

**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): February 7, 2024

PennantPark Investment Corporation
(Exact name of registrant as specified in its charter)

Maryland
(State or Other Jurisdiction of Incorporation)

814-00736
(Commission File Number)

20-8250744
(I.R.S. Employer Identification No.)

1691 Michigan Avenue
Miami Beach, Florida 33139
(Address of Principal Executive Offices) (Zip Code)

(786) 297-9500
(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))

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, par value \$0.001 per share	PNNT	The New York Stock Exchange

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 2.02. Results of Operations and Financial Condition.

On February 7, 2024, PennantPark Investment Corporation (the "Company") issued a press release announcing its financial results for the first quarter ended December 31, 2023. A copy of the press release is furnished as Exhibit 99.1 to this report pursuant to Item 2.02 on Form 8-K and Regulation FD.

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

Forward-Looking Statements

This 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. You should understand that under Section 27A(b)(2)(B) of the Securities Act and Section 21E(b)(2)(B) of the Exchange Act, the "safe harbor" provisions of the Private Securities Litigation Reform Act of 1995 do not apply to forward-looking statements made in periodic reports PennantPark Investment Corporation files under the Exchange Act. All statements other than statements of historical facts included in this report on Form 8-K, including Exhibit 99.1 furnished herewith, 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 Investment Corporation 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.

PennantPark Investment Corporation may use words such as "anticipates," "believes," "expects," "intends," "seeks," "plans," "estimates" and similar expressions to identify forward-looking statements. Such statements are based on currently available operating, financial and competitive information and are subject to various risks and uncertainties that could cause actual results to differ materially from its historical experience and present expectations.

Item 9.01. Financial Statements and Exhibits.**(a) Financial statements:**

None

(b) Pro forma financial information:

None

(c) Shell company transactions:

None

(d) Exhibits

[99.1](#) [Press Release of PennantPark Investment Corporation dated February 7, 2024](#)

104 Cover Page Interactive Data File (embedded within the Inline XBRL document)

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.

PennantPark Investment Corporation

Date: February 7, 2024

By: /s/ Richard T. Allorto, Jr.
Richard T. Allorto, Jr.
Chief Financial Officer & Treasurer



PennantPark Investment Corporation Announces Financial Results for the Quarter Ended December 31, 2023

MIAMI, Feb. 07, 2024 (GLOBE NEWSWIRE) -- PennantPark Investment Corporation (NYSE: PNNT) announced today its financial results for the first quarter ended December 31, 2023.

HIGHLIGHTS

Quarter ended December 31, 2023 (unaudited)

(\$ in millions, except per share amounts)

Assets and Liabilities:

Investment portfolio ⁽¹⁾	\$	1,210.8
Net assets	\$	499.1
GAAP net asset value per share	\$	7.65
Quarterly decrease in GAAP net asset value per share		(0.6)%
Adjusted net asset value per share ⁽²⁾	\$	7.65
Quarterly decrease in adjusted net asset value per share ⁽²⁾		(0.6)%

Credit Facility	\$	385.0
2026 Notes	\$	147.9
2026-2 Notes	\$	162.4
Regulatory debt to equity		1.41x
Weighted average yield on debt investments		12.6%

Operating Results:

Net investment income	\$	15.7
Net investment income per share	\$	0.24
Core net investment income per share ⁽³⁾	\$	0.24
Distributions declared per share	\$	0.21

Portfolio Activity:

Purchases of investments*	\$	231.1
Sales and repayments of investments*	\$	71.0

PSLF Portfolio data:

PSLF investment portfolio	\$	857.9
Purchases of investments	\$	81.0
Sales and repayments of investments	\$	29.1

* excludes U.S. Government Securities

1. Includes investments in PennantPark Senior Loan Fund, LLC ("PSLF"), an unconsolidated joint venture, totaling \$165.1 million, at fair value.
2. This is a non-GAAP financial measure. The Company believes that this number provides useful information to investors and management because it reflects the Company's financial performance excluding the impact of unrealized gain on the Company's multi-currency, senior secured revolving credit facility with Truist Bank, as amended, the "Credit Facility." The presentation of this additional information is not meant to be considered in isolation or as a substitute for financial results prepared in accordance with GAAP.
3. Core net investment income ("Core NII") is a non-GAAP financial measure. The Company believes that Core NII provides useful information to investors and management because it reflects the Company's financial performance excluding one-time or non-recurring investment income and expenses. The presentation of this additional information is not meant to be considered in isolation or as a substitute for financial results prepared in accordance with GAAP. For the quarter ended December 31, 2023, there were no one-time events, resulting in \$0.24 of Core NII.

