Quantitative Information about Level 3 Fair Value Measurements\***

	Fair value as of 7/31/2016	Valuation technique	Unobservable input	Range Low	High	Weighted average (a)
<b>Common Stock (c) (d)</b>	\$ 11,725	Adjusted Net Asset Approach	Discount to Net Asset Value	0.0%	0.0%	0.0%
			Real Estate Appraisals	N/A	N/A	N/A
		Income Approach	Discount Rate	12.7%	30.0%	17.9%
			Perpetual Growth Rate of Free Cash Flow	2.0%	2.0%	2.0%
Market Approach	Revenue Multiple	1.6x	1.6x	1.6x		
	EBITDA Multiple	5.5x	5.5x	5.5x		
	Forward EBITDA Multiple	4.2x	7.0x	6.1x		
	Minority Discount	10.0%	10.0%	10.0%		
<b>Senior/Subordinated loans and credit facilities (b) (d)</b>	\$ 148,566	Market Approach	EBITDA Multiple	4.4x	6.0x	5.1x
			Forward EBITDA Multiple	4.2x	7.0x	4.7x
		Income Approach	Required Rate of Return	10.2%	33.6%	18.1%
			Discount Rate	17.7%	30.0%	17.8%
		Adjusted Net Asset Approach	Real Estate Appraisals	N/A	N/A	N/A
Discount to Net Asset Value	0.0%	67.8%	35.6%			
<b>LP Interest (e)</b>	\$ 23,261	Adjusted Net Asset Approach	Discount to Net Asset Value	0.0%	0.0%	0.0%
<b>GP Interest (e)</b>	\$ 584	Adjusted Net Asset Approach	Discount to Net Asset Value	0.0%	0.0%	0.0%
<b>LLC Interest</b>	\$ 3,992	Market Approach	EBITDA Multiple	6.0x	6.0x	6.0x
<b>Common Equity Interest</b>	\$ 63,980	Market Approach	Revenue Multiple	2.0x	2.0x	2.0x
			EBITDA Multiple	4.4x	6.0x	5.6x
			Forward EBITDA Multiple	7.0x	7.0x	7.0x
		Adjusted Net Asset Approach	Real Estate Appraisals	N/A	N/A	N/A
			Discount to Net Asset Value	0.0%	0.0%	0.0%
		Income Approach	Discount Rate	15.1%	18.1%	15.6%
Perpetual Growth Rate of Free Cash Flow	3.0%	3.0%	3.0%			
<b>Preferred Stock (c)</b>	\$ 106,371	Adjusted Net Asset Approach	Discount to Net Asset Value	0.0%	0.0%	0.0%
			Real Estate Appraisals	N/A	N/A	N/A
		Market Approach	Revenue Multiple	1.6x	1.6x	1.6x
			EBITDA Multiple	5.0x	5.0x	5.0x
			% of AUM	0.71%	0.71%	0.71%
			Illiquidity Discount	30.0%	30.0%	30.0%
			Multiple of Book Value	1.0x	1.0x	1.0x
EBT Multiple	12.0x	12.0x	12.0x			

Edgar Filing: MVC CAPITAL, INC. - Form 10-Q

			Discount to Letter of Intent	0.0%	0.0%	0.0%
		Income Approach	Discount Rate	16.1%	16.1%	16.1%
			Perpetual Growth Rate of Free Cash Flow	2.5%	2.5%	2.5%
<b>Warrants</b>	\$	852	Market Approach	Minority Discount	10.0%	10.0%
				EBITDA Multiple	5.5x	5.9x
			Income Approach	Discount Rate	12.7%	12.7%
				Perpetual Growth Rate of Free Cash Flow	2.0%	2.0%
			Adjusted Net Asset Approach	Discount to Net Asset Value	40.6%	40.6%
<b>Guarantees</b>	\$	(22)	Income Approach	Discount Rate	7.3%	7.3%
<b>Escrows</b>	\$	8,788	Income Approach	Discount Rate	20.0%	20.0%
<b>Total</b>	\$	<b>368,097</b>				

**Notes:**

- (a) Calculated based on fair values.
- (b) Certain investments are priced using non-binding broker or dealer quotes.
- (c) Certain common and preferred stock investments are fair valued based on liquidation-out preferential rights held by the Company.
- (d) Real estate appraisals are performed by independent third parties and the Company does not have reasonable access to the underlying unobservable inputs.
- (e) Practical expedient is used utilizing the net asset valuations provided by the GP

\* The above table excludes certain investments whose fair value is zero due to certain specific situations at the portfolio company level.

NM - Not Meaningful

Edgar Filing: MVC CAPITAL, INC. - Form 10-Q

Table of Contents

**Quantitative Information about Level 3 Fair Value Measurements\***

	Fair value as of 10/31/2015	Valuation technique	Unobservable input	Range Low	High	Weighted average (a)		
<b>Common Stock (c) (d)</b>	\$ 7,953	Adjusted Net Asset Approach	Discount to Net Asset Value	0.0%	0.0%	0.0%		
			Real Estate Appraisals	N/A	N/A	N/A		
		Income Approach	Discount Rate	15.0%	30.0%	29.9%		
		Market Approach	Revenue Multiple	2.0x	2.0x	2.0x		
			EBITDA Multiple	4.7x	4.7x	4.7x		
		Forward EBITDA Multiple	7.0x	7.0x	7.0x			
			Discount to Letter of Intent	2.4%	2.4%	2.4%		
<b>Senior/Subordinated loans and credit facilities (b) (d)</b>	\$ 137,462	Market Approach	EBITDA Multiple	5.0x	6.0x	5.1x		
			Forward EBITDA Multiple	7.0x	7.0x	7.0x		
		Income Approach	Required Rate of Return	10.3%	35.0%	15.6%		
			Discount Rate	14.9%	14.9%	14.9%		
			Perpetual Growth Rate of Free Cash Flow	2.0%	2.0%	2.0%		
		Adjusted Net Asset Approach	Real Estate Appraisals	N/A	N/A	N/A		
<b>LP Interest (e)</b>	\$ 21,940	Adjusted Net Asset Approach	Discount to Net Asset Value	0.0%	0.0%	0.0%		
<b>GP Interest (e)</b>	\$ 552	Adjusted Net Asset Approach	Discount to Net Asset Value	0.0%	0.0%	0.0%		
<b>LLC Interest</b>	\$ 3,992	Market Approach	EBITDA Multiple	6.0x	6.0x	6.0x		
<b>Common Equity Interest</b>	\$ 69,677	Market Approach	Revenue Multiple	2.0x	2.0x	2.0x		
			Forward EBITDA Multiple	7.0x	7.0x	7.0x		
			EBITDA Multiple	5.5x	5.6x	5.6x		
			Multiple of Book Value	1.0x	1.0x	1.0x		
				Adjusted Net Asset Approach	Real Estate Appraisals	N/A	N/A	N/A
		Income Approach	Discount Rate	13.0%	15.9%	15.6%		
			Perpetual Growth Rate of Free Cash Flow	3.0%	3.0%	3.0%		
<b>Preferred Stock (c)</b>	\$ 149,026	Adjusted Net Asset Approach	Discount to Net Asset Value	0.0%	0.0%	0.0%		
			Real Estate Appraisals	N/A	N/A	N/A		
		Market Approach	Revenue Multiple	2.0x	2.0x	2.0x		
			EBITDA Multiple	5.0x	5.0x	5.0x		
			% of AUM	0.82%	0.82%	0.82%		
			Illiquidity Discount	30.0%	30.0%	30.0%		
			Multiple of Book Value	1.0x	1.0x	1.0x		
			EBT Multiple	20.7x	20.7x	20.7x		
			Discount to Letter of Intent	2.4%	2.4%	2.4%		

Edgar Filing: MVC CAPITAL, INC. - Form 10-Q

		Income Approach	Discount Rate	15.0%	15.9%	15.9%
			Perpetual Growth Rate of Free Cash Flow	2.5%	2.5%	2.5%
<b>Warrants</b>	\$ 2,670	Market Approach	Discount to Enterprise Value of Joint Venture	0.0%	0.0%	0.0%
<b>Guarantees</b>	\$ (41)	Income Approach	Discount Rate	7.3%	7.3%	7.3%
<b>Escrows</b>	\$ 293	Income Approach	Discount Rate	5.0%	5.0%	5.0%
<b>Total</b>	<b>\$ 393,524</b>					

**Notes:**

- (a) Calculated based on fair values.
- (b) Certain investments are priced using non-binding broker or dealer quotes.
- (c) Certain common and preferred stock investments are fair valued based on liquidation-out preferential rights held by the Company.
- (d) Real estate appraisals are performed by independent third parties and the Company does not have reasonable access to the underlying unobservable inputs.
- (e) Practical expedient is used utilizing the net asset valuations provided by the GP

\* The above table excludes certain investments whose fair value is zero due to certain specific situations at the portfolio company level.

NM - Not Meaningful

ASU 2011-04 clarifies the application of existing fair value measurement and disclosure requirements related to the application of the highest and best use and valuation premise concepts for financial and nonfinancial instruments, measuring the fair value of an instrument classified in equity, and disclosures

Table of Contents

about fair value measurements. ASU 2011-04 requires additional disclosures about fair value measurements categorized within Level 3 of the fair value hierarchy, including the valuation processes used by the reporting entity, the sensitivity of the fair value to changes in unobservable inputs and the interrelationships between those unobservable inputs, if any.

Following are descriptions of the sensitivity of the Level 3 recurring fair value measurements to changes in the significant unobservable inputs presented in the above table. For securities utilizing the income approach valuation technique, a significant increase (decrease) in the discount rate, risk premium or discount for lack of marketability would result in a significantly lower (higher) fair value measurement. The discount for lack of marketability used to determine fair value may include other factors such as liquidity or credit risk. Generally, a change in the discount rate is accompanied by a directionally similar change in the risk premium and discount for lack of marketability. For securities utilizing the market approach valuation technique, a significant increase (decrease) in the EBITDA, revenue multiple or other key unobservable inputs listed in the above table would result in a significantly higher (lower) fair value measurement. A significant increase (decrease) in the discount for lack of marketability would result in a significantly lower (higher) fair value measurement. The discount for lack of marketability used to determine fair value may include other factors such as liquidity or credit risk. For securities utilizing an adjusted net asset approach valuation technique, a significant increase (decrease) in the price to book value ratio, discount rate or other key unobservable inputs listed in the above table would result in a significantly higher (lower) fair value measurement.

**For the Nine Month Period Ended July 31, 2016**

During the nine month period ended July 31, 2016, the Company made six new investments, committing capital that totaled approximately \$35.7 million. The investments were made in Somotra NV ( Somotra ) (\$1.7 million), Pride Engineering, LLC ( Pride ) (\$5.1 million), Dukane IAS, LLC ( Dukane ) (\$7.0 million), Quantum Plastics, LLC ( Quantum ) (\$10.0 million), FDS, Inc. ( FDS ) (\$2.3 million) and HTI Technologies and Industries, Inc. ( HTI ) (\$9.6 million).

During the nine month period ended July 31, 2016, the Company made 7 follow-on investments in five existing portfolio companies that totaled approximately \$5.9 million. On November 20, 2015 and December 3, 2015, the Company invested an additional \$538,000 and \$1.1 million, respectively, in MVC Automotive Group GmbH ( MVC Automotive ) common equity. On January 4, 2016, the Company loaned an additional \$1.5 million to Legal Solutions Holdings, Inc. ( Legal Solutions ), which increased the senior subordinated loan to approximately \$10.2 million. On February 1, 2016, the Company loaned an additional \$1.1 million to Thunderdome Restaurants, LLC ( Thunderdome ), which increased the second lien loan to approximately \$3.0 million. On May 5, 2016, the Company loaned \$30,000 to Biovation Acquisition Co. ( BAC ) in the form of a senior loan with an interest rate of 5% and a maturity date of May 5, 2021. On June 28, 2016, the Company loaned approximately \$1.7 million to MVC Automotive in the form of a bridge loan with an interest rate of 6% and a maturity date of December 31, 2016. On June 28, 2016, the Company loaned approximately \$28,000 to SIA Tekers Invest ( Tekers ) in the form of a bridge loan with an interest rate of 6% and a maturity date of June 27, 2017.

On November 3, 2015, The Results Companies, LLC ( Results Companies ) repaid its loan in full totaling approximately \$10.0 million, including all accrued interest.

On December 22, 2015, the Company realized a loss of approximately \$1.5 million due to the dissolution of Biovation Holdings, Inc. ( Biovation ).

## Edgar Filing: MVC CAPITAL, INC. - Form 10-Q

On December 24, 2015, the Company realized losses of approximately \$5.5 million on Inland Environmental & Remediation LP ( Inland ) senior secured loan and \$713,000 on its warrants as part of Inland's restructuring. As part of the restructuring, the Company received a \$6.0 million senior secured loan from MVC Environmental, Inc. ( MVC Environmental ), a holding company formed by the

## Edgar Filing: MVC CAPITAL, INC. - Form 10-Q

### Table of Contents

Company that owns and operates intellectual property and environmental service facilities for oil and gas waste recycling related to Inland, and received 950 of its common shares. The loan bears annual interest of 9% and matures on December 22, 2020.

On December 31, 2015, the Company completed the sale of Ohio Medical Corporation ( Ohio Medical ) through an asset sale. The Company expects gross proceeds of approximately \$40.0 million, including fees, which results in a realized loss of approximately \$30.5 million. At the time of closing, the Company received cash proceeds of approximately \$29.0 million, which included \$2.3 million in monitoring and closing fees, and anticipates receiving an additional \$11.0 million, assuming the full receipt of all escrow proceeds scheduled for various periods, with the final release of payment scheduled for 18 months from the closing. The Company has received approximately \$1.3 million in escrow proceeds as of July 31, 2016. The fair value of the escrow as of July 31, 2016 was approximately \$8.8 million.

On March 7, 2016 and July 28, 2016, the Company received dividends of \$10.0 million and \$2.5 million, respectively, from U.S. Gas & Electric, Inc. ( U.S. Gas ).

On April 18, 2016, Somotra repaid its loan in full totaling approximately \$1.7 million, including all accrued interest.

On May 6, 2016, RX Innovation, Inc. ( RX ) repaid \$8.0 million on its loan. In addition, RX repaid all outstanding accrued and deferred interest for a total payment of approximately \$9.9 million. As part of the transaction which led to the repayment, RX was reorganized into FDS, Inc., a data service provider. The Company's outstanding \$2.3 million of principal was changed to a senior subordinated loan with an interest rate of 16% and a maturity date of November 30, 2016.

On May 31, 2016, the Company realized a loss of approximately \$1.2 million from the dissolution of NPWT Corporation ( NPWT ).

During the nine month period ended July 31, 2016, the Company received distributions totaling approximately \$97,000 from the PE Fund that was recorded as dividend income.

During the nine month period ended July 31, 2016, Thunderdome made principal payments totaling approximately \$51,000 on its second lien loan. The Company subsequently loaned Thunderdome an additional \$1.1 million. The balance of the loan at July 31, 2016 was approximately \$3.0 million.

During the quarter ended January 31, 2016, the Valuation Committee increased the fair value of the Company's investments in: Foliofn, Inc. ( Foliofn ) preferred stock by \$34,000, Turf Products, LLC ( Turf ) loan by approximately \$19,000 and guarantee by approximately \$6,000, RuMe Inc. ( RuMe ) series C preferred stock by \$630,000 and series B-1 preferred stock by \$160,000, MVC Private Equity Fund L.P. general partnership interest and limited partnership interest in the PE Fund by a total of approximately \$947,000, NPWT preferred stock by \$4,000, Centile Holdings B.V. ( Centile ) equity interest by \$260,000, Agri-Carrier Group, Inc. ( Agri-Carriers ) loan by approximately \$108,000, RX loan by approximately \$409,000 and U.S. Spray Drying Holding Company ( SCS D ) common stock by \$750,000. In addition, increases in the cost basis and fair value of the loans to Biogenic Reagents ( Biogenic ), Custom Alloy Corporation ( Custom Alloy ), Morey's Seafood International, LLC ( Morey's ), Vestal Manufacturing Enterprises, Inc. ( Vestal ), Agri-Carriers, RX, Legal Solutions, MVC Environmental and U.S. Gas were



## Edgar Filing: MVC CAPITAL, INC. - Form 10-Q

due to the capitalization of PIK interest totaling \$3,337,651. The Valuation Committee also decreased the fair value of the Company's investments in: Custom Alloy second lien and unsecured loans by a total of approximately \$2.4 million, MVC Automotive equity interest by approximately \$27,000, Security Holdings B.V. ( Security Holdings ) equity interest by approximately \$4.6 million, SGDA Europe B.V. ( SGDA Europe ) equity interest by approximately \$2.9 million, Tekers common stock by \$35,000, JSC Tekers Holdings ( JSC Tekers ) preferred stock by

Table of Contents

approximately \$740,000 and common stock by \$4,000, BAC common stock by approximately \$38,000, Biogenic warrant and loan by a total of approximately \$35,000, Morey's second lien loan by approximately \$1.1 million, Legal Solutions loan by approximately \$310,000 and the Ohio Medical escrow by approximately \$1.3 million that was recorded as a realized loss.

During the quarter ended April 30, 2016, the Valuation Committee increased the fair value of the Company's investments in: Security Holdings equity interest by \$911,000, RuMe series B-1 preferred stock by approximately \$347,000, MVC Private Equity Fund L.P. general partnership interest and limited partnership interest in the PE Fund by a total of approximately \$763,000, JSC Tekers preferred stock by approximately \$575,000, Centile equity interest by \$281,000, Morey's loan by approximately \$51,000, Custom Alloy unsecured loan by approximately \$50,000, Turf guarantee by approximately \$6,000 and the Initials, Inc. (Initials) loan by approximately \$2,000. The Valuation Committee also increased the Ohio Medical escrow by approximately \$177,000 that was recorded as a realized gain. In addition, increases in the cost basis and fair value of the loans to Biogenic, Custom Alloy, Morey's, Vestal, Agri-Carriers, RX, Legal Solutions, MVC Environmental, Dukane and U.S. Gas were due to the capitalization of PIK interest totaling \$1,495,179. The Valuation Committee also decreased the fair value of the Company's investments in: Custom Alloy second lien loan by approximately \$1.5 million, RuMe series C preferred stock by approximately \$203,000 and common stock by approximately \$144,000, Foliofn preferred stock by approximately \$254,000, MVC Automotive equity interest by approximately \$506,000, SGDA Europe equity interest by approximately \$219,000, Tekers common stock by \$266,000, Turf loan by approximately \$138,000, U.S. Gas preferred stock series I by \$3.9 million, BAC common stock by approximately \$92,000, Biogenic warrant and loans by a total of approximately \$136,000, Advantage Insurance Holdings LTD (Advantage) preferred stock by approximately \$67,000, MVC Environmental common stock by \$38,000, Agri-Carriers loan by approximately \$133,000, RX loan by approximately \$179,000 and Legal Solutions loan by approximately \$91,000.

During the quarter ended July 31, 2016, the Valuation Committee increased the fair value of the Company's investments in: Agri-Carriers loan by approximately \$120,000, Thunderdome loan by \$30,000, United States Technologies, Inc. (U.S. Tech) loan by \$50,000, Advantage preferred stock by approximately \$161,000, Morey's loan by approximately \$358,000, Turf loan by approximately \$14,000 and guarantee by approximately \$6,000, Vestal loan by approximately \$129,000, common stock by approximately \$462,000 and warrants by approximately \$459,000, MVC Environmental common stock by \$67,000, Foliofn preferred stock by approximately \$324,000, Legal Solutions loan by approximately \$271,000 and Security Holdings equity interest by \$292,000. The Valuation Committee also increased the Ohio Medical escrow by approximately \$210,000 that was recorded as a realized gain. In addition, increases in the cost basis and fair value of the loans to Biogenic, Custom Alloy, Morey's, Vestal, Agri-Carriers, Initials, Quantum, Legal Solutions, MVC Environmental, Dukane and U.S. Gas were due to the capitalization of PIK interest totaling \$1,865,633. The Valuation Committee also decreased the fair value of the Company's investments in: Custom Alloy second lien and unsecured loans by a total of approximately \$2.9 million, Tekers common stock by \$41,000 and loan by approximately \$28,000, BAC common stock by approximately \$72,000, Centile equity interest by \$17,000, Initials loan by approximately \$32,000, JSC Tekers preferred stock by approximately \$1.0 million, MVC Automotive equity interest by approximately \$448,000, SGDA Europe equity interest by approximately \$245,000, Biogenic warrant and loans by a total of approximately \$5.5 million and the MVC Private Equity Fund L.P. general partnership interest and limited partnership interest in the PE Fund by a total of approximately \$356,000.

During the nine month period ended July 31, 2016, the Valuation Committee increased the fair value of the Company's investments in: Turf guarantee by approximately \$18,000, RuMe series C preferred stock by \$427,000 and series B-1 preferred stock by \$507,000, Agri-Carriers loan by approximately \$95,000, Thunderdome loan by \$30,000, U.S. Tech loan by \$50,000, Vestal loan by approximately \$129,000, common stock by approximately \$462,000 and warrants by approximately \$459,000,

Table of Contents

Advantage preferred stock by approximately \$94,000, Foliofn preferred stock by approximately \$104,000, MVC Environmental common stock by \$29,000, MVC Private Equity Fund L.P. general partnership interest and limited partnership interest in the PE Fund by a total of approximately \$1.4 million, NPWT preferred stock by \$4,000, Centile equity interest by \$524,000, RX loan by approximately \$230,000 and SCSD common stock by \$750,000. In addition, increases in the cost basis and fair value of the loans to Biogenic, Custom Alloy, Morey s, Vestal, Agri-Carriers, RX, Legal Solutions, Initials, Quantum, MVC Environmental, Dukane and U.S. Gas were due to the capitalization of PIK interest totaling \$6,698,463. The Valuation Committee also decreased the fair value of the Company s investments in: Custom Alloy second lien and unsecured loans by a total of approximately \$6.8 million, MVC Automotive equity interest by approximately \$981,000, RuMe common stock by approximately \$144,000, SGDA Europe equity interest by approximately \$3.4 million, Tekers common stock by \$342,000 and loan by approximately \$28,000, Initials loan by approximately \$30,000, Turf loan by approximately \$105,000, U.S. Gas preferred stock series I by \$3.9 million, Security Holdings equity interest by \$3.4 million, JSC Tekers preferred stock by approximately \$1.2 million and common stock by \$4,000, Biogenic warrant and loans by a total of approximately \$5.6 million, Morey s loan by approximately \$738,000, Legal Solutions loan by approximately \$130,000, BAC common stock by approximately \$202,000 and the Ohio Medical escrow by approximately \$898,000 that was recorded as a realized loss.

At July 31, 2016, the fair value of all portfolio investments, exclusive of U.S. Treasury obligations and escrow receivables, was \$366.9 million with a cost basis of \$391.6 million. At July 31, 2016, the fair value and cost basis of investments made by the Company s former management team pursuant to the prior investment objective ( Legacy Investments ) was \$5.7 million and \$23.8 million, respectively, and the fair value and cost basis of portfolio investments made by the Company s current management team was \$361.2 million and \$367.8 million, respectively. At October 31, 2015, the fair value of all portfolio investments, exclusive of U.S. Treasury obligations and escrow receivables, was \$400.9 million with a cost basis of \$443.7 million. At October 31, 2015, the fair value and cost basis of portfolio investments of the Legacy Investments was \$5.6 million and \$23.8 million, respectively, and the fair value and cost basis of portfolio investments made by the Company s current management team was \$395.3 million and \$419.9 million, respectively.

**For the Fiscal Year Ended October 31, 2015**

During the fiscal year ended October 31, 2015, the Company made eight new investments, committing capital that totaled approximately \$58.1 million. The investments were made in RX (\$10.3 million), Agri-Carriers (\$11.8 million), Legal Solutions (\$8.7 million), Results Companies (\$9.0 million), Vestal (\$6.5 million), Thunderdome (\$2.0 million), Initials (\$4.8 million) and United States Technologies, Inc. ( U.S. Technologies ) (\$5.0 million).

During the fiscal year ended October 31, 2015, the Company made 5 follow-on investments into 4 existing portfolio companies that totaled approximately \$4.3 million. On May 27, 2015, the Company invested an additional \$1.1 million into MVC Automotive in the form of common equity interest. On June 3, 2015, the Company invested an additional \$250,000 into Centile in the form of common equity interest. On July 6, 2015, the Company invested \$250,000 into BAC in the form of equity. See below for further information on BAC. On July 7, 2015, the Company made a secured \$1.0 million loan to Biogenic. The loan has a 16% interest rate and matures on February 29, 2016. The Company also received a warrant at no cost and allocated a portion of the cost basis of the loan to the warrant at the time the investment was made. On October 19, 2015, the Company invested an additional \$1.7 million in MVC Automotive in the form of common equity interest.

On November 26, 2014, Summit Research Labs, Inc. repaid its second lien loan in full including all accrued interest totaling approximately \$25.7 million.



## Edgar Filing: MVC CAPITAL, INC. - Form 10-Q

### Table of Contents

On December 31, 2014, the Company received distributions totaling \$388,000 from the PE Fund, which was treated as a return of capital.

On April 20, 2015, BAC credit purchased the assets of Biovation . The Company received 90 shares of class B non-voting common stock in BAC as part of the transaction and realized a loss on Biovation of approximately \$2.2 million.

On May 1, 2015, the Company sold 2,893 shares of common stock in Ohio Medical for a nominal amount resulting in no realized gain or loss.

On May 29, 2015, the Company sold its 81,000 shares of common stock in Vestal receiving total proceeds of approximately \$17.9 million resulting in a realized gain of approximately \$15.0 million. The total proceeds include a \$1.0 million dividend and assumes full receipt of the escrow proceeds. The \$600,000 senior subordinated loan was also repaid in full, including all accrued interest. As part of the transaction, the Company reinvested approximately \$6.3 million in the form of a subordinated loan, \$250,000 for 5,610 shares of common stock and a warrant with no cost. The loan has an interest rate of 15% and matures on November 28, 2021.

On June 19, 2015, the Company monetized a majority of its investment in Velocitus B.V. ( Velocitus ), receiving approximately \$9.2 million in proceeds, which included a return of capital and closing fees and was net of a minimal currency loss.

On October 16, 2015, the Company sold its remaining equity interest in Velocitus and received zero proceeds resulting in a realized loss of approximately \$2.7 million.

On October 30, 2015, the Company realized a loss of \$6.7 million with the dissolution of Harmony Health & Beauty, Inc. ( HH&B ).

During the fiscal year ended October 31, 2015, the Company sold its \$10.0 million PrePaid Legal Services, Inc. ( Prepaid Legal ) loan for proceeds totaling approximately \$10.1 million, including all accrued interest.

During the fiscal year ended October 31, 2015, Custom Alloy made principal payments totaling \$3.5 million on its unsecured subordinated loan. The balance of the loan at October 31, 2015 was \$3.0 million.

