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): August 7, 2024

SURO CAPITAL CORP.

(Exact name of registrant as specified in its charter)

Maryland (State or other jurisdiction of incorporation) 1-35156 (Commission File Number) 27-4443543 (I.R.S. Employer Identification No.)

640 Fifth Avenue 12th Floor New York, NY 10019

(Address of principal executive offices and zip code)

Registrant's telephone number, including area code: (212) 931-6331

	ack the appropriate box below if the Form 8-K filing is owing provisions:	s intended to simultaneously satisfy the	filing obligation of the registrant under any of the
	Written communications pursuant to Rule 425 under the	Securities Act (17 CFR 230.425)	
	Soliciting material pursuant to Rule 14a-12 under the Exc	change Act (17 CFR 240.14a-12)	
	Pre-commencement communications pursuant to Rule 14	4d-2(b) under the Exchange Act (17 CFR	240.14d-2(b))
	Pre-commencement communications pursuant to Rule 13	Be-4(c) under the Exchange Act (17 CFR	240.13e-4(c))
	Securities re	egistered pursuant to Section 12(b) of the	Act:
	Title of each class:	Trading symbol:	Name of each exchange on which registered:
	Common Stock, par value \$0.01 per share	SSSS	Nasdaq Global Select Market
	6.00% Notes due 2026	SSSSL	Nasdaq Global Select Market
	icate by check mark whether the registrant is an emerging e 12b-2 of the Securities Exchange Act of 1934 (17 CFR		5 of the Securities Act of 1933 (17 CFR §230.405) or
Emo	erging growth company		
	n emerging growth company, indicate by check mark if the evised financial accounting standards provided pursuant to		ctended transition period for complying with any new

Item 2.02. Results of Operations and Financial Condition.

On August 7, 2024, SuRo Capital Corp. (the "Company") issued a press release announcing its financial results for the fiscal quarter ended June 30, 2024 (the "Press Release"). A copy of the Press Release is included as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated into this Item 2.02 by reference.

The information disclosed under this Item 2.02, including the information set forth in Exhibit 99.1 hereto, is being "furnished" and shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or otherwise. The information in this Item 2.02 shall not be incorporated by reference into any registration statement or other document pursuant to the Securities Act of 1933, as amended, or into any filing or other document pursuant to the Exchange Act, except as otherwise expressly stated in any such filing.

Item 9.01.	Financial Statements and Exhibits
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Exhibit No. Description

Exhibit 99.1 Press Release dated August 7, 2024*

Exhibit 104 Cover Page Interactive Data File (embedded within the Inline XBRL document)

^{*} The press release attached hereto as Exhibit 99.1 is "furnished" and not "filed," as described in Item 2.02 of this Current Report on Form 8-K.

SIGNATURE

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: August 7, 2024 SURO CAPITAL CORP.

By: /s/ Allison Green

Allison Green

Chief Financial Officer, Chief Compliance Officer, Treasurer and Corporate Secretary



SuRo Capital Corp. Reports Second Quarter 2024 Financial Results

Net Asset Value of \$6.94 Per Share as of June 30, 2024

Executed Purchase Agreement for 6.50% Convertible Notes Due 2029

Board Approved Note Repurchase Program Up To \$35.0 Million

NEW YORK, NY, August 7, 2024 (GLOBE NEWSWIRE) – <u>SuRo Capital Corp.</u> ("SuRo Capital", the "Company", "we", "us", and "our") (Nasdaq: <u>SSSS</u>) today announced its financial results for the quarter ended June 30, 2024. Net assets totaled approximately \$162.3 million, or \$6.94 per share, at June 30, 2024, as compared to \$7.17 per share at March 31, 2024 and \$7.35 per share at June 30, 2023.

"The second quarter was broadly positive for the U.S. economy and equity markets as investors became increasingly confident in the prospect of rate cuts later in the year. However, as of late last week, the market has become volatile due to a confluence of domestic and global factors leading to a sharp change in investor sentiment. Despite these fluctuations in the broader public markets, in the second quarter, private technology companies continued to see increasing interest from investors," said Mark Klein, Chairman and Chief Executive Officer of SuRo Capital.

