Harvest Capital Credit Corp
Form 10-Q
May 10, 2016

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

FORM 10-Q

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the quarterly period ended March 31, 2016
OR
TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
COMMISSION FILE NUMBER: 1-35906

HARVEST CAPITAL CREDIT CORPORATION
(Exact name of registrant as specified in its charter)

Delaware	46-1396995
(State or other Jurisdiction of Incorporation or Organization)	(I.R.S. Employer Identification Number)

767 Third Avenue, 25th Floor
New York, NY 10017
(Address of principal executive offices) (Zip Code)

(212) 906-3500
(Registrant's Telephone Number, Including Area Code)

Indicate by check mark whether the Registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the Registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No .

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See definitions of “accelerated filer,” “large accelerated filer” and “smaller reporting company” in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer	¨ Accelerated filer	þ
Non-accelerated filer (Do not check if a smaller reporting Company)	¨ Smaller reporting company	¨

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act). Yes No .
The number of shares of the registrant's Common Stock, $0.001 par value, outstanding as of May 6, 2016 was 6,285,213. .

HARVEST CAPITAL CREDIT CORPORATION

QUARTERLY REPORT ON FORM 10-Q FOR THE QUARTER ENDED MARCH 31, 2016

TABLE OF CONTENTS

		Page
PART I. FINANCIAL INFORMATION		
Item 1.	Financial Statements - (Unaudited)	
	Statements of Assets and Liabilities as of March 31, 2016 and December 31, 2015	1
	Statements of Operations for the three months ended March 31, 2016 and March 31, 2015	3
	Statements of Changes in Net Assets for the three months ended March 31, 2016 and March 31, 2015	4
	Statements of Cash Flows for the three months ended March 31, 2016 and March 31, 2015	5
	Schedule of Investments as of March 31, 2016	6
	Schedule of Investments as of December 31, 2015	11
	Notes to Unaudited Financial Statements	17
Item 2.	Management's Discussion and Analysis of Financial Condition and Results of Operations	33
Item 3.	Quantitative and Qualitative Disclosures About Market Risk	42
Item 4.	Controls and Procedures	43
PART II. OTHER INFORMATION		
Item 1.	Legal Proceedings	43
Item 1A.	Risk Factors	43
Item 2.	Unregistered Sales of Equity Securities and Use of Proceeds	43
Item 3.	Defaults Upon Senior Securities	43
Item 4.	Mine Safety Disclosures	43
Item 5.	Other Information	46
Item 6.	Exhibits	45
SIGNATURES		46

PART I - FINANCIAL INFORMATION
Item 1. Financial Statements

Harvest Capital Credit Corporation
Statements of Assets and Liabilities (Unaudited)

	March 31, 2016	December 31, 2015
ASSETS:		
Non-affiliated/non-control investments, at fair value (cost of $134,656,159 at 3/31/16 and $135,198,490 at 12/31/15)	$133,373,670	$135,516,729
Affiliated investments, at fair value (cost of $15,915,910 at 3/31/16 and $9,031,772 at 12/31/15)	14,243,944	7,243,697
Control investments, at fair value (cost of $900,000 at 3/31/16 and $0 at 12/31/15)	900,000	—
Total investments, at fair value (cost of $151,472,069 at 3/31/16 and $144,230,262 at 12/31/15)	148,517,614	142,760,426
Cash	147,346	595,047
Restricted cash	2,627,520	2,474,362
Interest receivable	391,739	1,112,885
Accounts receivable – other	46,224	304,969
Deferred offering costs	975,481	1,023,246
Deferred financing costs	682,581	748,637
Other assets	65,241	118,287
Total assets	$153,453,746	$149,137,859
LIABILITIES:		
Revolving line of credit	$36,270,433	$29,698,293
Unsecured notes	27,500,000	27,500,000
Accrued interest payable	476,806	412,099
Accounts payable - base management fees	737,814	739,517
Accounts payable - incentive management fees	642,851	848,841
Accounts payable - administrative services expenses	220,919	220,872
Accounts payable and accrued expenses	287,170	282,949
Other liabilities	30,936	21,032
Total liabilities	66,166,929	59,723,603
Commitments and contingencies (Note 8)		
NET ASSETS:		
Common stock, $0.001 par value, 100,000,000 shares authorized, 6,281,763 issued and outstanding at 3/31/16 and 6,269,669 issued and outstanding at 12/31/15	6,282	6,270
Capital in excess of common stock	90,112,636	89,989,686
Accumulated realized losses on investments	(2,285,916)	(1,066,131)
Net unrealized depreciation on investments	(2,954,455)	(1,469,836)
Undistributed net investment income	2,408,270	1,954,267
Total net assets	87,286,817	89,414,256
Total liabilities and net assets	$153,453,746	$149,137,859
Common stock issued and outstanding	6,281,763	6,269,669

Net asset value per common share	$13.90	$14.26

1

See accompanying notes to unaudited financial statements.