During the quarter ended January 31, 2015, the Valuation Committee increased the fair value of the Company s investments in: Foliofn preferred stock by \$109,000, Turf loan by approximately \$2,000, RuMe series C preferred stock by \$800,000 and series B-1 preferred stock by \$200,000, Advantage preferred stock by \$20,000, Biogenic warrant and senior convertible note by a net total of approximately \$28,000 and SCSD common stock by \$387,000. In addition, increases in the cost basis and fair value of the loans to Biogenic, Custom Alloy, Morey s, and U.S. Gas were due to the capitalization of PIK interest totaling \$436,878. The Valuation Committee also increased the fair value of the Ohio Medical series C convertible preferred stock by approximately \$1.1 million due to a PIK distribution, which was treated as a return of capital. The Valuation Committee also decreased the fair value of the Company s investments in: MVC Private Equity Fund L.P. general partnership interest

Edgar Filing: MVC CAPITAL, INC. - Form 10-Q

and limited partnership interest in the PE Fund by a total of approximately \$759,000, Custom Alloy second lien loan by approximately \$84,000, NPWT common stock by \$2,000 and preferred stock by \$36,000, Tekers common stock by \$170,000, PrePaid Legal loan by \$100,000, Centile equity interest by \$538,000, Biovation loan by approximately \$716,000, Velocitus equity interest by approximately \$1.1 million, Security Holdings equity interest by \$1.1 million, JSC Tekers preferred stock by approximately \$599,000, MVC Automotive equity interest by approximately \$5.9 million, SGDA Europe equity interest by approximately \$749,000 and Inland warrant by approximately \$713,000.

Table of Contents

During the quarter ended April 30, 2015, the Valuation Committee increased the fair value of the Company's investments in: MVC Private Equity Fund L.P. general partnership interest and limited partnership interest in the PE Fund by a total of approximately \$610,000, Turf loan by approximately \$2,000, JSC Tekers preferred stock by \$5,000, Biogenic warrant and senior convertible note by a total of approximately \$852,000, MVC Automotive equity interest by \$246,000 and RuMe series C preferred stock by approximately \$558,000 and series B-1 preferred stock by \$142,000. In addition, increases in the cost basis and fair value of the loans to Biogenic, Custom Alloy, Morey's, and U.S. Gas were due to the capitalization of PIK interest totaling \$501,906. The Valuation Committee also increased the fair value of the Ohio Medical series C convertible preferred stock by approximately \$1.2 million due to a PIK distribution, which was treated as a return of capital. The Valuation Committee also decreased the fair value of the Company's investments in: Custom Alloy second lien loan by approximately \$11,000, Foliofn, Inc. preferred stock by \$82,000, NPWT common stock by \$1,000 and preferred stock by \$12,000, Tekers common stock by \$21,000, Centile equity interest by \$98,000, Morey's second lien loan by approximately \$253,000, Advantage preferred stock by approximately \$28,000, Velocitius equity interest by \$899,000, Bioventions loan by approximately \$2.7 million, SGDA Europe equity interest by approximately \$1.3 million, Security Holdings equity interest by \$850,000, Ohio Medical series A preferred stock by \$10.5 million and the Inland loan by approximately \$1.4 million.

During the quarter ended July 31, 2015, the Valuation Committee increased the fair value of the Company's investments in: RuMe series C preferred stock by approximately \$198,000 and series B-1 preferred stock by approximately \$53,000, Custom Alloy second lien loan by approximately \$191,000, Turf guarantee by approximately \$19,000, Centile equity interest by \$48,000, MVC Private Equity Fund L.P. general partnership interest and limited partnership interest in the PE Fund by a total of approximately \$751,000 and Advantage preferred stock by approximately \$302,000. In addition, increases in the cost basis and fair value of the loans to Biogenic, Custom Alloy, Morey's, Vestal and U.S. Gas were due to the capitalization of PIK interest totaling \$525,997. The Valuation Committee also increased the fair value of the Ohio Medical series C convertible preferred stock by approximately \$1.2 million due to a PIK distribution, which was treated as a return of capital. The Valuation Committee also decreased the fair value of the Company's investments in: Foliofn, Inc. preferred stock by \$383,000, NPWT preferred stock by \$1,000, Tekers common stock by \$117,000, Turf loan by approximately \$2,000, Vestal escrow by approximately \$15,000, BAC common stock by approximately \$167,000, Biogenic warrant and senior convertible note by a net total of approximately \$2,000, Morey's second lien loan by approximately \$753,000, Inland loan by \$10.0 million, Velocitius equity interest by approximately \$774,000, JSC Tekers preferred stock by \$35,000, SGDA Europe equity interest by approximately \$1.1 million, Ohio Medical series A preferred stock by \$6.0 million, MVC Automotive equity interest by \$616,000 and Security Holdings equity interest by \$2.0 million.

During the quarter ended October 31, 2015, the Valuation Committee increased the fair value of the Company's investments in: Turf loan and guarantee by a total of approximately \$5,000, MVC Private Equity Fund L.P. general partnership interest and limited partnership interest in the PE Fund by a total of approximately \$1.4 million, Foliofn, Inc. preferred stock by \$59,000, NPWT preferred stock by \$4,000, Centile equity interest by \$249,000, Inland loan by \$5.0 million and RuMe series C preferred stock by approximately \$626,000 and series B-1 preferred stock by approximately \$184,000. In addition, increases in the cost basis and fair value of the loans to Biogenic, Custom Alloy, Morey's, Vestal and U.S. Gas were due to the capitalization of PIK interest totaling \$801,815. The Valuation Committee also increased the fair value of the Ohio Medical series C convertible preferred stock by approximately \$1.2 million due to a PIK distribution, which was treated as a return of capital. The Valuation Committee also decreased the fair value of the Company's investments in: Biogenic warrant and senior convertible note by a net total of approximately \$76,000, Tekers common stock by \$575,000, Custom Alloy second lien loan by approximately \$249,000, Morey's second lien loan by approximately \$922,000, JSC Tekers preferred stock by \$483,000, Security Holdings equity interest by \$1.3 million, SGDA Europe equity

Table of Contents

interest by approximately \$830,000, BAC common stock by approximately \$62,000, Ohio Medical series A preferred stock by \$1.2 million and MVC Automotive equity interest by \$4.6 million.

During the fiscal year ended October 31, 2015 the Valuation Committee increased the fair value of the Company's investments in: Turf loan and guarantee by a total of approximately \$25,000, Biogenic warrant and senior convertible note by a total of approximately \$802,000, SCSD common stock by \$387,000, Advantage preferred stock by approximately \$294,000, MVC Private Equity Fund L.P. general partnership interest and limited partnership interest in the PE Fund by a total of approximately \$2.0 million and RuMe series C preferred stock and series B-1 preferred stock by a total of approximately \$2.8 million. In addition, increases in the cost basis and fair value of the loans to Biogenic, Custom Alloy, Morey's, Vestal and U.S. Gas were due to the capitalization of PIK interest totaling \$2,266,596. The Valuation Committee also increased the fair value of the Ohio Medical series C convertible preferred stock by approximately \$4.7 million due to a PIK distribution, which was treated as a return of capital. The Valuation Committee also decreased the fair value of the Company's investments in: Foliofit, Inc. preferred stock by \$297,000, NPWT common stock by \$3,000 and preferred stock by \$45,000, Tekers common stock by \$883,000, PrePaid Legal loan by \$100,000, Centile equity interest by \$339,000, BAC common stock by approximately \$229,000, Vestal escrow by approximately \$15,000, Bioventions loan by approximately \$3.4 million, Morey's second lien loan by approximately \$1.9 million, Velocitus equity interest by \$2.8 million, JSC Tekers preferred and common stock by a combined \$1.1 million, Security Holdings equity interest by \$5.3 million, SGDA Europe equity interest by approximately \$4.0 million, Custom Alloy second lien loan by approximately \$153,000, Ohio Medical series A preferred stock by \$17.7 million, MVC Automotive equity interest by \$10.9 million and Inland warrant by approximately \$713,000 and loan by approximately \$6.4 million.

At October 31, 2015, the fair value of all portfolio investments, exclusive of U.S. Treasury obligations and escrow receivables, was \$400.9 million with a cost basis of \$443.7 million. At October 31, 2015, the fair value and cost basis of the Legacy Investments was \$5.6 million and \$23.8 million, respectively, and the fair value and cost basis of portfolio investments made by the Company's current management team was \$395.3 million and \$419.9 million, respectively. At October 31, 2014, the fair value of all portfolio investments, exclusive of U.S. Treasury obligations and escrow receivables, was \$447.6 million with a cost basis of \$440.0 million. At October 31, 2014, the fair value and cost basis of portfolio investments of the Legacy Investments was \$5.9 million and \$23.8 million, respectively, and the fair value and cost basis of portfolio investments made by the Company's current management team was \$441.7 million and \$416.2 million, respectively.

**9. Commitments and Contingencies**

*Commitments to Portfolio Companies:*

At July 31, 2016 and October 31, 2015, the Company's existing commitments to portfolio companies consisted of the following:

Portfolio Company	Amount Committed	Amount Funded at July 31, 2016
MVC Private Equity Fund LP	\$20.1 million	\$14.6 million
<b>Total</b>	<b>\$20.1 million</b>	<b>\$14.6 million</b>

Portfolio Company	Amount Committed	Amount Funded at October 31, 2015
MVC Private Equity Fund LP	\$20.1 million	\$14.6 million
<b>Total</b>	<b>\$20.1 million</b>	<b>\$14.6 million</b>





Table of Contents**Guarantees:**

At July 31, 2016 and October 31, 2015, the Company had the following commitments to guarantee various loans and mortgages:

<b>Guarantee</b>	<b>Amount Committed</b>	<b>Amount Funded at July 31, 2016</b>
MVC Automotive	\$7.2 million	
Turf	\$1.0 million	
<b>Total</b>	<b>\$8.2 million</b>	

<b>Guarantee</b>	<b>Amount Committed</b>	<b>Amount Funded at October 31, 2015</b>
MVC Automotive	\$7.2 million	
Turf	\$1.0 million	
<b>Total</b>	<b>\$8.2 million</b>	

ASC 460, *Guarantees*, requires the Company to estimate the fair value of the guarantee obligation at its inception and requires the Company to assess whether a probable loss contingency exists in accordance with the requirements of ASC 450, *Contingencies*. At July 31, 2016, the Valuation Committee estimated the fair values of the guarantee obligations noted above to be approximately -\$22,000 or negative \$22,000.

These guarantees are further described below, together with the Company's other commitments.

On January 16, 2008, the Company agreed to support a 4.0 million Euro mortgage for a Ford dealership owned and operated by MVC Automotive through making financing available to the dealership and agreeing under certain circumstances not to reduce its equity stake in MVC Automotive. Over time, Erste Bank, the bank extending the mortgage to MVC Automotive, increased the amount of the mortgage. As such, the balance of the guarantee as of July 31, 2016 is approximately 6.4 million Euro (equivalent to approximately \$7.2 million).

The Company guaranteed \$1.0 million of Turf's indebtedness to Berkshire Bank, which had a fair value of -\$22,000 or negative \$22,000 as of July 31, 2016.

On March 31, 2010, the Company pledged its Series I and Series J preferred stock of U.S. Gas to Macquarie Energy, LLC ( Macquarie Energy ) as collateral for Macquarie Energy's trade supply credit facility to U.S. Gas.

On October 29, 2010, through MVC Partners and MVCFS, the Company committed to invest approximately \$20.1 million in the PE Fund, for which an indirect wholly-owned subsidiary of the Company serves as GP. The PE Fund closed on approximately \$104 million of capital commitments. During the fiscal year ended October 31, 2012 and thereafter, MVC Partners was consolidated with the operations of the Company as MVC Partners' limited partnership interest in the PE Fund is a substantial portion of MVC Partners operations. The investment period related to the PE Fund has ended. Additional capital may be called for follow-on investments in existing portfolio companies of the PE Fund or to pay operating expenses of the PE Fund. As of July 31, 2016, \$14.6 million of the Company's commitment has been contributed.

On April 26, 2011, the Company agreed to collateralize a 5.0 million Euro letter of credit from JPMorgan Chase Bank, N.A., which is related to a project guarantee by AB DnB NOR bank to Security Holdings B.V., a portfolio company investment, and was classified as restricted cash equivalents on the Company's Consolidated Balance Sheets. The Euro letter of credit was equivalent to approximately \$5.5 million at October 31, 2015. During the nine month period ended July 31, 2016, the Euro letter of credit was released and is no longer collateralized by the Company and released from restricted cash.

Table of Contents

During the nine month period ended July 31, 2016, the Company agreed to cash collateralize a \$500,000 working capital line of credit for MVC Environmental provided by Branch Banking and Trust Company ( BB&T ).

*Commitments of the Company*

On February 19, 2013, the Company sold \$70.0 million of senior unsecured notes (the Senior Notes ) in a public offering. The Senior Notes will mature on January 15, 2023 and may be redeemed in whole or in part at any time or from time to time at the Company's option on or after April 15, 2016. The Senior Notes bear interest at a rate of 7.25% per year payable quarterly on January 15, April 15, July 15, and October 15 of each year, beginning April 15, 2013. The Company had also granted the underwriters a 30-day option to purchase up to an additional \$10.5 million of Senior Notes to cover overallocments. The additional \$10.5 million in principal was purchased and the total principal amount of the Senior Notes totaled \$80.5 million. The net proceeds to the Company from the sale of the Senior Notes, after offering expenses, were approximately \$77.4 million. The offering expenses incurred are amortized over the term of the Senior Notes.

On February 26, 2013, the Company received the funds related to the Senior Notes offering, net of expenses, and subsequently repaid the credit facility (the Credit Facility ) with Guggenheim as administrative agent for the lenders in full, including all accrued interest. The Company used the excess net proceeds after the repayment of the Credit Facility for general corporate purposes, including, for example, investing in portfolio companies according to our investment objective and strategy, repurchasing shares pursuant to the share repurchase program adopted by our Board of Directors, funding distributions, and/or funding the activities of our subsidiaries.

On May 3, 2013, the Company sold approximately \$33.9 million of additional Senior Notes in a direct offering. The additional Senior Notes will also mature on January 15, 2023 and may be redeemed in whole or in part at any time or from time to time at the Company's option on or after April 15, 2016. The Notes bear interest at a rate of 7.25% per year payable quarterly on January 15, April 15, July 15, and October 15 of each year. As of July 31, 2016, the total outstanding amount of the Senior Notes was approximately \$114.4 million with a market value of approximately \$116.2 million. The market value of the Senior Notes is based on the closing price of the security as of July 31, 2016 on the New York Stock Exchange (NYSE:MVCB).

On July 31, 2013, the Company entered into a one-year, \$50 million revolving credit facility ( Credit Facility II ) with BB&T. On January 31, 2014, Credit Facility II was increased to a \$100 million revolving credit facility. On December 1, 2015, Credit Facility II was renewed and expired on May 31, 2016, at which time all outstanding amounts under it were due and repaid. On June 30, 2016, Credit Facility II was renewed and will now expire on February 28, 2017. At October 31, 2015, the balance of Credit Facility II was \$90.0 million. During the nine month period ended July 31, 2016, the Company's net repayments on Credit Facility II were \$55.0 million, resulting in an outstanding balance of \$35.0 million at July 31, 2016. Credit Facility II is used to provide the Company with better overall financial flexibility in managing its investment portfolio. Borrowings under Credit Facility II bear interest at LIBOR plus 125 basis points. In addition, the Company is also subject to a 25 basis point commitment fee for the average amount of Credit Facility II that is unused during each fiscal quarter. The Company paid closing fees, legal and other costs associated with these transactions. These costs will be amortized over the life of the facility. Borrowings under Credit Facility II will be secured by cash, short-term and long-term U.S. Treasury securities and other governmental agency securities. The Company received waivers from BB&T with respect to the delivery of financial reports required under Credit Facility II, due to the Company's delayed filing of its annual and quarterly reports.

Table of Contents

On December 30, 2014, the Company entered into a 6 month, \$25.0 million bridge loan ( Bridge Loan ) with Firsttrust Bank. Prior to maturity, the Bridge Loan was extended to December 31, 2015. At October 31, 2015, the balance of the Bridge Loan was \$8.0 million. During the nine month period ended July 31, 2016, the Bridge Loan was repaid in full. On December 9, 2015, the Bridge Loan was replaced with Credit Facility III (as described below). Borrowings under the Bridge Loan bore interest at 5%. The Company paid closing fees, legal and other costs associated with the transaction. These costs were amortized over the life of the Bridge Loan. The Company received extensions from Firsttrust Bank as to the delivery of financial reports required under the Amended and Restated Loan Agreement, due to the Company's delayed quarterly filings.

On December 9, 2015, the Company entered into a three-year, \$50 million revolving borrowing base credit facility ( Credit Facility III ) with Santander Bank N.A. as a lender and lead agent and Wintrust Bank as a lender and syndication agent. As of July 31, 2016, the outstanding balance on Credit Facility III was \$2.0 million. Credit Facility III can, under certain conditions, be increased up to \$85 million. The new facility bears an interest rate of LIBOR plus 3.75% or the prime rate plus 1% (at the Company's option), and includes a 1% closing fee of the commitment amount and a 0.75% unused fee. The compensating balance for the revolving credit facility is \$10.0 million. The Company received extensions from Santander Bank N.A. related to its delayed quarterly filings, including the quarterly filing for the period ended April 30, 2016.

The Company enters into contracts with portfolio companies and other parties that contain a variety of indemnifications. The Company's maximum exposure under these arrangements is unknown. However, the Company has not experienced claims or losses pursuant to these contracts and believes the risk of loss related to indemnifications to be remote.

## 10. Management

On November 6, 2003, Michael Tokarz assumed his positions as Chairman, Portfolio Manager and Director of the Company. From November 6, 2003 to October 31, 2006, the Company was internally managed. Effective November 1, 2006, Mr. Tokarz's employment agreement with the Company terminated and the obligations under that agreement were superseded by those under the Advisory Agreement entered into with TTG Advisers. Under the terms of the Advisory Agreement, the Company pays TTG Advisers a base management fee and an incentive fee for its provision of investment advisory and management services.

Under the terms of the Advisory Agreement, TTG Advisers determines, consistent with the Company's investment strategy, the composition of the Company's portfolio, the nature and timing of the changes to the Company's portfolio and the manner of implementing such changes. TTG Advisers also identifies and negotiates the structure of the Company's investments (including performing due diligence on prospective Portfolio Companies), closes and monitors the Company's investments, determines the securities and other assets purchased, retains or sells and oversees the administration, recordkeeping and compliance functions of the Company and/or third parties performing such functions for the Company. TTG Advisers' services under the Advisory Agreement are not exclusive, and it may furnish similar services to other entities. Pursuant to the Advisory Agreement, the Company is required to pay TTG Advisers a fee for investment advisory and management services consisting of two components—a base management fee and an incentive fee. The base management fee is calculated at 2.0% per annum of the Company's total assets excluding cash, the value of any investment in a Third-Party Vehicle covered by a Separate Agreement (as defined in the Advisory Agreement) and the value of any investment by the Company not made in portfolio companies ( Non-Eligible Assets ) but including assets purchased with borrowed funds that are not Non-Eligible Assets. The incentive fee consists of two parts: (i) one part is based on our pre-incentive fee net operating income; and (ii) the other part is based on the capital gains realized on our portfolio of securities acquired after November 1, 2003.



Table of Contents

The Advisory Agreement provides for an expense cap pursuant to which TTG Advisers will absorb or reimburse operating expenses of the Company, to the extent necessary to limit the Company's expense ratio (the consolidated expenses of the Company, including any amounts payable to TTG Advisers under the base management fee, but excluding the amount of any interest and other direct borrowing costs, taxes, incentive compensation and extraordinary expenses taken as a percentage of the Company's average net assets) to 3.5% in each of the 2009 and 2010 fiscal years.

On various dates, TTG Advisers and the Company entered into annual agreements to extend the expense cap of 3.5% to the 2011, 2012, 2013 and 2014 fiscal years ( "Expense Limitation Agreement" ). The Company and the Adviser agreed to continue the expense cap into fiscal year 2015, though they modified the methodology so that the cap was applied to limit the Company's ratio of expenses to total assets less cash (the "Modified Methodology" ), consistent with the asset level used to calculate the base management fee. (The expenses covered by the cap remain unchanged.) On October 29, 2015, the Board of Directors, including all of the Independent Directors, approved the renewal of the Advisory Agreement for the 2016 fiscal year. Further, the Adviser agreed to waive a portion of the base management fee so that it is reduced to 1.50% for fiscal year 2016. In addition, the Adviser agreed to waive \$1 million of any incentive fee on capital gains if and when payable to the Adviser under the Advisory Agreement. In March 2016, the Adviser agreed to modify its prior agreement to waive, effective November 1, 2015, the first \$1.0 million of capital gains incentive fee due under the Advisory Agreement, such that the \$1.0 million waiver of incentive fee would be applied to any incentive fee due under the agreement, whether it is a capital gains incentive fee or net operating income incentive fee. Furthermore, the Company and the Adviser agreed to reduce the expense cap for fiscal 2016 to 3.25% under the Modified Methodology. The amount of any payments made by the GP of the PE Fund to TTG Advisers pursuant to the Portfolio Management Agreement between the GP and TTG Advisers respecting the PE Fund continues to be excluded from the calculation of the Company's expense ratio under the Expense Limitation Agreement. In addition, for fiscal years 2010 through 2016, TTG Advisers voluntarily agreed to waive \$150,000 of expenses that the Company is obligated to reimburse to TTG Advisers under the Advisory Agreement for its allocable portion of the compensation payable to certain officers of the Company, which may not exceed \$200,000 per year in the aggregate (the "Voluntary Waiver" ). TTG Advisers also voluntarily agreed that any assets of the Company that are invested in exchange-traded funds would not be taken into account in the calculation of the base management fee due to TTG Advisers under the Advisory Agreement.

On October 29, 2010, through MVC Partners and MVCFS, the Company committed to invest approximately \$20.1 million in the PE Fund. The PE Fund has closed on approximately \$104 million of capital commitments. The Company's Board of Directors authorized the establishment of, and investment in, the PE Fund for a variety of reasons, including the Company's ability to make additional investments that represent more than 5% of its total assets or more than 10% of the outstanding voting securities of the issuer ( "Non-Diversified Investments" ) through the PE Fund. As previously disclosed, the Company is restricted in its ability to make Non-Diversified Investments. For services provided to the PE Fund, the GP and MVC Partners are together entitled to receive 25% of all management fees and other fees paid by the PE Fund and its portfolio companies and up to 30% of the carried interest generated by the PE Fund. Further, at the direction of the Board of Directors, the GP retained TTG Advisers to serve as the portfolio manager of the PE Fund. In exchange for providing those services, and pursuant to the Board of Directors' authorization and direction, TTG Advisers is entitled to receive the balance of the fees generated by the PE Fund and its portfolio companies and a portion of any carried interest generated by the PE Fund. Given this separate arrangement with the GP and the PE Fund (the "PM Agreement" ), under the terms of the Company's Advisory Agreement with TTG Advisers, TTG Advisers is not entitled to receive from the Company a management fee or an incentive fee on assets of the Company that are invested in the PE Fund. However, the Company's limited partnership interest and GP interest in the PE Fund are subject to the PE Fund's annual management fee, a portion of which, as described above, is retained by the Company and not paid out to TTG Advisers as portfolio manager of the PE Fund. During the fiscal year ended October 31, 2012 and thereafter, MVC Partners was consolidated with the

Table of Contents

operations of the Company as MVC Partners' limited partnership interest in the PE Fund is a substantial portion of MVC Partners' operations. Previously, MVC Partners was presented as a Portfolio Company on the Consolidated Schedules of Investments. The consolidation of MVC Partners has not had any material effect on the financial position or net results of operations of the Company. There are additional disclosures resulting from this consolidation.

Management and portfolio fees (e.g., closing or monitoring fees) generated by the PE Fund (including its portfolio companies) that are paid to the GP are classified on the Consolidated Statements of Operations as Management fee income - Asset Management and Portfolio fee income - Asset Management, respectively. The portion of such fees that the GP pays to TTG Advisers (in accordance with its PM Agreement described above) are classified on the Consolidated Statements of Operations as Management fee - Asset Management and Portfolio fees - Asset Management. Under the PE Fund's agreements, a significant portion of the portfolio fees that are paid by the PE Fund's portfolio companies to the GP and TTG Advisers is subject to recoupment by the PE Fund in the form of an offset to future management fees paid by the PE Fund.

## 11. Incentive Compensation

Pursuant to the Advisory Agreement, the Company pays an incentive fee to TTG Advisers which is generally: (i) 20% of pre-incentive fee net operating income and (ii) 20% of cumulative aggregate net realized capital gains less aggregate unrealized depreciation (on our portfolio securities acquired after November 1, 2003). TTG Advisers is entitled to an incentive fee with respect to our pre-incentive fee net operating income in each fiscal quarter as follows: no incentive fee in any fiscal quarter in which our pre-incentive fee net operating income does not exceed the lower hurdle rate of 1.75% of net assets, 100% of our pre-incentive fee net operating income with respect to that portion of such pre-incentive fee net operating income, if any, that exceeds the lower hurdle amount but is less than 2.1875% of net assets in any fiscal quarter and 20% of the amount of our pre-incentive fee net operating income, if any, that exceeds 2.1875% of net assets in any fiscal quarter.

At October 31, 2015, the provision for estimated incentive compensation was approximately \$5.0 million. During the nine month period ended July 31, 2016, this provision for incentive compensation was decreased by a net amount of approximately \$3.6 million to approximately \$1.4 million, including both the pre-incentive fee net operating income and the capitals gains incentive fee. The net decrease in the provision for incentive compensation during the nine month period ended July 31, 2016 primarily reflects the Valuation Committee's determination to decrease the fair values of fifteen of the Company's portfolio investments (Custom Alloy, MVC Automotive, Security Holdings, SGDA Europe, Tekers, JSC Tekers, Biogenics, Moreys, Turf, Initials, U.S. Gas, BAC, Equus, Ohio Medical and Legal Solutions) by a total of approximately \$27.8 million. The net decrease in the provision also reflects the Valuation Committee's determination to increase the fair values of eleven of the Company's portfolio investments (NPWT, Agri-Carriers, Thunderdome, U.S. Tech, Vestal, MVC Environmental, Centile, RuMe, SCSD, Advantage and RX) by a total of approximately \$3.6 million. For the nine month period ended July 31, 2016, no incentive compensation was paid. For the quarter ended April 30, 2016, a \$2.1 million provision was recorded for the net operating income portion of the incentive fee as pre-incentive fee net operating income exceeded the hurdle rate. In March 2016, the Adviser agreed to modify its prior agreement to waive, effective November 1, 2015, the first \$1.0 million of capital gains incentive fee due under the Advisory Agreement, such that the \$1.0 million waiver of incentive fee would be applied to any incentive fee due under the agreement, whether it is a capital gains incentive fee or net operating income incentive fee. As such, a \$1.0 million incentive fee waiver was recorded during the quarter ended April 30, 2016 resulting in a net \$1.1 million provision being recorded for the net operating income portion of the incentive fee. Also, for the quarter ended July 31, 2016, no provision was recorded for the net operating income portion of the incentive fee as pre-incentive fee net operating income for the quarter did not exceed the hurdle rate.



