

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
WASHINGTON, D.C. 20549

**FORM 8-K**

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

**Date of Report (Date of earliest event reported): July 8, 2014**

**OFS Capital Corporation**

**(Exact name of Registrant as specified in its charter)**

**Delaware  
(State or other jurisdiction  
of incorporation)**

**814-00813  
(Commission  
File Number)**

**46-1339639  
(I.R.S. Employer  
Identification No.)**

**10 S. Wacker Drive, Suite 2500  
Chicago, Illinois  
(Address of principal executive offices)**

**60606  
(Zip Code)**

**Registrant's telephone number, including area code: (847) 734-2060**

**Not applicable  
(Former name or former address, if changed since last report)**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 5.02.(b) Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

On July 8, 2014, OFS Capital Corporation (the “Company”) accepted the resignation of Glenn Pittson from his positions as Chief Executive Officer of the Company and Chairman of the Company’s board of directors. Mr. Pittson’s resignation is not the result of any disagreement with the Company. Mr. Pittson will continue to serve as a member of the Company’s board of directors.

On July 8, 2014, the Company accepted the resignation of Robert Palmer from his positions as Chief Financial Officer and Treasurer of the Company. Mr. Palmer’s resignation is not the result of any disagreement with the Company.

**Item 5.02.(c) Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

On July 8, 2014, the Company appointed Bilal Rishad to the positions of Chief Executive Officer of the Company and Chairman of the Company’s board of directors. Mr. Rashid currently serves as a Senior Managing Director of Orchard First Source Capital, Inc. (“OFSC”) and OFS Capital Management, LLC (“OFS Advisor”) and a member of the investment, credit and executive committees of OFS Advisor and its parent, Orchard First Source Asset Management, LLC (“OFSAM”). In addition to his investment responsibilities, he is responsible for the capital markets-related activities of OFS Advisor and OFSAM. Prior to joining OFSC in 2008, Mr. Rashid was a managing director in the Global Markets and Investment Banking Division at Merrill Lynch. Mr. Rashid has more than 18 years of experience in investment banking, debt capital markets and investing as it relates to structured credit and corporate credit. Over the years, he has advised and arranged financing for investment management companies and commercial finance companies including business development companies. Before joining Merrill Lynch in 2005, he was a vice president at Natixis Capital Markets, which he joined as part of a large team move from Canadian Imperial Bank of Commerce (“CIBC”) World Markets. Prior to CIBC, he worked as an investment analyst in the project finance area at the International Finance Corporation, which is part of the World Bank. Prior to that, Mr. Rashid was a financial analyst at Lehman Brothers. Mr. Rashid has a B.S. in Electrical Engineering from Carnegie Mellon University and an MBA from Columbia University. Mr. Rashid brings to our board of directors invaluable experience in debt capital markets.

There is no arrangement or understanding between Mr. Rashid and any other person pursuant to which he was appointed as Chief Executive Officer or Chairman of the board of directors, nor is there any family relationship between Mr. Rashid and any of our directors or other executive officers. There are no transactions since the beginning of our last fiscal year, or any currently proposed transaction, in which we are a participant, the amount involved exceeds \$120,000, and in which Mr. Rashid had, or will have, a direct or indirect material interest.

On July 8, 2014, the Company appointed Jeffrey A. Cerny to the positions of Chief Financial Officer and Treasurer of the Company. Mr. Cerny also serves as the Corporate Secretary of the Company. Mr. Cerny serves as a Senior Managing Director of OFSC and OFS Advisor, as a Vice President of OFSAM, and as a member of OFSAM’s investment and executive committees. Mr. Cerny oversees underwriting, credit monitoring, CLO portfolio compliance and loan administration for senior loans. Prior to joining OFSC in 1999, Mr. Cerny held various positions at Sanwa Business Credit Corporation, American National Bank and Trust Company of Chicago and Charter Bank Group, a multi-bank holding company. Mr. Cerny holds a B.S. in Finance from Northern Illinois University, a Masters of Management in Finance and Economics from Northwestern University’s J.L. Kellogg School of Management, and a J.D. from DePaul University’s School of Law.

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There is no arrangement or understanding between Mr. Cerny and any other person pursuant to which he was appointed as Chief Financial Officer and Treasurer, nor is there any family relationship between Mr. Cerny and any of our directors or other executive officers. There are no transactions since the beginning of our last fiscal year, or any currently proposed transaction, in which we are a participant, the amount involved exceeds \$120,000, and in which Mr. Cerny had, or will have, a direct or indirect material interest.

**Item 9.01 Financial Statements and Exhibits.**

- (a) Not applicable.
- (b) Not applicable.
- (c) Not applicable.
- (d) Exhibits.