Harvest Capital Credit Corporation
Statements of Operations (Unaudited)

	Three Months Ended March 31,	
	2016	2015
Investment Income:		
Interest:		
Cash - non-affiliated/non-control investments	$4,555,751	$3,340,036
Cash - affiliated investments	241,964	90,000
PIK - non-affiliated/non-control investments	153,826	306,126
Amortization of fees, discounts and premiums, net	497,108	361,544
Total interest income	5,448,649	4,097,706
Other income	24,697	14,583
Total investment income	5,473,346	4,112,289
Expenses:		
Interest expense – revolving line of credit	254,578	123,605
Interest expense - unused line of credit	47,720	84,585
Interest expense - deferred financing costs	66,057	66,057
Interest expense - unsecured notes	481,251	342,223
Interest expense - deferred offering costs	47,764	29,513
Total interest expense	897,370	645,983
Professional fees	181,894	181,582
General and administrative	218,477	188,759
Base management fees	737,815	609,332
Incentive management fees	642,851	324,765
Administrative services expense	220,919	150,000
Total expenses	2,899,326	2,100,421
Net Investment Income, before taxes	2,574,020	2,011,868
Excise tax	2,615	—
Net Investment Income, after taxes	2,571,405	2,011,868
Net realized (losses) gains:		
Non-Affiliated / Non-Control investments	(77,522)	15,819
Affiliated investments	(1,142,263)	—
Net realized (losses) gains	(1,219,785)	15,819
Net change in unrealized depreciation on investments	(1,484,619)	(1,744,157)
Total net unrealized and realized losses on investments	(2,704,404)	(1,728,338)
Net (decrease) increase in net assets resulting from operations	$(132,999)	$283,530
Net investment income per share	$0.41	$0.32
Net (decrease) increase in net assets resulting from operations per share	($0.02)	$0.05
Weighted average shares outstanding (basic and diluted)	6,274,843	6,229,041
Dividends paid per common share	$0.34	$0.34

See accompanying notes to unaudited financial statements.

Harvest Capital Credit Corporation
Statements of Changes in Net Assets (Unaudited)

	Three Months Ended March 31,	
	2016	2015
Increase in net assets from operations:		
Net investment income	$2,571,405	$2,011,868
Net realized (losses) gains on investments	(1,219,785)	15,819
Net change in unrealized (depreciation) appreciation on investments	(1,484,619)	(1,744,157)
Net increase (decrease) in net assets resulting from operations	(132,999)	283,530
Distributions to shareholders (1):		
Distributions from net investment income	(2,117,391)	(2,101,996)
Decrease in net assets resulting from shareholder distributions	(2,117,391)	(2,101,996)
Capital share transactions:		
Reinvestment of dividends (2)	122,951	261,963
Net increase in net assets from capital share transactions	122,951	261,963
Total decrease in net assets	(2,127,439)	(1,556,503)
Net assets at beginning of period	89,414,256	90,872,315
Net assets at end of period	$87,286,817	$89,315,812
Capital share activity (common shares):		
Shares issued from reinvestment of dividends	12,094	21,636
Net increase in capital share activity	12,094	21,636

(1) Net investment income exceeded distributions for the three months ended March 31, 2016 in the amount of $454,014. Distributions for the three months ended March 31, 2015 were in excess of net investment income in the amount of $90,128. See Dividends and Distributions Policy in Note 2.

(2) Net of par value of shares issued of $12 and $21 and funds received for fractional shares of $12 and $7 for March 31, 2016 and 2015, respectively.

See accompanying notes to unaudited financial statements.

HARVEST CAPITAL CREDIT CORPORATION
Statements of Cash Flows (Unaudited)

	Three Months Ended March 31,	
	2016	2015
Cash flows from operating activities:		
Net (decrease) increase in net assets resulting from operations	$(132,999)	$283,530
Adjustments to reconcile net increase in net assets resulting from operations to net cash used by operating activities:		
Paid in kind income	(153,826)	(306,126)
Paid in kind income collected	436,775	(18,733)
Net realized losses (gains) on investments	1,219,785	(15,819)
Net change in unrealized depreciation of investments	1,484,619	1,744,157
Amortization of fees, discounts and premiums, net	(497,108)	(361,544)
Amortization of deferred financing costs	66,057	66,057
Amortization of deferred offering costs	47,764	29,513
Purchase of investments (net of loan origination and other fees)	(20,703,792)	(14,810,808)
Proceeds from principal payments	12,531,358	4,196,890
Changes to operating assets and liabilities		
Decrease (increase) in interest receivable	721,146	(116,996)
Decrease (increase) in accounts receivable - other and other assets	236,791	(1,089,558)
Increase in accrued interest payable	64,707	314,580
Decrease in accounts payable and other liabilities	(193,521)	(1,301,250)
Net cash used in operating activities	(4,872,244)	(11,386,107)
Cash flows from financing activities:		
Borrowings on revolving credit facility	12,731,376	13,700,000
Repayment of borrowings on revolving credit facility	(6,159,236)	(26,675,140)
Proceeds from the issuance of unsecured notes	—	27,500,000
Offering expenses	—	(1,038,832)
Proceeds from the issuance of common stock and common units	12	7
Distributions to equity holders (net of stock issued under dividend reinvestment plan of $122,951 and $261,956, respectively)	(1,994,451)	(1,840,040)
Net cash provided by financing activities	4,577,701	11,645,995
Net increase (decrease) in cash during the period	(294,543)	259,888
Cash at beginning of period	3,069,409	2,171,771
Cash at end of period	$2,774,866	$2,431,659
Non-cash operating activities:		
Amendment fees	(75,000)	54,299
Non-cash financing activities:		
Value of shares issued in connection with dividend reinvestment plan	$122,951	$261,956

Supplemental disclosures of cash flow information:		
Cash paid during the period for interest	$718,841	$235,833

See accompanying notes to unaudited financial statements.