Table of Contents

At October 31, 2014, the provision for estimated incentive compensation was approximately \$14.7 million. During the fiscal year ended October 31, 2015, the provision for incentive compensation was decreased by a net amount of approximately \$9.7 million to approximately \$5.0 million. The net decrease in the provision for incentive compensation during the fiscal year ended October 31, 2015 primarily reflects the Valuation Committee's determination to decrease the fair values of sixteen of the Company's portfolio investments (Custom Alloy, NPWT, BAC, Tekers, PrePaid Legal, Centile, Biovation, Inland, MVC Automotive, Ohio Medical, SGDA Europe, Security Holdings, JSC Tekers, Morey's, Velocitius and Equus) by a total of approximately \$58.2 million. The net decrease in the provision also reflects the Valuation Committee's determination to increase the fair values of five of the Company's portfolio investments (Turf, RuMe, Biogenic, Advantage Insurance and SCSD) by a total of approximately \$4.3 million. The Valuation Committee also increased the fair value of the Ohio Medical series C convertible preferred stock by approximately \$4.7 million due to a PIK distribution, which was treated as a return of capital. For the fiscal year ended October 31, 2015, no incentive compensation was paid. Also, for the fiscal year ended October 31, 2015, no provision was recorded for the net operating income portion of the incentive fee as pre-incentive fee net operating income did not exceed the hurdle rate.

## 12. Tax Matters

On October 31, 2015, the Company did not have a net capital loss carryforward. The Company had approximately \$18.1 million in unrealized losses associated with Legacy Investments as of July 31, 2016.

ASC 740, *Income Taxes*, provides guidance for how uncertain tax positions should be recognized, measured, presented and disclosed in the financial statements. ASC 740 requires the evaluation of tax positions taken or expected to be taken in the course of preparing the Company's tax returns to determine whether the tax positions are more-likely-than-not of being sustained by the applicable tax authority. Tax positions deemed to meet a more-likely-than-not threshold would be recorded as a tax benefit or expense in the current period. The Company recognizes interest and penalties, if any, related to unrecognized tax benefits as income tax expense in the consolidated statement of operations. During the nine month period ended July 31, 2016, the Company did not incur any interest or penalties. Although we file federal and state tax returns, our major tax jurisdiction is federal for the Company and MVCFS. The fiscal years 2011 through 2015 for the Company and MVCFS remain subject to examination by the IRS.

On December 22, 2010, the Regulated Investment Company Modernization Act of 2010 (the Act) was enacted, which changed various technical rules governing the tax treatment of regulated investment companies. The changes are generally effective for taxable years beginning after the date of enactment. One of the more prominent changes addresses capital loss carryforwards. Under the Act, each fund will be permitted to carry forward capital losses incurred in taxable years beginning after the date of enactment for an unlimited period. However, any losses incurred during those future taxable years will be required to be utilized prior to the losses incurred in pre-enactment taxable years, which carry an expiration date. As a result of this ordering rule, pre-enactment capital loss carryforwards may be more likely to expire unused. Additionally, post-enactment capital loss carryforwards will retain their character as either short-term or long-term capital losses rather than being considered all short-term as permitted under previous regulation.

## 13. Dividends and Distributions to Shareholders and Share Repurchase Program

As a regulated investment company (RIC) under Subchapter M of the Internal Revenue Code of 1986, as amended (the Code), the Company is required to distribute to its shareholders, in a timely manner, at least 90% of its investment company taxable and tax-exempt income each year. If the Company distributes, in a calendar year, at least 98% of its ordinary income for such calendar year and



Table of Contents

98.2% of its capital gain net income for the 12-month period ending on October 31 of such calendar year (as well as any portion of the respective 2% balances not distributed in the previous year), it will not be subject to the 4% non-deductible federal excise tax on certain undistributed income of RICs.

Dividends and capital gain distributions, if any, are recorded on the ex-dividend date. Dividends and capital gain distributions are generally declared and paid quarterly according to the Company's policy established on July 11, 2005. An additional distribution may be paid by the Company to avoid imposition of federal income tax on any remaining undistributed net investment income and capital gains. Distributions can be made payable by the Company either in the form of a cash distribution or a stock dividend. The amount and character of income and capital gain distributions are determined in accordance with income tax regulations that may differ from U.S. generally accepted accounting principles. These differences are due primarily to differing treatments of income and gain on various investment securities held by the Company, differing treatments of expenses paid by the Company, timing differences and differing characterizations of distributions made by the Company. Key examples of the primary differences in expenses paid are the accounting treatment of MVCFS (which is consolidated for GAAP purposes, but not income tax purposes) and the variation in treatment of incentive compensation expense. Permanent book and tax basis differences relating to shareholder distributions will result in reclassifications and may affect the allocation between net operating income, net realized gain (loss) and paid-in capital.

All of our shareholders who hold shares of common stock in their own name will automatically be enrolled in our dividend reinvestment plan (the Plan). All such shareholders will have any cash dividends and distributions automatically reinvested by Computershare Ltd. (the Plan Agent) in shares of our common stock. Of course, any shareholder may elect to receive his or her dividends and distributions in cash. Currently, the Company has a policy of paying quarterly dividends to shareholders. For any of our shares that are held by banks, brokers or other entities that hold our shares as nominees for individual shareholders, the Plan Agent will administer the Plan on the basis of the number of shares certified by any nominee as being registered for shareholders that have not elected to receive dividends and distributions in cash. To receive your dividends and distributions in cash, you must notify the Plan Agent, broker or other entity that holds the shares.

**For the Quarter Ended January 31, 2016**

On December 21, 2015, the Company's Board of Directors declared a dividend of \$0.135 per share. Additionally, due to the realization of capital gains, the Company's Board of Directors declared a special dividend of \$0.17 per share. The dividends were paid on January 8, 2016 to shareholders of record on December 31, 2015 and totaled approximately \$6.9 million.

During the quarter ended January 31, 2016, as part of the Company's dividend reinvestment plan for our common stockholders, the Plan Agent purchased 17,843 shares of our common stock at an average price of \$7.65, including commission, in the open market in order to satisfy the reinvestment portion of our dividends under the Plan.

**For the Quarter Ended April 30, 2016**

On April 15, 2016, the Company's Board of Directors declared a dividend of \$0.135 per share. The dividend was paid on April 29, 2016 to shareholders of record on April 25, 2016 and totaled approximately \$3.1 million.

During the quarter ended April 30, 2016, as part of the Company's dividend reinvestment plan for our common stockholders, the Plan Agent purchased 8,337 shares of our common stock at an average price of \$7.55, including commission, in the open market in order to satisfy the reinvestment portion of our dividends under the Plan.

Table of Contents**For the Quarter Ended July 31, 2016**

On July 15, 2016, the Company's Board of Directors declared a dividend of \$0.135 per share. The dividend was paid on July 29, 2016 to shareholders of record on July 25, 2016 and totaled approximately \$3.1 million.

During the quarter ended July 31, 2016, as part of the Company's dividend reinvestment plan for our common stockholders, the Plan Agent purchased 7,915 shares of our common stock at an average price of \$8.09, including commission, in the open market in order to satisfy the reinvestment portion of our dividends under the Plan.

**SHARE REPURCHASE PROGRAM**

On April 3, 2013 the Company's Board of Directors authorized an expanded share repurchase program to opportunistically buy back shares in the market in an effort to narrow the market discount of its shares. The previously authorized \$5 million limit has been eliminated. Under the repurchase program, shares may be repurchased from time to time at prevailing market prices. The repurchase program does not obligate the Company to acquire any specific number of shares and may be discontinued at any time. There were no repurchases made during the nine month period ended July 31, 2016 and the fiscal year ended October 31, 2015.

**14. Segment Data**

The Company's reportable segments are its investing operations as a business development company, MVC Capital, which includes MVC Cayman and MVC Turf. MVCFS, a wholly-owned subsidiary that provides advisory, administrative and other services to the Company and its portfolio companies, is also included.

The following table presents book basis segment data for the nine month period ended July 31, 2016:

	MVC	MVCFS	Consolidated
Interest and dividend income	\$ 27,908,552	\$ 4,414	\$ 27,912,966
Fee income	7,817	2,955,690	2,963,507
Fee income - asset management		1,073,476	1,073,476
Total operating income	27,916,369	4,033,580	31,949,949
Total operating expenses	9,373,397	5,757,977	15,131,374
Less: Waivers by Adviser	(1,602,219)	(977,664)	(2,579,883)
Total net operating expenses	7,771,178	4,780,313	12,551,491
Net operating income (loss) before taxes	20,145,191	(746,733)	19,398,458

Edgar Filing: MVC CAPITAL, INC. - Form 10-Q

Tax expense		1,316	1,316
Net operating income	20,145,191	(748,049)	19,397,142
Net realized loss on investments	(40,101,063)		(40,101,063)
Net unrealized appreciation on investments	18,190,951	32,396	18,223,347
Net decrease in net assets resulting from operations	\$ (1,764,921)	\$ (715,653)	\$ (2,480,574)

Table of Contents**15. Significant Subsidiaries**

We have determined that for the nine month period ended July 31, 2016, MVC Automotive and RuMe, unconsolidated portfolio companies, have met the conditions of a significant subsidiary. During the nine month period ended July 31, 2016, the Company sold its investment in Ohio Medical and it is no longer an investment of the Company as of July 31, 2016, as a result only June 30, 2015 financial information is included below. The financial information presented below includes summarized balance sheets as of June 30, 2016 (the last fiscal quarter-end prior to July 31, 2016 for each of these companies) and June 30, 2015, and income statements for the period October 1, 2015 to June 30, 2016 and October 1, 2014 to June 30, 2015. The financial information below is based on unaudited financial statements and has been prepared and furnished by each portfolio company and was not prepared by the Company.

**Balance Sheet**

Assets:					
Total non-current assets	538	24,988	413	31,144	99,038
Current Liabilities	\$ 3,819	\$ 55,865	\$ 1,950	\$ 58,004	\$ 9,339
Shareholders Equity	(1,276)	2,195	343	1,929	64,155

**Income Statement**

Net Sales & Revenue	\$ 9,787	\$ 128,617	\$ 5,968	\$ 135,586	\$ 38,611
Gross Margin	4,400	13,023	2,690	8,184	18,595
Operating Income (Loss)	(86)	(521)	(33)	(6,087)	5,352
Interest Expense	65	1,259	17	1,314	3,434
Net Income (Loss)	\$ (168)	\$ 452	\$ (55)	\$ (7,073)	\$ 912

## 16. Subsequent Events

On August 19, 2016, the Company repaid Credit Facility II in full, including all accrued interest.

## ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

This report contains certain statements of a forward-looking nature relating to future events or the future financial performance of the Company and its investment portfolio companies. Words such as *may*, *will*, *expect*, *believe*, *anticipate*, *intend*, *could*, *estimate*, *might* and *continue*, and the negative or other variations thereof or comparable terminology, are intended to identify forward-looking statements. Forward-looking statements are included in this report pursuant to the Safe Harbor provision of the Private Securities Litigation Reform Act of 1995. Such statements are predictions only, and the actual events or results may differ materially from those discussed in the forward-looking statements. Factors that could cause or contribute to such differences include, but are not limited to, those relating to adverse conditions in the U.S. and international economies, competition in the markets in which our portfolio companies operate, investment capital demand, pricing, market acceptance, any changes in the regulatory environments in which we operate, changes in our accounting assumptions that regulatory agencies, including the SEC, may require or that result from changes in the accounting rules or their application, competitive forces, adverse conditions in the credit markets impacting the cost, including interest rates and/or availability of financing, the results of financing and investing efforts, the ability to complete transactions, the inability to implement our business strategies and other risks identified below or in the Company's filings with the SEC. Readers are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date hereof. The Company undertakes no obligation to publicly revise these forward-looking statements to reflect events or circumstances occurring after the date hereof or to reflect the occurrence of unanticipated events. The following analysis of the financial condition and results of operations of the Company should be read in conjunction with the Consolidated Financial Statements, the Notes thereto and the other financial information included elsewhere in this report and the Company's annual report on Form 10-K for the year ended October 31, 2015.

### **SELECTED CONSOLIDATED FINANCIAL DATA:**

Financial information for the fiscal year ended October 31, 2015 is derived from the consolidated financial statements included in the Company's annual report on Form 10-K, which have been audited by Grant Thornton LLP, the Company's independent registered public accounting firm. Quarterly financial information is derived from unaudited financial data, but in the opinion of management, reflects all adjustments (consisting only of normal recurring adjustments), which are necessary to present fairly the results for such interim periods.



Table of Contents**Selected Consolidated Financial Data**

	<b>For the Nine Month Period July 31, 2016 (Unaudited)</b>	<b>For the Nine Month Period July 31, 2015 (Unaudited)</b>	<b>Year Ended October 31, 2015</b>
	<b>(In thousands, except per share data)</b>		
<b>Operating Data:</b>			
Interest and related portfolio income:			
Interest and dividend income	\$ 27,913	\$ 14,938	\$ 20,402
Fee income	2,964	1,830	2,048
Fee income - asset management	1,073	885	1,249
<b>Total operating income</b>	<b>31,950</b>	<b>17,653</b>	<b>23,699</b>
Expenses:			
Management fee	5,869	5,945	7,845
Portfolio fees - asset management	558	580	767
Management fee - asset management	247	75	160
Administrative	3,451	3,620	5,305
Interest and other borrowing costs	7,614	7,698	10,230
Net Incentive compensation (Note 11)	(2,607)	(8,986)	(9,757)
<b>Total operating expenses</b>	<b>15,132</b>	<b>8,932</b>	<b>14,550</b>
Expense waiver by Advisor	(113)	(113)	(150)
Voluntary management fee waiver by Advisor	(1,467)		
Voluntary incentive fee waiver by Advisor	(1,000)		
<b>Total waiver by adviser</b>	<b>(2,580)</b>	<b>(113)</b>	<b>(150)</b>
<b>Total net operating expenses</b>	<b>12,552</b>	<b>8,819</b>	<b>14,400</b>
<b>Net operating income before taxes</b>	<b>19,398</b>	<b>8,834</b>	<b>9,299</b>
Tax expense, net	1	2	2
<b>Net operating income</b>	<b>19,397</b>	<b>8,832</b>	<b>9,297</b>
Net realized and unrealized (loss) gain:			
Net realized gain (loss) on investments	(40,101)	13,131	3,700
Net unrealized (depreciation) appreciation on investments	18,223	(57,478)	(50,557)
<b>Net realized and unrealized loss on investments</b>	<b>(21,878)</b>	<b>(44,347)</b>	<b>(46,857)</b>
<b>Net decrease in net assets resulting from operations</b>	<b>\$ (2,481)</b>	<b>\$ (35,515)</b>	<b>\$ (37,560)</b>
<b>Per Share:</b>			
Net decrease in net assets per share resulting from operations	\$ (0.11)	\$ (1.56)	\$ (1.66)
Dividends per share	\$ 0.575	\$ 0.405	\$ 0.540
<b>Balance Sheet Data:</b>			
Portfolio at value	\$ 366,865	\$ 400,356	\$ 400,876
Portfolio at cost	391,595	450,257	443,717
Total assets	435,561	536,751	516,842

Edgar Filing: MVC CAPITAL, INC. - Form 10-Q

Shareholders' equity		278,541		299,187		294,076
Shareholders' equity per share (net asset value)	\$	12.27	\$	13.18	\$	12.95
Common shares outstanding at period end		22,703		22,703		22,703
<b>Other Data:</b>						
Number of Investments funded in period		13		12		13
Investments funded (\$) in period	\$	41,606	\$	60,889	\$	62,591
Repayment/sales in period		60,182		65,197		65,247
Net investment activity in period		(18,576)		(4,308)		(2,656)

Edgar Filing: MVC CAPITAL, INC. - Form 10-Q

Table of Contents

Quarterly Data (Unaudited):	Qtr 3	2016		Qtr 1	Qtr 4	2015			Qtr 4	2014		Qtr 1
		Qtr 2	Qtr 1			Qtr 3	Qtr 2	Qtr 1		Qtr 3	Qtr 2	
(In thousands, except per share data)												
Total operating income	8,005	15,855	8,090	6,046	7,524	5,273	4,856	4,325	5,016	5,862	4,613	
Management fee	1,932	1,958	1,979	1,900	1,899	2,066	1,980	2,121	2,144	2,227	2,189	
Portfolio fees - asset management	185	186	187	187	189	187	204	386	153	341	106	
Management fee - asset management	60	86	101	85	77	(18)	16	(126)	17	231	232	
Administrative	1,319	1,174	958	1,685	1,136	1,325	1,159	942	1,095	727	908	
Interest, fees and other borrowing costs	2,488	2,497	2,629	2,532	2,627	2,616	2,455	2,355	2,426	2,406	2,255	
Net Incentive compensation	(1,512)	1,135	(2,230)	(771)	(3,404)	(3,462)	(2,120)	(2,339)	568	(3,414)	435	
Total waiver by adviser	(521)	(1,527)	(532)	(37)	(38)	(37)	(38)	(37)	(38)	(37)	(38)	
Tax expense		1			1	1			1		1	
Net operating income (loss) before net realized and unrealized gains	4,054	10,345	4,998	465	5,037	2,595	1,200	1,023	(1,350)	3,381	(1,475)	
Net (decrease) increase in net assets resulting from operations	(3,536)	6,046	(4,991)	(2,045)	(13,959)	(11,813)	(9,743)	(10,614)	1,738	(12,651)	1,685	
Net (decrease) increase in net assets resulting from operations per share	(0.16)	0.26	(0.21)	(0.10)	(0.61)	(0.52)	(0.43)	(0.46)	0.07	(0.57)	0.08	
Net asset value per share	12.27	12.56	12.43	12.95	13.18	13.93	14.58	15.15	15.75	15.89	16.57	

**OVERVIEW**

The Company is an externally managed, non-diversified, closed-end management investment company that has elected to be regulated as a business development company under the 1940 Act. The Company's investment objective is to seek to maximize total return from capital appreciation and/or income.

On November 6, 2003, Mr. Tokarz assumed his positions as Chairman and Portfolio Manager of the Company. He and the Company's investment professionals (who, effective November 1, 2006, provide their services to the Company through the Company's investment adviser, TTG Advisers) are seeking to implement our investment objective (*i.e.*, to maximize total return from capital appreciation and/or income) through making a broad range of private investments in a variety of industries.

The investments can include senior or subordinated loans, convertible debt and convertible preferred securities, common or preferred stock, equity interests, warrants or rights to acquire equity interests, and other private equity transactions. During the fiscal year ended October 31, 2015, the Company made eight new investments and made 5 follow-on investments in 4 existing portfolio companies committing a total of approximately \$62.4 million of capital to these investments. During the nine month period ended July 31, 2016, the Company made six new investments and made seven follow-on investments in five existing portfolio companies committing capital totaling \$41.6 million.

The Company's prior investment objective was to achieve long-term capital appreciation from venture capital investments in information technology companies. Accordingly, the Company's investments had focused on investments in equity and debt securities of information technology companies. As of July 31, 2016, approximately 1.3% of the current fair value of our assets consisted of Legacy Investments. We are, however, seeking to manage these Legacy Investments to try and realize maximum returns. We generally seek to capitalize on opportunities to

## Edgar Filing: MVC CAPITAL, INC. - Form 10-Q

realize cash returns on these investments when presented with a potential liquidity event, *i.e.*, a sale, public offering, merger or other reorganization.

Our new portfolio investments are made pursuant to our current objective and strategy. We are concentrating our investment efforts on small and middle-market companies that, in our view, provide opportunities to maximize total return from income and/or capital appreciation. Under our investment approach, we are permitted to invest, without limit, in any one portfolio company, subject to diversification limits required in order for us to continue to qualify as a RIC under Subchapter M of the Code. Due to the asset growth and composition of the portfolio, compliance with the RIC requirements limits our ability to make additional investments that represent more than 5% of our total assets or more than 10% of the outstanding voting securities of an issuer ( Non-Diversified Investments ).

Table of Contents

We participate in the private equity business generally by providing privately negotiated long-term equity and/or debt investment capital to small and middle-market companies. Our financings are generally used to fund growth, buyouts, acquisitions, recapitalizations, note purchases, and/or bridge financings. We generally invest in private companies, though, from time to time, we may invest in public companies that may lack adequate access to public capital.

We may also seek to achieve our investment objective by establishing a subsidiary or subsidiaries that would serve as general partner to a private equity or other investment funds. Furthermore, the Board of Directors authorized the establishment of a PE Fund, for which an indirect wholly-owned subsidiary of the Company serves as the GP and which may raise up to \$250 million. On October 29, 2010, through MVC Partners and MVCFS, the Company committed to invest approximately \$20.1 million in the PE Fund. The PE Fund closed on approximately \$104 million of capital commitments. The Company's Board of Directors authorized the establishment of, and investment in, the PE Fund for a variety of reasons, including the Company's ability to make Non-Diversified Investments through the PE Fund. As previously disclosed, the Company is limited in its ability to make Non-Diversified Investments. For services provided to the PE Fund, the GP and MVC Partners are together entitled to receive 25% of all management fees and other fees paid by the PE Fund and its portfolio companies and up to 30% of the carried interest generated by the PE Fund. Further, at the direction of the Board of Directors, the GP retained TTG Advisers to serve as the portfolio manager of the PE Fund. In exchange for providing those services, and pursuant to the Board of Directors' authorization and direction, TTG Advisers is entitled to receive the balance of the fees and any carried interest generated by the PE Fund and its portfolio companies. Given this separate arrangement with the GP and the PE Fund, under the terms of the Company's Advisory Agreement with TTG Advisers, TTG Advisers is not entitled to receive from the Company a management fee or an incentive fee on assets of the Company that are invested in the PE Fund. During the fiscal year ended October 31, 2012, MVC Partners was consolidated with the operations of the Company as MVC Partners limited partnership interest in the PE Fund is a substantial portion of MVC Partners operations. Previously, MVC Partners was presented as a portfolio company on the Consolidated Schedules of Investments. The consolidation of MVC Partners has not had any material effect on the financial position or net results of operations of the Company. Also, during fiscal year ended October 31, 2014, MVC Turf was consolidated with the Company as MVC Turf is an MVC wholly-owned holding company. The consolidation of MVC Turf has not had any material effect on the financial position or net results of operations of the Company. Please see Note 2 of our consolidated financial statements Consolidation for more information.

As a result of the closing of the PE Fund, consistent with the Board-approved policy concerning the allocation of investment opportunities, the PE Fund will receive a priority allocation of all private equity investments that would otherwise be Non-Diversified Investments for the Company during the PE Fund's investment period which ended on October 28, 2014. Additional capital may be called for follow-on investments in existing portfolio companies of the PE Fund or to pay operating expenses of the PE Fund.

Additionally, in pursuit of our objective, we may acquire a portfolio of existing private equity or debt investments held by financial institutions or other investment funds should such opportunities arise.

Furthermore, pending investments in portfolio companies pursuant to the Company's principal investment strategy, the Company may invest in certain securities on a short-term or temporary basis. In addition to cash-equivalents and other money market-type investments, such short-term investments may include exchange-traded funds and private investment funds offering periodic liquidity.

Table of Contents

**OPERATING INCOME**

*For the Nine Month Period Ended July 31, 2016 and 2015.* Total operating income was \$31.9 million and \$17.7 million for the nine month period ended July 31, 2016 and 2015, respectively, an increase of \$14.2 million.

***For the Nine Month Period Ended July 31, 2016***

Total operating income was \$31.9 million for the nine month period ended July 31, 2016. The increase in operating income over the same period last year was primarily due to an increase in dividend income, interest earned on loans and fee income from the Company's portfolio companies. The Company earned approximately \$27.9 million in interest and dividend income from investments in portfolio companies. Of the \$27.9 million recorded in interest/dividend income, \$12.5 million was dividend income from U.S. Gas and approximately \$3.9 million was payment in kind /deferred interest. The payment in kind /deferred interest are computed at the contractual rate specified in each investment agreement and may be added to the principal balance of each investment. The Company's debt investments yielded annualized rates from 5.0% to 16.0%. The Company also received fee income from asset management of the PE Fund and its portfolio companies totaling approximately \$1.1 million and fee income from the Company's portfolio companies of approximately \$3.0 million, of which \$2.3 million was one-time fee income related to the Ohio Medical sale, totaling approximately \$4.1 million in fee income. Of the \$1.1 million of fee income from asset management activities, 75% of the income is obligated to be paid to TTG Advisers. However, under the PE Fund's agreements, a significant portion of the portfolio fees that are paid by the PE Fund's portfolio companies to the GP and TTG Advisers is subject to recoupment by the PE Fund in the form of an offset to future management fees paid by the PE Fund.

***For the Nine Month Period Ended July 31, 2015***

Total operating income was \$17.7 million for the nine month period ended July 31, 2015. The increase in operating income over the same period last year was primarily due to an increase in interest earned on loans, which was the main component of operating income for the nine month period ended July 31, 2015. The Company earned approximately \$14.9 million in interest and dividend income from investments in portfolio companies. Of the \$14.9 million recorded in interest/dividend income, approximately \$3.4 million was payment in kind /deferred interest. The payment in kind /deferred interest are computed at the contractual rate specified in each investment agreement and may be added to the principal balance of each investment. The Company's debt investments yielded annualized rates from 9.75% to 16.0%. The Company also received fee income from asset management of the PE Fund and its portfolio companies totaling approximately \$885,000 and fee income from the Company's portfolio companies of approximately \$1.8 million, totaling approximately \$2.7 million. Of the \$885,000 of fee income from asset management activities, 75% of the income is obligated to be paid to TTG Advisers. However, under the PE Fund's agreements, a significant portion of the portfolio fees that are paid by the PE Fund's portfolio companies to the GP and TTG Advisers is subject to recoupment by the PE Fund in the form of an offset to future management fees paid by the PE Fund.

**OPERATING EXPENSES**

*For the Nine Month Period Ended July 31, 2016 and 2015.* Operating expenses, net of Voluntary Waivers, were approximately \$12.5 million and \$8.8 million for the nine month period ended July 31, 2016 and 2015, respectively, an increase of

approximately \$3.7 million.

*For the Nine Month Period Ended July 31, 2016*

Operating expenses, net of the Voluntary Waivers (as described below), were approximately \$12.5 million or 5.88% of the Company's average net assets, when annualized, for the nine month period ended July 31, 2016. Significant components of operating expenses for the nine month period ended July 31,

Table of Contents

2016 were interest and other borrowing costs of approximately \$7.6 million and management fee expense paid by the Company of approximately \$4.4 million, which is net of the voluntary management fee waiver.