Mr. Klein continued, "As we have previously mentioned, with nearly \$55.0 million in investable capital, we remain incredibly enthusiastic about our investment pipeline. During the second quarter, we completed a \$10.0 million investment in Canva, Inc., a leading design software and collaboration platform with over 170 million monthly users, and a \$15.0 million investment in CW Opportunity 2 LP, an SPV invested in CoreWeave, Inc., an AI cloud computing provider offering a suite of NVIDIA GPUs on top of its fast and flexible infrastructure. We believe that these investments strengthen our already well-positioned existing portfolio for the re-opening of the IPO window."

"We are pleased to announce our Board of Directors has approved a repurchase program of up to \$35.0 million for our 6.00% Notes due 2026. Additionally, the Board approved up to \$75.0 million of private 6.50% Convertible Notes due 2029, with an initial issuance of up to \$25.0 million. We believe the refinancing of a portion of our current debt to a longer-dated convertible instrument with favorable terms strengthens our balance sheet," Mr. Klein continued.

"As we have consistently demonstrated, SuRo Capital is committed to initiatives that enhance shareholder value, and we believe the market is currently undervaluing our portfolio. Given the discount our stock has traded at compared to net asset value per share, we believe our recently completed Modified Dutch Auction Tender Offer was an efficient and accretive deployment of capital," concluded Mr. Klein.

Investment Portfolio as of June 30, 2024

At June 30, 2024, SuRo Capital held positions in 39 portfolio companies – 35 privately held and 4 publicly held, some of which may be subject to certain lock-up provisions – with an aggregate fair value of approximately \$182.9 million. The Company's top five portfolio company investments accounted for approximately 49% of the total portfolio at fair value as of June 30, 2024.

Top Five Investments as of June 30, 2024

Portfolio Company (\$ in millions)	Cost Basis	Fair Value	% of Total Portfolio			
Learneo, Inc.	\$ 15.	0 \$ 29.0	15.9%			
Blink Health, Inc.	15.	0 19.9	10.9			
CW Opportunity 2 LP	15.	0 15.0	8.2			
ServiceTitan, Inc.	10.	0 14.4	7.9			
Locus Robotics Corp.	10.	0 11.0	6.0			
Total	\$ 65.	89.3	48.8%			

Note: Total may not sum due to rounding.

Second Quarter 2024 Investment Portfolio Activity

During the three months ended June 30, 2024, SuRo Capital made the following investments:

Portfolio Company	Investment	Transaction Date	Amount
Canva, Inc.	Common Shares	4/17/2024	\$10.0 million
CW Opportunity 2 LP ⁽¹⁾	Class A Interest	5/7/2024	\$15.0 million

⁽¹⁾ CW Opportunity 2 LP is a special purpose vehicle that is invested in the Series C Preferred Shares of CoreWeave, Inc.

During the three months ended June 30, 2024, SuRo Capital exited or received proceeds from the following investments, excluding short-term US treasuries:

Portfolio Company	Transaction Date	Net Proceeds	Realized Gain
Architect Capital PayJoy SPV, LLC ⁽¹⁾	6/28/2024	\$10.0 million	\$-
True Global Ventures 4 Plus Pte Ltd	6/28/2024	\$0.2 million	\$-

⁽¹⁾ On June 28, 2024, SuRo Capital redeemed its Membership Interest in Architect Capital PayJoy SPV, LLC.

Subsequent to quarter-end through August 7, 2024, SuRo Capital exited or received proceeds from the following investments:

	Transaction		Average Net	Net	
Portfolio Company	Date	Quantity	Share Price ⁽¹⁾	Proceeds	Realized Gain
PSQ Holdings, Inc. (d/b/a PublicSquare) – <i>Public</i>					
Common Shares ⁽²⁾	Various	220,000	\$2.87	\$0.6 million	\$0.5 million

⁽¹⁾ The average net share price is the net share price realized after deducting all commissions and fees on the sale(s), if applicable.