5

Harvest Capital Credit Corporation
Schedule of Investments (unaudited)
(as of March 31, 2016)

Portfolio Company			Investment (1) (2)		Origination Date	Outstanding Principal	Cost (3)	Fair Value
Non-Control / Non-Affiliate Investments								
Aerospace & Defense								
Bridgewater Engine Ownership III, LLC	1.3%	*	Senior Secured Term Loan, due 07/05/2019 (15.00%; the greater of 14.00% and LIBOR +8.50%, plus additional 1.00% PIK)		10/03/14	1,194,973	1,179,255	1,139,786
			Residual Value	(4)	10/03/14	—	8,699	12,330
Regional Engine Leasing, LLC	4.9%	*	Senior Secured Term Loan, due 3/31/2020 (11.00%; the greater of 11.00% or LIBOR +4.50%)		03/31/15	4,146,857	4,026,053	4,132,686
			Residual Value	(4)	03/31/15	—	102,421	134,080
Automotive								
Fox Rent A Car, Inc.	11.3%	*	Junior Secured Term Loan, due 10/31/2019 (12.43%; LIBOR +12.00%)	(13)	10/31/14	10,000,000	9,922,377	9,822,000
Banking, Finance, Insurance and Real Estate								
Shinnecock CLO 2006-1, Ltd.	1.6%	*	CLO Subordinated Notes, due 07/15/2018 12.2% effective yield)	(12)	03/06/14	—	1,523,930	1,381,812
WBL SPE I, LLC	9.2%	*	Senior Secured Term Loan, due 02/28/2017 (13.00% Cash)		09/30/13	8,000,000	7,988,684	8,000,000
WBL SPE II, LLC	6.0%	*	Senior Secured Term Loan, due 12/23/2016 (14.50% Cash)		09/30/14	5,254,087	5,156,758	5,254,087
World Business Lenders, LLC	0.3%	*	Class B Common Equity Units (0.30% of fully diluted common equity)	(10)	12/23/13	—	200,000	255,468

Beverage, Food & Tobacco							
Flavors Holdings, Inc.	4.3% *	Junior Secured Term Loan, due 10/4/2021 (11.00%; LIBOR +10.00% with 1.00% LIBOR floor)		10/07/14	4,000,000	3,868,011	3,783,500
North Atlantic Trading Company, Inc.	5.7% *	Junior Secured Term Loan, due 07/13/2020 (11.50%; LIBOR +10.25% with 1.25% LIBOR floor)		01/13/14	5,000,000	4,977,157	4,950,000
Yucatan Foods, L.P.	12.1% *	Junior Secured Term Loan A, due 03/29/2021 (14.50%; 8.00% cash/6.50% PIK)	(11)	03/29/16	8,204,441	8,040,442	8,040,442
		Junior Secured Term Loan B, due 03/29/2021		03/29/16	2,602,166	2,550,164	2,550,164

6

Portfolio Company		Investment (1) (2)		Origination Date	Outstanding Principal	Cost (3)	Fair Value
		(10.00% PIK; convertible into 5.80% of fully diluted common equity)	(11)				
Capital Equipment							
Douglas Machines Corp.	5.1%*	Junior Secured Term Loan, due 12/31/2018 (12.50% Cash)	(9)	05/07/14	4,290,133	4,200,452	4,290,133
		Common Equity Warrants (2.0% of fully diluted common equity)		04/06/12	—	12,500	163,061
Lanco Acquisition, LLC	3.8%*	Senior Secured Term Loan A, due 06/12/2018 (11.50%; LIBOR +11.00% with 0.50% LIBOR floor)		06/13/14	446,250	438,134	446,250
		Senior Secured Term Loan B, due 03/12/2019 (15.00%; 12.50% Cash/2.50% PIK)		06/13/14	2,401,970	2,342,415	2,388,985
		Revolving Line of Credit, 06/12/2017 (8.50%; LIBOR +8.00% with 0.50% LIBOR floor)	(6)	06/13/14	250,000	250,000	250,000
		Common Equity Warrants (12.00% of fully diluted common equity)		06/13/14	—	42,000	225,217
Chemicals, Plastics & Rubber							
CRS Reprocessing, LLC	6.7%*	Junior Secured Term Loan, due 09/30/2016 (5.00% Cash)	(5)	05/27/15	6,985,636	6,347,561	5,875,926
Consumer Goods - Non-Durable							
Atrium Innovations, Inc.	1.0%*	Senior Secured Term Loan, due 02/16/2021 (4.25%; LIBOR +3.25% with 1.00% LIBOR floor)		01/29/14	980,000	980,449	888,370
Bradford Soap International, Inc.	5.0%*	Junior Secured Term Loan, due 10/31/2019 (9.69%; LIBOR + 9.25%)		08/05/15	4,500,000	4,422,067	4,398,000

