

MVC CAPITAL, INC.  
Form SC 13D/A  
April 23, 2019

**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**SCHEDULE 13D**

(Rule 13d-101)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT

TO § 240.13d-1(a) AND AMENDMENTS THERETO FILED PURSUANT TO

§ 240.13d-2(a)

(Amendment No. 2)<sup>1</sup>

MVC Capital, Inc.

(Name of Issuer)

Common Stock, \$0.01 par value

(Title of Class of Securities)

553829102

(CUSIP Number)

RANDALL ROCHMAN

WEST FAMILY INVESTMENTS, INC.

1603 Orrington Avenue, Suite 810

Evanston, IL 60201

(847) 328-0711

ANDREW FREEDMAN, ESQ.

OLSHAN FROME WOLOSKY LLP

1325 Avenue of the Americas

New York, New York 10019

(212) 451-2300

(Name, Address and Telephone Number of Person

Authorized to Receive Notices and Communications)

April 19, 2019

(Date of Event Which Requires Filing of This Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§ 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box .

*Note:* Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. *See* § 240.13d-7 for other parties to whom copies are to be sent.

1 The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, *see* the *Notes*).

CUSIP NO. 553829102

1 NAME OF REPORTING PERSON

West Family Investments,  
Inc.

2 CHECK THE APPROPRIATE BOX IF A MEMBER (a) OF A GROUP

(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

PF

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

DELAWARE

NUMBER OF 7 SOLE VOTING SHARES BENEFICIALLY POWER

- 0 -

OWNED BY 8 SHARED VOTING POWER

EACH REPORTING 1,221,628

PERSON WITH 9 SOLE DISPOSITIVE POWER

- 0 -

10 SHARED DISPOSITIVE POWER

1,221,628

11 AGGREGATE AMOUNT  
BENEFICIALLY OWNED BY  
EACH REPORTING PERSON

1,221,628

12 CHECK BOX IF  
THE AGGREGATE  
AMOUNT IN ROW  
(11) EXCLUDES  
CERTAIN SHARES

13 PERCENT OF CLASS  
REPRESENTED BY  
AMOUNT IN ROW (11)

6.9%

14 TYPE OF REPORTING  
PERSON

CO, IA

CUSIP NO. 553829102

1 NAME OF REPORTING PERSON

Gary West

2 CHECK THE APPROPRIATE BOX IF A MEMBER (a) OF A GROUP (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

PF  
CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

USA

NUMBER OF	7	SOLE VOTING POWER
SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH		- 0 -
	8	SHARED VOTING POWER
		1,221,628
	9	SOLE DISPOSITIVE POWER
		- 0 -
	10	SHARED DISPOSITIVE POWER
		1,221,628

11

AGGREGATE AMOUNT  
BENEFICIALLY OWNED BY  
EACH REPORTING PERSON

1,221,628

12 CHECK BOX IF  
THE AGGREGATE  
AMOUNT IN ROW  
(11) EXCLUDES  
CERTAIN SHARES

13 PERCENT OF CLASS  
REPRESENTED BY  
AMOUNT IN ROW (11)

6.9%

14 TYPE OF REPORTING  
PERSON

IN

CUSIP NO. 553829102

1	NAME OF REPORTING PERSON	
	Mary West	
2	CHECK THE APPROPRIATE BOX IF A MEMBER (a) OF A GROUP (b)	
3	SEC USE ONLY	
4	SOURCE OF FUNDS	
	PF	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)	
6	CITIZENSHIP OR PLACE OF ORGANIZATION	
	USA	
7	NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	SOLE VOTING POWER
		- 0 -
8		SHARED VOTING POWER
		1,221,628
9		SOLE DISPOSITIVE POWER
		- 0 -
10		SHARED DISPOSITIVE POWER

11 1,221,628  
AGGREGATE AMOUNT  
BENEFICIALLY OWNED BY  
EACH REPORTING PERSON

12 1,221,628  
CHECK BOX IF  
THE AGGREGATE  
AMOUNT IN ROW  
(11) EXCLUDES  
CERTAIN SHARES

13 PERCENT OF CLASS  
REPRESENTED BY  
AMOUNT IN ROW (11)

14 6.9%  
TYPE OF REPORTING  
PERSON

IN



CUSIP NO. 553829102

The following constitutes Amendment No. 2 to the Schedule 13D filed by the undersigned (the "Amendment No. 2"). This Amendment No. 2 amends the Schedule 13D as specifically set forth herein.