⁽²⁾ As of August 7, 2024, SuRo Capital held 1,756,032 remaining PSQ Holdings, Inc. (d/b/a PublicSquare) public common shares.

Second Ouarter 2024 Financial Results

	Quarter Ended June 30, 2024				Quarter Ended <u>June 30, 2023</u>				
		\$ in millions		per share ⁽¹⁾		\$ in millions		per share ⁽¹⁾	
Net investment loss	\$	(3.7)	\$	(0.16)	\$	(3.8)	\$	(0.15)	
Net realized loss on investments		(0.0)		(0.00)		(13.3)		(0.51)	
Net change in unrealized appreciation/(depreciation) of investments		(7.0)		(0.30)		1.5		0.06	
Net decrease in net assets resulting from operations – basic (2)	\$	(10.7)	\$	(0.45)	\$	(15.6)	\$	(0.60)	
Repurchase of common stock		(9.4)		0.20		(13.5)		0.33	
Stock-based compensation		0.6		0.03		0.8		0.03	
Decrease in net asset value ⁽²⁾	\$	(19.4)	\$	(0.23)	\$	(28.4)	\$	(0.24)	

⁽¹⁾ Based on basic weighted-average number of shares outstanding for the relevant period.

Weighted-average common basic shares outstanding were approximately 23.4 million and 26.0 million for the quarters ended June 30, 2024 and 2023, respectively. As of June 30, there were 23,378,002 shares of the Company's common stock outstanding.

SuRo Capital's liquid assets were approximately \$57.6 million as of June 30, 2024, consisting of cash and securities of publicly traded portfolio companies not subject to lock-up restrictions at quarter-end.

Convertible Note Purchase Agreement

On August 6, 2024, SuRo Capital entered into a Note Purchase Agreement (the "Note Purchase Agreement"), by and between the Company and the purchaser identified therein (the "Purchaser"), pursuant to which we may issue up to a maximum of \$75.0 million in aggregate principal amount of 6.50% Convertible Notes due 2029 (the "Convertible Notes"). Pursuant to the Note Purchase Agreement, we agreed to issue and sell, and the Purchaser agreed to purchase, up to \$25.0 million in aggregate principal amount of the Convertible Notes (the "Initial Notes"). Thereafter, upon mutual agreement between the Company and the Purchaser, we may issue additional Convertible Notes for sale in subsequent offerings (the "Additional Notes"), or issue additional notes with modified pricing terms (the "New Notes"), in the aggregate for both the Additional Notes and the New Notes, up to a maximum of \$50.0 million in one or more private offerings. The Purchaser will acquire, and we will issue, up to \$25.0 million of the Initial Notes on or about August 14, 2024 (the "Initial Closing Date"), and thereafter at such time and date as the Purchaser and we mutually agree to purchase and sell any Additional Notes.

Interest on the Convertible Notes will be paid quarterly in arrears on March 30, June 30, September 30, and December 30, at a rate of 6.50% per year, beginning September 30, 2024. The Convertible Notes will mature on August 14, 2029 and may be redeemed in whole or in part at any time or from time to time at our option on or after August 6, 2027 upon the fulfillment of certain conditions. The Convertible Notes will be convertible into shares of our common stock at the Purchaser's sole discretion at an initial conversion rate of 129.0323 shares of our common stock per \$1,000 principal amount of the Convertible Notes, subject to adjustment as provided in the Note Purchase Agreement. The net proceeds from the offering will be used to repay outstanding indebtedness, make investments in accordance with our investment objective and investment strategy, and for other general corporate purposes. The Note Purchase Agreement includes customary representations, warranties, and covenants by the Company.

⁽²⁾ Total may not sum due to rounding.

Note Repurchase Program

On August 6, 2024, SuRo Capital's Board of Directors approved a discretionary note repurchase program (the "Note Repurchase Program") which allows the Company to repurchase up to 46.67%, or \$35.0 million in aggregate principal amount, of our 6.00% Notes due 2026 through open market purchases, including block purchases, in such manner as will comply with the provisions of the Investment Company Act of 1940, as amended (the "1940 Act") and the Securities Exchange Act of 1934, as amended (the "Exchange Act"). As of August 7, 2024, we had not repurchased any of the 6.00% Notes due 2026 under the Note Repurchase Program.

