

Harvest Capital Credit Corp
Form 497AD
August 22, 2017
Filed Pursuant to Rule 497(a)

File No. 333-218821

Rule 482ad

PRICING TERM SHEET

August 21, 2017

\$25,000,000

Harvest Capital Credit Corporation

1,000,000

6.125% Notes due 2022

The following sets forth the final terms of the 6.125% Notes due 2022 and should only be read together with the preliminary prospectus dated August 21, 2017 (the "Preliminary Prospectus"), and supersedes the information in the Preliminary Prospectus to the extent inconsistent with the information in the Preliminary Prospectus. In all other respects, this pricing term sheet is qualified in its entirety by reference to the Preliminary Prospectus. Terms used herein but not defined herein shall have the respective meanings as set forth in the Preliminary Prospectus. All references to dollar amounts are references to U.S. dollars.

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|---------------------------|--|
| Issuer | Harvest Capital Credit Corporation |
| Securities Offered | 6.125% notes due 2022 (the " <u>Notes</u> ") |
| Amount Offered | 1,000,000 Notes |
| Principal Amount | \$25,000,000 |

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|---|---|
| Option to Purchase Additional Notes | \$3,750,000 principal amount |
| Maturity | September 15, 2022, unless earlier redeemed |
| Coupon | 6.125% |
| Interest Payment Dates | March 15, June 15, September 15 and December 15, commencing September 15, 2017 |
| Record Dates | March 1, June 1, September 1 and December 1 |
| Trade Date | August 21, 2017 |
| Settlement Date | August 24, 2017 (DTC) |
| Public Offering Price | \$25.00 per Note |
| Underwriters' Purchase Price from Issuer | \$24.25 per Note |
| Net Proceeds to the Issuer (before expenses) | \$24,250,000 (assuming no exercise of the underwriters' option to purchase additional Notes) |
| Denominations | \$25 and integral multiples of \$25 in excess thereof |
| Optional Redemption | The Notes may be redeemed in whole or in part at any time or from time to time at the Issuer's option on or after September 15, 2019 upon not less than 30 days nor more than 60 days written notice by mail prior to the date fixed for redemption thereof, at a redemption price of \$25 per Note to be redeemed plus accrued and unpaid interest payments otherwise payable thereon for the then-current quarterly interest period accrued to the date fixed for redemption. See "Description of the Notes—Optional Redemption" in the Preliminary Prospectus. |
| Listing | The Issuer intends to list the Notes on the Nasdaq Global Market within 30 days of the original issue date. |
| CUSIP/ISIN | 41753F AB5 / US41753FAB58 |

Use of Proceeds: The Company intends to use all of the net proceeds from this offering to redeem outstanding indebtedness under its 7.00% fixed-rate notes due 2020 (the “2020 Notes”), which currently amounts to \$27.5 million plus accrued and unpaid interest, and, to the extent the overallotment option is exercised and the proceeds from this offering exceed the redemption price of the 2020 Notes, then to repay borrowings under its revolving credit facility.

**Sole
Book-Running
Manager** Keefe, Bruyette & Woods, *A Stifel Company*

**Co-Lead
Managers** Janney Montgomery Scott
William Blair & Company L.L.C.

Co-Manager BB&T Capital Markets

**Certain
Covenants** The indenture governing the Notes will include the covenants described under “Description of the Notes—Other Covenants” in the Preliminary Prospectus.

This communication is intended for the sole use of the person to whom it is provided by us. This communication does not constitute an offer to sell the Notes and is not soliciting an offer to buy the Notes in any jurisdiction where the offer or sale is not permitted.

Harvest Capital Credit Corporation (“HCAP”) has filed a registration statement (including a preliminary prospectus) with the Securities and Exchange Commission (“SEC”) for the offering to which this communication relates. Before you invest, you should read the preliminary prospectus in that registration statement and other documents HCAP has filed with the SEC for more complete information about HCAP and this offering. You may get these documents for free by visiting EDGAR on the SEC Web site at www.sec.gov. Alternatively, the prospectus, when available, may be obtained from: Keefe, Bruyette & Woods, Inc., Attention: Debt Capital Markets, 787 Seventh Avenue, 4th Floor, New York, NY 10019, telephone: (800) 966-1559.