<b>Exhibit No.</b>	<b>Description</b>
99.1	Press Release, dated July 10, 2014

**SIGNATURES**

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

Date: July 10, 2014

**OFS Capital Corporation**

By: /s/ Bilal Rashid

Chief Executive Officer

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**OFS CAPITAL CORPORATION APPOINTS BILAL RASHID AS CHAIRMAN AND CEO**

*Jeffrey Cerny Appointed as CFO*

*Conference Call Scheduled for Friday, July 11, 2014 at 11:30 a.m. Eastern Time*

CHICAGO, Illinois—July 10, 2014—OFS Capital Corporation (NASDAQ: OFS) (“OFS Capital” or the “Company”), a business development company (BDC), announced today that Bilal Rashid has been appointed as Chairman of the Board of Directors and Chief Executive Officer. Mr. Rashid has served on the Company’s Board of Directors since 2010 and has been a member of the Investment Committee of OFS Capital Management, LLC, the external advisor to OFS Capital (along with its affiliates, “OFS Management”), since 2010. Mr. Rashid replaces Glenn Pittson, who will remain on the Board of Directors of OFS Capital.

In addition, Jeffrey Cerny has been appointed as Chief Financial Officer and Treasurer. Mr. Cerny has served as a member of the Investment Committee of the external advisor since 2010 and replaces Robert Palmer, who has resigned from his positions as Chief Financial Officer and Treasurer.

“Our fundamental goal remains the same: to earn and deliver a consistent dividend yield to our shareholders in a world experiencing extremely low yields. Our core value of putting the interest of our shareholders first remains paramount, as demonstrated by our voluntary reduction of our management fees for this year. Being the largest shareholder of the Company, the interests of the external advisor and the management team are particularly aligned with those of the Company. I look forward to continuing the work of growing our asset origination capabilities and working with our deep bench of professionals,” said Mr. Rashid. “I, along with all the board members, want to thank Glenn for his contributions to OFS Capital since its inception and look forward to his continued engagement with the Company as a board member. Additionally, I would also like to thank Bob Palmer for his services to the Company. I am particularly pleased to have Jeff as our CFO as we execute our business plan.”

Mr. Rashid has been part of the leadership group of OFS Management since 2008 and has been actively involved in the investing and capital markets activities of the firm. Mr. Rashid has more than 18 years of experience in credit, structured credit and debt capital markets. Before joining OFS Management in 2008, Mr. Rashid was a Managing Director in the Global Markets & Investment Banking Division at Merrill Lynch, and prior to that, he was a Vice President at Natixis Capital Markets from 2003 to 2005. Mr. Rashid joined Natixis as part of a large team move from CIBC World Markets, where he was a Director from 1999 to 2003. Prior to that, he worked as a financial analyst at Lehman Brothers and as an investment analyst in the project finance area at the International Finance Corporation, which is part of the World Bank. Mr. Rashid has a B.S. in Electrical Engineering from Carnegie Mellon University and an M.B.A. from Columbia University.



Mr. Cerny joined OFS Management in 1999 and has been part of its leadership group since 2000. He has been actively involved in the investing and corporate activities of the firm. Prior to that, Mr. Cerny held various positions at Sanwa Business Credit Corporation, American National Bank and Trust Company of Chicago and Charter Bank Group, a multi-bank holding company. Mr. Cerny holds a B.S. in Finance from Northern Illinois University, a Masters of Management in Finance and Economics from Northwestern University's J.L. Kellogg School of Management, and a J.D. from DePaul University's School of Law.

A conference call has been scheduled for Friday, July 11, 2014 at 11:30 a.m. Eastern Time. Mr. Rashid and Mr. Cerny will host the call.

Interested parties can listen to the call via the following:

**INTERNET:** Go to [www.ofscapital.com](http://www.ofscapital.com) at least 15 minutes prior to the start time of the call to register, download and install any necessary audio software. A replay will be available for 90 days on our website at [www.ofscapital.com](http://www.ofscapital.com)

**PHONE:** 412-902-4139 / ask to join "OFS Capital Corp Call"

**REPLAY:** Available through July 21, 2014 at 9:00 a.m. Eastern Time  
877-344-7529 (Domestic) or 412-317-0088 (International) – conference ID#10049458

#### **About OFS Capital Corporation**

OFS Capital Corporation (NASDAQ: OFS) is an externally managed, closed-end, non-diversified management investment company that has elected to be regulated as a business development company. OFS Capital's investment objective is to provide shareholders with both current income and capital appreciation primarily through debt investments and, to a lesser extent, equity investments. OFS Capital invests primarily in middle-market companies in the United States, generally focusing its investment activities on private companies that are owned by private equity sponsors or owner/operators and have annual EBITDA between \$3 million and \$50 million. OFS Capital offers flexible solutions through a variety of asset classes including first-lien senior secured, second-lien senior secured, and senior secured unitranche loans, as well as unsecured subordinated debt and, to a lesser extent, equity securities. OFS Capital's investment activities are managed by OFS Capital Management, LLC, an investment adviser registered under the Investment Advisers Act of 1940 and headquartered in Chicago, Illinois, with additional offices in New York and Los Angeles.

#### **Contact:**

Investor Relations

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