The approximately \$3.7 million increase in the Company's net operating expenses for the nine month period ended July 31, 2016 compared to the same period in 2015, was primarily due to the approximately \$5.4 million increase in the estimated provision for incentive compensation expense, including a \$1.0 million incentive fee waiver for the nine month period ended July 31, 2016, which was partially offset by an approximately \$1.5 million voluntary management fee waiver decreasing the net management fee expense by the same amount. The decrease in audit and tax preparation fees for the quarter ended July 31, 2016 and the nine month period ended July 31, 2016 compared to the same periods in 2015 is due to the delay in filing both the Annual Report on Form 10-K and the Quarterly Report for the period ended January 31, 2016 and the timing of the work performed by the Company's auditors during the nine month period ended July 31, 2016. The portfolio fees - asset management are payable to TTG Advisers for monitoring and other customary fees received by the GP from portfolio companies of the PE Fund. To the extent the GP or TTG Advisers receives advisory, monitoring, organization or other customary fees from any portfolio company of the PE Fund or management fees related to the PE Fund, 25% of such fees shall be paid to or retained by the GP and 75% of such fees shall be paid to or retained by TTG Advisers. On October 29, 2015, the Board approved the renewal of the Advisory Agreement for the 2016 fiscal year. Further, the Adviser agreed to waive a portion of the base management fee so that it is reduced to 1.50% for fiscal year 2016. In addition, the Adviser agreed to waive \$1 million of any incentive fee on capital gains if and when payable to the Adviser under the Advisory Agreement. In March 2016, the Adviser agreed to modify its prior agreement to waive, effective November 1, 2015, the first \$1.0 million of capital gains incentive fee due under the Advisory Agreement, such that the \$1.0 million waiver of incentive fee would be applied to any incentive fee due under the agreement, whether it is a capital gains incentive fee or net operating income incentive fee. Furthermore, the Company and the Adviser agreed to reduce the expense cap for fiscal 2016 to 3.25% under the Modified Methodology, consistent with the asset level used to calculate the base management fee. The amount of any payments made by the GP of the PE Fund to TTG Advisers pursuant to the Portfolio Management Agreement between the GP and TTG Advisers respecting the PE Fund continues to be excluded from the calculation of the Company's expense ratio under the Expense Limitation Agreement. In addition, for fiscal years 2010 through 2016, TTG Advisers voluntarily agreed to waive \$150,000 of expenses that the Company is obligated to reimburse to TTG Advisers under the Advisory Agreement (the Voluntary Waiver). TTG Advisers also voluntarily agreed that any assets of the Company that are invested in exchange-traded funds would not be taken into account in the calculation of the base management fee due to TTG Advisers under the Advisory Agreement. Under the Modified Methodology, for the nine month period ended July 31, 2016, the Company's expense ratio was 2.51%, (taking into account the same carve outs as those applicable to the expense cap).

Pursuant to the terms of the Advisory Agreement, during the nine month period ended July 31, 2016, the provision for incentive compensation was decreased by a net amount of approximately \$3.6 million to approximately \$1.4 million, including both the pre-incentive fee net operating income and the capital gains incentive fee. The net decrease in the provision for incentive compensation during the nine month period ended July 31, 2016 primarily reflects the Valuation Committee's determination to decrease the fair values of fifteen of the Company's portfolio investments (Custom Alloy, MVC Automotive, Security Holdings, SGDA Europe, Tekers, JSC Tekers, Biogenics, Morey's, Turf, Initials, U.S. Gas, BAC, Equus, Ohio Medical and Legal Solutions) by a total of approximately \$27.8 million. The net decrease in the provision also reflects the Valuation Committee's determination to increase the fair values of eleven of the Company's portfolio investments (NPWT, Agri-Carriers, Thunderdome, U.S. Tech, Vestal, MVC Environmental, Centile, RuMe, SCSD, Advantage and RX) by a total of approximately \$3.6 million. For the nine month period ended July 31, 2016, no incentive compensation was paid. Also, for the quarter ended April 30, 2016, a \$2.1 million provision was recorded for the net operating income portion of the



Table of Contents

incentive fee as pre-incentive fee net operating income exceeded the hurdle rate. The \$1.0 million incentive fee waiver was recorded during the quarter ended April 30, 2016 resulting in a net \$1.1 million provision being recorded for the net operating income portion of the incentive fee. Also, for the quarter ended July 31, 2016, no provision was recorded for the net operating income portion of the incentive fee as pre-incentive fee net operating income for the quarter did not exceed the hurdle rate. Please see Note 11 of our consolidated financial statements Incentive Compensation for more information.

*For the Nine Month Period Ended July 31, 2015*

Operating expenses, net of the Voluntary Waivers (as described below), were approximately \$8.8 million or 3.66% of the Company's average net assets, when annualized, for the nine month period ended July 31, 2015. Significant components of operating expenses for the nine month period ended July 31, 2015 were interest and other borrowing costs of approximately \$7.7 million and management fee expense paid by the Company of approximately \$5.9 million.

The approximately \$6.1 million decrease in the Company's net operating expenses for the nine month period ended July 31, 2015 compared to the same period in 2014, was primarily due to the approximately \$6.6 million decrease in the estimated provision for incentive compensation expense, which was partially offset by an increase in interest and other borrowing costs of approximately \$611,000. The portfolio fees - asset management are payable to TTG Advisers for monitoring and other customary fees received by the GP from portfolio companies of the PE Fund. To the extent the GP or TTG Advisers receives advisory, monitoring, organization or other customary fees from any portfolio company of the PE Fund or management fees related to the PE Fund, 25% of such fees shall be paid to or retained by the GP and 75% of such fees shall be paid to or retained by TTG Advisers. For the 2015 fiscal year, TTG Advisers voluntarily agreed to waive \$150,000 of expenses that the Company is obligated to reimburse to TTG Advisers under the Advisory Agreement (the Voluntary Waiver). TTG Advisers voluntarily agreed that any assets of the Company that were invested in exchange-traded funds would not be taken into account in the calculation of the base management fee due to TTG Advisers under the Advisory Agreement. TTG Advisers has voluntarily agreed to waive any management fees on the Company's assets invested in Equus common stock. The Company and the Adviser have agreed to continue the expense cap of 3.5% (on consolidated expenses of the Company, including any amounts payable to TTG Advisers under the base management fee, but excluding the amount of any interest and other direct borrowing costs, taxes, incentive compensation, payments made by the GP of the PE Fund to TTG Advisers pursuant to the Portfolio Management Agreement between the GP and TTG Advisers respecting the PE Fund and extraordinary expenses taken as a percentage of the Company's average net assets) into fiscal year 2015, though they have modified the methodology so that the cap is applied to limit the Company's ratio of expenses to total assets less cash (the Modified Methodology), consistent with the asset level used to calculate the base management fee. (The expenses covered by the cap remain unchanged.) Under the Modified Methodology, for the nine month period ended July 31, 2015, the Company's expense ratio was 3.05%, (taking into account the same carve outs as those applicable to the expense cap).

Pursuant to the terms of the Advisory Agreement, during the nine month period ended July 31, 2015, the provision for incentive compensation was decreased by a net amount of approximately \$9.0 million to approximately \$5.7 million. The net decrease in the provision for incentive compensation during the nine month period ended July 31, 2015 primarily reflects the Valuation Committee's determination to decrease the fair values of fifteen of the Company's portfolio investments (NPWT, BAC, Tekers, PrePaid Legal, Centile, Biovation, Inland, MVC Automotive, Ohio Medical, SGDA Europe, Security Holdings, JSC Tekers, Morey's, Velocitus and Equus) by a total of approximately \$52.5 million. The net decrease in the provision also reflects the Valuation Committee's determination to increase the fair values of six of the Company's portfolio investments (Turf, RuMe, Biogenic, Custom Alloy, Advantage Insurance and SCSD) by a total of approximately \$3.7 million. The Valuation Committee also increased the fair value of the Ohio Medical series C convertible preferred stock by approximately \$3.5 million due to a PIK

Table of Contents

distribution, which was treated as a return of capital. For the nine month period ended July 31, 2015, no provision was recorded for the net operating income portion of the incentive fee as pre-incentive fee net operating income did not exceed the hurdle rate. Please see Note 11 of our consolidated financial statements *Incentive Compensation* for more information.

**REALIZED GAINS AND LOSSES ON PORTFOLIO SECURITIES**

*For the Nine Month Period Ended July 31, 2016 and 2015.* Net realized losses for the nine month period ended July 31, 2016 were approximately \$40.1 million and net realized gains were \$13.1 million for the nine month period ended July 31, 2015, a net decrease of approximately \$53.2 million.

***For the Nine Month Period Ended July 31, 2016***

Net realized losses for the nine month period ended July 31, 2016 were approximately \$40.1 million. The Company's net realized loss for the nine month period ended July 31, 2016 was primarily due to the realized losses of approximately \$30.5 million on the sale of Ohio Medical common and preferred stock, and approximately \$6.2 million on the Inland senior secured loan and warrant.

On December 22, 2015, the Company realized a loss of approximately \$1.5 million with the dissolution of Biovation.

On December 24, 2015, the Company realized losses of approximately \$5.5 million on Inland's senior secured loan and \$713,000 on its warrants as part of Inland's restructuring. As part of the restructuring, the Company received a \$6.0 million senior secured loan from MVC Environmental, Inc. and received 950 of its common shares. The loan bears annual interest of 9% and matures on December 22, 2020.

On December 31, 2015, the Company completed the sale of Ohio Medical through an asset sale. The Company expects gross proceeds of approximately \$40.0 million, including fees. At the time of closing, the Company received cash proceeds of approximately \$29.0 million and anticipates receiving an additional \$11.0 million, assuming the full receipt of all escrow proceeds scheduled for various periods, with the final release of payment scheduled for 18 months from the closing.

On May 31, 2016, the Company realized a loss of approximately \$1.2 million with the dissolution of NPWT.

During the nine month period ended July 31, 2016, the Company also recorded net realized gains of approximately \$126,000 with the sale of its short-term investments and net realized losses of approximately \$929,000 on the escrow receivables.

*For the Nine Month Period Ended July 31, 2015*

Net realized gains for the nine month period ended July 31, 2015 were approximately \$13.1 million. The main component of the Company's net realized gains for the nine month period ended July 31, 2015 was primarily due to the realized gains of approximately \$15.0 million on the sale of Vestal common stock that was partially offset by the net realized loss of \$2.2 million on the sale of the Biovation loans when BAC credit purchased the assets of Biovation.

During the nine month period ended July 31, 2015, the Company also recorded net realized gains of approximately \$302,000 with the sale of its short-term investments.

Table of Contents

**UNREALIZED APPRECIATION AND DEPRECIATION OF PORTFOLIO SECURITIES**

*For the Nine Month Period Ended July 31, 2016 and 2015.* The Company had a net change in unrealized appreciation on portfolio investments of approximately \$18.2 million for the nine month period ended July 31, 2016 and unrealized depreciation of approximately \$57.5 million for the nine month period ended July 31, 2015, respectively, a net increase of approximately \$75.7 million.

*For the Nine Month Period Ended July 31, 2016*

The Company had a net change in unrealized appreciation on portfolio investments of approximately \$18.2 million for the nine month period ended July 31, 2016. The change in unrealized appreciation for the nine month period ended July 31, 2016 primarily resulted from the reversal of the unrealized depreciation on the Ohio Medical common and preferred stock, Inland senior secured loan and warrants, the Biovation bridge loan and warrant and the NPWT common and preferred stock by a total of approximately \$39.7 million. The net change is also a result of the Valuation Committee determination to decrease the fair value of the Company's investments in: Custom Alloy second lien and unsecured loans by a total of approximately \$6.8 million, MVC Automotive equity interest by approximately \$981,000, RuMe common stock by approximately \$144,000, SGDA Europe equity interest by approximately \$3.4 million, Tekers common stock by \$342,000 and loan by approximately \$28,000, Initials loan by approximately \$30,000, Turf loan by approximately \$105,000, U.S. Gas preferred stock series I by \$3.9 million, Security Holdings equity interest by \$3.4 million, JSC Tekers preferred stock by approximately \$1.2 million and common stock by \$4,000, Biogenic warrant and loans by a total of approximately \$5.6 million, Morey's loan by approximately \$738,000, Legal Solutions loan by approximately \$130,000, BAC common stock by approximately \$202,000 and the Ohio Medical escrow by approximately \$898,000 that was recorded as a realized loss. These changes in unrealized depreciation were partially off-set by the Valuation Committee determination to increase the fair value of the Company's investments in: Turf guarantee by approximately \$18,000, RuMe series C preferred stock by \$427,000 and series B-1 preferred stock by \$507,000, Agri-Carriers loan by approximately \$95,000, Thunderdome loan by \$30,000, U.S. Tech loan by \$50,000, Vestal loan by approximately \$129,000, common stock by approximately \$462,000 and warrants by approximately \$459,000, Advantage preferred stock by approximately \$94,000, Foliofn preferred stock by approximately \$104,000, MVC Environmental common stock by \$29,000 MVC Private Equity Fund L.P. general partnership interest and limited partnership interest in the PE Fund by a total of approximately \$1.4 million, NPWT preferred stock by \$4,000, Centile equity interest by \$524,000, RX loan by approximately \$230,000 and SCSD common stock by \$750,000.

*For the Nine Month Period Ended July 31, 2015*

The Company had a net change in unrealized depreciation on portfolio investments of approximately \$57.5 million for the nine month period ended July 31, 2015. The change in unrealized depreciation for the nine month period ended July 31, 2015 primarily resulted from the Valuation Committee's decision to decrease the fair value of the Company's investments in: Foliofn preferred stock by \$356,000, NPWT common stock by \$3,000 and preferred stock by \$49,000, Tekers common stock by \$308,000, PrePaid Legal loan by \$100,000, Centile equity interest by \$588,000, BAC common stock by approximately \$167,000, Vestal escrow by approximately \$15,000, Bioventions loan by approximately \$3.4 million, Morey's second lien loan by approximately \$1.0 million, Velocitius equity interest by \$2.8 million, JSC Tekers preferred stock by \$629,000, Security Holdings equity interest by \$4.0 million, SGDA Europe equity interest by approximately \$3.2 million, Ohio Medical series A preferred stock by \$16.5 million, MVC Automotive equity interest by \$6.3 million, Inland warrant by approximately \$700,000 and loan by approximately \$11.4 million and the reversal of the

unrealized appreciation on the Vestal common stock which resulted in a realized gain of approximately \$15.0 million. These changes in unrealized depreciation were partially off-set by the Valuation Committee determination to increase the fair value of the Company's investments in Turf loan and guarantee by a total of approximately \$20,000, Biogenic warrant and senior convertible note by a total of approximately \$878,000, SCSD common stock by \$387,000, Advantage preferred stock by approximately \$294,000, MVC Private Equity Fund L.P. general

Table of Contents

partnership interest and limited partnership interest in the PE Fund by a total of approximately \$602,000, Custom Alloy second lien loan by approximately \$96,000 and RuMe series C preferred stock by approximately \$1.6 million and series B-1 preferred stock by approximately \$395,000 and the reversal of the unrealized depreciation on the Biovation loan which resulted in a realized loss of approximately \$2.2 million. In addition, increases in the cost basis and fair value of the loans to Biogenic, Custom Alloy, Morey s, Vestal and U.S. Gas were due to the capitalization of PIK interest totaling \$1,464,781. The Valuation Committee also increased the fair value of the Ohio Medical series C convertible preferred stock by approximately \$3.5 million due to a PIK distribution, which was treated as a return of capital.

**PORTFOLIO INVESTMENTS**

*For the Nine Month Period Ended July 31, 2016 and the Year Ended October 31, 2015.* The cost of the portfolio investments held by the Company at July 31, 2016 and at October 31, 2015 was \$391.6 million and \$443.7 million, respectively, a decrease of \$52.1 million. The aggregate fair value of portfolio investments at July 31, 2016 and at October 31, 2015 was \$366.9 million and \$400.9 million, respectively, a decrease of \$34.0 million. The Company held unrestricted cash, cash equivalents and restricted cash and cash equivalents at July 31, 2016 and at October 31, 2015 of \$17.7 million and \$16.8 million, respectively, an increase of approximately \$900,000. The cost and fair value of U.S. Treasury obligations held by the Company at July 31, 2016 was approximately \$0 and at October 31, 2015 was approximately \$89.7 million.

*For the Nine Month Period Ended July 31, 2016*

During the nine month period ended July 31, 2016, the Company made six new investments, committing capital that totaled approximately \$35.7 million. The investments were made in Somotra (\$1.7 million), Pride (\$5.1 million), Dukane (\$7.0 million), Quantum (\$10.0 million), FDS (\$2.3 million) and HTI (\$9.6 million).

During the nine month period ended July 31, 2016, the Company made 7 follow-on investments in five existing portfolio companies that totaled approximately \$5.9 million. On November 20, 2015 and December 3, 2015, the Company invested an additional \$538,000 and \$1.1 million, respectively, in MVC Automotive common equity. On January 4, 2016, the Company loaned an additional \$1.5 million to Legal Solutions, which increased the senior subordinated loan to approximately \$10.2 million. On February 1, 2016, the Company loaned an additional \$1.1 million to Thunderdome, which increased the second lien loan to approximately \$3.0 million. On May 5, 2016, the Company loaned \$30,000 to BAC in the form of a senior loan with an interest rate of 5% and a maturity date of May 5, 2021. On June 28, 2016, the Company loaned approximately \$1.7 million to MVC Automotive in the form of a bridge loan with an interest rate of 6% and a maturity date of December 31, 2016. On June 28, 2016, the Company loaned approximately \$28,000 to Tekers in the form of a bridge loan with an interest rate of 6% and a maturity date of June 27, 2017.

On November 3, 2015, Results Companies repaid its loan in full totaling approximately \$10.0 million, including all accrued interest.

On December 22, 2015, the Company realized a loss of approximately \$1.5 million due to the dissolution of Biovation.

On December 24, 2015, the Company realized losses of approximately \$5.5 million on Inland senior secured loan and \$713,000 on its warrants as part of Inland's restructuring. As part of the restructuring, the Company received a \$6.0 million senior secured loan from MVC Environmental, a holding company formed by the Company that owns and operates intellectual property and environmental service facilities for oil and gas waste recycling related to Inland, and received 950 of its common shares. The loan bears annual interest of 9% and matures on December 22, 2020.

Table of Contents

On December 31, 2015, the Company completed the sale of Ohio Medical through an asset sale. The Company expects gross proceeds of approximately \$40.0 million, including fees, which results in a realized loss of approximately \$30.5 million. At the time of closing, the Company received cash proceeds of approximately \$29.0 million, which included \$2.3 million in monitoring and closing fees, and anticipates receiving an additional \$11.0 million, assuming the full receipt of all escrow proceeds scheduled for various periods, with the final release of payment scheduled for 18 months from the closing. The Company has received approximately \$1.3 million in escrow proceeds as of July 31, 2016. The fair value of the escrow as of July 31, 2016 was approximately \$8.8 million.

On March 7, 2016 and July 28, 2016, the Company received dividends of \$10.0 million and \$2.5 million, respectively, from U.S. Gas.

On April 18, 2016, Somotra repaid its loan in full totaling approximately \$1.7 million, including all accrued interest.

On May 6, 2016, RX repaid \$8.0 million on its loan. In addition, RX repaid all outstanding accrued and deferred interest for a total payment of approximately \$9.9 million. As part of the transaction, which led to the repayment, RX was reorganized into FDS, Inc., a data service provider. The Company's outstanding \$2.3 million of principal was changed to a senior subordinated loan with an interest rate of 16% and a maturity date of November 30, 2016.

On May 31, 2016, the Company realized a loss of approximately \$1.2 million from the dissolution of NPWT.

During the nine month period ended July 31, 2016, the Company received distributions totaling approximately \$97,000 from the PE Fund that was recorded as dividend income.

During the nine month period ended July 31, 2016, Thunderdome made principal payments totaling approximately \$51,000 on its second lien loan. The Company subsequently loaned Thunderdome an additional \$1.1 million. The balance of the loan at July 31, 2016 was approximately \$3.0 million.

During the quarter ended January 31, 2016, the Valuation Committee increased the fair value of the Company's investments in: Foliofn preferred stock by \$34,000, Turf loan by approximately \$19,000 and guarantee by approximately \$6,000, RuMe series C preferred stock by \$630,000 and series B preferred stock by \$160,000, MVC Private Equity Fund L.P. general partnership interest and limited partnership interest in the PE Fund by a total of approximately \$947,000, NPWT preferred stock by \$4,000, Centile equity interest by \$260,000, Argi-Carriers loan by approximately \$108,000, RX loan by approximately \$409,000 and SCSD common stock by \$750,000. In addition, increases in the cost basis and fair value of the loans to Biogenic, Custom Alloy, Morey's, Vestal, Agri-Carriers, RX, Legal Solutions, MVC Environmental and U.S. Gas were due to the capitalization of PIK interest totaling \$3,337,651. The Valuation Committee also decreased the fair value of the Company's investments in: Custom Alloy second lien and unsecured loans by a total of approximately \$2.4 million, MVC Automotive equity interest by approximately \$27,000, Security Holdings equity interest by approximately \$4.6 million, SGDA Europe equity interest by approximately \$2.9 million, Tekers common stock by \$35,000, JSC Tekers preferred stock by approximately \$740,000 and common stock by \$4,000, BAC common stock by approximately \$38,000, Biogenic warrant and loan by a total of approximately \$35,000, Morey's second lien loan by approximately \$1.1 million, Legal Solutions loan by approximately \$310,000 and the Ohio Medical escrow by approximately \$1.3 million that was recorded as a realized loss.



Edgar Filing: MVC CAPITAL, INC. - Form 10-Q

During the quarter ended April 30, 2016, the Valuation Committee increased the fair value of the Company's investments in: Security Holdings equity interest by \$911,000, RuMe series B-1 preferred stock by approximately \$347,000, MVC Private Equity Fund L.P. general partnership interest and limited partnership interest in the PE Fund by a total of approximately \$763,000, JSC Tekers preferred stock by

Table of Contents

approximately \$575,000, Centile equity interest by \$281,000, Morey's loan by approximately \$51,000, Custom Alloy unsecured loan by approximately \$50,000, Turf guarantee by approximately \$6,000 and the Initials loan by approximately \$2,000. The Valuation Committee also increased the Ohio Medical escrow by approximately \$177,000 that was recorded as a realized gain. In addition, increases in the cost basis and fair value of the loans to Biogenic, Custom Alloy, Morey's, Vestal, Agri-Carriers, RX, Legal Solutions, MVC Environmental, Dukane and U.S. Gas were due to the capitalization of PIK interest totaling \$1,495,179. The Valuation Committee also decreased the fair value of the Company's investments in: Custom Alloy second lien loan by approximately \$1.5 million, RuMe series C preferred stock by approximately \$203,000 and common stock by approximately \$144,000, Foliofn preferred stock by approximately \$254,000, MVC Automotive equity interest by approximately \$506,000, SGDA Europe equity interest by approximately \$219,000, Tekers common stock by \$266,000, Turf loan by approximately \$138,000, U.S. Gas preferred stock series I by \$3.9 million, BAC common stock by approximately \$92,000, Biogenic warrant and loans by a total of approximately \$136,000, Advantage preferred stock by approximately \$67,000, MVC Environmental common stock by \$38,000, Agri-Carriers loan by approximately \$133,000, RX loan by approximately \$179,000 and Legal Solutions loan by approximately \$91,000.

During the quarter ended July 31, 2016, the Valuation Committee increased the fair value of the Company's investments in: Agri-Carriers loan by approximately \$120,000, Thunderdome loan by \$30,000, U.S. Tech loan by \$50,000, Advantage preferred stock by approximately \$161,000, Morey's loan by approximately \$358,000, Turf loan by approximately \$14,000 and guarantee by approximately \$6,000, Vestal loan by approximately \$129,000, common stock by approximately \$462,000 and warrants by approximately \$459,000, MVC Environmental common stock by \$67,000, Foliofn preferred stock by approximately \$324,000, Legal Solutions loan by approximately \$271,000 and Security Holdings equity interest by \$292,000. The Valuation Committee also increased the Ohio Medical escrow by approximately \$210,000 that was recorded as a realized gain. In addition, increases in the cost basis and fair value of the loans to Biogenic, Custom Alloy, Morey's, Vestal, Agri-Carriers, Initials, Quantum, Legal Solutions, MVC Environmental, Dukane and U.S. Gas were due to the capitalization of PIK interest totaling \$1,865,633. The Valuation Committee also decreased the fair value of the Company's investments in: Custom Alloy second lien and unsecured loans by a total of approximately \$2.9 million, Tekers common stock by \$41,000 and loan by approximately \$28,000, BAC common stock by approximately \$72,000, Centile equity interest by \$17,000, Initials loan by approximately \$32,000, JSC Tekers preferred stock by approximately \$1.0 million, MVC Automotive equity interest by approximately \$448,000, SGDA Europe equity interest by approximately \$245,000, Biogenic warrant and loans by a total of approximately \$5.5 million and the MVC Private Equity Fund L.P. general partnership interest and limited partnership interest in the PE Fund by a total of approximately \$356,000.

During the nine month period ended July 31, 2016, the Valuation Committee increased the fair value of the Company's investments in: Turf guarantee by approximately \$18,000, RuMe series C preferred stock by \$427,000 and series B-1 preferred stock by \$507,000, Agri-Carriers loan by approximately \$95,000, Thunderdome loan by \$30,000, U.S. Tech loan by \$50,000, Vestal loan by approximately \$129,000, common stock by approximately \$462,000 and warrants by approximately \$459,000, Advantage preferred stock by approximately \$94,000, Foliofn preferred stock by approximately \$104,000, MVC Environmental common stock by \$29,000, MVC Private Equity Fund L.P. general partnership interest and limited partnership interest in the PE Fund by a total of approximately \$1.4 million, NPWT preferred stock by \$4,000, Centile equity interest by \$524,000, RX loan by approximately \$230,000 and SCSD common stock by \$750,000. In addition, increases in the cost basis and fair value of the loans to Biogenic, Custom Alloy, Morey's, Vestal, Agri-Carriers, RX, Legal Solutions, Initials, Quantum, MVC Environmental, Dukane and U.S. Gas were due to the capitalization of PIK interest totaling \$6,698,463. The Valuation Committee also decreased the fair value of the Company's investments in: Custom Alloy second lien and unsecured loans by a total of approximately \$6.8 million, MVC Automotive equity interest by approximately \$981,000, RuMe common stock by approximately

Table of Contents

\$144,000, SGDA Europe equity interest by approximately \$3.4 million, Tekers common stock by \$342,000 and loan by approximately \$28,000, Initials loan by approximately \$30,000, Turf loan by approximately \$105,000, U.S. Gas preferred stock series I by \$3.9 million, Security Holdings equity interest by \$3.4 million, JSC Tekers preferred stock by approximately \$1.2 million and common stock by \$4,000, Biogenic warrant and loans by a total of approximately \$5.6 million, Morey's loan by approximately \$738,000, Legal Solutions loan by approximately \$130,000, BAC common stock by approximately \$202,000 and the Ohio Medical escrow by approximately \$898,000 that was recorded as a realized loss.

