

MVC CAPITAL, INC.  
Form SC TO-I/A  
December 22, 2017

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SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

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SCHEDULE TO  
(Amendment No. 1)  
Tender Offer Statement under Section 14(d)(1) or 13(e)(1)  
of the Securities Exchange Act of 1934

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MVC CAPITAL, INC.  
(Name of Subject Company (Issuer))

MVC CAPITAL, INC.  
(Names of filing Persons (Offeror and Issuer))

Common Stock, Par Value \$0.01 per share  
(Title of Class of Securities)

553829102  
(CUSIP Number of Class of Securities)  
(Underlying Common Stock)

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Michael Tokarz  
MVC Capital, Inc.  
287 Bowman Avenue, Purchase, New York 10577  
(914) 701-0310  
(Name, address and telephone number of person authorized  
to receive notices and communications on behalf of filing person)

Copies to:  
George M. Silfen, Esq.  
Kramer Levin Naftalis & Frankel LLP

1177 Avenue of the Americas  
New York, NY 10036  
Tel: (212) 715-9522

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CALCULATION OF FILING FEE

Transaction Valuation Amount of Filing Fee

\$25,000,000\*            \$3,112.50\*\*

\*Estimated for purposes of calculating the Filing Fee only. This amount is based on the offer to purchase for not more than \$25,000,000 in aggregate of up to 2,403,846 shares of common stock, par value \$0.01 per share, at the minimum tender offer price of \$10.40 per share.

\*\*The Filing Fee is calculated in accordance with Rule 0-11(b) of the Securities Exchange Act of 1934, as amended, and equals \$124.50 for each \$1,000,000 of the value of the transaction.

Check the box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

Amount Previously Paid: \$3,112.50  
Form or Registration No.: Schedule TO-I  
Filing Party: MVC Capital Inc.  
Date Filed: November 22, 2017

Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes below to designate any transactions to which the statement relates:

Third-party tender offer subject to Rule 14d-1.

Issuer tender offer subject to Rule 13e-4.

Going-private transaction subject to Rule 13e-3.

Amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer:

If applicable, check the appropriate box(es) below to designate the appropriate rule provision(s) relied upon:

Rule 13e-4(i) (Cross-Border Issuer Tender Offer)

Rule 14d-1(d) (Cross-Border Third-Party Tender Offer)

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AMENDMENT NO. 1 SCHEDULE TO

This Amendment No. 1 (this “Amendment No. 1”) amends and supplements the Tender Offer Statement on Schedule TO originally filed with the Securities and Exchange Commission on November 22, 2017 (the “Schedule TO”), which relates to the tender offer by MVC Capital, Inc., a Delaware corporation (the “Company”), to purchase up to \$25.0 million of its common stock, \$0.01 par value per share, at a price per share not less than \$10.40 and not greater than \$11.00. The Company’s offer is being made upon the terms and subject to the conditions set forth in the Offer to Purchase, dated November 22, 2017, and in the related Letter of Transmittal, which collectively, as each may be amended or supplemented from time to time, constitute the “tender offer.”

All information in the tender offer, including all schedules and annexes thereto that were previously filed with the Schedule TO, is hereby expressly incorporated by reference into this Amendment No. 1, except that such information is hereby amended and supplemented to the extent specifically provided for herein and to the extent amended and supplemented by the exhibits filed herewith.

Item 11. Additional Information.

Item 11 of the Schedule TO is hereby amended and supplemented by adding the following:

On December 22, 2017, the Company issued a press release announcing the final results of the tender offer, which expired at 5:00 p.m., New York City time, on December 21, 2017. A copy of the press release is filed as Exhibit (a)(5)(ii) hereto and is incorporated by reference herein.

Item 12. Exhibits.

Item 12 of the Schedule TO is hereby amended and supplemented to add the following exhibit to the exhibit index:

(a)(5)(ii) Press release announcing final results of the Tender Offer, dated December 22, 2017.

SIGNATURE

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: December 22, 2017

MVC CAPITAL, INC.

/s/ Michael Tokarz

Name: Michael Tokarz

Title: Chairman

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Exhibit Index

| EXHIBIT<br>NUMBER | DESCRIPTION |
|-------------------|-------------|
|-------------------|-------------|

- |                   |                                                                                                                                                                                                   |
|-------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| (a)(1)(A)         | Offer to Purchase, dated November 22, 2017.*                                                                                                                                                      |
| (a)(1)(B)         | Form of Letter of Transmittal.*                                                                                                                                                                   |
| (a)(1)(C)         | Letter to brokers, dealers, commercial banks, trust companies and other nominees, dated November 22, 2017.*                                                                                       |
| (a)(1)(D)         | Letter to clients for use by brokers, dealers, commercial banks, trust companies and other nominees, dated November 22, 2017.*                                                                    |
| (a)(5)            | Press release announcing the Tender Offer, dated November 22, 2017.*                                                                                                                              |
| <u>(a)(5)(ii)</u> | Press release announcing the final results of the Tender Offer, dated December 22, 2017.**                                                                                                        |
| (d)               | Amended Dividend Reinvestment Plan, as amended. (Incorporated by reference to Exhibit 99 filed with Registrant's Quarterly Report on Form 10-Q (File No. 814-00201) filed on September 11, 2017). |

\* Previously filed with the Schedule TO on November 22, 2017.

\*\* Filed herewith.

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