

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

POST-EFFECTIVE AMENDMENT NO. 1 TO

Form S-8 Registration Statement No. 333-218594

UNDER THE SECURITIES ACT OF 1933

KCAP Financial, Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or Other Jurisdiction
of Incorporation)

20-5951150
(IRS Employer
Identification No.)

295 MADISON AVENUE, 6TH FLOOR
NEW YORK, NY
(Address of Principal Executive Offices)

10017
(Zip Code)

KCAP Financial, Inc. 2017 Equity Incentive Plan
KCAP Financial, Inc. 2017 Non-Employee Director Plan

(Full titles of the Plans)

Dayl W. Pearson
KCAP Financial, Inc.
295 Madison Avenue, 6th Floor
New York, NY 10017
(name and address of agent for service)

(212) 455-8300
(Telephone number, including area code, of agent for service)

Copy to:
Steven B. Boehm, Esq.
Eversheds Sutherland (US) LLP
700 Sixth Street, NW, Suite 700
Washington, DC 20001
Telephone: (202) 383-0176
Facsimile: (202) 637-3593

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer ☐
Non-accelerated filer ☐

Accelerated filer ☒
Smaller reporting company ☐
Emerging growth company ☐

EXPLANATORY STATEMENT

DEREGISTRATION OF SECURITIES

KCAP Financial, Inc. (the “Registrant”) previously registered shares of the Registrant’s common stock, par value \$0.01 per share (“Common Stock”), under a registration statement on Form S-8 (the “Registration Statement”) concerning shares of Common Stock issuable or issued under each of the Registrant’s 2017 Equity Incentive Plan and 2017 Non-Employee Director Plan (the “Plans”). The Registrant is no longer issuing securities under the Plans. This Post-Effective Amendment No. 1 is being filed to deregister the remaining unissued shares of Common Stock that were registered for issuance pursuant to the below-referenced Registration Statement in connection with the Plans:

- Registration Statement on Form S-8 (No. 333-218594) filed by the Registrant with the Securities and Exchange Commission (the “SEC”) on June 8, 2017 registering (1) 930,171 shares of Common Stock for issuance under the 2017 Equity Incentive Plan, and (2) 69,000 shares of Common Stock for issuance under the 2017 Non-Employee Director Plan.
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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Post-Effective Amendment No. 1 to the Registration Statement on Form S-8 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of New York, State of New York, on this 1st day of April, 2019.

KCAP FINANCIAL, INC.

By: /s/ Dayl W. Pearson

Name: Dayl W. Pearson

Title: President and Chief Executive Officer

* * * * *

Pursuant to the requirements of the Securities Act of 1933, as amended, this Post-Effective Amendment No. 1 to the Registration Statement on Form S-8 has been signed by the following persons in the capacities and on the dates indicated:

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Dayl W. Pearson</u> Dayl W. Pearson	President, Chief Executive Officer (Principal Executive Officer) and Director	April 1, 2019
<u>/s/ Edward U. Gilpin</u> Edward U. Gilpin	Chief Financial Officer, Secretary and Treasurer (Principal Financial and Accounting Officer)	April 1, 2019
<u>*</u> Christopher Lacovara	Director	April 1, 2019
<u></u> C. Michael Jacobi	Director	April 1, 2019
<u>*</u> Dean C. Kehler	Director	April 1, 2019
<u>*</u> Albert G. Pastino	Director	April 1, 2019
<u>*</u> C. Turney Stevens	Director	April 1, 2019
<u>*</u> John A. Ward, III	Director	April 1, 2019

* Signed by Dayl W. Pearson pursuant to powers of attorney executed by each individual on June 8, 2017.