Modified Dutch Auction Tender Offer

On February 14, 2024, our Board of Directors authorized a modified Dutch Auction tender offer (the "Tender Offer") to purchase up to 2.0 million shares of our common stock at a price per share not less than \$4.00 and not greater than \$5.00 in \$0.10 increments, using available cash. In accordance with the Tender Offer, following the expiration of the Tender Offer at 5:00 P.M. Eastern Time on April 1, 2024, the Company repurchased 2,000,000 shares at a price of \$4.70 per share, representing 7.9% of its outstanding shares. The per share purchase price of properly tendered shares represents 65.6% of net asset value per share as of March 31, 2024.

Share Repurchase Program

Under the Share Repurchase Program, the Company may repurchase its outstanding common stock in the open market, provided it complies with the prohibitions under its insider trading policies and procedures and the applicable provisions of the 1940 Act and the Exchange Act.

Since inception of the Share Repurchase Program in August 2017, SuRo Capital has repurchased over 6.0 million shares of its common stock for an aggregate purchase price of approximately \$39.3 million. This does not include repurchases under various tender offers during this time period. The dollar value of shares that may yet be purchased by SuRo Capital under the Share Repurchase Program is approximately \$20.7 million. The Share Repurchase Program is authorized through October 31, 2024.

Conference Call and Webcast

Management will hold a conference call and webcast for investors at 2:00 p.m. PT (5:00 p.m. ET) on August 7, 2024. The conference call access number for U.S. participants is 866-580-3963, and the conference call access number for participants outside the U.S. is +1 786-697-3501. The conference ID number for both access numbers is 6397974. Additionally, interested parties can listen to a live webcast of the call from the "Investor Relations" section of SuRo Capital's website at www.surocap.com. An archived replay of the webcast will also be available for 12 months following the live presentation.

A replay of the conference call may be accessed until 5:00 p.m. PT (8:00 p.m. ET) on August 14, 2024 by dialing 866-583-1035 (U.S.) or +44 (0) 20 3451 9993 (International) and using conference ID number 6397974.

Forward-Looking Statements

Statements included herein, including statements regarding SuRo Capital's beliefs, expectations, intentions, or strategies for the future, may constitute "forward-looking statements". SuRo Capital cautions you that forward-looking statements are not guarantees of future performance and that actual results or developments may differ materially from those projected or implied in these statements. All forward-looking statements involve a number of risks and uncertainties, including the impact of any market volatility that may be detrimental to our business, our portfolio companies, our industry, and the global economy, that could cause actual results to differ materially from the plans, intentions, and expectations reflected in or suggested by the forward-looking statements. Risk factors, cautionary statements, and other conditions which could cause SuRo Capital's actual results to differ from management's current expectations are contained in SuRo Capital's filings with the Securities and Exchange Commission. SuRo Capital undertakes no obligation to update any forward-looking statement to reflect events or circumstances that may arise after the date of this press release.

About SuRo Capital Corp.

SuRo Capital Corp. (Nasdaq: <u>SSSS</u>) is a publicly traded investment fund that seeks to invest in high-growth, venture-backed private companies. The fund seeks to create a portfolio of high-growth emerging private companies via a repeatable and disciplined investment approach, as well as to provide investors with access to such companies through its publicly traded common stock. SuRo Capital is headquartered in New York, NY and has offices in San Francisco, CA. Connect with the company on X, LinkedIn, and at www.surocap.com.