At July 31, 2016, the fair value of all portfolio investments, exclusive of U.S. Treasury obligations and escrow receivables, was \$366.9 million with a cost basis of \$391.6 million. At July 31, 2016, the fair value and cost basis of Legacy Investments was \$5.7 million and \$23.8 million, respectively, and the fair value and cost basis of portfolio investments made by the Company's current management team was \$361.2 million and \$367.8 million, respectively. At October 31, 2015, the fair value of all portfolio investments, exclusive of U.S. Treasury obligations and escrow receivables, was \$400.9 million with a cost basis of \$443.7 million. At October 31, 2015, the fair value and cost basis of portfolio investments of the Legacy Investments was \$5.6 million and \$23.8 million, respectively, and the fair value and cost basis of portfolio investments made by the Company's current management team was \$395.3 million and \$419.9 million, respectively.

***For the Fiscal Year Ended October 31, 2015***

During the fiscal year ended October 31, 2015, the Company made eight new investments, committing capital that totaled approximately \$58.1 million. The investments were made in RX (\$10.3 million), Agri-Carriers (\$11.8 million), Legal Solutions (\$8.7 million), Results Companies (\$9.0 million), Vestal (\$6.5 million), Thunderdome (\$2.0 million), Initials (\$4.8 million) and U.S. Technologies (\$5.0 million).

During the fiscal year ended October 31, 2015, the Company made 5 follow-on investments into 4 existing portfolio companies that totaled approximately \$4.3 million. On May 27, 2015, the Company invested an additional \$1.1 million into MVC Automotive in the form of common equity interest. On June 3, 2015, the Company invested an additional \$250,000 into Centile in the form of common equity interest. On July 6, 2015, the Company invested \$250,000 into BAC in the form of equity. See below for further information on BAC. On July 7, 2015, the Company made a secured \$1.0 million loan to Biogenic. The loan has a 16% interest rate and matures on February 29, 2016. The Company also received a warrant at no cost and allocated a portion of the cost basis of the loan to the warrant at the time the investment was made. On October 19, 2015, the Company invested an additional \$1.7 million in MVC Automotive in the form of common equity interest.

On November 26, 2014, Summit Research Labs, Inc. repaid its second lien loan in full including all accrued interest totaling approximately \$25.7 million.

On December 31, 2014, the Company received distributions totaling \$388,000 from the PE Fund, which was treated as a return of capital.

On April 20, 2015, BAC credit purchased the assets of Biovation. The Company received 90 shares of class B non-voting common stock in BAC as part of the transaction and realized a loss on Biovation of approximately \$2.2 million.

Edgar Filing: MVC CAPITAL, INC. - Form 10-Q

On May 1, 2015, the Company sold 2,893 shares of common stock in Ohio Medical for a nominal amount resulting in no realized gain or loss.

## Edgar Filing: MVC CAPITAL, INC. - Form 10-Q

### Table of Contents

On May 29, 2015, the Company sold its 81,000 shares of common stock in Vestal receiving total proceeds of approximately \$17.9 million resulting in a realized gain of approximately \$15.0 million. The total proceeds included a \$1.0 million dividend and assumes full receipt of the escrow proceeds. The \$600,000 senior subordinated loan was also repaid in full, including all accrued interest. As part of the transaction, the Company reinvested approximately \$6.3 million in the form of a subordinated loan, \$250,000 for 5,610 shares of common stock and a warrant with no cost. The loan has an interest rate of 15% and matures on November 28, 2021.

On June 19, 2015, the Company monetized a majority of its investment in Velocitus, receiving approximately \$9.2 million in proceeds, which included a return of capital and closing fees and was net of a minimal currency loss.

On October 16, 2015, the Company sold its remaining equity interest in Velocitus and received zero proceeds resulting in a realized loss of approximately \$2.7 million.

On October 30, 2015, the Company realized a loss of \$6.7 million with the dissolution of HH&B.

During the fiscal year ended October 31, 2015, the Company sold its \$10.0 million PrePaid Legal loan for proceeds totaling approximately \$10.1 million, including all accrued interest.

During the fiscal year ended October 31, 2015, Custom Alloy made principal payments totaling \$3.5 million on its unsecured subordinated loan. The balance of the loan at October 31, 2015 was \$3.0 million.

During the quarter ended January 31, 2015, the Valuation Committee increased the fair value of the Company's investments in Foliofn preferred stock by \$109,000, Turf loan by approximately \$2,000, RuMe series C preferred stock by \$800,000 and series B-1 preferred stock by \$200,000, Advantage preferred stock by \$20,000, Biogenic warrant and senior convertible note by a net total of approximately \$28,000 and SCSD common stock by \$387,000. In addition, increases in the cost basis and fair value of the loans to Biogenic, Custom Alloy, Morey's, and U.S. Gas were due to the capitalization of PIK interest totaling \$436,878. The Valuation Committee also increased the fair value of the Ohio Medical series C convertible preferred stock by approximately \$1.1 million due to a PIK distribution, which was treated as a return of capital. The Valuation Committee also decreased the fair value of the Company's investments in MVC Private Equity Fund L.P. general partnership interest and limited partnership interest in the PE Fund by a total of approximately \$759,000, Custom Alloy second lien loan by approximately \$84,000, NPWT common stock by \$2,000 and preferred stock by \$36,000, Tekers common stock by \$170,000, PrePaid Legal loan by \$100,000, Centile equity interest by \$538,000, Biovation loan by approximately \$716,000, Velocitus equity interest by approximately \$1.1 million, Security Holdings equity interest by \$1.1 million, JSC Tekers preferred stock by approximately \$599,000, MVC Automotive equity interest by approximately \$5.9 million, SGDA Europe equity interest by approximately \$749,000 and Inland warrant by approximately \$713,000.

During the quarter ended April 30, 2015, the Valuation Committee increased the fair value of the Company's investments in MVC Private Equity Fund L.P. general partnership interest and limited partnership interest in the PE Fund by a total of approximately \$610,000, Turf loan by approximately \$2,000, JSC Tekers preferred stock by \$5,000, Biogenic warrant and senior convertible note by a total of approximately \$852,000, MVC Automotive equity interest by \$246,000 and RuMe series C preferred stock by approximately \$558,000 and series B-1 preferred stock by \$142,000. In addition, increases in the cost basis and fair value of the loans to Biogenic, Custom Alloy, Morey's, and U.S. Gas were due to the capitalization of PIK interest totaling \$501,906. The Valuation Committee also increased the fair value of the Ohio Medical series C

Edgar Filing: MVC CAPITAL, INC. - Form 10-Q

convertible preferred stock by approximately \$1.2 million due to a PIK distribution, which was treated as a return of capital. The Valuation Committee also decreased the fair value of the Company's investments in Custom Alloy second lien loan by approximately \$11,000,

Table of Contents

Foliofn, Inc. preferred stock by \$82,000, NPWT common stock by \$1,000 and preferred stock by \$12,000, Tekers common stock by \$21,000, Centile equity interest by \$98,000, Morey's second lien loan by approximately \$253,000, Advantage preferred stock by approximately \$28,000, Velocitius equity interest by \$899,000, Bioventions loan by approximately \$2.7 million, SGDA Europe equity interest by approximately \$1.3 million, Security Holdings equity interest by \$850,000, Ohio Medical series A preferred stock by \$10.5 million and the Inland loan by approximately \$1.4 million.

During the quarter ended July 31, 2015, the Valuation Committee increased the fair value of the Company's investments in RuMe series C preferred stock by approximately \$198,000 and series B-1 preferred stock by approximately \$53,000, Custom Alloy second lien loan by approximately \$191,000, Turf guarantee by approximately \$19,000, Centile equity interest by \$48,000, MVC Private Equity Fund L.P. general partnership interest and limited partnership interest in the PE Fund by a total of approximately \$751,000 and Advantage preferred stock by approximately \$302,000. In addition, increases in the cost basis and fair value of the loans to Biogenic, Custom Alloy, Morey's, Vestal and U.S. Gas were due to the capitalization of PIK interest totaling \$525,997. The Valuation Committee also increased the fair value of the Ohio Medical series C convertible preferred stock by approximately \$1.2 million due to a PIK distribution, which was treated as a return of capital. The Valuation Committee also decreased the fair value of the Company's investments in Foliofn, Inc. preferred stock by \$383,000, NPWT preferred stock by \$1,000, Tekers common stock by \$117,000, Turf loan by approximately \$2,000, Vestal escrow by approximately \$15,000, BAC common stock by approximately \$167,000, Biogenic warrant and senior convertible note by a net total of approximately \$2,000, Morey's second lien loan by approximately \$753,000, Inland loan by \$10.0 million, Velocitius equity interest by approximately \$774,000, JSC Tekers preferred stock by \$35,000, SGDA Europe equity interest by approximately \$1.1 million, Ohio Medical series A preferred stock by \$6.0 million, MVC Automotive equity interest by \$616,000 and Security Holdings equity interest by \$2.0 million.

During the quarter ended October 31, 2015, the Valuation Committee increased the fair value of the Company's investments in Turf loan and guarantee by a total of approximately \$5,000, MVC Private Equity Fund L.P. general partnership interest and limited partnership interest in the PE Fund by a total of approximately \$1.4 million, Foliofn, Inc. preferred stock by \$59,000, NPWT preferred stock by \$4,000, Centile equity interest by \$249,000, Inland loan by \$5.0 million and RuMe series C preferred stock by approximately \$626,000 and series B-1 preferred stock by approximately \$184,000. In addition, increases in the cost basis and fair value of the loans to Biogenic, Custom Alloy, Morey's, Vestal and U.S. Gas were due to the capitalization of PIK interest totaling \$801,815. The Valuation Committee also increased the fair value of the Ohio Medical series C convertible preferred stock by approximately \$1.2 million due to a PIK distribution, which was treated as a return of capital. The Valuation Committee also decreased the fair value of the Company's investments in Biogenic warrant and senior convertible note by a net total of approximately \$76,000, Tekers common stock by \$575,000, Custom Alloy second lien loan by approximately \$249,000, Morey's second lien loan by approximately \$922,000, JSC Tekers preferred stock by \$483,000, Security Holdings equity interest by \$1.3 million, SGDA Europe equity interest by approximately \$830,000, BAC common stock by approximately \$62,000, Ohio Medical series A preferred stock by \$1.2 million and MVC Automotive equity interest by \$4.6 million.

During the fiscal year ended October 31, 2015 the Valuation Committee increased the fair value of the Company's investments in Turf loan and guarantee by a total of approximately \$25,000, Biogenic warrant and senior convertible note by a total of approximately \$802,000, SCSD common stock by \$387,000, Advantage preferred stock by approximately \$294,000, MVC Private Equity Fund L.P. general partnership interest and limited partnership interest in the PE Fund by a total of approximately \$2.0 million and RuMe series C preferred stock and series B-1 preferred stock by a total of approximately \$2.8 million. In addition, increases in the cost basis and fair value of the loans to Biogenic, Custom Alloy, Morey's, Vestal and U.S. Gas were due to the capitalization of PIK interest totaling \$2,266,596. The Valuation Committee also increased the fair value of the Ohio Medical series C convertible preferred

Table of Contents

stock by approximately \$4.7 million due to a PIK distribution, which was treated as a return of capital. The Valuation Committee also decreased the fair value of the Company's investments in Foliofn, Inc. preferred stock by \$297,000, NPWT common stock by \$3,000 and preferred stock by \$45,000, Tekers common stock by \$883,000, PrePaid Legal loan by \$100,000, Centile equity interest by \$339,000, BAC common stock by approximately \$229,000, Vestal escrow by approximately \$15,000, Bioventions loan by approximately \$3.4 million, Morey's second lien loan by approximately \$1.9 million, Velocitius equity interest by \$2.8 million, JSC Tekers preferred and common stock by a combined \$1.1 million, Security Holdings equity interest by \$5.3 million, SGDA Europe equity interest by approximately \$4.0 million, Custom Alloy second lien loan by approximately \$153,000, Ohio Medical series A preferred stock by \$17.7 million, MVC Automotive equity interest by \$10.9 million and Inland warrant by approximately \$713,000 and loan by approximately \$6.4 million.

At October 31, 2015, the fair value of all portfolio investments, exclusive of U.S. Treasury obligations and escrow receivables, was \$400.9 million with a cost basis of \$443.7 million. At October 31, 2015, the fair value and cost basis of the Legacy Investments was \$5.6 million and \$23.8 million, respectively, and the fair value and cost basis of portfolio investments made by the Company's current management team was \$395.3 million and \$419.9 million, respectively. At October 31, 2014, the fair value of all portfolio investments, exclusive of U.S. Treasury obligations and escrow receivables, was \$447.6 million with a cost basis of \$440.0 million. At October 31, 2014, the fair value and cost basis of portfolio investments of the Legacy Investments was \$5.9 million and \$23.8 million, respectively, and the fair value and cost basis of portfolio investments made by the Company's current management team was \$441.7 million and \$416.2 million, respectively.

***Portfolio Companies***

During the nine month period ended July 31, 2016, the Company had investments in the following portfolio companies:

***Actelis Networks, Inc.***

Actelis Networks, Inc. ( Actelis ), Fremont, California, a Legacy Investment, provides authentication and access control solutions designed to secure the integrity of e-business in Internet-scale and wireless environments.

At October 31, 2015 and July 31, 2016, the Company's investment in Actelis consisted of 150,602 shares of Series C preferred stock at a cost of \$5.0 million. The investment has been fair valued at \$0.

***Advantage Insurance Holdings***

Advantage, Cayman Islands, is a provider of specialty insurance, reinsurance and related services to business owners and high net worth individuals.



## Edgar Filing: MVC CAPITAL, INC. - Form 10-Q

At October 31, 2015, the Company's investment in Advantage consisted of 750,000 shares of preferred stock at a cost basis of \$7.5 million and a fair value of approximately \$8.0 million.

During the nine month period ended July 31, 2016, the Valuation Committee decreased the fair value of the preferred stock by approximately \$94,000.

At July 31, 2016, the Company's investment in Advantage consisted of 750,000 shares of preferred stock at a cost basis of \$7.5 million and a fair value of approximately \$8.0 million.

Bruce Shewmaker, an officer of the Company, serves as a director of Advantage.

### *Agri-Carriers Group Inc.*

Agri-Carriers Group, Inc. ( Agri-Carriers ), Covina, CA, is a transportation company focused on over-the-road, full-truckload transportation of agriculture products to be used in consumer food manufacturing.

Table of Contents

At October 31, 2015, the Company's investment in Agri-Carriers consisted of a senior subordinated loan with an outstanding amount, cost basis and fair value of approximately \$11.8 million. The decrease in cost basis of the loan is due to the amortization of loan origination costs.

During the nine month period ended July 31, 2016, the Valuation Committee increased the fair value of the loan by approximately \$95,000.

At July 31, 2016, the Company's investment in Agri-Carriers consisted of a senior subordinated loan with an outstanding amount of approximately \$11.8 million, a cost basis of approximately \$13.2 million and a fair value of approximately \$13.3 million. The increase in cost basis of the loan is due to the amortization of the discount on the deferred balance and the capitalization of deferred interest. These increases were approved by the Company's Valuation Committee.

***Biogenic Reagents***

Biogenic, Minneapolis, Minnesota, is a producer of high-performance activated carbon products made from renewable biomass.

At October 31, 2015, the Company's investment in Biogenic consisted of two senior notes with maturity dates of July 21, 2018 and February 29, 2016, a senior convertible note with a maturity date of July 21, 2018, a senior subordinated note with a maturity date of February 29, 2016 and a warrant. The notes have an interest rate of 16%. The loans had a combined outstanding balance, cost basis and fair value of approximately \$15.6 million. The warrants had a combined cost basis of approximately \$620,000 and a combined fair value of approximately \$1.7 million.

During the nine month period ended July 31, 2016, the Valuation Committee decreased the fair value of the senior note and senior convertible note by a combined amount of approximately \$3.9 million and the warrant by approximately \$1.7 million.

At July 31, 2016, the Company's loans had a combined outstanding balance and cost basis of approximately \$15.9 million and a fair value of approximately \$12.0 million. The warrants had a combined cost basis of approximately \$620,000 and a combined fair value of \$0. The increase in cost basis of the loans is due to capitalization of payment in kind interest and the increase in the fair value is due to the capitalization of payment in kind interest. These increases were approved by the Company's Valuation Committee. The Company has reserved in full against all of the accrued interest starting April 1, 2016.

***Biovation Acquisition Co.***

BAC, Montgomery, Minnesota, is a manufacturing facility and marketer of environmentally friendly, organic and sustainable laminate materials and composites.

## Edgar Filing: MVC CAPITAL, INC. - Form 10-Q

At October 31, 2015, the Company's investment in BAC consisted of 90 shares of class B non-voting common stock with cost basis of approximately \$785,000 and a fair value of approximately \$556,000.

On May 5, 2016, the Company loaned \$30,000 to BAC in the form of a senior loan with an interest rate of 5% and a maturity date of May 5, 2021.

During the nine month period ended July 31, 2016, the Valuation Committee decreased the fair value of the common stock by approximately \$202,000.

At July 31, 2016, the Company's investment in BAC consisted of 90 shares of class B non-voting common stock with cost basis of approximately \$785,000 and a fair value of approximately \$353,000 and a senior loan with an outstanding balance, cost basis and fair value of \$30,000.

### ***Biovation Holdings Inc.***

Biovation, Montgomery, Minnesota, was a manufacturer and marketer of environmentally friendly, organic and sustainable laminate materials and composites.

At October 31, 2015, the Company's investment in Biovation consisted of a bridge loan with an outstanding balance and cost basis of approximately \$1.1 million and a fair value of \$0. The warrants had

Table of Contents

a cost of \$398,000 and a fair value of \$0. The Company reserved in full against all of the accrued interest starting August 1, 2014.

On December 22, 2015, the Company realized a loss of approximately \$1.5 million with the dissolution of Biovation.

At July 31, 2016, the Company no longer held an investment in Biovation.

***Centile Holding B.V.***

Centile, Sophia-Antipolis, France, is a leading European innovator of unified communications, network platforms, hosted solutions, applications and tools that help mobile, fixed and web-based communications service providers serve the needs of enterprise end users.

At October 31, 2015, the Company's investment in Centile consisted of common equity interest at a cost of \$3.5 million and a fair value of approximately \$4.9 million.

During the nine month period ended July 31, 2016, the Valuation Committee increased the fair value of the common equity interest by approximately \$524,000.

At July 31, 2016, the Company's investment in Centile consisted of common equity interest at a cost of \$3.5 million and a fair value of approximately \$5.4 million.

Kevin Scoby, a representative of the Company, serves as a director of Centile.

***Custom Alloy Corporation***

Custom Alloy, High Bridge, New Jersey, manufactures time sensitive and mission critical butt-weld pipe fittings and forgings for the natural gas pipeline, power generation, oil/gas refining and extraction, and nuclear generation markets.

At October 31, 2015, the Company's investment in Custom Alloy consisted of an unsecured subordinated loan with a cost basis, outstanding balance and fair value of approximately \$3.0 million and a second lien loan with a cost basis and outstanding balance of approximately \$23.8 million and a fair value of approximately \$23.6 million. The second lien loan had an interest rate of 11% and a maturity date of April 30, 2020

## Edgar Filing: MVC CAPITAL, INC. - Form 10-Q

and the unsecured subordinated loan had an interest rate of 12% and a maturity date of September 4, 2016.

During the nine month period ended July 31, 2016, the Company agreed to defer part of the cash interest portion and also adjust a portion to PIK interest on the unsecured subordinated loan and second lien loan for eight months beginning on March 1, 2016. The maturity date of the unsecured subordinated loan was extended to March 31, 2018.

During the nine month period ended July 31, 2016, the Valuation Committee decreased the fair value of the second lien loan by approximately \$5.9 million and the unsecured subordinated loan by approximately \$833,000.

At July 31, 2016, the Company's investment in Custom Alloy consisted of an unsecured subordinated loan with a cost basis and outstanding balance of approximately \$3.0 million and a fair value of approximately \$2.2 million and a second lien loan with a cost basis and outstanding balance of approximately \$24.4 million and a fair value of approximately \$18.4 million. The increase in cost and fair value of the loans is due to the capitalization of payment in kind interest. These increases were approved by the Company's Valuation Committee.

### *Dukane IAS, LLC*

Dukane, St. Charles, Illinois, is a global provider of plastic welding equipment.

On February 17, 2016, the Company loaned \$7.0 million to Dukane in the form of a second lien loan with an interest rate of 13% and a maturity date of November 17, 2020.

At July 31, 2016, the Company's investment in Dukane consisted of a second lien loan with an outstanding amount of approximately \$7.1 million, a cost basis of approximately \$6.9 million and a fair value of approximately \$7.1 million. The increase in cost and fair value of the loans is due to the

Table of Contents

amortization of loan origination fees and capitalization of payment in kind interest. These increases were approved by the Company's Valuation Committee.

***Equus Total Return, Inc.***

Equus is a publicly traded business development company and regulated investment company listed on the New York Stock Exchange (NYSE:EQS). Consistent with the Company's valuation procedures, the Company has been marking this investment to its market price.

At October 31, 2015, the Company's investment in Equus consisted of 4,444,644 shares of common stock with a cost of approximately \$10.0 million and a market value of approximately \$7.6 million.

At July 31, 2016, the Company's investment in Equus consisted of 4,444,644 shares of common stock with a cost of approximately \$10.0 million and a market value of approximately \$7.6 million.

***FDS, Inc.***

FDS, Fort Worth, TX, is a data service provider.

On May 6, 2016, RX repaid \$8.0 million of principal on its loan. In addition, RX repaid all outstanding accrued and deferred interest for a total payment of approximately \$9.9 million. As part of the transaction, which led to the repayment, RX was reorganized into FDS. The Company's outstanding \$2.3 million of principal was changed to a senior subordinated loan with an interest rate of 16% and a maturity date of November 30, 2016.

At July 31, 2016, the Company's investment in FDS consisted of a senior subordinated loan with an outstanding amount, cost basis and fair value of \$2.3 million.

***Foliofn, Inc.***

Foliofn, Vienna, Virginia, a Legacy Investment, is a financial services technology company that offers investment solutions to financial services firms and investors.

## Edgar Filing: MVC CAPITAL, INC. - Form 10-Q

At October 31, 2015, the Company's investment in Foliofn consisted of 5,802,259 shares of Series C preferred stock with a cost of \$15.0 million and a fair value of \$5.6 million.

During the nine month period ended July 31, 2016, the Valuation Committee increased the fair value of the preferred stock by approximately \$104,000.

At July 31, 2016, the Company's investment in Foliofn consisted of 5,802,259 shares of Series C preferred stock with a cost of \$15.0 million and a fair value of approximately \$5.7 million.

Bruce Shewmaker, an officer of the Company, serves as a director of Foliofn.

### *G3K Displays, Inc.*

G3K, Hoboken, New Jersey, was a custom designer, manufacturer and installer of in-store environments, signage, displays and fixtures for major retailers such as Foot Locker, adidas and Luxottica.

On April 14, 2014, the Company agreed to provide G3K a \$10.0 million loan in three installments and made its first loan of \$6.0 million. The closing of the Company's G3K investment and first loan occurred following extensive due diligence, including receipt of an unqualified audit report on G3K's financial statements by an accounting firm and a separate quality of earnings review by another accounting firm. The Company has initiated legal action in the Superior Court of New Jersey, Chancery Division, against G3K, its three shareholders and certain corporate officers for fraudulently misrepresenting G3K's financial records in order to secure financing from the Company. The Company is working diligently to uncover the full extent of what it believes to be a highly sophisticated fraud and is seeking to recover loan proceeds. All legal options available are being examined. The Company did recover \$375,000 in principal prior to October 31, 2014.

Table of Contents

At October 31, 2015, and July 31, 2016, the Company's investment in G3K consisted of a senior loan with an outstanding balance and cost basis of \$5.6 million and a fair value of \$0. The senior loan has an interest rate of 13% and a maturity date of April 11, 2019. The Company has reserved in full against all of the accrued interest starting April 14, 2014.

***HTI Technologies and Industries, Inc.***

HTI, LaVergne, Tennessee, is a manufacturer of electric motor components and designer of small motor systems.

On June 1, 2016, the Company loaned approximately \$9.6 million to HTI in the form of a second lien note with an interest rate of 14% and a maturity date of June 21, 2018.

At July 31, 2016, the Company's investment in HTI consisted of a second lien loan with an outstanding amount of approximately \$9.6 million, a cost basis of approximately \$9.5 million and a fair value of approximately \$9.6 million. The cost and fair value of the loan will increase over the life of the loan due to the amortization of loan origination fees and capitalization of payment in kind interest. These increases were approved by the Company's Valuation Committee.

***Initials, Inc.***

Initials, Clarkesville, Georgia, is a direct selling organization specializing in customized bags, organizational products and fashion accessories.

At October 31, 2015, the Company's investment in Initials consisted of a senior subordinated loan with an outstanding amount, cost basis and fair value of approximately \$4.8 million. The loan has an interest rate of 15% and matures on June 23, 2020.

During the nine month period ended July 31, 2016, the Valuation Committee decreased the fair value of the loan by approximately \$30,000.

At July 31, 2016, the Company's investment in Initials consisted of a senior subordinated loan with an outstanding amount, cost basis and fair value of approximately \$4.8 million.

***Inland Environmental & Remediation LP***



## Edgar Filing: MVC CAPITAL, INC. - Form 10-Q

Inland, Columbus, Texas, has developed a patented, environmentally-friendly recycling process to transform waste produced from oil field drilling sites into a road base product used in road construction.

At October 31, 2015, the Company's investment in Inland consisted of a senior secured loan with a cash interest rate of 12% and a maturity date of April 17, 2019 and warrants for shares of common stock. The loan had an outstanding balance of \$15.0 million, a cost basis of \$14.5 million and a fair value of approximately \$8.0 million. The warrants had a cost basis of \$713,000 and a fair value of \$0.

On December 24, 2015, the Company realized losses of approximately \$5.5 million on Inland senior secured loan and \$713,000 on its warrants as part of Inland's restructuring. As part of the restructuring, the Company received a \$6.0 million senior secured loan from MVC Environmental, Inc., a holding company formed by the Company which owns and operates intellectual property and environmental service facilities for oil and gas waste recycling related to Inland, and received 950 of its common shares. The loan bears annual interest of 9% and matures on December 22, 2020.

At July 31, 2016, the Company no longer held an investment in Inland.

### *JSC Tekers Holdings*

JSC Tekers, Latvia, is an acquisition company focused on real estate management.

At October 31, 2015, the Company's investment in JSC Tekers consisted of preferred equity with a cost basis of \$11.8 million and a fair value of \$5.0 million and 3,201 shares of common stock with a cost basis of \$4,500 and a fair value of \$4,000.

Table of Contents

During the nine month period ended July 31, 2016, the Valuation Committee decreased the fair value of the preferred stock by approximately \$1.2 million and the common stock by approximately \$4,000.

At July 31, 2016, the Company's investment in JSC Tekers consisted of preferred equity with a cost basis of \$11.8 million and a fair value of \$3.9 million and 3,201 shares of common stock with a cost basis of \$4,500 and a fair value of \$0.