PD Products, LLC	5.1%*	Senior Secured Term Loan, due 10/04/2018 (12.00%; LIBOR +10.50% with 1.50% LIBOR floor)	(11)	10/04/13	4,472,611	4,393,699	4,471,000
High Tech Industries							
Applied Systems, Inc.	0.5%*	Junior Secured Term Loan, due 01/24/2022 (7.50%; LIBOR + 6.50% with 1.00% LIBOR floor)		01/15/14	490,141	487,199	464,715
GK Holdings, Inc. (Global Knowledge)	3.3%*	Junior Secured Term Loan, due 1/31/2022 (10.50%; LIBOR +9.50% with 1.00% LIBOR floor)		01/30/15	3,000,000	2,947,117	2,922,000
Mercury Network, LLC	2.3%*	Senior Secured Term Loan, due 04/24/2020		05/12/15	1,895,652	1,863,124	1,862,500

Portfolio Company		Investment (1) (2)		Origination Date	Outstanding Principal	Cost (3)	Fair Value
		(09.75%; LIBOR +8.75% with 1.00% LIBOR floor)	(11)				
		Class A Common Equity Units (0.59% of fully diluted common equity)		05/12/15	—	86,957	112,000
Optimal Blue, LLC	0.6% *	Class A Common Equity Units (0.38% of fully diluted common equity)		12/18/13	—	100,000	526,948
Media: Broadcasting & Subscription							
Chemical Information Services, LLC	5.2% *	Senior Secured Term Loan, due 08/28/2019		08/28/15	4,565,500	4,523,099	4,514,000
		(12.61%; LIBOR +12.00% with no LIBOR floor)	(11)				
		Revolving Line of Credit, due 08/28/2018	(6)	08/28/15	—	—	—
		(12.61%; LIBOR +12.00% with no LIBOR floor)	(11)				
Multicultural Radio Broadcasting, Inc.	5.5% *	Senior Secured Term Loan (Last Out), due 06/27/2019 (11.50%; LIBOR +10.50% with 1.00% LIBOR floor)		09/10/14	4,950,050	4,950,050	4,824,000
Media: Advertising, Printing & Publishing							
Brite Media LLC	7.0% *	Senior Secured Term Loan, due 04/24/2019		04/24/14	5,400,000	5,350,879	5,400,000
		(10.25%; LIBOR +9.50% with 0.75% LIBOR floor)	(11)				
		Revolving Line of Credit, due 04/24/2018		04/24/14	666,667	666,667	666,667
		(10.25%; LIBOR +9.50% with 0.75% LIBOR floor)	(11)				
		Class A Common Equity Units (1.08% fully diluted common equity)		04/24/14	—	100,000	59,476
Metals & Mining							

Northeast Metal Works LLC	14.8%	*	Senior Secured Term Loan, due 12/29/2017		09/29/14	11,586,245	11,638,978	11,784,000
			(14.44%; LIBOR +14.00% with 0.20% LIBOR floor)	(11)				
			Revolving Line of Credit, due 12/29/17	(6)	09/29/14	1,175,000	1,175,000	1,175,000
			(14.44%; LIBOR +14.00% with 0.20% LIBOR floor)	(11)				
Retailer								
CP Holding Co., Inc. (Choice Pet)	5.8%	*	Senior Secured Term Loan, due 02/28/2018		05/30/13	5,433,328	5,368,696	5,105,280
			(16.25%; 12.00% Cash/4.25% PIK)	(11)				
Services: Business								

8

Portfolio Company		Investment (1) (2)		Origination Date	Outstanding Principal	Cost (3)	Fair Value
Language Line, LLC	4.5% *	Junior Secured Term Loan, due 07/07/2022 (10.75%; LIBOR +9.75% with 1.00% LIBOR floor)		07/01/15	4,000,000	3,944,373	3,957,000
Novitex Acquisition, LLC	7.7% *	Junior Secured Term Loan, due 07/7/2021 (11.75%; LIBOR + 10.50% with 1.25% LIBOR floor)		07/07/14	7,000,000	6,942,248	6,717,000
Safety Services Acquisition Corp.	6.9% *	Junior Secured Term Loan, due 07/5/2017 (15.0%; 12.50% Cash/2.50% PIK)		04/05/12	5,897,905	5,850,439	5,897,905
		Series A Preferred Equity (0.58% of fully diluted common equity)		04/05/12	—	100,000	146,464
Sitel Worldwide Corporation	1.9% *	Junior Secured Term Loan, due 09/19/2022 (10.50%; LIBOR +9.50% with 1.00% LIBOR floor)		08/21/15	1,750,000	1,716,715	1,618,750
SourceHOV LLC	3.2% *	Junior Secured Term Loan, due 4/30/2020 (11.50%; LIBOR + 10.50% with 1.00% LIBOR floor)		10/29/14	4,000,000	3,871,390	2,766,668
Subtotal Non-controlled, Non-affiliated Investments					134,539,612	134,656,159	133,373,670
Affiliated Investments							
Healthcare & Pharmaceuticals							
Infinite Care, LLC	10.3% *	Senior Secured Term Loan, due 02/28/2019 (12.44%; LIBOR+12.00% with 0.42% LIBOR floor)	(6)	02/29/16	6,000,000	5,965,827	5,965,827
		Class A Common Equity Units (27.00% of fully diluted common equity)		02/29/16	—	3,000,000	3,000,000
WorkWell, LLC	5.6% *	Senior Secured Term Loan, due 10/21/2020		10/22/15	4,690,625	4,599,654	4,599,654

