

CAPITAL SOUTHWEST CORP

Form 10-K/A

December 13, 2018

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-K/A

Amendment No. 1

(Mark One)

☒ ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended March 31, 2018

OR

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

For the transition period from _____ to _____

Commission File Number: 814-00061

CAPITAL SOUTHWEST CORPORATION

(Exact name of registrant as specified in its charter)

Texas 75-1072796
(State or other jurisdiction of incorporation (I.R.S. Employer
or organization) Identification No.)

5400 Lyndon B Johnson Freeway, Suite 1300, Dallas, Texas 75240
(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: (214) 238-5700

Securities registered pursuant to Section 12(b) of the Act:

Title of Each Class	Name of Each Exchange on Which Registered
Common Stock, \$0.25 par value per share	The Nasdaq Global Select Market
5.95% Notes due 2022	The Nasdaq Global Select Market

Securities registered pursuant to Section 12(g) of the Act: None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.
YES NO

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. YES NO

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 if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (§229.405 of this chapter) is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer Accelerated filer Non-accelerated filer Smaller reporting company Emerging growth company
(Do not check if a smaller reporting company)

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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

The aggregate market value of the voting stock held by non-affiliates of the registrant as of September 30, 2018 was \$289,667,104 based on the last sale price of such stock as quoted by The Nasdaq Global Select Market on such date.

The number of shares of common stock, \$0.25 par value per share, outstanding as of September 30, 2018 was 16,343,194.

Documents Incorporated by Reference

Portions of the registrant's Definitive Proxy Statement to be filed with the Securities and Exchange Commission in connection with the registrant's Annual Meeting of Shareholders held on August 1, 2018 are incorporated by reference into Part III of this Annual Report on Form 10-K.

EXPLANATORY NOTE

Capital Southwest Corporation (the “Company,” “we,” “us,” or “our”) is filing this Amendment No. 1 (the “Amendment”) to the Annual Report on Form 10-K for the fiscal year ended March 31, 2018 (the “Original 10-K”), which was filed with the Securities and Exchange Commission (the “SEC”) on June 5, 2018. Pursuant to Rule 3-09(b) of Regulation S-X, this Amendment includes the separate audited financial statements for our unconsolidated portfolio company, Media Recovery, Inc., dba SpotSee Holdings, which were not included in the Annual Report on Form 10-K because Media Recovery, Inc., dba SpotSee Holdings’, fiscal year ended later than the Company’s fiscal year.

We have determined that this unconsolidated portfolio company has met the conditions of a significant subsidiary under Rule 1-02(w) of Regulation S-X for which we are required, pursuant to Rule 3-09 of Regulation S-X, to attach separate financial statements as exhibits to the Form 10-K. In accordance with Rule 3-09(b)(1) of Regulation S-X, the separate financial statements of Media Recovery, Inc., dba SpotSee Holdings, are being filed as an exhibit to this Amendment within 90 days after the end of Media Recovery, Inc., dba SpotSee Holdings’, fiscal year. The Rule 3-09 financial statements include Media Recovery, Inc., dba SpotSee Holdings’, consolidated balance sheets as of September 30, 2018 and 2017, and its related consolidated statements of operations and comprehensive income (loss), consolidated statements stockholders’ equity, and consolidated statements of cash flows for the years ended September 30, 2018, 2017 and 2016.

This Amendment also updates, amends and supplements Part IV, Item 15 of the Form 10-K to include, among other items, the filing of new Exhibits 31.3, 31.4, 32.3 and 32.4, certifications of our Chief Executive Officer and Chief Financial Officer, pursuant to Rule 13a-14(a) and (b).

No other changes have been made to the Original 10-K other than as described above. This Amendment does not reflect subsequent events occurring after the original filing date of the Original 10-K or modify or update in any way disclosures made in the Original 10-K. Among other things, forward-looking statements made in the Original 10-K have not been revised to reflect events that occurred or facts that became known to us after the filing of the Original 10-K, and such forward-looking statements should be read in their historical context. Accordingly, this Amendment should be read in conjunction with the Original 10-K and our filings with the SEC made subsequent to the filing of the Original 10-K on June 5, 2018.

