

**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): March 2, 2022

PennantPark Investment Corporation
(Exact Name of Registrant as Specified in Charter)

Maryland
(State or Other Jurisdiction of Incorporation)

814-00736
(Commission File Number)

20-8250744
(I.R.S. Employer Identification Number)

1691 Michigan Avenue, Miami Beach, Florida 33139
(Address of Principal Executive Offices) (Zip Code)

212-905-1000
(Registrant's telephone number, including area code)

590 Madison Avenue, 15th Floor
New York, NY 10022
(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing 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(s)	Name of Each Exchange on Which Registered
Common Stock, par value \$0.001 per share	PNNT	The Nasdaq Stock Market LLC

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 March 2, 2022, PennantPark Investment Corporation issued a press release, a copy of which is furnished as Exhibit 99.1 to this report on Form 8-K.

The information in this report on Form 8-K, including Exhibit 99.1 furnished herewith, is being furnished and shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or the Exchange Act, or otherwise subject to the liabilities of such section. The information in this report on Form 8-K shall not be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Securities Act, or under the Exchange Act, except as shall be expressly set forth by specific reference in such filing. For information concerning the COVID-19 pandemic and its impact on the Company’s business and operating results, see the Company’s Quarterly Report on Form 10-Q for the quarter ended December 31, 2021, including “Item 2. Management’s Discussion and Analysis of Financial Condition and Results of Operations – COVID-19 Developments”.

Forward-Looking Statements

This report on Form 8-K, including Exhibit 99.1 furnished herewith, may contain “forward-looking statements” within the meaning of the Private Securities Litigation Reform Act of 1995. You should understand that under Section 27A(b)(2)(B) of the Securities Act and Section 21E(b)(2)(B) of the Exchange Act, the “safe harbor” provisions of the Private Securities Litigation Reform Act of 1995 do not apply to forward-looking statements made in periodic reports the Company files under the Exchange Act. All statements other than statements of historical facts included in this report on Form 8-K are forward-looking statements and are not guarantees of future performance or results, and involve a number of risks and uncertainties. Actual results may differ materially from those in the forward-looking statements as a result of a number of factors, including those described from time to time in filings with the Securities and Exchange Commission as well as changes in the economy and risks associated with possible disruption in the Company’s operations or the economy generally due to terrorism, natural disasters or pandemics such as COVID-19. The Company undertakes no duty to update any forward-looking statement made herein. You should not place undue influence on such forward-looking statements as such statements speak only as of the date on which they are made.

The Company may use words such as “anticipates,” “believes,” “expects,” “intends,” “seeks,” “plans,” “estimates” and similar expressions to identify forward-looking statements. Such statements are based on currently available operating, financial and competitive information and are subject to various risks and uncertainties that could cause actual results to differ materially from its historical experience and present expectations.

Item 9.01. Financial Statements and Exhibits.**(a) Financial statements:**

None

(b) Pro forma financial information:

None

(c) Shell company transactions:

None

(d) Exhibits

99.1 [Press Release of PennantPark Investment Corporation dated March 2, 2022](#)

SIGNATURE

Pursuant to the requirements of the Exchange Act, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

PennantPark Investment Corporation

Date: March 2, 2022

By: /s/ Richard Cheung
Richard Cheung
Chief Financial Officer & Treasurer



PennantPark Investment Corporation Unconsolidated Joint Venture, PennantPark Senior Loan Fund, LLC Completes \$304 Million CLO

PennantPark Expands its Middle Market Business with Fourth CLO

MIAMI, March 02, 2022 (GLOBE NEWSWIRE) -- PennantPark Investment Corporation (the “Company”) (NASDAQ: PNNT) today announced that PennantPark Senior Loan Fund, LLC (“PSLF”), through PSLF’s wholly-owned and consolidated subsidiary, PennantPark CLO IV, LLC, has closed a four-year reinvestment period, 12-year final maturity \$304.0 million debt securitization in the form of a collateralized loan obligation (“CLO”).