		(12.14%; LIBOR + 11.50% with 0.50% LIBOR floor)					
		Revolving Line of Credit, due 10/21/2020 (12.14%; LIBOR + 11.50% with 0.50% LIBOR floor)	(6)	10/22/15	—	—	—
		Common Equity (6.28% of fully diluted common equity)		10/22/15	—	250,000	250,000
Retailer							
Peekay Acquisition, LLC (Christals)	0.5%*	Senior Secured Term Loan (Last Out), due 02/15/16 (17.00% PIK)	(7)	12/31/12	2,025,833	1,995,429	428,463
		Common Equity (Peekay Boutiques, Inc.) (5.95% of fully diluted common equity)	(8)	12/31/12	—	105,000	—

9

Portfolio Company		Investment (1) (2)	Origination Date	Outstanding Principal	Cost (3)	Fair Value
Subtotal Affiliated Investments				12,716,458	15,915,910	14,243,944
Control Investments						
Aerospace & Defense						
Flight Lease VII, LLC	1.0 % *	Common Equity Units (46.15% of fully diluted common equity)	03/18/16	—	900,000	900,000
Subtotal Control Investments				—	900,000	900,000
Total Investments as of 03/31/2016	170.1%*			147,256,070	151,472,069	148,517,614

(1) Debt investments and the CLO subordinated notes are income producing investments unless an investment is on non accrual. Common equity options, residual values and warrants are non-income producing. All investments other than Atrium Innovations, Inc., Flight Lease VII, LLC, Shinnecock CLO 2006-1, Ltd., WBL SPE I, LLC, WBL SPE II, LLC and World Business Lenders, LLC are qualifying assets for purposes of Section 55(a) of the Investment Company Act of 1940, as amended. The Company's non-qualifying assets, on a fair value basis, comprise 10.9% of the Company's total assets.

(2) For each loan, the Company has provided the interest rate in effect on the date presented, as well as the contractual components of that interest rate. In the case of the Company's variable or floating rate loans, the interest rate in effect takes into account the applicable LIBOR rate in effect on the date presented or, if higher, the applicable LIBOR floor.

(3) Gross unrealized appreciation, gross unrealized depreciation, and net unrealized depreciation for federal income tax purposes totaled $1.7 million, $3.9 million, and $2.2 million, respectively. The tax cost of investments is $150.7 million.

(4) "Residual value" represents the value of the Company’s share in the collateral securing the loan.

(5) On May 27, 2015, the Company's investment in CRS Reprocessing, LLC ("CRS") was restructured in a manner that strengthened the credit profile of the borrower. The restructured investment carried a fixed interest rate of 5.00% and has a principal amount of $7.0 million, which includes all previously unpaid interest amounts. The maturity date of the restructured investment remained unchanged at September 30, 2016. CRS was taken off non-accrual during the three months ended June 30, 2015 and interest income on the restructured loan is currently being accrued. On April 29, 2016, the loan agreement was amended to extend the maturity date from September 30, 2016 to March 30, 2017. In conjunction with the extension, the interest rate increased from 5.0% cash pay to 5.0% cash pay and 5.0% PIK.

(6) Credit facility has an unfunded commitment in addition to the amounts shown in the Schedule of Investments. See Note 8 for further discussion on portion of commitment unfunded at March 31, 2016.

(7) The debt investment in Peekay Acquisition, LLC ("Peekay") was not paid off by its February 15, 2016 maturity date. Lenders entered into an amendment with Peekay agreeing to forbear until July 31, 2016, subject to certain financial restructuring steps taken by the company during the forbearance period. Effective February 1, 2016 the debt investment was placed on non-accrual status.

(8) The Company's common equity investment in Peekay Boutiques, Inc. has been classified as an affiliated investment because the Company owns more than 5% of the outstanding voting securities of Peekay Boutiques,

Inc. The Company's last out senior secured term loan in Peekay Acquisition, LLC has also been classified as an affiliated investment because Peekay Acquisition, LLC is a wholly owned subsidiary of Peekay Boutiques, Inc.

