

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 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) **September 25, 2024**

**SARATOGA INVESTMENT CORP.**  
(Exact Name of Registrant as Specified in Charter)

**Maryland**

(State or Other Jurisdiction  
of Incorporation)

**814-00732**

(Commission File Number)

**20-8700615**

(IRS Employer  
Identification No.)

**535 Madison Avenue  
New York, New York**

(Address of Principal Executive Offices)

**10022**

(Zip Code)

Registrant's telephone number, including area code **(212) 906-7800**

**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 (*see* General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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

Title of each class	Trading symbol(s)	Name of each exchange on which registered
Common Stock, par value \$0.001 per share	SAR	New York Stock Exchange
6.0% Notes due 2027	SAT	New York Stock Exchange
8.0% Notes due 2027	SAJ	New York Stock Exchange
8.125% Notes due 2027	SAY	New York Stock Exchange
8.50% Notes due 2028	SAZ	New York Stock Exchange

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2).

Emerging growth company

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

## Item 7.01 Regulation FD Disclosure

On September 25, 2024, Saratoga Investment Corp., a Maryland corporation (the “Company”), issued a press release announcing the postponement of the 2024 Annual Meeting of Stockholders (the “Annual Meeting”).

The information disclosed under this Item 7.01, including Exhibit 99.1 hereto, is being furnished and shall not be deemed “filed” for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in such filing.

## Item 8.01 Other Events.

On September 25, 2024, the Company announced that the Company anticipates that it will not have a sufficient number of shares of the Company’s common stock present in person or represented by proxy at the Annual Meeting, scheduled for Thursday, September 26, 2024 at 10:00 a.m. Eastern Time, to constitute a quorum. The majority of the votes received are in favor of the motion being proposed which is to elect Christian L. Oberbeck as director of the Company, to serve until the 2027 Annual Meeting. The Company has decided to postpone the Annual Meeting to 10:00 a.m. Eastern Time on Wednesday, October 23, 2024. The Annual Meeting will be held at the offices Ropes and Gray, located at 1211 Avenue of The Americas, 38<sup>th</sup> Floor, New York, NY 10036.

The close of business on July 29, 2024 will continue to be the record date for the determination of stockholders of the Company entitled to vote at the Annual Meeting. Stockholders of the Company who have previously submitted their proxy or otherwise voted and who do not want to change their vote do not need to take any action.

No changes have been made in the proposals to be voted on by stockholders at the Annual Meeting. The Company encourages all of its stockholders to read the Company’s definitive proxy statement on Schedule 14A, filed with the Securities and Exchange Commission (the “SEC”) on August 1, 2024 (the “Proxy Statement”), which is available free of charge on the SEC’s website at [www.sec.gov](http://www.sec.gov), and on the Company’s website at [3fc2212d-02d6-476f-aebb-fdc690bcfd74 \(saratogainvestmentcorp.com\)](http://3fc2212d-02d6-476f-aebb-fdc690bcfd74.saratogainvestmentcorp.com).

The Company will continue to solicit votes from its stockholders with respect to the proposals set forth in the Proxy Statement. The Company encourages all stockholders who have not yet voted to do so before Tuesday, October 22, 2024 at 11:59 p.m., Eastern Time.

## Item 9.01 Financial Statements and Exhibits.

### (d) Exhibits

The following Exhibit 99.1 is being furnished herewith to this Current Report on Form 8-K:

<b>Exhibit No.</b>	<b>Description</b>
99.1	<a href="#">Press Release dated September 25, 2024 of Saratoga Investment Corp.</a>
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

**SIGNATURES**

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

SARATOGA INVESTMENT CORP.

Date: September 25, 2024

By: /s/ Henri J. Steenkamp

Name: Henri J. Steenkamp

Title: Chief Financial Officer, Chief Compliance Officer,  
Treasurer and Secretary



## Saratoga Investment Corp. Announces Postponement of Annual Meeting of Stockholders Until October 23, 2024

### *Urges Stockholders To Vote Their Shares*

NEW YORK, NY, Sept. 25, 2024 (GLOBE NEWSWIRE) -- Saratoga Investment Corp. (NYSE: SAR) ("Saratoga Investment," "Saratoga" or "the Company") today announced that the Company anticipates that it will not have a sufficient number of shares of the Company's common stock present in person or represented by proxy at the 2024 Annual Meeting of Stockholders (the "Annual Meeting"), scheduled for Thursday, September 26, 2024 at 10:00 a.m. Eastern Time, to constitute a quorum. The majority of the votes received are in favor of the motion being proposed which is to elect Christian L. Oberbeck as director of the Company, to serve until the 2027 Annual Meeting. The Company has decided to postpone the Annual Meeting to 10:00 a.m. Eastern Time on Wednesday, October 23, 2024 at the offices of Ropes and Gray, located at 1211 Avenue of The Americas, 38<sup>th</sup> Floor, New York, NY 10036.

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The Company will continue to solicit votes from its stockholders with respect to the proposal set forth in the Proxy Statement. The Company encourages all stockholders who have not yet voted to do so before Tuesday, October 23, 2024 at 11:59 p.m., Eastern Time. Your vote is important regardless of how many shares you own. Voting as soon as possible will help us save on the costs associated with the Annual Meeting.

### **About Saratoga Investment Corp.**

Saratoga Investment is a specialty finance company that provides customized financing solutions to U.S. middle-market businesses. The Company invests primarily in senior and unitranche leveraged loans and mezzanine debt, and, to a lesser extent, equity to provide financing for change of ownership transactions, strategic acquisitions, recapitalizations and growth initiatives in partnership with business owners, management teams and financial sponsors. Saratoga Investment's objective is to create attractive risk-adjusted returns by generating current income and long-term capital appreciation from its debt and equity investments. Saratoga Investment has elected to be regulated as a business development company under the Investment Company Act of 1940 and is externally managed by Saratoga Investment Advisors, LLC, an SEC-registered investment advisor focusing on credit-driven strategies. Saratoga Investment Corp. owns two active SBIC-licensed subsidiaries, having surrendered its first license after repaying all debentures for that fund following the end of its investment period and subsequent wind-down. Furthermore, it manages a \$650 million collateralized loan obligation ("CLO") fund and co-manages a joint venture ("JV") fund that owns a \$400 million collateralized loan obligation ("JV CLO") fund. It also owns 52% of the Class F and 100% of the subordinated notes of the CLO, 87.5% of both the unsecured loans and membership interests of the JV and 87.5% of the Class E notes of the JV CLO. The Company's diverse funding sources, combined with a permanent capital base, enable Saratoga Investment to provide a broad range of financing solutions.

### **Contact:**

Henri Steenkamp  
Saratoga Investment Corp.  
212-906-7800