Contact

SuRo Capital Corp. (212) 931-6331 IR@surocap.com

SURO CAPITAL CORP. AND SUBSIDIARIES CONDENSED CONSOLIDATED STATEMENTS OF ASSETS AND LIABILITIES (UNAUDITED)

	June 30, 2024		D	ecember 31, 2023
ASSETS				_
Investments at fair value:				
Non-controlled/non-affiliate investments (cost of \$195,251,769 and \$160,994,161, respectively)	\$	161,548,344	\$	147,167,535
Non-controlled/affiliate investments (cost of \$32,733,009 and \$32,775,940, respectively)		19,386,536		24,931,333
Controlled investments (cost of \$8,764,352 and \$18,771,097, respectively)		1,970,000		11,982,381
Total Portfolio Investments		182,904,880		184,081,249
Investments in U.S. Treasury bills (cost of \$0 and \$63,792,704, respectively)		_		63,810,855
Total Investments (cost of \$236,749,130 and \$276,333,902, respectively)		182,904,880		247,892,104
Cash		54,379,773		28,178,352
Escrow proceeds receivable		71,044		309,293
Interest and dividends receivable		83,844		132,607
Deferred financing costs		561,075		594,726
Prepaid expenses and other assets ⁽¹⁾		282,555		494,602
Total Assets		238,283,171		277,601,684
LIABILITIES				
Accounts payable and accrued expenses ⁽¹⁾		2,002,539		346,308
Dividends payable		44,700		152,523
6.00% Notes due December 30, 2026 ⁽²⁾		73,923,741		73,745,207
Total Liabilities		75,970,980		74,244,038
Net Assets	\$	162,312,191	\$	203,357,646
NET ASSETS			-	
Common stock, par value \$0.01 per share (100,000,000 authorized; 23,378,002 and 25,445,805 issued				
and outstanding, respectively)	\$	233,780	\$	254,458
Paid-in capital in excess of par		240,145,859		248,454,107
Accumulated net investment loss		(11,182,638)		(4,304,111)
Accumulated net realized loss on investments, net of distributions		(12,802,458)		(12,348,772)
Accumulated net unrealized appreciation/(depreciation) of investments		(54,082,352)		(28,698,036)
Net Assets	\$	162,312,191	\$	203,357,646
Net Asset Value Per Share	\$	6.94	\$	7.99

⁽¹⁾ This balance includes a right of use asset and corresponding operating lease liability, respectively.

⁽²⁾ As of June 30, 2024, the 6.00% Notes due December 30, 2026 (the "6.00% Notes due 2026") (effective interest rate of 6.53%) had a face value \$75,000,000. As of December 31, 2023, the 6.00% Notes due 2026 (effective interest rate of 6.53%) had a face value \$75,000,000.

SURO CAPITAL CORP. AND SUBSIDIARIES CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS (UNAUDITED)

	7	hree Months Ended June 30,			Six Months Ended June 30,				
		2024		2023		2024		2023	
INVESTMENT INCOME									
Non-controlled/non-affiliate investments:									
Interest income ⁽¹⁾	\$	290,750	\$	40,394	\$	532,757	\$	89,869	
Dividend income		_		63,145		21,875		126,290	
Controlled investments:									
Interest income		376,667		318,425		811,667		554,425	
Interest income from U.S. Treasury bills		359,936		950,254		1,189,145		1,900,716	
Total Investment Income		1,027,353		1,372,218		2,555,444		2,671,300	
OPERATING EXPENSES	_	<u> </u>						_	
Compensation expense		2,198,509		2,117,872		4,383,827		4,254,626	
Directors' fees		167,825		161,661		338,938		322,226	
Professional fees		586,825		916,579		1,315,384		1,907,413	
Interest expense		1,214,267		1,214,267		2,428,534		2,427,553	
Income tax expense		52,794		90,826		54,894		620,606	
Other expenses		462,758		676,353		912,394		1,165,981	
Total Operating Expenses		4,682,978		5,177,558	,	9,433,971		10,698,405	
Net Investment Loss	_	(3,655,625)		(3,805,340)		(6,878,527)		(8,027,105)	
Realized Gain/(Loss) on Investments:									
Non-controlled/non-affiliated investments		(22,867)		(2,325,175)		(507,008)		(2,135,832)	
Non-controlled/affiliate investments		_		(10,945,024)		60,067		(10,945,024)	
Controlled investments		(6,745)		_		(6,745)		_	
Net Realized Loss on Investments		(29,612)		(13,270,199)	,	(453,686)		(13,080,856)	
Change in Unrealized Appreciation/(Depreciation) of Investments:									
Non-controlled/non-affiliated investments		(3,481,638)		(12,152,800)		(19,876,809)		(14,216,377)	
Non-controlled/affiliate investments		(3,485,172)		11,220,424		(5,501,871)		9,900,060	
Controlled investments		864		2,387,891		(5,636)		14,420,763	
Net Change in Unrealized Appreciation/(Depreciation) of									
Investments		(6,965,946)		1,455,515		(25,384,316)		10,104,446	
Net Change in Net Assets Resulting from Operations	\$	(10,651,183)	\$	(15,620,024)	\$	(32,716,529)	\$	(11,003,515)	
Net Change in Net Assets Resulting from Operations per Common	_				_			<u> </u>	
Share:									
Basic	\$	(0.45)	\$	(0.60)	\$	(1.34)	\$	(0.41)	
Diluted ⁽²⁾	\$	(0.45)	\$	(0.60)	\$	(1.34)	\$	(0.41)	
Weighted-Average Common Shares Outstanding									
Basic		23,410,235		25,952,447		24,401,863		27,158,786	
Diluted ⁽²⁾		23,410,235		25,952,447		24,401,863		27,158,786	