(9) On July 7, 2015, Douglas Machines Corp. refinanced the Company's $1.5 million revolver commitment with another lender; the Company reduced the $4.3 million term loan interest rate from 13.5% to 12.5%, extended the maturity date from April 6, 2017 to December 31, 2018 and it became a junior secured term loan.

(10) The Company owns 0.30% of the equity Class B units in World Business Lenders, LLC. However, due to the liquidation preference of the Class B units we would receive 0.50% of the proceeds in a liquidation of the company at the March 31, 2016 fair value.

(11) The coupon on the loan is subject to a pricing grid based on the ratio of Debt to EBITDA of the portfolio company.

(12) The subordinated notes of the CLO are the most junior tranche of securities in the securitization and have the attributes of equity. Our investment in Shinnecock CLO 2006-1 Ltd. is referred to as CLO Equity in other parts of this document.

(13) On April 22, 2016, the Company received notice from the senior secured lender to Fox Rent a Car, Inc. ("Fox") that, due to Fox's violation of certain covenants under its senior secured credit facility, it was blocking the junior secured term loan lenders from receiving interest payments until the covenant breaches are cured, waived by the senior secured lenders or the blockage period expires. The loan remains on accrual status at March 31, 2016 as the Company believes its loan is within the enterprise value of the business and that it will collect 100% of the contractual cash flows owed under the credit agreement.

See accompanying notes to unaudited financial statements.

Harvest Capital Credit Corporation
Schedule of Investments
(as of December 31, 2015)

Portfolio Company			Investment (1) (2)		Origination Date	Outstanding Principal	Cost (3)	Fair Value
Non-Control / Non-Affiliate Investments								
Aerospace & Defense								
Bridgewater Engine Ownership III, LLC	1.4%	*	Senior Secured Term Loan, due 07/05/2019 (15.00%; the greater of 14.00% or LIBOR +8.50%, plus additional 1.00% PIK)		10/03/14	1,223,326	1,206,392	1,206,897
			Residual Value	(4)	10/03/14	—	8,699	11,662
Regional Engine Leasing, LLC	4.8%	*	Senior Secured Term Loan, due 3/31/2020 (11.00%; the greater of 11.00% or LIBOR +4.50%)		03/31/15	4,214,736	4,087,270	4,081,392
			Residual Value	(4)	03/31/15	—	102,421	139,498
Automotive								
Fox Rent A Car, Inc.	10.9%	*	Junior Secured Term Loan, due 10/31/2019 (12.24%; LIBOR +12.00%)		10/31/14	10,000,000	9,918,137	9,788,251
Banking, Finance, Insurance & Real Estate								
Shinnecock CLO 2006-1, Ltd.	1.8%	*	CLO Subordinated Notes, due 07/15/2018 (13.20% effective yield)	(16)	03/06/14	—	1,567,860	1,567,860
WBL SPE I, LLC	8.9%	*	Senior Secured Term Loan, due 02/28/2017 (13.00% Cash)		09/30/13	8,000,000	7,985,883	8,000,000
WBL SPE II, LLC	8.4%	*	Senior Secured Term Loan, due 12/23/2016 (14.50% Cash)		09/30/14	7,503,165	7,353,852	7,503,165
World Business Lenders, LLC	0.3%	*	Class B Common Equity Units (0.31% of fully diluted common equity)	(14)	12/23/13	—	200,000	270,909
Beverage, Food & Tobacco								
Flavors Holdings, Inc.	4.3%	*	Junior Secured Term Loan, due 10/4/2021 (11.00%; LIBOR +10.00% with 1.00% LIBOR floor)		10/07/14	4,000,000	3,863,890	3,918,500

North Atlantic Trading Company, Inc.	5.6%	*	Junior Secured Term Loan, due 07/13/2020 (11.50%; LIBOR +10.25% with 1.25% LIBOR floor)	01/13/14	5,000,000	4,976,182	4,287,500

