

**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): **September 1, 2026**

CAPITAL SOUTHWEST CORPORATION

(Exact Name Of Registrant As Specified In Charter)

Texas
(State or Other Jurisdiction of Incorporation)

814-00061
(Commission File Number)

75-1072796
(IRS Employer Identification No.)

**8333 Douglas Avenue, Suite 1100
Dallas, Texas 75225**
(Address of Principal Executive Offices) (Zip Code)

Registrant's telephone number, including area code: **(214) 238-5700**

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 (*see* General Instruction A.2. below):

- ☐ 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, \$0.25 par value per share	CSWC	The Nasdaq Global Select Market

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

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 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

On September 1, 2026, Capital Southwest Corporation (the “Company”) filed a Certificate of Amendment to its Amended and Restated Articles of Incorporation (the “Charter Amendment”) with the office of the Secretary of State of the State of Texas to increase the number of the Company’s authorized shares of common stock, par value \$0.25 per share, from 75,000,000 to 135,000,000. The foregoing summary of the Charter Amendment is subject to, and qualified in its entirety by, a copy of the Charter Amendment, which is filed as Exhibit 3.1 and incorporated herein by reference.

Item 5.07 Submission of Matters to a Vote of Security Holders.

On September 1, 2026, the Company reconvened its 2026 Annual Meeting of Shareholders (the “Reconvened Annual Meeting”), which was initially held on July 22, 2026 and adjourned to September 1, 2026 with respect to Proposal 4 (the proposal to approve the Charter Amendment). As of the close of business on May 26, 2026, the record date, there were 62,140,726 shares of common stock outstanding and entitled to vote.

Proposal 4. At the Reconvened Annual Meeting, the Company's shareholders approved the Charter Amendment by the following vote:

Votes For	41,613,652
Votes Against	4,810,196
Abstentions	1,503,080

Item 7.01 Regulation FD Disclosure.

On September 1, 2026, the Company issued a press release announcing the approval of the Charter Amendment. The press release is furnished herewith as Exhibit 99.1.

The information set forth under this Item 7.01, including Exhibit 99.1, 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, nor shall it be deemed incorporated by reference into 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.

Item 9.01 Financial Statements and Exhibits.**(d) Exhibits**

<u>Exhibit No.</u>	<u>Description</u>
3.1	Certificate of Amendment to the Articles of Incorporation
99.1	Press Release issued by Capital Southwest Corporation on September 1, 2026
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

SIGNATURES

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: September 1, 2026

By: /s/ Michael S. Sarnier

Name: Michael S. Sarnier

Title: President and Chief Executive Officer

CERTIFICATE OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
CAPITAL SOUTHWEST CORPORATION

Pursuant to the provisions of Section 3.053, Section 21.052 and Sections 21.054-21.055 of the Texas Business Organizations Code (the “TBOC”), Capital Southwest Corporation, a for-profit corporation existing under the TBOC (the “Corporation”), hereby adopts the following Certificate of Amendment to its Articles of Incorporation.

Article I

The name of the Corporation is Capital Southwest Corporation. The Corporation is a for-profit corporation. The file number issued to the Corporation by the Secretary of State is 17385700. The date of formation of the Corporation is April 19, 1961.

Article II

ARTICLE FOUR of the Corporation’s Articles of Incorporation is amended and restated, in its entirety, as follows:

ARTICLE FOUR

The total number of shares of all classes of stock that the corporation shall have the authority to issue is One Hundred Thirty-Five Million (135,000,000) shares of common stock, par value \$0.25 per share.

No shareholder shall be entitled, as a matter of right, to purchase or subscribe for or receive additional shares of any class of stock of the corporation, whether now or hereafter authorized, including, but not limited to, treasury stock, or any notes, debentures or bonds, or other securities, convertible into or carrying warrants or options to purchase shares of any class, now or hereafter to be authorized. Any such securities or additional shares of stock may be issued or disposed of by the Board of Directors to such persons and on such terms as in its discretion shall be deemed advisable.

Each share of common stock, issued and outstanding, shall be entitled to one vote.

At each election for directors, every shareholder entitled to vote at such election shall have the right to vote, in person or by proxy, the number of shares owned by him for as many persons as there are directors to be elected and for whose election he has a right to vote. It is expressly prohibited for any shareholder to cumulate his votes in any election of directors.

