

**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 10, 2020

**SUTTER ROCK 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:

<b>Title of each class:</b>	<b>Trading symbol:</b>	<b>Name of each exchange on which registered:</b>
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 7.01. Regulation FD Disclosure.**

On February 10, 2020, Sutter Rock Capital Corp. (“Sutter Rock”) issued a press release entitled “Sutter Rock Capital Corp. Fourth Quarter and Fiscal Year 2019 Preliminary Investment Portfolio Update” (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 7.01 by reference.

The information disclosed under this Item 7.01, 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 7.01 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.

**Forward-Looking Statements**

Statements in this Current Report on Form 8-K (including the exhibits), including statements regarding Sutter Rock’s beliefs, expectations, intentions or strategies for the future, may constitute forward-looking statements. Sutter Rock 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 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 Sutter Rock’s actual results to differ from management’s current expectations are contained in Sutter Rock’s filings with the Securities and Exchange Commission. Sutter Rock undertakes no obligation to update any forward-looking statement to reflect events or circumstances that may arise after the date of this filing.

**Item 9.01 Financial Statements and Exhibits.**

[Exhibit 99.1](#) [Press Release dated February 10, 2020\\*](#)

\*The press release attached hereto as Exhibit 99.1 is “furnished” and not “filed,” as described in Item 7.01 of this Current Report on Form 8-K.

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**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: February 10, 2020

**SUTTER ROCK CAPITAL CORP.**

By: /s/ Allison Green \_\_\_\_\_

Allison Green  
Chief Financial Officer, Treasurer and  
Corporate Secretary

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**Sutter Rock Capital Corp. Fourth Quarter and Fiscal Year 2019  
Preliminary Investment Portfolio Update**

*Net Asset Value Anticipated to Be \$11.15 to \$11.40 Per Share*

SAN FRANCISCO, Calif., February 10, 2020 (GLOBE NEWSWIRE) – [Sutter Rock Capital Corp.](#) (“Sutter Rock” or the “Company”) (Nasdaq:SSSS) today provided the following preliminary update on its investment portfolio for the fourth quarter and fiscal year ended December 31, 2019.

“Given recent volatility in our stock, coupled with uncertainty surrounding receptivity in IPO markets, we wanted to provide a preliminary fourth quarter and fiscal year-end update for our shareholders,” said Mark Klein, President and Chief Executive Officer of Sutter Rock. “For the quarter and year-ended December 31, 2019, we expect Sutter Rock’s net asset value to be approximately \$11.15 to \$11.40 per share compared to \$11.24 per share as of September 30, 2019. Our anticipated net asset value is inclusive of the effects of the total \$0.32 per share in dividends declared in the fourth quarter and paid to date.”

As previously reported, Sutter Rock’s net assets totaled approximately \$213.9 million, or \$11.24 per share, at September 30, 2019, compared to approximately \$195.4 million, or \$9.89 per share, at December 31, 2018. As of December 31, 2019, Sutter Rock’s net asset value is estimated to be between \$11.15 and \$11.40 per share including liquid assets of \$50.1 million, consisting of cash and cash equivalents.

Klein continued, “Our priority continues to be a focus on investment performance – a significant driver of our net asset value. We believe this dedicated focus and our continued implementation of shareholder initiatives, designed to enhance shareholder value, will result in a greater value proposition for our shareholders.”

**Investment Portfolio Update**

At December 31, 2019, Sutter Rock held positions in 23 portfolio companies – all privately-held.

During the three months ended December 31, 2019, Sutter Rock exited its investments in Lyft, Inc. and EdSurge, Inc.:

<b>Portfolio Company</b>	<b>Shares Sold</b>	<b>Average Net Share Price <sup>(1)</sup></b>	<b>Net Proceeds</b>	<b>Realized Gain/(Loss)</b>
Lyft, Inc.	304,829	\$43.57	\$13.3 million	\$9.0 million
EdSurge, Inc.	873,153	\$ -	\$ -	(\$1.0 million)

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

During the three months ended December 31, 2019, Sutter Rock funded the following follow-on investment:

<b>Portfolio Company</b>	<b>Investment</b>	<b>Transaction Date</b>	<b>Amount Invested</b>
StormWind, LLC.	Preferred Shares, Series D	11/26/2019	\$0.3 million

#### **Fourth Quarter Dividends and Tender Offer**

As previously announced on the November 2019 Q3 earnings call, Sutter Rock's Board of Directors declared a \$0.20 per share dividend, followed by a \$0.12 per share dividend declared on December 20, 2019.

Additionally, during the fourth quarter, Sutter Rock commenced a Tender Offer for \$10.0 million of its outstanding common stock. Sutter Rock repurchased 1,449,275 shares, representing 7.6% of its outstanding shares, for payment in late November 2019, at a price of \$6.90 per share on a pro rata basis, excluding fees and expenses relating to the self-tender offer.

#### **Preliminary Estimates and Guidance**

**The preliminary financial estimates provided herein are unaudited and have been prepared by, and are the responsibility of, the management of Sutter Rock. Neither our independent registered public accounting firm, nor any other independent accountants, have audited, reviewed, compiled, or performed any procedures with respect to the preliminary financial data included herein. Actual results may differ materially.**

**The Company expects to announce its fourth quarter and fiscal year end results on March 11, 2020.**

#### **About Sutter Rock Capital Corp.**

Sutter Rock Capital Corp. (Nasdaq:SSSS) 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. Sutter Rock is headquartered in San Francisco, CA. [www.sutterrock.com](http://www.sutterrock.com)

#### **Forward-Looking Statements**

Statements included herein, including statements regarding Sutter Rock's beliefs, expectations, intentions or strategies for the future, may constitute "forward-looking statements". Sutter Rock 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 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 Sutter Rock's actual results to differ from management's current expectations are contained in Sutter Rock's filings with the Securities and Exchange Commission. Sutter Rock undertakes no obligation to update any forward-looking statement to reflect events or circumstances that may arise after the date of this press release.

#### **Contact**

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#### **Media Contact**

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