11

Portfolio Company			Investment (1) (2)		Origination Date	Outstanding Principal	Cost (3)	Fair Value
Non-Control / Non-Affiliate Investments								
Capital Equipment								
Douglas Machines Corp.	5.0%	*	Junior Secured Term Loan, due 12/31/2018 (12.50% Cash)	(13)	05/07/14	4,315,13[illegible]	4,217,9[illegible]	4,315,133
			Common Equity Warrants (2.0% of fully diluted common equity)		04/06/12	—	12,500	127,722
Lanco Acquisition, LLC	3.8%	*	Senior Secured Term Loan A, due 06/12/2018 (11.50%; LIBOR +11.00% with 0.50% LIBOR floor)		06/13/14	592,000	579,90[illegible]	592,000
			Senior Secured Term Loan B, due 03/12/2019 (15.00%; 12.50% Cash/2.50% PIK)		06/13/14	2,386,88[illegible]	2,322,5[illegible]	2,363,404
			Revolving Line of Credit, 06/12/2017 (8.50%; LIBOR +8.00% with 0.50% LIBOR floor)	(6)	06/13/14	350,000	350,00[illegible]	350,000
			Common Equity Warrants (12.00% of fully diluted common equity)		06/13/14	—	42,000	58,857
Chemicals, Plastics & Rubber								
CRS Reprocessing, LLC	6.4%	*	Junior Secured Term Loan, due 09/30/2016 (5.00% Cash)	(5)	05/27/15	6,985,63[illegible]	6,058,1[illegible]	[illegible]60,675
Consumer Goods - Non-Durable								
Atrium Innovations, Inc.	1.0%	*	Senior Secured Term Loan, due 02/16/2021 (4.25%; LIBOR +3.25% with 1.00% LIBOR floor)		01/29/14	982,500	982,97[illegible]	[illegible]11,269
Bradford Soap International, Inc.	4.9%	*	Junior Secured Term Loan, due 10/31/2019 (9.49%; LIBOR + 9.25%)		08/05/15	4,500,00[illegible]	[illegible],417,4[illegible]	4,410,000
PD Products, LLC	5.1%	*	Senior Secured Term Loan, due 10/04/2018 (12.00%; LIBOR +10.50% with 1.50% LIBOR floor)	(15)	10/04/13	4,535,03[illegible]	[illegible],448,6[illegible]	4,535,032

Healthcare & Pharmaceuticals								
Infinite Aegis Group, LLC	10.1%	*	Senior Secured Term Loan (First Out), due 07/31/2017 (15.24%; LIBOR + 12.00% with 0.19% LIBOR floor/3.00% PIK)	(7)	03/10/15	3,499,708	3,499,708	3,499,708
			Senior Secured Term Loan (Last Out), due 07/31/2017	(7)	08/01/13	4,559,429	4,487,004	4,261,130

12

Portfolio Company		Investment (1) (2)		Origination Date	Outstanding Principal	Cost (3)	Fair Value
Non-Control / Non-Affiliate Investments							
		(18.24%; LIBOR + 14.65% with 0.19% LIBOR floor/3.00% PIK/0.35% Fee Letter)	(8)				
		Revolving Line of Credit, 07/31/2017 (12.24%; LIBOR + 12.00% with 0.19% LIBOR floor)	(7)	03/10/15	1,050,000	1,050,000	1,050,000
		Common Equity Warrants (3.00% of fully diluted common equity)		08/01/13	—	77,522	—
High Tech Industries							
Applied Systems, Inc.	0.5% *	Junior Secured Term Loan, due 01/24/2022 (7.50%; LIBOR + 6.50% with 1.00% LIBOR floor)		01/15/14	490,141	487,10[illegible]	475,130
GK Holdings, Inc. (Global Knowledge)	3.3% *	Junior Secured Term Loan, due 1/31/2022 (10.50%; LIBOR +9.50% with 1.00% LIBOR floor)		01/30/15	3,000,000	2,945,5[illegible]	2,927,000
Mercury Network, LLC	2.2% *	Senior Secured Term Loan, due 04/24/2020 (10.25%; LIBOR +9.25% with 1.00% LIBOR floor)	(15)	05/12/15	1,900,000	1,865,8[illegible]	1,863,500
		Class A Common Equity Units (0.59% of fully diluted common equity)		05/12/15	—	86,957	116,579
Optimal Blue, LLC	0.6% *	Class A Common Equity Units (0.38% of fully diluted common equity)		12/18/13	—	100,00[illegible]	526,197
Media: Broadcasting & Subscription							
Chemical Information Services, LLC	5.1% *	Senior Secured Term Loan, due 08/28/2019 (12.33%; LIBOR +12.00% with no LIBOR floor)	(15)	08/28/15	4,577,000	4,531,7[illegible]	4,531,790
		Revolving Line of Credit, due 08/28/2018 (12.33%; LIBOR +12.00% with no LIBOR floor)	(6) (15)	08/28/15	—	—	—
Multicultural Radio Broadcasting, Inc.	5.4% *	Senior Secured Term Loan (Last Out), due 06/27/2019 (11.50%; LIBOR +10.50% with 1.00% LIBOR floor)		09/10/14	4,950,050	4,950,05[illegible]	4,825,383
Media: Advertising, Printing & Publishing							

Brite Media LLC	6.7%	*	Senior Secured Term Loan, due 04/24/2019 (9.75%; LIBOR +9.00% with 0.75% LIBOR floor)	(15)	04/24/14	5,400,00[illegible]	5,344,0[illegible]	5,400,000

