

**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):
February 19, 2021

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.)

**One Sansome Street
Suite 730
San Francisco, CA 94104**
(Address of principal executive offices and zip code)

Registrant's telephone number, including area code: **(650) 235-4769**

Check the appropriate box below if the Form 8-K 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))

Securities registered 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 Capital Market

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 8.01 Other Events

On February 19, 2021, SuRo Capital Corp. (the “**Company**”) caused notices to be issued to the holders of its 4.75% Convertible Senior Notes due 2021 (CUSIP No. 36191JAC5) (the “**Notes**”) regarding the Company’s exercise of its option to redeem, in whole, the issued and outstanding Notes, pursuant to the Indenture, dated as of March 28, 2018, between the Company and U.S. Bank National Association, as trustee, and Section 15.02 of the First Supplemental Indenture, dated as of March 28, 2018. The Company will redeem \$38,215,000 in aggregate principal amount of the issued and outstanding Notes on March 29, 2021 (the “**Redemption Date**”). The Notes will be redeemed at 100% of their principal amount (\$1,000 per Note), plus the accrued and unpaid interest thereon from September 30, 2020, through, but excluding, the Redemption Date.

Holders of the Notes may surrender their Notes for conversion into shares of the Company’s common stock in lieu of receiving cash at any time prior to the close of business on the business day immediate preceding the Redemption Date. As of the date of this notice, the conversion rate for the Notes is 108.0505 shares of the Company’s common stock for each \$1,000 principal amount of the Notes, which represents a current conversion price of approximately \$9.25 per share.

A copy of the notice of redemption is attached to this Current Report on Form 8-K as Exhibit 99.1 and is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
99.1	Notice of Redemption of 4.75% Convertible Senior Notes due 2023

SIGNATURE

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

Date: February 19, 2021

SURO CAPITAL CORP.

By: /s/ Allison Green

Allison Green

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

**NOTICE OF REDEMPTION TO THE HOLDERS OF THE
4.75% Convertible Senior Notes due 2023
of SuRo Capital Corp.
(CUSIP No. 36191JAC5)***

Redemption Date: March 29, 2021

NOTICE IS HEREBY GIVEN, pursuant to the Indenture dated as of March 28, 2018 (the "Base Indenture"), between SuRo Capital Corp., a Maryland corporation (the "Company"), and U.S. Bank National Association (the "Trustee"), and Section 15.02 of the First Supplemental Indenture dated as of March 28, 2018 (the "First Supplemental Indenture," and together with the Base Indenture, the "Indenture"), that the Company is electing to exercise its option to redeem, in whole, the 4.75% Convertible Senior Notes due 2023 (the "Notes"). The Company will redeem \$38,215,000 in aggregate principal amount of the issued and outstanding Notes on March 29, 2021 (the "Redemption Date"). The redemption price for the Notes equals \$1,000 in principal amount per Note being redeemed, plus the accrued and unpaid interest thereon from September 30, 2020, through, but excluding, the Redemption Date (the "Redemption Payment"). The aggregate accrued interest on the Notes being redeemed that is payable on the Redemption Date will be approximately \$902,563.99 (or approximately \$902.56 on each \$1,000 principal amount of such Notes).

On the Redemption Date, the Redemption Payment will become due and payable to the Holders of the Notes selected for redemption. Interest on the \$38,215,000 in principal amount of Notes being redeemed will cease to accrue on and after the Redemption Date. Unless the Company defaults in paying the Redemption Payment with respect to such Notes, the only remaining right of the Holders with respect to such Notes will be to receive payment of the Redemption Payment upon presentation and surrender of such Notes to the Trustee in its capacity as Paying Agent. Notes held in book-entry form will be redeemed and the Redemption Payment with respect to such Notes will be paid in accordance with the applicable procedures of The Depository Trust Company.

Holders of the Notes may surrender their Notes for conversion into shares of the Company's common stock in lieu of cash at any time prior to the close of business on the business day immediate preceding the Redemption Date. As of the date of this notice, the conversion rate for the Notes is 108.0505 shares of the Company's common stock for each \$1,000 principal amount of the Notes, which represents a current conversion price of approximately \$9.25 per share.

Capitalized terms used but not defined herein shall have the meaning ascribed to them in the Indenture.

Questions relating to this notice of redemption should be directed to U.S. Bank National Association via telephone at 1-800-934-6802. Payment of the Redemption Payment to the Holders will be made upon presentation and surrender of the Notes in the following manner:

If by Mail, Hand or Overnight Mail:

**U.S. Bank
Corporate Trust Services
111 Fillmore Avenue E.
St. Paul, MN 55107**

**The CUSIP number has been assigned to this issue by organizations not affiliated with the Company or the Trustee and is included solely for the convenience of the Holders of the Notes. Neither the Company nor the Trustee shall be responsible for the selection or use of this CUSIP number, nor is any representation made as to the correctness or accuracy of the same on the Notes or as indicated in this Notice of Redemption.*

NOTICE

Under U.S. federal income tax law, the Trustee or other withholding agent may be required to withhold twenty-four percent (24%) of any gross payment to a holder who fails to provide a taxpayer identification number and other required certifications. To avoid backup withholding, please complete a Form W-9 or an appropriate Form W-8, as applicable, which should be furnished in connection with the presentment and surrender of the Notes called for redemption. Any amounts withheld under the backup withholding rules will be allowed as a refund or a credit against a holder's U.S. federal income tax liability provided the required information is furnished to the Internal Revenue Service. Holders should consult their tax advisors regarding the withholding and other tax consequences of the redemption.

SuRo Capital Corp.

Dated: February 19, 2021

By: U.S. Bank National Association, as Trustee and Paying Agent