CONFERENCE CALL AT 12:00 P.M. EST ON FEBRUARY 8, 2024

PennantPark Investment Corporation ("we," "our," "us" or the "Company") will also host a conference call at 12:00 p.m. (Eastern Time) on Thursday, February 8, 2024 to discuss its financial results. All interested parties are welcome to participate.

You can access the conference call by dialing toll-free (888) 394-8218 approximately 5-10 minutes prior to the call. International callers should dial (646) 828-8193. All callers should reference conference ID #2627395 or PennantPark Investment Corporation. An archived replay will also be available on a webcast link located on the Quarterly Earnings page in the Investor section of PennantPark's website.

PORTFOLIO AND INVESTMENT ACTIVITY

"We are pleased to announce another quarter of solid net investment income, which is in excess of our dividend by a healthy margin," said Arthur Penn, Chairman and CEO. "Our earnings stream continues to be robust and is driven in part by the excellent returns generated by our PSLF Joint Venture."

As of December 31, 2023, our portfolio totaled \$1,210.8 million, which consisted of \$677.7 million or 56% of first lien secured debt, \$49.8 million or 4% of U.S. Government Securities, \$78.4 million or 7% of second lien secured debt, \$151.1 million or 12% of subordinated debt (including \$102.3 million or 8% in PSLF) and \$253.7 million or 21% of preferred and common equity (including \$62.8 million or 5% in PSLF). Our debt portfolio consisted of 96% variable-rate investments and 4% fixed-rate investments. As of December 31, 2023, we had one portfolio company on non-accrual, representing 1.0% and zero of our overall portfolio on a cost and fair value basis, respectively. As of December 31, 2023, the portfolio had net unrealized depreciation of \$(21.3) million. Our overall portfolio consisted of 139 companies with an average investment size of \$8.4 million, and a weighted average yield on interest bearing debt investments of 12.6%.

As of September 30, 2023, our portfolio totaled \$1,101.7 million and consisted of \$527.7 million or 48% of first lien secured debt, \$99.8 million or 9% of U.S. Government Securities, \$80.4 million or 7% of second lien secured debt, \$156.2 million or 14% of subordinated debt (including \$102.3 million or 9% in PSLF) and \$237.6 million or 22% of preferred and common equity (including \$62.1 million or 6% in PSLF). Our interest bearing debt portfolio consisted of 95% variable-rate investments and 5% fixed-rate investments. As of September 30, 2023, we had one portfolio company on non-accrual, representing 1.2% and zero percent of our overall portfolio on a cost and fair value basis, respectively. Overall, the portfolio had net unrealized depreciation of \$(16.3) million as of September 30, 2023. Our overall portfolio consisted of 129 companies with an average investment size of \$7.8 million, had a weighted average yield on interest bearing debt investments of 13.0%.

For the three months ended December 31, 2023, we invested \$231.1 million in 12 new and 32 existing portfolio companies at a weighted average yield on debt investments of 11.9% (excluding U.S. Government Securities). For the three months ended December 31, 2023, sales and repayments of investments totaled \$71.0 million (excluding U.S. Government Securities).

For the three months ended December 31, 2022, we invested \$86.2 million in six new and 29 existing portfolio companies with a weighted average yield on debt investments of 11.2%. For the three months ended December 31, 2022, sales and repayments of investments totaled \$30.6 million.

PennantPark Senior Loan Fund, LLC

As of December 31, 2023, PSLF's portfolio totaled \$857.9 million, consisted of 93 companies with an average investment size of \$9.2 million and had a weighted average yield on debt investments of 12.1%.

As of September 30, 2023, PSLF's portfolio totaled \$804.2 million, consisted of 90 companies with an average investment size of \$8.9 million and had a weighted average yield on debt investments of 12.1%.

For the three months ended December 31, 2023, PSLF invested \$81.0 million (including \$50.8 million were purchased from the Company) in five new and seven existing portfolio companies at weighted average yield interest bearing debt investments of 12.7%. PSLF's sales and repayments of investments for the same period totaled \$29.1 million.