***Legal Solutions Holdings, Inc.***

Legal Solutions Holdings, Inc. ( Legal Solutions ), Covina, CA, is a provider of record retrieval services to the California workers' compensation applicant attorney market.

At October 31, 2015, the Company's investment in Legal Solutions consisted of a senior subordinated loan with an interest rate of 14% and a maturity date of September 12, 2018 with an outstanding amount, cost basis and fair value of approximately \$8.7 million.

On January 4, 2016, the Company loaned an additional \$1.5 million to Legal Solutions.

During the nine month period ended July 31, 2016, the interest rate on the senior subordinated loan was amended to 16%.

During the nine month period ended July 31, 2016, the Valuation Committee decreased the fair value of the senior subordinated loan by approximately \$130,000.

At July 31, 2016, the Company's investment in Legal Solutions consisted of a senior subordinated loan with an outstanding amount and cost basis of approximately \$10.9 million and a fair value of approximately \$10.8 million. The increase in cost basis of the loan is due to the amortization of the discount on the deferred balance and the capitalization of deferred interest. These increases were approved by the Company's Valuation Committee.

***Mainstream Data, Inc.***

Mainstream Data, Inc. ( Mainstream ), Salt Lake City, Utah, a Legacy Investment, develops and operates satellite, internet and wireless broadcast networks for information companies. Mainstream networks deliver text news, streaming stock quotations and digital images to subscribers around the world.

At October 31, 2015 and July 31, 2016, the Company's investment in Mainstream consisted of 5,786 shares of common stock with a cost of \$3.75 million. The investment has been fair valued at \$0.

***Morey's Seafood International LLC***

Morey's, Motley, Minnesota, is a manufacturer, marketer and distributor of fish and seafood products.

At October 31, 2015, the Company's investment in Morey's consisted of a second lien loan that had an outstanding balance and cost basis of \$16.0 million and a fair value of \$14.4 million. The loan had an interest rate of 15% and a maturity date of August 12, 2018.

During the nine month period ended July 31, 2016, the interest rate on the second lien loan was decreased to 14%.

During the nine month period ended July 31, 2016, the Valuation Committee decreased the fair value of the loan by approximately \$738,000.

At July 31, 2016, the loan had an outstanding balance and cost basis of \$17.2 million and a fair value of \$14.8 million. The increase in cost and fair value of the loan is due to the capitalization of PIK interest. The increase in the fair value due to the capitalization of PIK interest was approved by the Company's Valuation Committee.

Table of Contents

***MVC Automotive Group GmbH***

MVC Automotive, an Amsterdam-based holding company, owns and operates ten Ford, Jaguar, Land Rover, Mazda, and Volvo dealerships located in Austria, Belgium, and the Czech Republic.

At October 31, 2015, the Company's investment in MVC Automotive consisted of an equity interest with a cost of approximately \$48.5 million and a fair value of approximately \$13.5 million. The mortgage guarantee for MVC Automotive was equivalent to approximately \$7.2 million at October 31, 2015. This guarantee was taken into account in the valuation of MVC Automotive.

On November 20, 2015 and December 3, 2015, the Company invested an additional \$538,000 and \$1.1 million, respectively, in MVC Automotive common equity.

On June 28, 2016, the Company loaned approximately \$1.7 million to MVC Automotive in the form of a bridge loan with an interest rate of 6% and a maturity date of December 31, 2016.

During the nine month period ended July 31, 2016, the Valuation Committee decreased the fair value of the equity interest by approximately \$981,000.

At July 31, 2016, the Company's investment in MVC Automotive consisted of an equity interest with a cost of approximately \$50.1 million and a fair value of approximately \$14.1 million and a bridge loan with an outstanding amount, cost basis and fair value of approximately \$1.7 million. The mortgage guarantee for MVC Automotive was equivalent to approximately \$7.2 million at July 31, 2016. This guarantee was taken into account in the valuation of MVC Automotive.

Michael Tokarz, Chairman of the Company, and Puneet Sanan and John Kelly, representatives of the Company, serve as directors of MVC Automotive.

***MVC Environmental, Inc.***

MVC Environmental, a New York-based holding company, owns and operates intellectual property and environmental service facilities for oil and gas waste recycling in the Eagle Ford Shale region of Texas.

## Edgar Filing: MVC CAPITAL, INC. - Form 10-Q

On December 24, 2015, the Company realized a loss of approximately \$5.5 million on Inland's senior secured loan and \$713,000 on its warrants as part of Inland's restructuring. As part of the restructuring, the Company received a \$6.0 million senior secured loan from MVC Environmental, Inc., a holding company formed by the Company that owns and operates intellectual property and environmental service facilities for oil and gas waste recycling related to Inland, and received 950 of its common shares. The loan bears annual interest of 9% and matures on December 22, 2020.

During the nine month period ended July 31, 2016, the Valuation Committee increased the fair value of the common stock by approximately \$29,000.

At July 31, 2016, the Company's investment in MVC Environmental consisted of common stock with a cost basis and fair value of approximately \$3.1 million and a senior secured loan with an outstanding balance, cost basis and fair value of \$6.3 million. The increase in cost and fair value of the loan is due to the capitalization of PIK interest. The increase in the fair value due to the capitalization of PIK interest was approved by the Company's Valuation Committee.

David Williams and John Kelly, representatives of the Company, serve as directors of MVC Environmental.

### *MVC Private Equity Fund, L.P.*

MVC Private Equity Fund, L.P., Purchase, New York, is a private equity fund focused on control equity investments in the lower middle market. MVC GP II, an indirect wholly-owned subsidiary of the Company, serves as the GP to the PE Fund and is exempt from the requirement to register with the Securities and Exchange Commission as an investment adviser under Section 203 of the Investment Advisers Act of 1940. MVC GP II is wholly-owned by MVCFS, a subsidiary of the Company. The Company's Board of Directors authorized the establishment of, and investment in, the PE Fund for a variety of reasons, including the Company's ability to participate in Non-Diversified Investments made by the PE Fund. As previously disclosed, the Company is limited in its ability to make Non-Diversified Investments. For services provided to the PE Fund, the GP and MVC Partners are together entitled to

Table of Contents

receive 25% of all management fees and other fees paid by the PE Fund and its portfolio companies and up to 30% of the carried interest generated by the PE Fund. Further, at the direction of the Board of Directors, the GP retained TTG Advisers to serve as the portfolio manager of the PE Fund. In exchange for providing those services, and pursuant to the Board of Directors' authorization and direction, TTG Advisers is entitled to the remaining 75% of the management and other fees generated by the PE Fund and its portfolio companies and any carried interest generated by the PE Fund. A significant portion of the portfolio fees that are paid by the PE Fund's portfolio companies to the GP and TTG Advisers is subject to recoupment by the PE Fund in the form of an offset to future management fees paid by the PE Fund. Given this separate arrangement with the GP and the PE Fund, under the terms of the Company's Advisory Agreement with TTG Advisers, TTG Advisers is not entitled to receive from the Company a management fee or an incentive fee on assets of the Company that are invested in the PE Fund. The PE Fund's term will end on October 29, 2016; unless the GP, in its sole discretion, extends the term of the PE Fund for two additional periods of one year each.

On October 29, 2010, through MVC Partners and MVCFS, the Company committed to invest approximately \$20.1 million in the PE Fund. Of the \$20.1 million total commitment, MVCFS, through its wholly-owned subsidiary MVC GP II, has committed \$500,000 to the PE Fund as its general partner. See MVC Partners for more information on the other portion of the Company's commitment to the PE Fund. The PE Fund has closed on approximately \$104 million of capital commitments.

During the fiscal year ended October 31, 2012 and thereafter, MVC Partners was consolidated with the operations of the Company as MVC Partners' limited partnership interest in the PE Fund is a substantial portion of MVC Partners' operations.

At October 31, 2015, the limited partnership interest in the PE Fund had a cost of approximately \$13.8 million and a fair value of approximately \$21.9 million. The Company's general partnership interest in the PE Fund had a cost basis of approximately \$353,000 and a fair value of approximately \$552,000.

During the nine month period ended July 31, 2016, the Company received distributions totaling approximately \$97,000 from the PE Fund which was recorded as dividend income.

During the nine month period ended July 31, 2016, the Valuation Committee increased the fair values of the limited partnership and general partnership interests by approximately \$1.4 million.

At July 31, 2016, the limited partnership interest in the PE Fund had a cost of approximately \$13.8 million and a fair value of approximately \$23.3 million. The Company's general partnership interest in the PE Fund had a cost basis of approximately \$353,000 and a fair value of approximately \$584,000. As of July 31, 2016, the PE Fund had invested in Plymouth Rock Energy, LLC, Gibdock Limited, Focus Pointe Holdings, Inc., Advanced Oilfield Services, LLC and AccuMed Corp.

***NPWT Corporation***

NPWT, Gurnee, Illinois, is a medical device manufacturer and distributor of negative pressure wound therapy products.

At October 31, 2015, the Company's investment in NPWT consisted of 281 shares of common stock with a cost basis of approximately \$1.2 million and a fair value of approximately \$2,000 and 5,000 shares of convertible preferred stock with a cost basis of \$0 and a fair value of \$36,000.

During the nine month period ended July 31, 2016, the Valuation Committee increased the fair value of the preferred stock by \$4,000.

On May 31, 2016, the Company realized a loss of approximately \$1.2 million with the dissolution of NPWT.

At July 31, 2016, the Company no longer held an investment in NPWT.

***Ohio Medical Corporation***

Ohio Medical, Gurnee, Illinois, is a manufacturer and supplier of suction and oxygen therapy products, medical gas equipment, and input devices.

Table of Contents

At October 31, 2015, the Company's investment in Ohio Medical consisted of 5,620 shares of common stock with a cost basis of approximately \$15.8 million and a fair value of \$0, 33,904 shares of series A convertible preferred stock with a cost basis of \$30.0 million and a fair value of \$6.1 million and 10,737 shares of series C convertible preferred stock with a cost basis of \$22.6 million and a fair value of \$32.5 million.

On December 31, 2015, the Company completed the sale of Ohio Medical through an asset sale. The Company expects gross proceeds of approximately \$40.0 million, including fees, which results in a realized loss of approximately \$30.5 million. At the time of closing, the Company received cash proceeds of approximately \$29.0 million, which included \$2.3 million in monitoring and closing fees, and anticipates receiving an additional \$11.0 million, assuming the full receipt of all escrow proceeds scheduled for various periods, with the final release of payment scheduled for 18 months from the closing. During the nine month period ended July 31, 2016, the Company received approximately \$1.3 million in escrow proceeds. The fair value of the escrow as of July 31, 2016 was approximately \$8.8 million.

At July 31, 2016, the Company no longer held an investment in Ohio Medical.

***Pride Engineering***

Pride Engineering, LLC ( *Pride Engineering* ), Minneapolis, MN, designs and manufactures specialized components used globally in the production of two-piece metal cans.

On December 18, 2015, the Company invested approximately \$5.1 million in Pride Engineering, LLC in the form of a second lien loan. The loan bears annual interest of 12% and matures on June 18, 2021.

At July 31, 2016, the Company's investment in Pride Engineering consisted of a second lien loan with an outstanding amount of approximately \$5.1 million, a cost basis of approximately \$5.0 million and a fair value of approximately \$5.1 million. The increase in cost and fair value of the loans is due to the amortization of loan origination fees. These increases were approved by the Company's Valuation Committee.

***The Results Companies, LLC***

The Results Companies, LLC ( *Results Companies* ), Fort Lauderdale, FL, is a leading business process outsourcing provider of customer management solutions.

At October 31, 2015, the Company's investment in Results Companies consisted of a senior subordinated loan with an outstanding amount, cost basis and fair value of approximately \$9.0 million.



## Edgar Filing: MVC CAPITAL, INC. - Form 10-Q

On November 3, 2015, Results Companies repaid its loan in full, including all accrued and deferred interest totaling approximately \$10.0 million.

At July 31, 2016, the Company no longer held an investment in Results Companies.

### *Quantum Plastics, LLC*

Quantum, Elgin, Illinois, is a global plastic injection manufacturer.

On March 11, 2016, the Company loaned \$10.0 million to Quantum in the form of a senior subordinated loan with an interest rate of 12% and a maturity date of March 10, 2021. The Company also received a warrant as part of the investment and allocated a portion of the cost basis of the loan to the warrant at the time the investment was made.

At July 31, 2016, the Company's investment in Quantum consisted of a senior subordinated loan with an outstanding amount of \$10.0 million, a cost basis of approximately \$9.5 million and a fair value of approximately \$9.6 million. The warrant had a cost basis and fair value of approximately \$393,000. The increase in cost basis of the loan is due to amortization of the discount and loan origination fees. The increase was approved by the Company's Valuation Committee.

Table of Contents

***RX Innovation, Inc.***

RX Innovation, Inc. ( RX Innovation ), Fort Worth, TX, provides hardware and software products to pharmacies throughout the United States.

At October 31, 2015, the Company's investment in RX Innovation consisted of a senior subordinated loan with an outstanding amount, cost basis and fair value of approximately \$10.3 million. The decrease in cost basis of the loan is due to the amortization of loan origination costs.

During the nine month period ended July 31, 2016, the Valuation Committee increased the fair value of the loan by approximately \$230,000.

On May 6, 2016, RX repaid \$8.0 million of principal on its loan. In addition, RX repaid all outstanding accrued and deferred interest for a total payment of approximately \$9.9 million. As part of the transaction, which led to the repayment, RX was reorganized into FDS. The Company's outstanding \$2.3 million of principal was changed to a senior subordinated loan with an interest rate of 16% and a maturity date of November 30, 2016.

At July 31, 2016, the Company no longer held an investment in RX Innovation.

***RuMe, Inc.***

RuMe, Denver, Colorado, produces functional and affordable products for the environmentally and socially-conscious consumer reducing dependence on single-use products.

At October 31, 2015, the Company's investment in RuMe consisted of 5,297,548 shares of common stock with a cost basis and fair value of approximately \$924,000, 4,999,076 shares of series B-1 preferred stock with a cost basis of approximately \$1.0 million and a fair value of approximately \$1.7 million and 23,896,634 shares of series C preferred stock with a cost basis of approximately \$3.4 million and a fair value of approximately \$6.5 million.

On June 8, 2016, just prior to the initially scheduled filing date for the April 30, 2016 10-Q (the Q2 Report ), MVC received notification that the former accounting manager at RuMe had sent an email accusing the company of certain accounting and financial reporting improprieties, as well as a number of personal grievances. Although RuMe represented only approximately 2.6% of MVC's total portfolio as of 4/30/16, the Company was compelled to delay filing its Form 10-Q, as RuMe's summary financial information is required to be included as part of the filing of MVC's financial results with the SEC. As a result, both the Company's Audit Committee and RuMe's Audit Committee retained independent counsel (who also retained a forensic accounting consultant) to investigate the matter. The investigation revealed that certain of the allegations were false and inaccurate, though it found that there were certain improper accounting practices and procedures at RuMe. The Audit Committees of the Company and RuMe were satisfied with the scope and content of the investigation. After a two-month investigation and re-valuation process, the

## Edgar Filing: MVC CAPITAL, INC. - Form 10-Q

fair value of RuMe for Q2 2016 remained unchanged as compared to the preliminary value ascribed to it prior to the investigation- though, certain accounting practices and procedures at RuMe were revised and/or adopted.

During the nine month period ended July 31, 2016, the Valuation Committee increased the fair value of the series C preferred stock by approximately \$427,000, the Series B-1 preferred stock by approximately \$507,000 and decreased the fair value of the common stock by approximately \$144,000.

At July 31, 2016, the Company's investment in RuMe consisted of 5,297,548 shares of common stock with a cost basis of approximately \$924,000 and a fair value of \$780,000, 4,999,076 shares of series B-1 preferred stock with a cost basis of approximately \$1.0 million and a fair value of approximately \$2.2 million and 23,896,634 shares of series C preferred stock with a cost basis of approximately \$3.4 million and a fair value of approximately \$6.9 million.

John Kelly, a representative of the Company, serves as a director of RuMe.

Table of Contents

***Security Holdings, B.V.***

Security Holdings is an Amsterdam-based holding company that owns FIMA, a Lithuanian security and engineering solutions company.

On April 26, 2011, the Company agreed to collateralize a 5.0 million Euro letter of credit from JPMorgan Chase Bank, N.A., which is classified as restricted cash on the Company's consolidated balance sheet. This letter of credit is being used as collateral for a project guarantee by AB DnB NORD bankas to Security Holdings.

At October 31, 2015, the Company's common equity interest in Security Holdings had a cost basis of approximately \$52.9 million and a fair value of approximately \$45.3 million.

During the nine month period ended July 31, 2016, the Euro letter of credit was released and is no longer collateralized by the Company and released from restricted cash.

During the nine month period ended July 31, 2016, the Valuation Committee decreased the fair value of the common equity interest by approximately \$3.4 million.

At July 31, 2016, the Company's common equity interest in Security Holdings had a cost basis of approximately \$52.9 million and a fair value of approximately \$41.9 million.

Puneet Sanan, a representative of the Company, serves as a director of Security Holdings.

***SGDA Europe B.V.***

SGDA Europe is an Amsterdam-based holding company that pursues environmental and remediation opportunities in Romania.

At October 31, 2015, the Company's equity investment had a cost basis of approximately \$28.5 million and a fair value of approximately \$6.0 million.

## Edgar Filing: MVC CAPITAL, INC. - Form 10-Q

During the nine month period ended July 31, 2016, the Valuation Committee decreased the fair value of the common equity interest by approximately \$3.4 million.

At July 31, 2016, the Company's equity investment had a cost basis of approximately \$28.5 million and a fair value of approximately \$2.6 million.

John Kelly, a representative of the Company, serves as a director of SGDA Europe.

### ***SIA Tekers Invest***

Tekers, Riga, Latvia, is a port facility that has been used for the storage and servicing of vehicles.

At October 31, 2015, the Company's investment in Tekers consisted of 68,800 shares of common stock with a cost of \$2.3 million and a fair value of approximately \$342,000. There was no balance on the guarantee for Tekers at October 31, 2015.

On June 28, 2016, the Company loaned approximately \$28,000 to Tekers in the form of a bridge loan with an interest rate of 6% and a maturity date of June 27, 2017.

During the nine month period ended July 31, 2016, the Valuation Committee decreased the fair value of the common stock by approximately \$342,000 and the bridge loan by approximately \$28,000.

At July 31, 2016, the Company's investment in Tekers consisted of 68,800 shares of common stock with a cost basis of \$2.3 million and a fair value of \$0 and a bridge loan with an outstanding amount and cost basis of approximately \$28,000 and a fair value of \$0. The guarantee related to Tekers is no longer a commitment of the Company.

### ***Somotra, NV***

Somotra, NV (Somotra), is wholly owned subsidiary of MVC Automotive.

On December 15, 2015, the Company loaned approximately \$1.6 million to Somotra. The bridge loan has an interest rate of 5% and will mature on March 14, 2016.

During the nine month period ended July 31, 2016, Somotra repaid the loan in full including all accrued interest.

At July 31, 2016, the Company no longer held an investment in Somotra.

Table of Contents

***Thunderdome Restaurants, LLC***

Thunderdome Restaurants, LLC ( Thunderdome ), Cincinnati, Ohio, is a restaurant group with locations in Cincinnati, Columbus, Cleveland, Indianapolis, Nashville and Charlotte.

At October 31, 2015, the Company's investment in Thunderdome consisted of a second lien loan with an outstanding amount, cost basis and fair value of approximately \$2.0 million. The loan has an interest rate of 12% and matures on June 10, 2020.

On February 1, 2016, the Company loaned an additional \$1.1 million to Thunderdome.

During the nine month period ended July 31, 2016, Thunderdome made principal payments totaling approximately \$51,000 on its second lien loan.

During the nine month period ended July 31, 2016, the Valuation Committee increased the fair value of the loan by \$30,000.

At July 31, 2016, the Company's investment in Thunderdome consisted of a second lien loan with an outstanding amount, cost basis and fair value of approximately \$3.0 million. The increase in cost basis of the loan is due to amortization of loan origination fees. The increase was approved by the Company's Valuation Committee.

***Turf Products, LLC***

Turf, Enfield, Connecticut, is a wholesale distributor of golf course and commercial turf maintenance equipment, golf course irrigation systems and consumer outdoor power equipment.

At October 31, 2015, the Company's investment in Turf consisted of a senior subordinated loan, bearing interest at 11% per annum with a maturity date of November 1, 2018, membership interest and warrants. The senior subordinated loan had an outstanding balance, cost basis and a fair valued of \$3.9 million. The membership interest had a cost of approximately \$3.5 million and a fair value of approximately \$4.0 million. The warrants had a cost and a fair value of \$0. The Company also had a guarantee to Berkshire Bank that was fair valued at -\$41,000 or negative \$41,000.

During the nine month period ended July 31, 2016, the Valuation Committee increased the fair value of the guarantee by approximately \$18,000 and decreased the fair value of the loan by approximately \$105,000.

At July 31, 2016, the senior subordinated loan had an outstanding balance and cost basis of approximately \$3.9 million and a fair value of approximately \$3.8 million. The membership interest had a cost of approximately \$3.5 million and a fair value of approximately \$4.0 million. The warrants had a cost and fair value of \$0 and the guarantee was fair valued at -\$22,000 or negative \$22,000.

Michael Tokarz, Chairman of the Company, and Puneet Sanan and Shivani Khurana, representatives of the Company, serve as directors of Turf.

***United States Technologies, Inc.***

United States Technologies, Inc. ( U.S. Technologies ), Fairlawn, New Jersey, offers diagnostic testing, redesign, manufacturing, reverse engineering and repair services for malfunctioning electronic components of machinery and equipment.

At October 31, 2015 the Company's investment in U.S Technologies consisted of a senior term loan with an outstanding amount, cost basis and fair value of approximately \$5.0 million. The loan has an interest rate of 10.5% and matures on July 17, 2020.

During the nine month period ended July 31, 2016, the Valuation Committee increased the fair value of the loan by \$50,000.

At July 31, 2016, the senior term loan had an outstanding amount and cost basis of \$5.0 million and a fair value of approximately \$5.1 million.



Table of Contents

*U.S. Gas & Electric, Inc.*

U.S. Gas, North Miami Beach, Florida, is a licensed Energy Service Company ( ESCO ) that markets and distributes natural gas to small commercial and residential retail customers in the state of New York.

At October 31, 2015, the Company's investment in U.S. Gas consisted of a second lien loan, an unsecured loan, convertible Series I preferred stock and convertible Series J preferred stock. The second lien loan had an outstanding balance, cost basis and fair value of \$7.5 million and the unsecured loan had an outstanding balance, cost and fair value of approximately \$3.2 million. The second lien loan bears annual interest at 13% and has a maturity date of July 1, 2019. The unsecured loan bears annual interest at 14% and has a maturity date of July 1, 2018. The 32,200 shares of convertible Series I preferred stock had a fair value of \$83.7 million and a cost of \$500,000 and the 8,216 shares of convertible Series J preferred stock had a cost and fair value of \$0.

During the nine month period ended July 31, 2016, the Valuation Committee decreased the fair value of the series I preferred stock by \$3.9 million.

At July 31, 2016, the loans had a combined outstanding balance, cost basis and a fair value of approximately \$10.8 million. The increases in the outstanding balance, cost and fair value of the loan are due to the capitalization of payment in kind interest. The increase in the fair value was approved by the Company's Valuation Committee. The convertible Series I preferred stock had a fair value of approximately \$79.8 million and a cost basis of \$500,000 and the convertible Series J preferred stock had a cost basis and fair value of \$0.

Puneet Sanan and Peter Seidenberg, representatives of the Company, serve as Chairman and director, respectively, of U.S. Gas and Warren Holtsberg, a director of the Company, also serves as a director of U.S. Gas.

*U.S. Spray Drying Holding Company*

SCSD, Huguenot, New York, provides custom spray drying products to the food, pharmaceutical, nutraceutical, flavor and fragrance industries.

At October 31, 2015, the Company's investment in SCSD consisted of 784 shares of class B common stock with a cost basis of approximately \$5.5 million and a fair value of approximately \$5.9 million and a secured loan with an outstanding balance, cost basis and fair value of \$1.5 million. The secured loan had an interest rate of 12% and a maturity date of April 30, 2019.

During the nine month period ended July 31, 2016, the Valuation Committee increased the fair value of the common stock by \$750,000.

## Edgar Filing: MVC CAPITAL, INC. - Form 10-Q

At July 31, 2016, the Company's investment in SCSD consisted of 784 shares of class B common stock with a cost basis of approximately \$5.5 million and a fair value of approximately \$6.6 million. The secured loan had an outstanding balance, cost basis and fair value of \$1.5 million.

Puneet Sanan and Shivani Khurana, representatives of the Company, serve as directors of SCSD.

### *Vestal Manufacturing Enterprises, Inc.*

Vestal, Sweetwater, Tennessee, is a market leader for steel fabricated products to brick and masonry segments of the construction industry. Vestal manufactures and sells both cast iron and fabricated steel specialty products used in the construction of single-family homes.

At October 31, 2015, the Company's investment in Vestal consisted of a senior subordinated loan, 5,610 shares of common stock and a warrant. The loan had an outstanding balance, cost, and fair value of \$6.3 million. The 5,610 shares of common stock had a cost basis and fair value of \$250,000 and the warrant had no cost and was fair valued at \$0. The loan had an annual interest of 15% and a maturity date of November 28, 2021.

During the nine month period ended July 31, 2016, the Valuation Committee increased the fair value of the loan by approximately \$129,000, common stock by approximately \$462,000 and warrants by approximately \$459,000,

At July 31, 2016, the Company's investment in Vestal consisted of a subordinated loan, 5,610 shares of common stock and a warrant. The loan had an outstanding balance and cost basis of approximately

Table of Contents

\$6.5 million and a fair value of approximately \$6.6 million. The 5,610 shares of common stock had a cost basis of \$250,000 and a fair value of \$712,000 and the warrant had no cost basis and was fair valued at \$459,000. The increases in the outstanding balance, cost and fair value of the loan are due to the capitalization of payment in kind interest. The increase in the fair value was approved by the Company's Valuation Committee.

**Liquidity and Capital Resources**

Our liquidity and capital resources are derived from our public offering of securities, our credit facility and cash flows from operations, including investment sales and repayments and income earned. Our primary use of funds includes investments in portfolio companies and payments of fees and other operating expenses we incur. We have used, and expect to continue to use, proceeds generated from our portfolio investments and/or proceeds from public and private offerings of securities to finance pursuit of our investment objective.

At July 31, 2016, the Company had investments in portfolio companies totaling \$366.9 million. Also, on that date, the Company had approximately \$1.1 million in cash equivalents and approximately \$16.1 million in cash. The Company considers all money market and other cash investments purchased with an original maturity of less than three months to be cash equivalents. U.S. government securities and cash equivalents are highly liquid. Pending investments in portfolio companies pursuant to our principal investment strategy, the Company may make other short-term or temporary investments, including in exchange-traded funds and private investment funds offering periodic liquidity.

