

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>Klein Mark D</u>  (Last) (First) (Middle) C/O SURO CAPITAL CORP. 640 FIFTH AVENUE, 12TH FLOOR  (Street) NEW YORK NY 10019  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>SURO CAPITAL CORP. [ SSSS ]</u>  3. Date of Earliest Transaction (Month/Day/Year) <u>02/09/2022</u>  4. If Amendment, Date of Original Filed (Month/Day/Year) <u>02/14/2022</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chariman, CEO and President</u>  6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
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**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	02/09/2022		A <sup>(1)(2)</sup>		192,791	A	\$0	962,777 <sup>(3)</sup>	D	
Common Stock	02/10/2022		F <sup>(4)</sup>		40,929	D	\$11.88	921,848 <sup>(3)</sup>	D	

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					

**Explanation of Responses:**

- Transaction reported late due to administrative delay.
- Restricted shares granted under the SuRo Capital Corp. Amended and Restated 2019 Equity Incentive Plan, which vest as follows: 1/3 vests on February 9, 2023, 1/3 vests on February 9, 2024 and 1/3 vests on February 9, 2025.
- This total includes (i) 2,659 shares of SuRo Capital Corp.'s (the "Company") common stock owned by Mr. Klein's spouse, which may be deemed to be beneficially owned by Mr. Klein, and (ii)(A) restricted shares granted under the SuRo Capital Corp. Amended and Restated 2019 Equity Incentive Plan on February 10, 2021, December 10, 2021 and February 9, 2022, which are subject to certain vesting schedules, and (B) shares of the Company's common stock acquired in connection with dividends on such restricted shares, which are restricted and subject to the same vesting schedules as such restricted shares.
- Shares withheld to satisfy the reporting person's tax obligations in connection with vesting of restricted shares on February 10, 2022. Transaction exempt from Section 16(b) pursuant to Rule 16b-3.

**Remarks:**

This amendment to the Form 4 filed on February 14, 2022 is being filed to correct a typographical error in Column 5, Line 2 of Table 1, which previously inadvertently included an incorrect total amount of securities beneficially owned directly by the reporting person. No other changes are being made hereby. When Mr. Klein's Form 4 was initially filed on February 14, 2022, the amount of securities beneficially owned was reported in Column 5, Line 2 as 922,485. As of January 13, 2023, the Reporting Person's total amount of securities beneficially owned is 1,030,177.

/s/ Mark D. Klein 01/13/2023

\*\* Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.