For the three months ended December 31, 2022, PSLF invested \$16.8 million (of which none was purchased from the Company) in four new and four existing portfolio companies at weighted average yield on interest bearing debt investments of 11.4%. PSLF's sales and repayments of investments for the same period totaled \$9.0 million.

RESULTS OF OPERATIONS

Set forth below are the results of operations during the three months ended December 31, 2023 and 2022.

Investment Income

For the three months ended December 31, 2023, investment income was \$34.3 million, which was attributable to \$25.1 million from first lien secured debt, \$2.6 million from second lien secured debt, \$1.3 million from subordinated debt and \$5.3 million from preferred and common equity, respectively. For the three months ended December 31, 2022, investment income was \$30.0 million, which was attributable to \$21.8 million from first lien secured debt, \$3.8 million from second lien secured debt, \$1.1 million from subordinated debt and \$3.3 million from preferred and common equity, respectively. The increase in investment income compared to the same period in the prior year was primarily due to the increase in the cost of yield of our debt portfolio.

Expenses

For the three months ended December 31, 2023, expenses totaled \$18.7 million and were comprised of; \$9.6 million of debt related interest and expenses, \$4.0 million of base management fees, \$3.3 million of performance based incentive fees, \$1.4

million of general and administrative expenses and \$0.4 million of provision for excise taxes. For the three months ended December 31, 2022, expenses totaled \$19.6 million and were comprised of; \$9.7 million of debt-related interest and expenses, \$4.6 million of base management fees, \$2.2 million of performance based incentive fees, \$1.1 million of general and administrative expenses and \$2.0 million of provision for excise taxes, respectively. The decrease in net expense was primarily due to the provision for excise taxes compared to the same period in the prior year.

Net Investment Income

For the three months ended December 31, 2023 and 2022, net investment income totaled \$15.7 million, or \$0.24 per share, and \$10.3 million, or \$0.16 per share, respectively. The increase in net investment income compared to the same period in the prior year was primarily due to an increase in investment income which was driven by increased dividends and interest income as a result of an increase in the cost yield of our debt portfolio.

Net Realized Gains or Losses

For the three months ended December 31, 2023, and 2022, net realized gains (losses) totaled \$1.8 million and \$4.1 million, respectively. The change in realized gains (losses) was primarily due to changes in the market conditions of our investments and the values at which they were realized.

Unrealized Appreciation or Depreciation on Investments and Debt

For the three months ended December 31, 2023 and 2022, we reported net change in unrealized appreciation (depreciation) on investments of \$(5.0) million and \$(91.6) million, respectively. As of December 31, 2023 and September 30, 2023, the net unrealized appreciation (depreciation) on investments totaled \$(21.3) million and \$(16.3) million, respectively. The net change in unrealized depreciation on our investments compared to the same period in the prior year was primarily due to changes in the capital market conditions of our investments and the values at which they were realized.

For the three months ended December 31, 2023 and 2022, the Truist Credit Facility had a net change in unrealized (appreciation) depreciation of \$(2.0) million and \$4.4 million, respectively. As of December 31, 2023 and September 30, 2023, the net unrealized depreciation on the Truist Credit Facility totaled \$3.4 million and \$5.5 million, respectively. Net change in unrealized appreciation compared to the same periods in the prior period was primarily due to changes in the capital markets.

Net Change in Net Assets Resulting from Operations

For the three months ended December 31, 2023 and 2022, net increase (decrease) in net assets resulting from operations totaled \$10.7 million, or \$0.16 per share and \$(71.9) million, or \$(1.10) per share, respectively. The increase in net assets from operations for the three months ended December 31, 2023 compared to prior year was primarily due to a decrease in the net unrealized depreciation in the portfolio primarily driven by changes in market conditions.

LIQUIDITY AND CAPITAL RESOURCES

Our liquidity and capital resources are derived primarily from cash flows from operations, including income earned, proceeds from investment sales and repayments and proceeds of securities offerings and debt financings. Our primary use of funds from operations includes investments in portfolio companies and payments of interest expense, fees and other operating expenses we incur. We have used, and expect to continue to use, our debt capital, proceeds from of our portfolio and proceeds from public and private offerings of securities to finance our investment objectives and operations.

As of December 31, 2023 and September 30, 2023, we had \$388.5 million and \$212.4 million in outstanding borrowings under the Credit Facility, respectively, and the weighted average interest rate was 7.7% and 7.7%, respectively. As of December 31, 2023 and September 30, 2023, we had \$86.5 million and \$262.6 million of unused borrowing capacity under the Credit Facility, respectively, subject to leverage and borrowing base restrictions.