During the nine month period ended July 31, 2016, the Company made six new investments, committing capital totaling approximately \$35.7 million. The investments were made in Somotra (\$1.7 million), Pride (\$5.1 million), Dukane (\$7.0 million), Quantum (\$10.0 million), FDS (\$2.3 million) and HTI (\$9.6 million).

During the nine month period ended July 31, 2016, the Company made 7 follow-on investments in five existing portfolio companies totaling approximately \$5.9 million. On November 20, 2015 and December 3, 2015, the Company invested an additional \$538,000 and \$1.1 million, respectively, in MVC Automotive common equity. On January 4, 2016, the Company loaned an additional \$1.5 million to Legal Solutions, which increased the senior subordinated loan to approximately \$10.2 million. On February 1, 2016, the Company loaned an additional \$1.1 million to Thunderdome, which increased the second lien loan to approximately \$3.0 million. On May 5, 2016, the Company loaned \$30,000 to BAC in the form of a senior loan with an interest rate of 5% and a maturity date of May 5, 2021. On June 28, 2016, the Company loaned approximately \$1.7 million to MVC Automotive in the form of a bridge loan with an interest rate of 6% and a maturity date of December 31, 2016. On June 28, 2016, the Company loaned approximately \$28,000 to Tekers in the form of a bridge loan with an interest rate of 6% and a maturity date of June 27, 2017.

**Current commitments include:**

***Commitments to Portfolio Companies:***

At July 31, 2016 and October 31, 2015, the Company's existing commitments to portfolio companies consisted of the following:

Edgar Filing: MVC CAPITAL, INC. - Form 10-Q

<b>Portfolio Company</b>	<b>Amount Committed</b>		<b>Amount Funded at July 31, 2016</b>	
MVC Private Equity Fund LP	\$	20.1 million	\$	14.6 million
<b>Total</b>	<b>\$</b>	<b>20.1 million</b>	<b>\$</b>	<b>14.6 million</b>

## Edgar Filing: MVC CAPITAL, INC. - Form 10-Q

### Table of Contents

Portfolio Company	Amount Committed		Amount Funded at October 31, 2015	
MVC Private Equity Fund LP	\$	20.1 million	\$	14.6 million
<b>Total</b>	<b>\$</b>	<b>20.1 million</b>	<b>\$</b>	<b>14.6 million</b>

### *Guarantees:*

At July 31, 2016 and October 31, 2015, the Company had the following commitments to guarantee various loans and mortgages:

Guarantee	Amount Committed		Amount Funded at July 31, 2016	
MVC Automotive	\$	7.2 million		
Turf	\$	1.0 million		
<b>Total</b>	<b>\$</b>	<b>8.2 million</b>		

Guarantee	Amount Committed		Amount Funded at October 31, 2015	
MVC Automotive	\$	7.2 million		
Turf	\$	1.0 million		
<b>Total</b>	<b>\$</b>	<b>8.2 million</b>		

ASC 460, *Guarantees*, requires the Company to estimate the fair value of the guarantee obligation at its inception and requires the Company to assess whether a probable loss contingency exists in accordance with the requirements of ASC 450, *Contingencies*. At July 31, 2016, the Valuation Committee estimated the fair values of the guarantee obligations noted above to be approximately -\$22,000 or negative \$22,000.

These guarantees are further described below, together with the Company's other commitments.

On January 16, 2008, the Company agreed to support a 4.0 million Euro mortgage for a Ford dealership owned and operated by MVC Automotive through making financing available to the dealership and agreeing under certain circumstances not to reduce its equity stake in MVC Automotive. Over time, Erste Bank, the bank extending the mortgage to MVC Automotive, increased the amount of the mortgage. As such, the balance of the guarantee as of July 31, 2016 is approximately 6.4 million Euro (equivalent to approximately \$7.2 million).

The Company guaranteed \$1.0 million of Turf's indebtedness to Berkshire Bank, which had a fair value of -\$22,000 or negative \$22,000 as of July 31, 2016.

On March 31, 2010, the Company pledged its Series I and Series J preferred stock of U.S. Gas to Macquarie Energy, LLC ( Macquarie Energy ) as collateral for Macquarie Energy's trade supply credit facility to U.S. Gas.

## Edgar Filing: MVC CAPITAL, INC. - Form 10-Q

On October 29, 2010, through MVC Partners and MVCFS, the Company committed to invest approximately \$20.1 million in the PE Fund, for which an indirect wholly-owned subsidiary of the Company serves as GP. The PE Fund closed on approximately \$104 million of capital commitments. During the fiscal year ended October 31, 2012 and thereafter, MVC Partners was consolidated with the operations of the Company as MVC Partners' limited partnership interest in the PE Fund is a substantial portion of MVC Partners operations. The investment period related to the PE Fund has ended. Additional capital may be called for follow-on investments in existing portfolio companies of the PE Fund or to pay operating expenses of the PE Fund. As of July 31, 2016, \$14.6 million of the Company's commitment has been contributed.

On April 26, 2011, the Company agreed to collateralize a 5.0 million Euro letter of credit from JPMorgan Chase Bank, N.A., which is related to a project guarantee by AB DnB NORD bankas to

Table of Contents

Security Holdings B.V., a portfolio company investment, and was classified as restricted cash equivalents on the Company's Consolidated Balance Sheets. The Euro letter of credit was equivalent to approximately \$5.5 million at October 31, 2015. During the nine month period ended July 31, 2016, the Euro letter of credit was released and is no longer collateralized by the Company and released from restricted cash.

During the nine month period ended July 31, 2016, the Company agreed to cash collateralize a \$500,000 working capital line of credit for MVC Environmental provided by Branch Banking and Trust Company ( BB&T ).

***Commitments of the Company***

On February 19, 2013, the Company sold \$70.0 million of senior unsecured notes (the Senior Notes ) in a public offering. The Senior Notes will mature on January 15, 2023 and may be redeemed in whole or in part at any time or from time to time at the Company's option on or after April 15, 2016. The Senior Notes bear interest at a rate of 7.25% per year payable quarterly on January 15, April 15, July 15, and October 15 of each year, beginning April 15, 2013. The Company had also granted the underwriters a 30-day option to purchase up to an additional \$10.5 million of Senior Notes to cover overallocments. The additional \$10.5 million in principal was purchased and the total principal amount of the Senior Notes totaled \$80.5 million. The net proceeds to the Company from the sale of the Senior Notes, after offering expenses, were approximately \$77.4 million. The offering expenses incurred are amortized over the term of the Senior Notes.

On February 26, 2013, the Company received the funds related to the Senior Notes offering, net of expenses, and subsequently repaid the credit facility (the Credit Facility ) with Guggenheim as administrative agent for the lenders in full, including all accrued interest. The Company used the excess net proceeds after the repayment of the Credit Facility for general corporate purposes, including, for example, investing in portfolio companies according to our investment objective and strategy, repurchasing shares pursuant to the share repurchase program adopted by our Board of Directors, funding distributions, and/or funding the activities of our subsidiaries.

On May 3, 2013, the Company sold approximately \$33.9 million of additional Senior Notes in a direct offering. The additional Senior Notes will also mature on January 15, 2023 and may be redeemed in whole or in part at any time or from time to time at the Company's option on or after April 15, 2016. The Notes bear interest at a rate of 7.25% per year payable quarterly on January 15, April 15, July 15, and October 15 of each year. As of July 31, 2016, the total outstanding amount of the Senior Notes was approximately \$114.4 million with a market value of approximately \$116.2 million. The market value of the Senior Notes is based on the closing price of the security as of July 31, 2016 on the New York Stock Exchange (NYSE:MVCB).

On July 31, 2013, the Company entered into a one-year, \$50 million revolving credit facility ( Credit Facility II ) with BB&T. On January 31, 2014, Credit Facility II was increased to a \$100 million revolving credit facility. On December 1, 2015, Credit Facility II was renewed and expired on May 31, 2016, at which time all outstanding amounts under it were due and repaid. On June 30, 2016, Credit Facility II was renewed and will now expire on February 28, 2017. At October 31, 2015, the balance of Credit Facility II was \$90.0 million. During the nine month period ended July 31, 2016, the Company's net repayments on Credit Facility II were \$55.0 million, resulting in an outstanding balance of \$35.0 million at July 31, 2016. See Subsequent Events for more information. Credit Facility II is used to provide the Company with better overall financial flexibility in managing its investment portfolio. Borrowings under Credit Facility II bear interest at LIBOR plus 125 basis points. In addition, the Company is also subject to a 25 basis point commitment fee for the average amount of Credit Facility II that is unused during each fiscal quarter. The Company paid closing fees, legal and other costs associated





Table of Contents

with these transactions. These costs will be amortized over the life of the facility. Borrowings under Credit Facility II will be secured by cash, short-term and long-term U.S. Treasury securities and other governmental agency securities. The Company received waivers from BB&T with respect to the delivery of financial reports required under Credit Facility II, due to the Company's delayed filing of its annual and quarterly reports.

On December 30, 2014, the Company entered into a 6 month, \$25.0 million bridge loan ( Bridge Loan ) with Firstrust Bank. Prior to maturity, the Bridge Loan was extended to December 31, 2015. At October 31, 2015, the balance of the Bridge Loan was \$8.0 million. During the nine month period ended July 31, 2016, the Bridge Loan was repaid in full. On December 9, 2015, the Bridge Loan was replaced with Credit Facility III (as described below). Borrowings under the Bridge Loan bore interest at 5%. The Company paid closing fees, legal and other costs associated with the transaction. These costs were amortized over the life of the Bridge Loan. The Company received extensions from Firstrust Bank as to the delivery of financial reports required under the Amended and Restated Loan Agreement, due to the Company's delayed quarterly filings.

On December 9, 2015, the Company entered into a three-year, \$50 million revolving borrowing base credit facility ( Credit Facility III ) with Santander Bank N.A. as a lender and lead agent and Wintrust Bank as a lender and syndication agent. As of July 31, 2016, the outstanding balance on Credit Facility III was \$2.0 million. Credit Facility III can, under certain conditions, be increased up to \$85 million. The new facility bears an interest rate of LIBOR plus 3.75% or the prime rate plus 1% (at the Company's option), and includes a 1% closing fee of the commitment amount and a 0.75% unused fee. The compensating balance for the revolving credit facility is \$10.0 million. The Company received extensions from Santander Bank N.A. related to its delayed quarterly filings, including the quarterly filing for the period ended April 30, 2016.

The Company enters into contracts with portfolio companies and other parties that contain a variety of indemnifications. The Company's maximum exposure under these arrangements is unknown. However, the Company has not experienced claims or losses pursuant to these contracts and believes the risk of loss related to indemnifications to be remote.

Subsequent Events

On August 19, 2016, the Company repaid Credit Facility II in full, including all accrued interest.

**ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK**

Historically the Company has invested in small companies, and its investments in these companies are considered speculative in nature. The Company's investments often include securities that are subject to legal or contractual restrictions on resale that adversely affect the liquidity and marketability of such securities. As a result, the Company is subject to risk of loss which may prevent our shareholders from achieving price appreciation, dividend distributions and return of capital.

## Edgar Filing: MVC CAPITAL, INC. - Form 10-Q

Financial instruments that subjected the Company to concentrations of market risk consisted principally of equity investments, subordinated notes, debt instruments, and escrow receivables, which represent approximately 86.25% of the Company's total assets at July 31, 2016. As discussed in Note 8 Portfolio Investments, these investments consist of securities in companies with no readily determinable market values and as such are valued in accordance with the Company's fair value policies and procedures. The Company's investment strategy represents a high degree of business and financial risk due to the fact that portfolio company investments are generally illiquid, in small and middle market companies, and include entities with little operating history or entities that possess operations in new or

Table of Contents

developing industries. These investments, should they become publicly traded, would generally be: (i) subject to restrictions on resale, if they were acquired from the issuer in private placement transactions; and (ii) susceptible to market risk. The Company may make short-term investments in 90-day Treasury Bills or longer-term treasury notes, which are federally guaranteed securities, or other investments, including exchange-traded funds, private investment funds and designated money market accounts, pending investments in portfolio companies made pursuant to our principal investment strategy.

In addition, the following risk factors relate to market risks impacting the Company.

***Investing in private companies involves a high degree of risk.***

Our investment portfolio generally consists of loans to, and investments in, private companies. Investments in private businesses involve a high degree of business and financial risk, which can result in substantial losses and accordingly should be considered speculative. There is generally very little publicly available information about the companies in which we invest, and we rely significantly on the due diligence of the members of the investment team to obtain information in connection with our investment decisions. It is thus difficult, if not impossible, to protect the Company from the risk of fraud, misrepresentation or poor judgment by these companies.

***Our investments in portfolio companies are generally illiquid.***

We generally acquire our investments directly from the issuer in privately negotiated transactions. Most of the investments in our portfolio (other than cash or cash equivalents and certain other investments made pending investments in portfolio companies such as investments in exchange-traded funds) are typically subject to restrictions on resale or otherwise have no established trading market. We may exit our investments when the portfolio company has a liquidity event, such as a sale, recapitalization or initial public offering. The illiquidity of our investments may adversely affect our ability to dispose of equity and debt securities at times when it may be otherwise advantageous for us to liquidate such investments. In addition, if we were forced to immediately liquidate some or all of the investments in the portfolio, the proceeds of such liquidation could be significantly less than the current fair value of such investments.

***Substantially all of our portfolio investments and escrow receivables are recorded at fair value and, as a result, there is a degree of uncertainty regarding the carrying values of our portfolio investments.***

Pursuant to the requirements of the 1940 Act, because our portfolio company investments do not have readily ascertainable market values, we record these investments at fair value in accordance with our Valuation Procedures adopted by our Board of Directors. As permitted by the SEC, the Board of Directors has delegated the responsibility of making fair value determinations to the Valuation Committee, subject to the Board of Directors' supervision and pursuant to the Valuation Procedures.

At July 31, 2016, approximately 84.51% of our total assets represented portfolio investments and escrow receivables recorded at fair value.

## Edgar Filing: MVC CAPITAL, INC. - Form 10-Q

There is no single standard for determining fair value in good faith. As a result, determining fair value requires that judgment be applied to the specific facts and circumstances of each portfolio investment while employing a consistently applied valuation process for the types of investments we make. In determining the fair value of a portfolio investment, the Valuation Committee analyzes, among other factors, the portfolio company's financial results and projections and publicly traded comparable companies when available, which may be dependent on general economic conditions. We specifically value each individual investment and record unrealized depreciation for an investment that we believe has become impaired, including where collection of a loan or realization of an equity security is doubtful. Conversely, we will record unrealized appreciation if we have an indication (based on a significant development) that the underlying portfolio company has appreciated in value and, therefore, our equity

Table of Contents

security has also appreciated in value, where appropriate. Without a readily ascertainable market value and because of the inherent uncertainty of fair valuation, fair value of our investments may differ significantly from the values that would have been used had a ready market existed for the investments, and the differences could be material.

Pursuant to our Valuation Procedures, our Valuation Committee (which is comprised of three Independent Directors) reviews, considers and determines fair valuations on a quarterly basis (or more frequently, if deemed appropriate under the circumstances). Any changes in valuation are recorded in the consolidated statements of operations as Net change in unrealized appreciation (depreciation) on investments.

***We have identified a material weakness in our internal control over financial reporting. Our failure to establish and maintain effective internal control over financial reporting could result in material misstatements in our financial statements and cause investors to lose confidence in our reported financial information, which in turn could cause the trading price of our securities to decline.***

We have identified a material weakness in our internal control over financial reporting related to the valuation of certain portfolio companies and, as a result of such weakness, our management concluded that our disclosure controls and procedures and internal control over financial reporting were not effective as of October 31, 2014. This contributed to a delay in the filing of our Annual Report on Form 10-K for the fiscal years ended October 31, 2014 and October 31, 2015, the delay in the filing of our Quarterly Report on Form 10-Q for the quarterly period ended January 31, 2016 and the restatement of our previously issued quarterly and annual financial statements for the fiscal year ended October 31, 2013. For further information regarding this matter and the related material weakness, please refer to Item 4. Controls and Procedures.

In addition, we may experience delay or be unable to meet our reporting obligations or to comply with SEC rules and regulations, which could result in investigations and sanctions by regulatory authorities. Management's ongoing assessment of disclosure controls and procedures as well as internal control over financial reporting may in the future identify additional weaknesses and conditions that need to be addressed. Any failure to improve our disclosure controls and procedures or internal control over financial reporting to address identified weaknesses in the future, if they were to occur, could prevent us from maintaining accurate accounting records and discovering material accounting errors, which in turn, could adversely affect our business and the value of our common stock.

***Our failure to prepare and timely file our periodic reports with the SEC limits our access to the public markets to raise debt or equity capital***

We did not file the Annual Report on Form 10-K within the timeframe required by the SEC for the fiscal years ended October 31, 2014 and October 31, 2015. Because we did not remain current in our reporting requirements with the SEC, we were limited in our ability to access the public markets to raise debt or equity capital. Our limited ability to access the public markets could have prevented us from pursuing transactions or implementing business strategies that we might otherwise believe are beneficial to our business.

***Economic recessions or downturns, including the current economic instability in Europe and the United States, could impair our portfolio companies and have a material adverse impact on our business, financial condition and results of operations.***

## Edgar Filing: MVC CAPITAL, INC. - Form 10-Q

Many of the companies in which we have made or will make investments may be susceptible to economic slowdowns or recessions. An economic slowdown may affect the ability of a company to engage in a liquidity event. These conditions could lead to financial losses in our portfolio and a decrease in our revenues, net income and assets. Through the date of this report, conditions in the public debt and

Table of Contents

equity markets have been volatile and pricing levels have performed similarly. As a result, depending on market conditions, we could incur substantial realized losses and suffer unrealized losses in future periods, which could have a material adverse impact on our business, financial condition and results of operations. If current market conditions continue, or worsen, it may adversely impact our ability to deploy our investment strategy and achieve our investment objective.

Our overall business of making loans or private equity investments may be affected by current and future market conditions. The absence of an active mezzanine lending or private equity environment may slow the amount of private equity investment activity generally. As a result, the pace of our investment activity may slow, which could impact our ability to achieve our investment objective. In addition, significant changes in the capital markets could have an effect on the valuations of private companies and on the potential for liquidity events involving such companies. This could affect the amount and timing of any gains realized on our investments and thus have a material adverse impact on our financial condition.

Depending on market conditions, we could incur substantial realized losses and suffer unrealized losses in future periods, which could have a material adverse impact on our business, financial condition and results of operations. In addition, the global financial markets have not fully recovered from the global financial crisis and the economic factors which gave rise to the crisis. The continuation of current global market conditions, uncertainty or further deterioration, including the economic instability in Europe, could result in further declines in the market values of the Company investments. Such declines could also lead to diminished investment opportunities for the Company, prevent the Company from successfully executing its investment strategies or require the Company to dispose of investments at a loss while such adverse market conditions prevail.

***Our borrowers may default on their payments, which could adversely affect our financial performance.***

We may make long-term unsecured, subordinated loans, which may involve a higher degree of repayment risk than conventional secured loans. We primarily invest in companies that may have limited financial resources and that may be unable to obtain financing from traditional sources. In addition, numerous factors may adversely affect a portfolio company's ability to repay a loan we made to it, including the failure to meet a business plan, a downturn in its industry or operating results, or negative economic conditions. Deterioration in a borrower's financial condition and prospects may be accompanied by deterioration in any related collateral.

***Our investments in mezzanine and other debt securities may involve significant risks.***

Our investment strategy contemplates investments in mezzanine and other debt securities of privately held companies. Mezzanine investments typically are structured as subordinated loans (with or without warrants) that carry a fixed rate of interest. We may also make senior secured and other types of loans or debt investments. Our debt investments are typically not rated by any rating agency, but we believe that if such investments were rated, they would be below investment grade quality (rated lower than Baa3 by Moody's or lower than BBB- by Standard & Poor's, commonly referred to as junk bonds). Loans of below investment grade quality have predominantly speculative characteristics with respect to the borrower's capacity to pay interest and repay principal. Our debt investments in portfolio companies may thus result in a high level of risk and volatility and/or loss of principal.

***We may not realize gains from our equity investments.***

When we invest in mezzanine and senior debt securities, we may acquire warrants or other equity securities as well. We may also invest directly in various equity securities. Our goal is ultimately to dispose of such equity interests and realize gains upon our disposition of such interests. However, the equity interests we receive or invest in may not appreciate in value and, in fact, may decline in value. In



Table of Contents

addition, the equity securities we receive or invest in may be subject to restrictions on resale during periods in which it would be advantageous to resell. Accordingly, we may not be able to realize gains from our equity interests, and any gains that we do realize on the disposition of any equity interests may not be sufficient to offset any other losses we experience.

***Our investments in small and middle-market privately-held companies are extremely risky and you could lose your entire investment.***

Investments in small and middle-market privately-held companies are subject to a number of significant risks including the following:

- *Small and middle-market companies may have limited financial resources and may not be able to repay the loans we make to them.* Our strategy includes providing financing to companies that typically do not have capital sources readily available to them. While we believe that this provides an attractive opportunity for us to generate profits, this may make it difficult for the borrowers to repay their loans to us upon maturity.
- *Small and middle-market companies typically have narrower product lines and smaller market shares than large companies.* Because our target companies are smaller businesses, they may be more vulnerable to competitors' actions and market conditions, as well as general economic downturns. In addition, smaller companies may face intense competition, including competition from companies with greater financial resources, more extensive development, manufacturing, marketing and other capabilities, and a larger number of qualified managerial and technical personnel.
- *There is generally little or no publicly available information about these privately-held companies.* There is generally little or no publicly available operating and financial information about privately-held companies. As a result, we rely on our investment professionals to perform due diligence investigations of these privately-held companies, their operations and their prospects. We may not learn all of the material information we need to know regarding these companies through our investigations. It is difficult, if not impossible, to protect the Company from the risk of fraud, misrepresentation or poor judgment by our portfolio companies. Accordingly, the Company's performance (including the valuation of its investments) is subject to the ongoing risk that the portfolio companies or their employees, agents, or service providers, may commit fraud adversely affecting the value of our investments.
- *Small and middle-market companies generally have less predictable operating results.* We expect that our portfolio companies may have significant variations in their operating results, may from time to time be parties to litigation, may be engaged in rapidly changing businesses with products subject to a substantial risk of obsolescence, may require substantial additional capital to support their operations, finance expansion or maintain their competitive position, may otherwise have a weak financial position or may be adversely affected by changes in the business cycle. Our portfolio companies may not meet net income, cash flow and other coverage tests typically imposed by their senior lenders.

- *Small and middle-market businesses are more likely to be dependent on one or two persons.* Typically, the success of a small or middle-market company also depends on the management talents and efforts of one or two persons or a small group of persons. The death, disability or resignation of one or more of these persons could have a material adverse impact on our portfolio company and, in turn, on us.

Table of Contents

- *Small and middle-market companies are likely to have greater exposure to economic downturns than larger companies.* We expect that our portfolio companies will have fewer resources than larger businesses and an economic downturn may thus more likely have a material adverse effect on them.
- *Small and middle-market companies may have limited operating histories.* We may make debt or equity investments in new companies that meet our investment criteria. Portfolio companies with limited operating histories are exposed to the operating risks that new businesses face and may be particularly susceptible to, among other risks, market downturns, competitive pressures and the departure of key executive officers.

*Our portfolio companies may be highly leveraged.*

Some of our portfolio companies may be highly leveraged, which may have adverse consequences to these companies and to us as an investor. These companies may be subject to restrictive financial and operating covenants and the leverage may impair such companies' ability to finance their future operations and capital needs. As a result, the flexibility of these companies to respond to changing business and economic conditions and to take advantage of business opportunities may be limited. Further, a leveraged company's income and net assets will tend to increase or decrease at a greater rate than if borrowed money were not used.

*When we are a debt or minority equity investor in a portfolio company, we may not be in a position to control the entity, and management of the company may make decisions that could decrease the value of our portfolio holdings.*

We anticipate making debt and minority equity investments; therefore, we will be subject to the risk that a portfolio company may make business decisions with which we disagree, and the shareholders and management of such company may take risks or otherwise act in ways that do not serve our interests. Due to the lack of liquidity in the markets for our investments in privately held companies, we may not be able to dispose of our interests in our portfolio companies as readily as we would like. As a result, a portfolio company may make decisions that could decrease the value of our portfolio holdings.

*We may choose to waive or defer enforcement of covenants in the debt securities held in our portfolio, which may cause us to lose all or part of our investment in these companies.*

Some of our loans to our portfolio companies may be structured to include customary business and financial covenants placing affirmative and negative obligations on the operation of each company's business and its financial condition. However, from time to time, we may elect to waive breaches of these covenants, including our right to payment, or waive or defer enforcement of remedies, such as acceleration of obligations or foreclosure on collateral, depending upon the financial condition and prospects of the particular portfolio company. These actions may reduce the likelihood of our receiving the full amount of future payments of interest or principal and be accompanied by a deterioration in the value of the underlying collateral as many of these companies may have limited financial resources, may be unable to meet future obligations and may go bankrupt. This could negatively impact our ability to pay dividends and cause your investment to lose value and could become worthless.



Table of Contents

***Our portfolio companies may incur obligations that rank equally with, or senior to, our investments in such companies. As a result, the holders of such obligations may be entitled to payments of principal or interest prior to us, preventing us from obtaining the full value of our investment in the event of an insolvency, liquidation, dissolution, reorganization, acquisition, merger or bankruptcy of the relevant portfolio company.***

Our portfolio companies may have other obligations that rank equally with, or senior to, the securities in which we invest. By their terms, such other securities may provide that the holders are entitled to receive payment of interest or principal on or before the dates on which we are entitled to receive payments in respect of the securities we own. Also, in the event of insolvency, liquidation, dissolution, reorganization or bankruptcy of a portfolio company, holders of securities ranking senior to our investment in the relevant portfolio company would typically be entitled to receive payment in full before we receive any distribution in respect of our investment. After repaying investors that are senior to us, the portfolio company may not have any remaining assets to use for repaying its obligation to us. In the case of other securities ranking equally with securities in which we invest, we would have to share on an equal basis any distributions with such investors in the event of an insolvency, liquidation, dissolution, reorganization or bankruptcy of the relevant portfolio company. As a result, we may not obtain the full value of our investment in the event of an insolvency, liquidation, dissolution, reorganization or bankruptcy of the relevant portfolio company.

***We are a non-diversified investment company within the meaning of the 1940 Act, and therefore may invest a significant portion of our assets in a relatively small number of portfolio companies, which subjects us to a risk of significant loss should the performance or financial condition of one or more portfolio companies deteriorate.***

We are classified as a non-diversified investment company within the meaning of the 1940 Act, and therefore we may invest a significant portion of our assets in a relatively small number of portfolio companies and/or in a limited number of industries. As of July 31, 2016, the fair value of our largest investment, U.S. Gas, comprised 20.8% of our total assets and 32.5% of our net assets. Beyond the asset diversification requirements associated with our qualification as a RIC, we do not have fixed guidelines for diversification, and while we are not targeting any specific industries, relatively few industries may continue to be significantly represented among our investments. To the extent that we have large positions in the securities of a small number of portfolio companies, we are subject to an increased risk of significant loss should the performance or financial condition of these portfolio companies or their respective industries deteriorate. We may also be more susceptible to any single economic or regulatory occurrence as a result of holding large positions in a small number of portfolio companies.

