

TCP Capital Corp.
Form DEFA14A
May 21, 2018

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of the
Securities Exchange Act of 1934

Filed by the Registrant
Filed by a Party other than the Registrant
Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to §240.14a-12

TCP CAPITAL CORP.
(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if Other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- o Fee computed on table below per Exchange Act Rules 14a-6(i)(4) and 0-11.
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 - (4) Proposed maximum aggregate value of transaction:
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(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:



2951 28th Street, Suite 1000
Santa Monica, California 90405
(310) 566-1094

TIME IS SHORT
PLEASE VOTE YOUR PROXY TODAY

May ____, 2018

Dear Stockholder:

According to our latest records, we have not received your voting instructions for the Annual Meeting of Stockholders of TCP Capital Corp. to be held on June 19, 2018. Copies of the proxy materials can be found online at <http://investors.tcpcapital.com/financial-information/annual-reports>. Your vote is extremely important, no matter how many shares you hold, because TCPC is a widely-held company. Please vote your shares today so the Company may avoid additional solicitation expenses and potential delays.

For the reasons set forth in the Proxy Statement dated May 9, 2018, the Board of Directors recommends that you vote "FOR" all Proposals. Please vote via the internet or telephone as soon as possible or alternatively, please sign, date, and return the enclosed vote instruction form (see the instructions below).

If you need assistance voting your shares or have questions, please call D.F. King & Co., Inc. toll free at 1-866-406-2287. On behalf of your Board of Directors, thank you for your trust and continued support.

Sincerely,

Howard M. Levkowitz
Chairman of the Board of Directors and Chief Executive Officer

You may use one of the following simple methods to promptly provide your voting instructions:

1. **Internet:** Have the control number listed on the enclosed voting instruction form ready and follow the online instructions at www.proxyvote.com.
 2. **Telephone:** Have the control number listed on the enclosed voting instruction form ready and call (800) 454-8683.
 3. **Mail:** Sign, date, mark and return the enclosed voting instruction form in the postage-paid return envelope provided.
-

Form of Email to Unvoted Registered Shares
(to be personalized with registered owners contact info)

Subject: Time Sensitive - TCPC Proxy Voting Instructions

Dear _____,

According to our latest records, we have not received your voting instructions for the 2018 Annual Meeting of Stockholders of TCP Capital Corp. to be held on June 19, 2018. Copies of the proxy materials can be found online at <http://investors.tpcapital.com/financial-information/annual-reports>. Your vote is extremely important, no matter how many shares you hold, because TCPC is a widely-held company. Please vote your shares today so the Company may avoid additional solicitation expenses and potential delays.

For the reasons set forth in the Proxy Statement dated May 9, 2018, the Board of Directors recommends that you vote "FOR" all Proposals. Please vote your shares online at <https://www.proxypush.com/tpc> or by telephone by calling 866-883-3382 as soon as possible. To vote, you will need the Control Number listed on your proxy card.

Thank you for your trust and continued support,

Form of Follow Up Email to Unvoted Registered Shares
(to be personalized with registered owners contact info)

Subject: Time Sensitive - TCPC Proxy Voting Instructions

Dear _____,

We were just following up on our email below as our records show that you have not yet voted your TCPC shares. Copies of the proxy materials can be found online at <http://investors.tpcapital.com/financial-information/annual-reports>. [Please note that all three of the leading independent proxy advisory firms, Institutional Shareholder Services (ISS), Glass Lewis and Egan Jones, have recommended voting “FOR” all the Proposals.]

Please vote your shares online at <https://www.proxypush.com/tpc> or by telephone by calling 866-883-3382 as soon as possible. To vote, you will need the Control Number listed on your proxy card. Please contact the TCPC Global Investor Relations team at 310-566-1094 with any questions.

Thank you for your trust and continued support,