As of December 31, 2023 and September 30, 2023, we had cash and cash equivalents of \$36.9 million and \$38.8 million, respectively, available for investing and general corporate purposes. We believe our liquidity and capital resources are sufficient to allow us to effectively operate our business.

For the three months ended December 31, 2023, our operating activities used cash of \$155.1 million and our financing activities provided cash of \$153.2 million. Our operating activities used cash primarily due to our investment activities and our financing activities provided cash primarily from borrowings under the Truist Credit Facility.

For the three months ended December 31, 2022, our operating activities used cash of \$9.6 million and our financing activities used cash of \$14.8 million. Our operating activities used cash primarily due to our investment activities and our financing activities used cash primarily due to repayments under the Truist Credit Facility.

DISTRIBUTIONS

During the three months ended December 31, 2023, we declared distributions of \$0.21 per share, for total distributions of \$13.7 million. For the same periods in the prior year, we declared distributions of \$0.17 per share, for total distributions of \$10.8 million. We monitor available net investment income to determine if a return of capital for tax purposes may occur for the fiscal year. To the extent our taxable earnings fall below the total amount of our distributions for any given fiscal year, stockholders will

be notified of the portion of those distributions deemed to be a tax return of capital. Tax characteristics of all distributions will be reported to stockholders subject to information reporting on Form 1099-DIV after the end of each calendar year and in our periodic reports filed with the SEC.

AVAILABLE INFORMATION

The Company makes available on its website its Quarterly report on Form 10-Q filed with the SEC and stockholders may find the report on our website at www.pennantpark.com.

PENNANTPARK INVESTMENT CORPORATION AND SUBSIDIARIES CONSOLIDATED STATEMENTS OF ASSETS AND LIABILITIES

(In thousands, except share data)

	December 31, 2023	September 30, 2023
	<u>(unaudited)</u>	<u></u>
Assets		
Investments at fair value		
Non-controlled, non-affiliated investments (amortized cost—\$877,517 and \$816,754, respectively)	\$ 879,245	\$ 830,808
Non-controlled, affiliated investments (amortized cost—\$54,736 and \$55,787, respectively)	40,829	54,771
Controlled, affiliated investments (amortized cost—\$299,787 and \$245,386, respectively)	290,684	216,068
Total investments (amortized cost—\$1,232,040 and \$1,117,927, respectively)	<u>1,210,758</u>	<u>1,101,647</u>
Cash and cash equivalents (cost—\$36,850 and \$38,784, respectively)	36,893	38,775
Interest receivable	9,884	6,820
Distribution receivable	5,381	5,079
Due from affiliates	181	—
Prepaid expenses and other assets	4,141	4,656
Total assets	<u>1,267,238</u>	<u>1,156,977</u>
Liabilities		
Truist Credit Facility payable, at fair value (cost—\$388,456 and \$212,420, respectively)	385,016	206,940
2026 Notes payable, net (par— \$150,000)	147,894	147,669
2026 Notes-2 payable, net (par— \$165,000)	162,440	162,226
Payable for investment purchased	51,850	99,949
Distributions payable	4,566	13,697
Accounts payable and accrued expenses	4,323	6,754
Base management fee payable	4,004	3,915
Incentive fee payable	3,321	3,310
Interest payable on debt	3,125	6,231
Due to affiliates	1,557	4,099
Total liabilities	<u>768,096</u>	<u>654,790</u>
Commitments and contingencies		
Net assets		
Common stock, 65,224,500 shares issued and outstanding		
Par value \$0.001 per share and 100,000,000 shares authorized	65	65
Paid-in capital in excess of par value	746,466	746,466
Accumulated deficit	(247,389)	(244,344)
Total net assets	<u>\$ 499,142</u>	<u>\$ 502,187</u>
Total liabilities and net assets	<u>\$ 1,267,238</u>	<u>\$ 1,156,977</u>
Net asset value per share	<u>\$ 7.65</u>	<u>\$ 7.70</u>

PENNANTPARK INVESTMENT CORPORATION AND SUBSIDIARIES CONSOLIDATED STATEMENTS OF OPERATIONS

(In thousands, except share data)