***As a result of our significant portfolio investment in U.S. Gas, we are particularly subject to the risks of that company and the energy services industry.***

Given the extent of our investment in U.S. Gas, the Company is particularly subject to the risks impacting U.S. Gas and the energy service industry.

U.S. Gas's operating results may fluctuate on a seasonal or quarterly basis and with general economic conditions. Weather conditions and other natural phenomena can also have an adverse impact on earnings and cash flows. Unusually mild weather in the future could diminish U.S. Gas's results of operations and harm its financial condition. U.S. Gas enters into contracts to purchase and sell electricity and natural gas as part of its operations. With respect to such transactions, the rate of return on its capital investments is not determined through mandated rates, and its revenues and results of operations are likely to depend, in large part, upon prevailing market prices for power in its regional markets and other competitive markets. These market prices can fluctuate substantially over relatively short periods of time. Trading margins may erode as markets mature and there may be diminished opportunities for gain should volatility decline. Fuel prices may also be volatile, and the price U.S. Gas can obtain for power sales may not change at the same rate as changes in fuel costs. These factors could reduce U.S. Gas's margins and

therefore diminish its revenues and results of operations.

U.S. Gas relies on a firm supply source to meet its energy management obligations for its customers. Should U.S. Gas's suppliers fail to deliver supplies of natural gas and electricity, there could be a material impact on its cash flows and statement of operations. U.S. Gas depends on natural gas pipelines and other

Table of Contents

storage and transportation facilities owned and operated by third parties to deliver natural gas to wholesale markets and to provide retail energy services to customers. If transportation or storage of natural gas is disrupted, including for reasons of force majeure, the ability of U.S. Gas to sell and deliver its services may be hindered. As a result, it may be responsible for damages incurred by its customers, such as the additional cost of acquiring alternative supply at then-current market rates. Additionally, U.S. Gas depends on transmission facilities owned and operated by unaffiliated power companies to deliver the power it sells at wholesale. If transmission is disrupted, or transmission capacity is inadequate, U.S. Gas may not be able to deliver its wholesale power.

U.S. Gas is subject to substantial regulation by federal, state and local regulatory authorities. It is required to comply with numerous laws and regulations and to obtain numerous authorizations, permits, approvals and certificates from governmental agencies. U.S. Gas cannot predict the impact of any future revisions or changes in interpretations of existing regulations or the adoption of new laws and regulations applicable to it. Changes in regulations or the imposition of additional regulations could influence its operating environment and may result in substantial costs to U.S. Gas.

***Investments in foreign debt or equity may involve significant risks in addition to the risks inherent in U.S. investments.***

Our investment strategy has resulted in some investments in debt or equity of foreign companies (subject to applicable limits prescribed by the 1940 Act). Investing in foreign companies can expose us to additional risks not typically associated with investing in U.S. companies. These risks include exchange rates, changes in exchange control regulations, political and social instability, expropriation, imposition of foreign taxes, less liquid markets and less available information than is generally the case in the United States, higher transaction costs, less government supervision of exchanges, brokers and issuers, less developed bankruptcy laws, difficulty in enforcing contractual obligations, lack of uniform accounting and auditing standards and greater price volatility. A portion of our investments are located in countries that use the euro as their official currency. The USD/euro exchange rate, like foreign exchange rates in general, can be volatile and difficult to predict. This volatility could materially and adversely affect the value of the Company's shares.

***The market for private equity investments can be highly competitive. In some cases, our status as a regulated business development company may hinder our ability to participate in investment opportunities.***

We face competition in our investing activities from private equity funds, other business development companies, investment banks, investment affiliates of large industrial, technology, service and financial companies, small business investment companies, wealthy individuals and foreign investors. As a regulated business development company, we are required to disclose quarterly the name and business description of portfolio companies and the value of any portfolio securities. Many of our competitors are not subject to this disclosure requirement. Our obligation to disclose this information could hinder our ability to invest in certain portfolio companies. Additionally, other regulations, current and future, may make us less attractive as a potential investor to a given portfolio company than a private equity fund not subject to the same regulations. Furthermore, some of our competitors have greater resources than we do. Increased competition would make it more difficult for us to purchase or originate investments at attractive prices. As a result of this competition, sometimes we may be precluded from making certain investments.

***Complying with the RIC requirements may cause us to forego otherwise attractive opportunities.***

Edgar Filing: MVC CAPITAL, INC. - Form 10-Q

In order to qualify as a RIC for U.S. federal income tax purposes, we must satisfy tests concerning the sources of our income, the nature and diversification of our assets and the amounts we distribute to our shareholders. We may be unable to pursue investments that would otherwise be advantageous to us in



Table of Contents

order to satisfy the source of income or asset diversification requirements for qualification as a RIC. In particular, to qualify as a RIC, at least 50% of our assets must be in the form of cash and cash items, Government securities, securities of other RICs, and other securities that represent not more than 5% of our total assets and not more than 10% of the outstanding voting securities of the issuer. We have from time to time held a significant portion of our assets in the form of securities that exceed 5% of our total assets or more than 10% of the outstanding voting securities of an issuer, and compliance with the RIC requirements limits us from making additional investments that represent more than 5% of our total assets or more than 10% of the outstanding voting securities of the issuer. Thus, compliance with the RIC requirements may hinder our ability to take advantage of investment opportunities believed to be attractive, including potential follow-on investments in certain of our portfolio companies. Prior to the closing of the PE Fund, consistent with the Board-approved policy concerning the allocation of investment opportunities, the PE Fund received a priority allocation of all private equity investments that would otherwise be Non-Diversified Investments for the Company during the PE Fund's investment period, which ended on October 28, 2014.

***Regulations governing our operation as a business development company affect our ability to, and the way in which we, raise additional capital.***

We are not generally able to issue and sell our common stock at a price below net asset value per share. We may, however, sell our common stock or warrants at a price below the then-current net asset value per share of our common stock if our board of directors determines that such sale is in the best interests of the Company and its stockholders, and our stockholders approve such sale. In any such case, the price at which our securities are to be issued and sold may not be less than a price that, in the determination of our board of directors, closely approximates the market value of such securities (less any distributing commission or discount). If we raise additional funds by issuing more common stock or senior securities convertible into, or exchangeable for, our common stock, then the percentage ownership of our stockholders at that time will decrease, and you might experience dilution.

***Our common stock price can be volatile.***

The trading price of our common stock may fluctuate substantially. The price of the common stock may be higher or lower than the price you pay for your shares, depending on many factors, some of which are beyond our control and may not be directly related to our operating performance. These factors include the following:

- Price and volume fluctuations in the overall stock market from time to time;
- Significant volatility in the market price and trading volume of securities of business development companies or other financial services companies;
- Volatility resulting from trading in derivative securities related to our common stock including puts, calls, long-term equity participation securities, or LEAPs, or short trading positions;

- Changes in regulatory policies or tax guidelines with respect to business development companies or RICs;
- Our adherence to applicable regulatory and tax requirements, including the current restriction on our ability to make Non-Diversified Investments;
- Actual or anticipated changes in our earnings or fluctuations in our operating results or changes in the expectations of securities analysts;
- General economic conditions and trends;
- Loss of a major funding source, which would limit our liquidity and our ability to finance transactions;
- Changes in interest rates; or
- Departures of key personnel of TTG Advisers.

Table of Contents

*We are subject to market discount risk.*

As with any stock, the price of our shares will fluctuate with market conditions and other factors. If shares are sold, the price received may be more or less than the original investment. Whether investors will realize gains or losses upon the sale of our shares will not depend directly upon our NAV, but will depend upon the market price of the shares at the time of sale. Since the market price of our shares will be affected by such factors as the relative demand for and supply of the shares in the market, general market and economic conditions and other factors beyond our control, we cannot predict whether the shares will trade at, below or above our NAV. Although our shares, from time to time, have traded at a premium to our NAV, currently, our shares are trading at a discount to NAV, which discount may fluctuate over time.

*Our ability to grow depends on our ability to raise capital.*

To fund new investments, we may need to issue periodically equity securities or borrow from financial institutions. Unfavorable economic conditions could increase our funding costs, limit our access to the capital markets or result in a decision by lenders not to extend credit to us. If we fail to obtain capital to fund our investments, it could limit both our ability to grow our business and our profitability. With certain limited exceptions, we are only allowed to borrow amounts such that our asset coverage, as defined in the 1940 Act, equals at least 200% after such borrowing. The amount of leverage that we employ depends on TTG Advisers' and our board of directors' assessment of market and other factors at the time of any proposed borrowing. We cannot assure you that we will be able to maintain our current facilities or obtain other lines of credit at all or on terms acceptable to us.

*Changes in interest rates may affect our cost of capital and net operating income and our ability to obtain additional financing.*

Because we have borrowed and may continue to borrow money to make investments, our net investment income before net realized and unrealized gains or losses, or net investment income, may be dependent upon the difference between the rate at which we borrow funds and the rate at which we invest these funds. As a result, there can be no assurance that a significant change in market interest rates would not have a material adverse effect on our net investment income. Because of the fixed-rate nature of our debt investments and our borrowings, a hypothetical 1% increase or 1% decrease in interest rates is not expected to have a determinable (or easily predictable) material impact on the Company's net investment income. In periods of declining interest rates, we may have difficulty investing our borrowed capital into investments that offer an appropriate return. In periods of sharply rising interest rates, our cost of funds would increase, which could reduce our net investment income. We may use a combination of long-term and short-term borrowings and equity capital to finance our investing activities. We may utilize our short-term credit facilities as a means to bridge to long-term financing. Our long-term fixed-rate investments are financed primarily with equity and long-term fixed-rate debt. We may use interest rate risk management techniques in an effort to limit our exposure to interest rate fluctuations. Such techniques may include various interest rate hedging activities to the extent permitted by the 1940 Act. Additionally, we cannot assure you that financing will be available on acceptable terms, if at all. Recent turmoil in the credit markets has greatly reduced the availability of debt financing. Deterioration in the credit markets, which could delay our ability to sell certain of our loan investments in a timely manner, could also negatively impact our cash flows.

*Hedging transactions may expose us to additional risks.*

Edgar Filing: MVC CAPITAL, INC. - Form 10-Q

We may enter into hedging transactions to seek to reduce currency, commodity or other rate risks. However, unanticipated changes in currency or other rates may result in poorer overall investment performance than if we had not engaged in any such hedging transactions. In addition, the degree of correlation between price movements of the instruments used in a hedging strategy and price movements

Table of Contents

in the portfolio positions being hedged may vary. Moreover, for a variety of reasons, we may not seek or be able to establish a perfect or effective correlation between such hedging instruments and the portfolio holdings being hedged. Any such imperfect correlation may prevent us from achieving the intended hedge and expose us to risk of loss. In addition, it may not be possible to hedge fully or perfectly against currency fluctuations affecting the value of securities denominated in non-U.S. currencies.

***Our ability to use our capital loss carryforwards may be subject to limitations.***

On October 31, 2015, the Company did not have a net capital loss carryforward. The Company had approximately \$18.1 million in unrealized losses associated with Legacy Investments as of July 31, 2016. If we experience an aggregate 50% shift in the ownership of our common stock from shareholder transactions over a three year period (e.g., if a shareholder acquires 5% or more of our outstanding shares of common stock, or if a shareholder who owns 5% or more of our outstanding shares of common stock significantly increases or decreases its investment in the Company), our ability to utilize our capital loss carryforwards to offset future capital gains may be severely limited. Further, in the event that we are deemed to have failed to meet the requirements to qualify as a RIC, our ability to use our capital loss carryforwards could be adversely affected. The Regulated Investment Company Modernization Act of 2010, which was enacted on December 22, 2010, changed various technical rules governing the tax treatment of regulated investment companies, including the treatment of capital loss carryforwards. Please see Note 12 of our consolidated financial statements Tax Matters for more information.

***Wars, terrorist attacks, and other acts of violence may affect any market for our common stock, impact the businesses in which we invest and harm our operations and our profitability.***

Wars, terrorist attacks and other acts of violence are likely to have a substantial impact on the U.S. and world economies and securities markets. The nature, scope and duration of the unrest, wars and occupation cannot be predicted with any certainty. Furthermore, terrorist attacks may harm our results of operations and your investment. We cannot assure you that there will not be further terrorist attacks against the United States or U.S. businesses. Such attacks and armed conflicts in the United States or elsewhere may impact the businesses in which we invest directly or indirectly, by undermining economic conditions in the United States. Losses resulting from terrorist events are generally uninsurable.

***We have not established a mandated minimum dividend payment level and we cannot assure you of our ability to make distributions to our shareholders in the future.***

We cannot assure that we will achieve investment results that will allow us to make cash distributions or year-to-year increases in cash distributions. Our ability to make distributions is impacted by, among other things, the risk factors described in this report. In addition, the asset coverage test applicable to us as a business development company can limit our ability to make distributions. Any distributions will be made at the discretion of our board of directors and will depend on our earnings, our financial condition, maintenance of our RIC status and such other factors as our board of directors may deem relevant from time to time. We cannot assure you of our ability to make distributions to our shareholders.

*During certain periods, our distribution proceeds (dividends) have exceeded and may, in the future, exceed our taxable earnings and profits. Therefore, during those times, portions of the distributions that we make may represent a return of capital to you for tax purposes, which will reduce your tax basis in your shares.*

During certain periods, our distribution proceeds have exceeded and may, in the future, exceed our earnings and profits. For example, in the event that we encounter delays in locating suitable investment opportunities, we may pay all or a portion of our distributions from the proceeds of any securities offering, from borrowings that were made in anticipation of future cash flow or from available funds.

Table of Contents

Therefore, portions of the distributions that we make may be a return of the money that you originally invested and represent a return of capital to you for tax purposes. A return of capital generally is a return of your investment rather than a return of earnings or gains derived from our investment activities and will be made after deducting the fees and expenses payable in connection with the offering. Such a return of capital is not taxable, but reduces your tax basis in your shares.

***We have borrowed and may continue to borrow money, which magnifies the potential for gain or loss on amounts invested and may increase the risk of investing in us.***

We have borrowed and may continue to borrow money (subject to the 1940 Act limits) in seeking to achieve our investment objective going forward. Borrowings, also known as leverage, magnify the potential for gain or loss on amounts invested and, therefore, can increase the risks associated with investing in our securities.

Under the provisions of the 1940 Act, we are permitted, as a business development company, to borrow money or issue senior securities only in amounts such that our asset coverage, as defined in the 1940 Act, equals at least 200% after each issuance of senior securities. If the value of our assets declines, we may be unable to satisfy this test. If that happens, we may be required to sell a portion of our investments and, depending on the nature of our leverage, repay a portion of our indebtedness at a time when such sales may be disadvantageous.

We have borrowed from and may continue to borrow from, and issue senior debt securities to, banks, insurance companies and other private and public lenders. Lenders of these senior securities have fixed dollar claims on our assets that are superior to the claims of our common shareholders. If the value of our assets increases, then leveraging would cause the NAV attributable to our common stock to increase more sharply than it would had we not used leverage. Conversely, if the value of our consolidated assets decreases, leveraging would cause the NAV to decline more sharply than it otherwise would have had we not used leverage.

Similarly, any increase in our consolidated income in excess of consolidated interest expense on the borrowed funds would cause our net investment income to increase more than it would without the leverage, while any decrease in our consolidated income would cause net investment income to decline more sharply than it would have had we not borrowed. Such a decline could negatively affect our ability to make common stock dividend payments. Leverage is generally considered a speculative investment technique.

As of July 31, 2016, we borrowed \$35 million under our short-term credit facility, Credit Facility II (as defined above), which is due on February 28, 2017 (see *Subsequent Events* for more information) and borrowed \$2.0 million under Credit Facility III (as defined above), which is due on December 9, 2018. Further, we have approximately \$114.4 million in aggregate principal amount of Senior Notes, due on January 15, 2023.

Our ability to service our debt depends largely on our financial performance and is subject to prevailing economic conditions and competitive pressures. The amount of leverage that we employ at any particular time will depend on our management's and our Board of Director's assessments of market and other factors at the time of any proposed borrowing. The Senior Notes and Credit Facility II impose certain financial and operating covenants that may restrict a portion of our business activities, including limitations that could hinder our ability to obtain additional financings and, in some cases, to increase our dividends. A failure to add new or replacement debt facilities or issue additional debt securities or other evidences of indebtedness could have an adverse effect on our business,

financial condition or results of operations.



Table of Contents

***There are potential conflicts of interest that could impact our investment returns.***

Our officers and directors, and members of the TTG Advisers investment team, may serve other entities, including the PE Fund and others that operate in the same or similar lines of business as we do. Accordingly, they may have obligations to those entities, the fulfillment of which might not be in the best interests of the Company or our shareholders. It is possible that new investment opportunities that meet our investment objective may come to the attention of one of the management team members or our officers or directors in his or her role as an officer or director of another entity or as an investment professional associated with that entity, and, if so, such opportunity might not be offered, or otherwise made available, to the Company.

Additionally, as an investment adviser, TTG Advisers has a fiduciary obligation to act in the best interests of its clients, including us. To that end, if TTG Advisers manages any additional investment vehicles or client accounts (which includes its current management of the PE Fund), TTG Advisers will endeavor to allocate investment opportunities in a fair and equitable manner. When the investment professionals of TTG Advisers identify an investment, they will have to choose which investment fund should make the investment. As a result, there may be times when the management team of TTG Advisers has interests that differ from those of our shareholders, giving rise to a conflict. In an effort to mitigate situations that give rise to such conflicts, TTG Advisers adheres to a policy (which was approved by our Board of Directors) relating to allocation of investment opportunities, which generally requires, among other things, that TTG Advisers continue to offer the Company investment opportunities in mezzanine and debt securities as well as non-control equity investments in small and middle market U.S. companies.

***Investing in our securities may involve a high degree of risk.***

The investments we make in accordance with our investment objective may result in a higher amount of risk than alternative investment options and volatility or loss of principal. Our investments in portfolio companies may be highly speculative and aggressive, and therefore, an investment in our securities may not be suitable for someone with a low risk tolerance.

***Loss of pass-through tax treatment would substantially reduce net assets and income available for dividends.***

We have operated so as to qualify as a RIC. If we meet source of income, diversification and distribution requirements, we will qualify for effective pass-through tax treatment. We would cease to qualify for such pass-through tax treatment if we were unable to comply with these requirements. In addition, we may have difficulty meeting the requirement to make distributions to our shareholders because in certain cases we may recognize income before or without receiving cash representing such income, such as in the case of debt obligations that are treated as having original issue discount. If we fail to qualify as a RIC, we will have to pay corporate-level taxes on all of our income whether or not we distribute it, which would substantially reduce the amount of income available for distribution to our shareholders, and all of our distributions will be taxed to our shareholders as ordinary corporate distributions. Even if we qualify as a RIC, we generally will be subject to a corporate-level income tax on the income we do not distribute. Moreover, if we do not distribute at least; (1) 98% of our ordinary income during each calendar year, (2) 98.2% of our net capital gains realized in the period from November 1 of the prior year through October 31 of the current year, and (3) all such ordinary income and net capital gains for the previous years that were not distributed during those years, we generally will be subject to a 4% excise tax on certain undistributed amounts.



Table of Contents

***There are certain risks associated with the Company holding debt obligations that are treated under applicable tax rules as having original issue discount.***

For federal income tax purposes, we may be required to recognize taxable income in circumstances in which we do not receive a corresponding payment in cash. For example, if we hold debt obligations that are treated under applicable tax rules as having original issue discount (OID) (such as debt instruments with payment-in-kind, or PIK, interest or, in certain cases, increasing interest rates or debt instruments that were issued with warrants), we must include in income each year a portion of the original issue discount that accrues over the life of the obligation, regardless of whether cash representing such income is received by us in the same taxable year. We may also have to include in income other amounts that we have not yet received in cash, such as deferred loan origination fees that are paid after origination of the loan or are paid in non-cash compensation such as warrants or stock. We anticipate that a portion of our income may constitute original issue discount or other income required to be included in taxable income prior to receipt of cash. Further, we may elect to amortize market discounts and include such amounts in our taxable income in the current year, instead of upon disposition, as an election not to do so would limit our ability to deduct interest expenses for tax purposes.

Any original issue discount or other amounts accrued will be included in our investment company taxable income for the year of the accrual. Therefore, we may be required to make a distribution to our shareholders in order to satisfy the annual distribution requirement necessary to qualify for and maintain RIC tax treatment under Subchapter M of the Code, even though we will not have received any corresponding cash amount. As a result, we may have to sell some of our investments at times and/or at prices we would not consider advantageous, raise additional debt or equity capital or forgo new investment opportunities for this purpose. If we are not able to obtain cash from other sources, we may fail to qualify for or maintain RIC tax treatment and thus become subject to corporate-level income tax, as described in the previous risk factor regarding loss of pass-through tax treatment.

Additionally, the higher interest rates of OID instruments reflect the payment deferral and increased credit risk associated with these instruments, and OID instruments generally represent a significantly higher credit risk than coupon loans. Even if the accounting conditions for income accrual are met, the borrower could still default when the Company's actual collection is supposed to occur at the maturity of the obligation.

OID instruments may have unreliable valuations because their continuing accruals require continuing judgments about the collectability of the deferred payments and the value of any associated collateral. OID income may also create uncertainty about the source of the Company's cash distributions. For accounting purposes, any cash distributions to shareholders representing OID income are not treated as coming from paid-in capital, even though the cash to pay them comes from the offering proceeds. Thus, despite the fact that a distribution of OID income comes from the cash invested by the shareholders, the 1940 Act does not require that shareholders be given notice of this fact by reporting it as a return of capital. PIK interest has the effect of generating investment income and potentially increasing the incentive fees payable to TTG Adviser at a compounding rate. In addition, the deferral of PIK interest also reduces the loan-to-value ratio at a compounding rate. Furthermore, OID creates the risk that fees will be paid to TTG Adviser based on non-cash accruals that ultimately may not be realized, while TTG Adviser will be under no obligation to reimburse the Company for these fees.

***Changes in the law or regulations that govern business development companies and RICs, including changes in tax regulations, may significantly impact our business.***

We and our portfolio companies are subject to regulation by laws at the local, state and federal levels, including federal securities law and federal taxation law. These laws and regulations, as well as their interpretation, may change from time to time. A change in these laws or

regulations may significantly affect our business.

Table of Contents

*Results may fluctuate and may not be indicative of future performance.*

Our operating results will fluctuate and, therefore, you should not rely on current or historical period results to be indicative of our performance in future reporting periods. In addition to many of the above-cited risk factors, other factors could cause operating results to fluctuate including, among others, variations in the investment origination volume and fee income earned, variation in timing of prepayments, variations in and the timing of the recognition of realized and unrealized gains or losses, the degree to which we encounter competition in our markets and general economic conditions.

**ITEM 4. CONTROLS AND PROCEDURES**

*Evaluation of Disclosure Controls and Procedures*

Management, with the participation of the individual who performs the functions of the Company's Principal Executive Officer ( CEO ) and the individual who performs the functions of the Principal Financial Officer ( CFO ), has evaluated the effectiveness of the Company's disclosure controls and procedures as of the end of the period covered by this report. Based upon that evaluation, management has concluded that the Company's disclosure controls and procedures, as defined in Rule 13a-15(e) under the Securities Exchange Act of 1934, as amended, were not effective because of the material weakness in our internal control over financial reporting, as described in Management's Report On Internal Control Over Financial Reporting in Item 9A of our Annual Reports on Form 10-K for the year ended October 31, 2015 (the 2015 10-K ).

*Remediation of Material Weakness in Internal Control over Financial Reporting*

We have improved and are in the process of making additional improvements to our controls in order to remediate the material weakness that existed as of October 31, 2014 and continued to exist as of October 31, 2015 and July 31, 2016. As discussed in the 2014 10-K and the 2015 10-K, to address the material weakness, in the second half of 2015 the Company adopted a corrective action plan that will and has added new and/or enhanced existing controls surrounding the valuation process and financial reporting oversight of various controlled/affiliated portfolio companies, including additional reviews (by one or more MVC Capital representatives) of the financial reporting of controlled and certain affiliated portfolio companies and additional reviews and testing of valuation data of these controlled/affiliated portfolio companies. The Company also enhanced its internal audit plan to incorporate risk assessments of controlled and certain affiliated portfolio companies. In addition, the Company retained third party consultants to perform external reviews of certain fair valuations. While some of the remediation actions have been implemented, some are still in process and it will take time for these actions to be fully integrated and confirmed to be effective and sustainable. Until the remediation steps are fully implemented and tested, the material weakness described above will continue to exist.

Management does not expect that the Company's disclosure controls and procedures or the Company's internal control over financial reporting (even if fully remediated) will prevent or detect all error and all fraud. A control system, regardless of how well conceived and operated, can provide only reasonable, not absolute, assurance that the objectives of the control system will be met. Because of the inherent limitations in all control systems, no evaluation of controls can provide absolute assurance that all control issues and instances of fraud, if any, have been detected.

*Changes in Internal Control over Financial Reporting*

There has been no change in the Company's internal control over financial reporting that occurred during the third quarter of 2016, that has materially affected, or is reasonably likely to materially affect, the Company's internal control over financial reporting.

Table of Contents

**Part II. Other Information**

**Item 1. Legal Proceedings**

None.

**Item 1A. Risk Factors**

A description of the risk factors associated with our business is set forth in the Quantitative and Qualitative Disclosures about Market Risk section, above.

**Item 2. Unregistered Sales of Equity Securities and Use of Proceeds**

We had no unregistered sales of equity securities for the quarter ended July 31, 2016.

**Item 3. Defaults Upon Senior Securities**

None.

**Item 4. Mine Safety Disclosures**

Not Applicable.

**Item 5. Other Information**

None.

**ITEM 6. EXHIBITS**

(a) Exhibits

<b>Exhibit No.</b>	<b>Exhibit</b>
31	Rule 13a-14(a) Certifications.
32	Section 1350 Certifications.

Other required Exhibits are included in this Form 10-Q or have been previously filed with the Securities and Exchange Commission (the "SEC") in the Company's Registration Statements on Form N-2 (Reg. Nos. 333-147039, 333-119625, 333-125953) or the Company's Annual Reports on Form 10-K and Quarterly Reports on Form 10-Q, as filed with the SEC (File No. 814-00201).



Edgar Filing: MVC CAPITAL, INC. - Form 10-Q

Table of Contents

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has caused this report to be signed by the undersigned, thereunto duly authorized.

MVC CAPITAL, INC.

Date: 9/9/16

/s/ Michael Tokarz  
Michael Tokarz

In the capacity of the officer who performs the functions of Principal Executive Officer.

MVC CAPITAL, INC.

Date: 9/9/16

/s/ Scott Schuenke  
Scott Schuenke

In the capacity of the officer who performs the functions of Principal Financial Officer.