PART IV

Item 15. Exhibits and Financial Statement Schedules

The following documents are filed or incorporated by reference as part of this Annual Report:

¹ The consolidated financial statements of the Company, as listed in Item 15 of the Original 10-K, are included in Item 8 of the Original 10-K.

² The financial statement schedules and supplementary financial data of the Company, as listed in Item 15 of the Original 10-K, are included in Item 8 of the Original 10-K, including the Schedule of Investments in and Advances to Affiliates and the Reports of Independent Registered Public Accounting Firm.

The financial statements and report of independent registered public accounting firm of Media Recovery, Inc., dba SpotSee Holdings, and its consolidated subsidiaries required by Rule 3-09 of Regulation S-X are provided as Exhibit 99.1 to this Amendment.

³ The exhibits listed in the Exhibit Index of the Original 10-K and this Amendment are filed with, or incorporated by reference in, this Annual Report.

EXHIBIT INDEX

The following exhibits are included as part of this Amendment. Asterisk denotes exhibits filed with this Amendment. Double asterisk denotes exhibits furnished with this Amendment.

Exhibit No.	Description
<u>23.2*</u>	<u>Consent of Independent Auditors.</u>
<u>31.3*</u>	<u>Certification of President and Chief Executive Officer required by Rule 13a-14(a) or 15d-14(a) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), filed herewith.</u>
<u>31.4*</u>	<u>Certification of Chief Financial Officer required by Rule 13a-14(a) or 15d-14(a) of the Exchange Act, filed herewith.</u>
<u>32.3**</u>	<u>Certification of President and Chief Executive Officer required by Rule 13a-14(b) or Rule 15d-14(b) of the Exchange Act and Section 1350 of Chapter 63 of Title 18 of the United States Code, furnished herewith.</u>
<u>32.4**</u>	<u>Certification of Chief Financial Officer required by Rule 13a-14(b) or Rule 15d-14(b) of the Exchange Act and Section 1350 of Chapter 63 of Title 18 of the United States Code, furnished herewith.</u>
<u>99.1*</u>	<u>Audited Consolidated Financial Statements of Media Recovery, Inc., dba SpotSee Holdings as of September 30, 2018 and 2017 and for the years ended September 30, 2018, 2017 and 2016.</u>

SIGNATURES

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

CAPITAL SOUTHWEST CORPORATION

December 13, 2018 By: /s/ Bowen S. Diehl
Date Bowen S. Diehl
President and Chief Executive Officer

December 13, 2018 By: /s/ Michael S. Sarner
Date Michael S. Sarner
Chief Financial Officer

Pursuant to the requirements of the Securities Exchange Act of 1934, this Amendment No. 1 to the Annual Report on Form 10-K has been signed below by the following persons in the capacities and on the dates indicated:

Signature	Title	Date
/s/ Bowen S. Diehl Bowen S. Diehl	President and Chief Executive Officer (principal executive officer)	December 13, 2018
/s/ Michael S. Sarner Michael S. Sarner	Chief Financial Officer, Secretary and Treasurer (principal financial officer)	December 13, 2018
/s/ Christine S. Battist Christine S. Battist	Director	December 13, 2018
* David R. Brooks	Chairman of the Board of Directors	December 13, 2018
* Jack D. Furst	Director	December 13, 2018
* T. Duane Morgan	Director	December 13, 2018
* William R. Thomas III	Director	December 13, 2018
* John H. Wilson	Director	December 13, 2018

*By: /s/ Michael S. Sarner

Michael S. Sarner

Attorney-in-fact

* Signed by Michael S. Sarner pursuant to a power of attorney signed by each individual and filed with the Original 10-K on June 5, 2018.