

PennantPark Floating Rate Capital Ltd.  
Form 8-K  
December 02, 2015

**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: November 25, 2015**

**(Date of earliest event reported)**

**PennantPark Floating Rate Capital Ltd.**

**(Exact name of registrant as specified in its charter)**

**Maryland**  
**(State or other jurisdiction**  
  
**of incorporation)**

**814-00891**  
**(Commission**  
  
**File Number)**

**27-3794690**  
**(IRS Employer**  
  
**Identification Number)**

**590 Madison Avenue, 15th Floor,**

**New York, NY**  
**(Address of principal executive offices)**

**10022**  
**(Zip Code)**

**212-905-1000**

**(Registrant's telephone number, including area code)**

**Not Applicable**

**(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))

**Item 5.03. Amendment of Articles of Incorporation or Bylaws; Change in Fiscal Year**

Effective November 25, 2015, the Board of Directors of PennantPark Floating Rate Capital Ltd. (the Company ) amended the Company s bylaws (as amended and restated from time to time, the Bylaws ) to provide that certain courts in Maryland shall be the forum for certain litigation. No other provisions of the Bylaws were revised. The Bylaws are attached to this Current Report on Form 8-K as Exhibit 3.1.

**Item 7.01. Regulation FD Disclosure**

On December 2, 2015, PennantPark Floating Rate Capital Ltd. issued a press release announcing monthly distribution. A copy of the press release is furnished as Exhibit 99.1 to this Form 8-K.

The information in Item 7.01 of this Current 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 (the Exchange Act ), or otherwise subject to the liabilities of such section. The information in Item 7.01 of this Current 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 Exchange Act except as shall be expressly set forth by specific reference in such filing.

**Forward-Looking Statements**

This Current 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. All statements other than statements of historical facts included in this Current 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. PennantPark Floating Rate Capital Ltd. 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.

**Item 9.01. Financial Statements and Exhibits**

**(a) Financial statements:**

None

**(b) Pro forma financial information:**

None

**(c) Shell company transactions:**

None

**(d) Exhibits**

3.1 Amended and Restated Bylaws of PennantPark Floating Rate Capital Ltd.

99.1 Press Release of PennantPark Floating Rate Capital Ltd. dated December 2, 2015

**SIGNATURE**

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

Dated: December 2, 2015

**PENNANTPARK FLOATING RATE CAPITAL  
LTD.**

By: /s/ Aviv Efrat  
Aviv Efrat  
*Chief Financial Officer & Treasurer*

**Exhibit Index**

| <b>Exhibit No.</b> | <b>Description</b>   |
|--------------------|--|
| 3.1                | Amended and Restated Bylaws of PennantPark Floating Rate Capital Ltd.          |
| 99.1               | Press Release of PennantPark Floating Rate Capital Ltd. dated December 2, 2015 |