⁽¹⁾ Includes interest income earned on cash.

⁽²⁾ For the three and six months ended June 30, 2024 and June 30, 2023, there were no potentially dilutive securities outstanding.

SURO CAPITAL CORP. AND SUBSIDIARIES FINANCIAL HIGHLIGHTS (UNAUDITED)

	Three Months Ended June 30,					Six Months Ended June 30,				
		2024		2023		2024		2023		
Per Basic Share Data										
Net asset value at beginning of the year	\$	7.17	\$	7.59	\$	7.99	\$	7.39		
Net investment loss ⁽¹⁾		(0.16)		(0.15)		(0.28)		(0.30)		
Net realized loss on investments ⁽¹⁾		_		(0.51)		(0.02)		(0.48)		
Net change in unrealized appreciation/(depreciation) of										
investments ⁽¹⁾		(0.30)		0.06		(1.04)		0.37		
Repurchase of common stock ⁽¹⁾		0.20		0.33		0.23		0.33		
Stock-based compensation ⁽¹⁾		0.03		0.03		0.06		0.04		
Net asset value at end of period	\$	6.94	\$	7.35	\$	6.94	\$	7.35		
Per share market value at end of period	\$	4.01	\$	3.20	\$	4.01	\$	3.20		
Total return based on market value ⁽²⁾		(11.87)%	ó	(11.60)%		1.78%		(15.79)%		
Total return based on net asset value ⁽²⁾		(3.21)%	ó	(3.16)%		(13.14)%		(0.54)%		
Shares outstanding at end of period		23,378,002		25,398,640		23,378,002		25,398,640		
Ratios/Supplemental Data:										
Net assets at end of period	\$	162,312,191	\$	186,692,724	\$	162,312,191	\$	186,692,724		
Average net assets	\$	175,240,305	\$	205,097,855	\$	188,879,950	\$	207,210,870		
Ratio of net operating expenses to average net assets ⁽³⁾		10.75%		10.13%		10.04%		10.41%		
Ratio of net investment loss to average net assets ⁽³⁾	=	(8.39)%	<u> </u>	(7.44)%		(7.32)%	_	(7.81)%		
Portfolio Turnover Ratio		5.72%		2.09%		5.84%		3.89%		

¹⁾ Based on weighted-average number of shares outstanding for the relevant period.

⁽²⁾ Total return based on market value is based upon the change in market price per share between the opening and ending market values per share in the period, adjusted for dividends and equity issuances. Total return based on net asset value is based upon the change in net asset value per share between the opening and ending net asset values per share in the period, adjusted for dividends and equity issuances.

⁽³⁾ Financial highlights for periods of less than one year are annualized and the ratios of operating expenses to average net assets and net investment loss to average net assets are adjusted accordingly. Because the ratios are calculated for the Company's common stock taken as a whole, an individual investor's ratios may vary from these ratios.