	Three Months Ended December 31, (Unaudited)	
	2023	2022
Investment income:		
From non-controlled, non-affiliated investments:		
Interest	\$ 21,068	\$ 22,231
Payment-in-kind	2	—
Dividend income	692	—
Other income	1,425	487
From non-controlled, affiliated investments:		
Payment-in-kind	347	—
From controlled, affiliated investments:		
Interest	5,481	2,858
Payment-in-kind	632	1,131
Dividend income	4,689	3,256
Total investment income	<u>34,336</u>	<u>29,963</u>
Expenses:		
Interest and expenses on debt	9,557	9,729
Base management fee	4,004	4,602
Incentive fee	3,321	2,192
General and administrative expenses	1,214	841
Administrative services expenses	189	266
Expenses before provision for taxes	<u>18,285</u>	<u>17,630</u>
Provision for taxes on net investment income	393	2,000
Net expenses	<u>18,678</u>	<u>19,630</u>
Net investment income	<u>15,658</u>	<u>10,333</u>
Realized and unrealized gain (loss) on investments and debt:		
Net realized gain (loss) on investments and debt:		
Non-controlled, non-affiliated investments	2,581	4,064
Non-controlled and controlled, affiliated investments	(750)	—
Net realized gain (loss) on investments and debt	<u>1,831</u>	<u>4,064</u>
Net change in unrealized appreciation (depreciation) on:		
Non-controlled, non-affiliated investments	(12,270)	(50,517)
Non-controlled and controlled, affiliated investments	7,324	(41,048)
Provision for taxes on unrealized appreciation (depreciation) on investments	150	896
Debt appreciation (depreciation)	(2,040)	4,378
Net change in unrealized appreciation (depreciation) on investments and debt	<u>(6,836)</u>	<u>(86,291)</u>
Net realized and unrealized gain (loss) from investments and debt	<u>(5,005)</u>	<u>(82,227)</u>
Net increase (decrease) in net assets resulting from operations	<u>10,653</u>	<u>(71,894)</u>
Net increase (decrease) in net assets resulting from operations per common share	<u>\$ 0.16</u>	<u>\$ (1.10)</u>
Net investment income per common share	<u>\$ 0.24</u>	<u>\$ 0.16</u>

ABOUT PENNANTPARK INVESTMENT CORPORATION

PennantPark Investment Corporation, or the Company, is a business development company that invests primarily in U.S. middle-market companies in the form of first lien secured debt, second lien secured debt, subordinated debt and equity investments. PennantPark Investment Corporation is managed by PennantPark Investment Advisers, LLC.

ABOUT PENNANTPARK INVESTMENT ADVISERS, LLC

PennantPark Investment Advisers, LLC is a leading middle market credit platform, managing \$7.0 billion of investable capital, including potential leverage. Since its inception in 2007, PennantPark Investment Advisers, LLC has provided investors access to middle market credit by offering private equity firms and their portfolio companies as well as other middle-market borrowers a comprehensive range of creative and flexible financing solutions. PennantPark Investment Advisers, LLC is headquartered in Miami and has offices in New York, Chicago, Houston, Los Angeles, and Amsterdam.

FORWARD-LOOKING STATEMENTS

This press release may contain “forward-looking statements” within the meaning of the Private Securities Litigation Reform Act of 1995. You should understand that under Section 27A(b)(2)(B) of the Securities Act of 1933, as amended, and Section 21E(b)(2)(B) of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), the “safe harbor” provisions of the Private

Securities Litigation Reform Act of 1995 do not apply to forward-looking statements made in periodic reports PennantPark Investment Corporation files under the Exchange Act. All statements other than statements of historical facts included in this press release 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 SEC. PennantPark Investment Corporation 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.

We may use words such as “anticipates,” “believes,” “expects,” “intends,” “seeks,” “plans,” “estimates” and similar expressions to identify forward-looking statements. Such statements are based on currently available operating, financial and competitive information and are subject to various risks and uncertainties that could cause actual results to differ materially from our historical experience and our present expectations.

The information contained herein is based on current tax laws, which may change in the future. The Company cannot be held responsible for any direct or incidental loss resulting from applying any of the information provided in this publication or from any other source mentioned. The information provided in this material does not constitute any specific legal, tax or accounting advice. Please consult with qualified professionals for this type of advice.

Contact: Richard T. Allorto, Jr.
PennantPark Investment Corporation
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