Article III

This certificate of amendment to the Articles of Incorporation has been approved in the manner required by the TBOC and by the governing documents of the Corporation.

IN WITNESS WHEREOF, the Corporation has, subject to the penalties imposed by law for the submission of a materially false or fraudulent instrument, caused this Certificate of Amendment to the Articles of Incorporation to be signed by a duly authorized officer as of this 1st day of September, 2026.

CAPITAL SOUTHWEST CORPORATION

By: /s/ Michael S. Sarner

Name: Michael S. Sarner

Title: President and Chief Executive Officer



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Capital Southwest Announces Shareholder Approval of Proposal to Increase Authorized Shares

Dallas, Texas -- September 1, 2026 -- Capital Southwest Corporation ("Capital Southwest" or the "Company") (Nasdaq: CSWC) today announced that, at its reconvened annual meeting of shareholders, shareholders voted to approve the Company's proposal to increase the number of authorized shares of common stock from 75.0 million to 135.0 million. The Company is grateful to its shareholders for their engagement and support throughout the process.

"On behalf of our Board of Directors and the entire Capital Southwest team, I want to sincerely thank our shareholders for supporting the proposal to increase our authorized shares," said Michael S. Sarnier, President and Chief Executive Officer. "We recognize that the voting process, and our extensive outreach efforts, required additional time and attention from many of you. We know our solicitation was persistent, and at times may have felt inconvenient, but the engagement and support from our shareholders throughout this process was greatly appreciated.

Your support provides us with an important tool to continue executing the disciplined strategy that has driven our performance over time. Access to equity capital is essential to funding new investments, maintaining a conservative balance sheet, managing leverage responsibly, and creating long-term value for shareholders. This approval helps ensure we have the flexibility to continue performing for our shareholders while remaining committed to the prudent capital management approach that has defined Capital Southwest for many years.

We appreciate your trust, and we remain committed to transparency, discipline, and delivering strong results on your behalf."

About Capital Southwest

Capital Southwest Corporation (Nasdaq: CSWC) is a Dallas, Texas-based, internally managed business development company with approximately \$2.2 billion in investments at fair value as of June 30, 2026. Capital Southwest is a middle market lending firm focused on supporting the acquisition and growth of middle market businesses with \$5 million to \$50 million investments across the capital structure, including first lien, second lien and non-control equity co-investments. As a public company with a permanent capital base, Capital Southwest has the flexibility to be creative in its financing solutions and to invest to support the growth of its portfolio companies over long periods of time.

Forward-Looking Statements

This press release contains certain forward-looking statements with respect to the Company's business and financial performance. Forward-looking statements are statements that are not historical statements and can often be identified by words such as "will," "believe," "expect" and similar expressions and variations or negatives of these words. These statements are based on management's current expectations, assumptions and beliefs. They are not guarantees of future results and are subject to numerous risks, uncertainties and assumptions that could cause actual results to differ materially from those expressed in any forward-looking statement. These risks include risks related to: changes in the markets in which the Company invests; changes in the financial, capital, and lending markets; changes in the interest rate environment and its impact on the Company's business and portfolio companies; regulatory changes; tax treatment; the uncertainty associated with the imposition of tariffs and trade barriers and changes in trade policy and its impact on the Company's portfolio companies and its financial condition; the impact of geopolitical conditions on the Company's portfolio companies and opportunities available to the Company; an economic downturn and its impact on the ability of the Company's portfolio companies to operate and the investment opportunities available to the Company; the impact of supply chain constraints on the Company's portfolio companies; and the elevated levels of inflation and its impact on the Company's portfolio companies and the industries in which the Company invests.

Readers should not place undue reliance on any forward-looking statements and are encouraged to review Capital Southwest's Annual Report on Form 10-K for the year ended March 31, 2026 and any subsequent filings with the SEC, including the "Risk Factors" sections therein, for a more complete discussion of the risks and other factors that could affect any forward-looking statements. Except as required by the federal securities laws, Capital Southwest does not undertake any obligation to publicly update or revise any forward-looking statements, whether as a result of new information, future events, changing circumstances or any other reason after the date of this press release.

Investor Relations Contact:

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