Item 3. Source and Amount of Funds or Other Consideration.

Item 3 is hereby amended and restated to read as follows:

The Shares purchased by the Reporting Persons were purchased with personal funds, not loans, for an aggregate purchase price of approximately \$13,393,389.

Item 4. Purpose of Transaction.

Item 4 is hereby amended to add the following:

Since the filing of Amendment No. 1 to the Schedule 13D, the Adviser has continued to engage in discussions with the management team and members of the board of directors of the Issuer (the "Board") regarding the composition of the Board and steps to address the Issuer's share price discount to NAV. As a result of those discussions, the Board has agreed to nominate Douglas A. Kass, a director candidate recommended by the Adviser, for election as a director of the Issuer at the 2019 Annual Meeting of Stockholders (the "Annual Meeting"), along with the Issuer's eight current directors up for re-election at the Annual Meeting. The Issuer and the Adviser also agreed to continue to work jointly to consider additional director candidates, who are independent of the Issuer and its affiliates, as a potential tenth nominee for election to the Board at the Annual Meeting.

Item 5. Interest in Securities of the Issuer.

Items 5(a)-(c) are hereby amended and restated to read as follows:

The aggregate percentage of Shares reported owned by each person named herein is based upon 17,725,118 Shares outstanding as of March 8, 2019, as reported in the Issuer's Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on March 11, 2019.

A. Adviser

(a) As of the close of business on April 23, 2019, the Adviser may be deemed to beneficially own 1,221,628 Shares. Percentage: Approximately 6.9%

- (b)
1. Sole power to vote or direct vote: 0
  2. Shared power to vote or direct vote: 1,221,628
  3. Sole power to dispose or direct the disposition: 0
  4. Shared power to dispose or direct the disposition: 1,221,628

(c) The Adviser has not entered into any transactions in the Shares of the Issuer during the past sixty days.

CUSIP NO. 553829102

B. Gary West

(a) Gary West, as Managing Director of the Adviser, may be deemed the beneficial owner of the 1,221,628 Shares owned by the Adviser.

Percentage: Approximately 6.9%

- (b)
1. Sole power to vote or direct vote: 0
  2. Shared power to vote or direct vote: 1,221,628
  3. Sole power to dispose or direct the disposition: 0
  4. Shared power to dispose or direct the disposition: 1,221,628

(c) Gary West has not entered into any transactions in the Shares of the Issuer during the past sixty days.

C. Mary West

(a) Mary West, as Managing Director of the Adviser, may be deemed the beneficial owner of the 1,221,628 Shares owned by the Adviser.

Percentage: Approximately 6.9%

- (b)
1. Sole power to vote or direct vote: 0
  2. Shared power to vote or direct vote: 1,221,628
  3. Sole power to dispose or direct the disposition: 0
  4. Shared power to dispose or direct the disposition: 1,221,628

(c) Mary West has not entered into any transactions in the Shares of the Issuer during the past sixty days. Each Reporting Person, as a member of a “group” with the other Reporting Persons for the purposes of Section 13(d)(3) of the Securities Exchange Act of 1934, as amended, may be deemed the beneficial owner of the Shares directly owned by the other Reporting Persons. Each Reporting Person disclaims beneficial ownership of such Shares except to the extent of his or its pecuniary interest therein.

CUSIP NO. 553829102

SIGNATURES

After reasonable inquiry and to the best of his knowledge and belief, each of the undersigned certifies that the information set forth in this statement is true, complete and correct.

Dated: April 23, 2019

WEST FAMILY  
INVESTMENTS, INC.

By: /s/ Randall Rochman  
Name: Randall Rochman  
Title: Chief Executive Officer

/s/ Randall Rochman  
Randall Rochman as attorney-in-fact for Gary West and Mary West