The transaction is the fourth middle-market CLO for PennantPark Investment Advisers, LLC (“PennantPark”) which has issued CLO vehicles since 2019.

The reinvestment period for the term debt securitization ends in April 2026, and the debt issued in the CLO (the “Debt”) is scheduled to mature in April 2034. The term debt securitization is expected to be approximately 100% funded at close. The proceeds from the Debt will be used to repay a portion of PSLF’s \$ 275 million secured credit facility.

The Debt is structured in the following manner:

Class	Par Amount (\$ in millions)	% of Capital Structure		Coupon	Expected Rating (S&P)
A-1A Notes	\$91,000,000	29.9	%	SOFR + 1.70%	AAA
A-1A Loans	\$30,000,000	9.9	%	SOFR + 1.70%	AAA
A-1B Notes	\$50,000,000	16.4	%	3.45%	AAA
A-2 Notes	\$12,000,000	3.9	%	SOFR + 1.90%	AAA
B Notes	\$21,000,000	6.9	%	SOFR + 2.10%	AA
C Notes	\$24,000,000	7.9	%	SOFR + 2.90%	A
D Notes	\$18,000,000	5.9	%	SOFR + 4.00%	BBB-
Subordinated Notes	\$58,000,000	19.1	%	N/A	NR
Total	\$304,000,000				

In addition, PSLF acts as retention holder in the transaction to retain exposure to the performance of the securitized assets. BNP Paribas acted as lead placement agent on the CLO Transaction.

“PennantPark remains committed to the growth of our CLO platform, and I am pleased with the successful closing of the company’s fourth CLO, our third in the last two years,” said Art Penn, Chief Executive Officer. “Our ability to continually secure favorable execution underscores investors’ confidence in PennantPark’s long-term track record, and we look forward to expanding our efforts with a diversified investor base.”

PennantPark CLO IV continues the trend of the firm accessing attractive, long-term financing matched to the lower risk nature of the underlying assets the firm originates.

The notes offered as part of the term debt securitization have not been, and will not be, registered under the Securities Act of 1933, as amended (the “Securities Act”), or any state “blue sky” laws, and may not be offered or sold in the United States absent registration under Section 5 of the Securities Act or an applicable exemption from such registration requirements. This press release shall not constitute an offer to sell or a solicitation of an offer to buy nor shall there be any sale of the notes in any state or jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such state or jurisdiction.

ABOUT PENNANTPARK INVESTMENT CORPORATION

PennantPark Investment Corporation is a business development company which invests primarily in U.S. middle-market companies in the form of first lien secured debt, second lien secured debt, subordinated debt and equity investments. PennantPark Investment Corporation is managed by PennantPark Investment Advisers, LLC.

ABOUT PENNANTPARK SENIOR LOAN FUND, LLC

PennantPark Senior Loan Fund, LLC is a joint venture between PennantPark Investment Corporation and Pantheon Ventures (UK) LLP, and primarily invests in U.S. middle-market companies whose debt is rated below investment grade.

ABOUT PENNANTPARK INVESTMENT ADVISERS, LLC

PennantPark Investment Advisers, LLC is a leading middle-market credit platform, managing \$5.9 billion of investable capital, including potential leverage. Since its inception in 2007, PennantPark Investment Advisers, LLC has provided investors access to middle-market credit by offering private equity firms and their portfolio companies as well as other middle-market borrowers a comprehensive range of creative and flexible financing solutions. PennantPark Investment Advisers, LLC is headquartered in Miami and has offices in New York, Chicago, Houston, and Los Angeles.

FORWARD-LOOKING STATEMENTS

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We may use words such as “anticipates,” “believes,” “expects,” “intends,” “seeks,” “plans,” “estimates” and similar expressions to identify forward-looking statements. Such statements are based on currently available operating, financial and competitive information and are subject to various risks and uncertainties that could cause actual results to differ materially from our historical experience and our present expectations.

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