13

Portfolio Company			Investment (1) (2)		Origination Date	Outstanding Principal	Cost (3)	Fair Value
Non-Control / Non-Affiliate Investments								
			Revolving Line of Credit, due 04/24/2018 (9.75%; LIBOR +9.00% with 0.75% LIBOR floor)	(6) (15)	04/24/14	400,000	400,000	400,000
			Class A Common Equity Units (1.08% fully diluted common equity)		04/24/14	—	100,000	158,341
Metals & Mining								
Northeast Metal Works LLC	14.7%	*	Senior Secured Term Loan, due 12/29/2017 (14.24%; LIBOR +14.00% with 0.20% LIBOR floor)	(15)	09/29/14	11,711,245	11,719,801	11,968,844
			Revolving Line of Credit, due 12/29/17 (14.24%; LIBOR +14.00% with 0.20% LIBOR floor)	(6) (15)	09/29/14	1,175,000	1,175,000	1,175,000
Retailer								
CP Holding Co., Inc. (Choice Pet)	5.9%	*	Senior Secured Term Loan, due 02/28/2018 (16.25%; 12.00% Cash/4.25% PIK)	(15)	05/30/13	5,375,578	5,303,683	5,319,577
Services: Business								
Language Line, LLC	4.5%	*	Junior Secured Term Loan, due 07/07/2022 (10.75%; LIBOR +9.75% with 1.00% LIBOR floor)		07/01/15	4,000,000	3,942,875	3,985,000
Novitex Acquisition, LLC	7.5%	*	Junior Secured Term Loan, due 07/7/2021 (11.75%; LIBOR + 10.50% with 1.25% LIBOR floor)		07/07/14	7,000,000	6,940,339	6,712,947
Safety Services Acquisition Corp.	6.7%	*	Junior Secured Term Loan, due 07/5/2017 (15.0%; 12.50% Cash/2.50% PIK)		04/05/12	5,860,865	5,807,253	5,860,865

			Series A Preferred Equity (0.58% of fully diluted common equity)	04/05/12	—	100,000	165,012
Sitel Worldwide Corporation	1.9%	*	Junior Secured Term Loan, due 09/19/2022 (10.50%; LIBOR +9.50% with 1.00% LIBOR floor)	08/21/15	1,750,000	1,715,846	1,715,000
SourceHOV LLC	3.9%	*	Junior Secured Term Loan, due 4/30/2020 (11.50%; LIBOR + 10.50% with 1.00% LIBOR floor)	10/29/14	4,000,000	3,865,441	3,480,000
Subtotal Non-Control / Non-Affiliate Investments					$135,287,429	$135,198,490	$135,516,729

Portfolio Company			Investment (1) (2)		Origination Date	Outstanding Principal	Cost (3)	Fair Value
Non-Control / Non-Affiliate Investments								
Affiliate Investments								
Healthcare & Pharmaceuticals								
WorkWell, LLC	5.5%	*	Senior Secured Term Loan, due 10/21/2020 (12.00%; LIBOR + 11.50% with 0.50% LIBOR floor)		10/22/15	4,720,313	4,625,099	4,625,099
			Revolving Line of Credit, due 10/21/2020 (12.00%; LIBOR + 11.50% with 0.50% LIBOR floor)	(6)	10/22/15	—	—	—
			Common Equity Units (6.28% of fully diluted common equity)		10/22/15	—	250,000	250,000
Retailer								
Peekay Acquisition, LLC (Christals)	1.6%	*	Senior Secured Term Loan (Last Out), due 02/15/16 (18.00%; 15.00% Cash/3.00% Accommodation Fee paid in Cash)	(17) (9)	12/31/12	2,000,000	1,983,205	1,442,394
			Common Equity (Peekay Boutiques, Inc.) (5.95% of fully diluted common equity)	(10)	12/31/12	—	105,000	—
Beverage, Food & Tobacco								
Solex Fine Foods, LLC (non-accrual)	1.0%	*	Senior Secured Term Loan (Last Out), due 12/28/2016 (18.63%; LIBOR +12.48% Cash/3.09% PIK/2.81% Supplemental PIK)	(11) (12)	12/31/12	1,847,856	1,626,670	926,204
			Common Equity Units (6.57% of fully diluted common equity)	(11)	12/31/12		290,284	—
			Common Equity Warrants (6.40% of fully diluted common equity)	(11)	12/31/12		151,514	—
						$8,568,169	$9,031,772	$7,243,697

Subtotal Affiliate Investments				
Total Investments as of 12/31/2015	159.7%*	$143,855,598	$144,230,262	$142,760,426

* Value as a percentage of net assets

15

(1) Debt investments and the CLO subordinated notes are income producing investments unless an investment is on non accrual. Common equity options, residual values and warrants are non-income producing. All investments other than Atrium Innovations, Inc., Shinnecock CLO 2006-1, Ltd., WBL SPE I, LLC, WBL SPE II, LLC and World Business Lenders, LLC are qualifying assets for purposes of Section 55(a) of the Investment Company Act of 1940, as amended. The Company's non-qualifying assets, on a fair value basis, comprise 12.2% of the Company's total assets.

(2) For each loan, the Company has provided the interest rate in effect on the date presented, as well as the contractual components of that interest rate. In the case of the Company's variable or floating rate loans, the interest rate in effect takes into account the applicable LIBOR rate in effect on the date presented or, if higher, the applicable LIBOR floor.

(3) Gross unrealized appreciation, gross unrealized depreciation, and net unrealized depreciation for federal income tax purposes totaled $1.9 million, $2.5 million, and $0.6 million, respectively. The tax cost of investments is $143.4 million.

(4) "Residual value" represents the value of the Company’s share in the collateral securing the loan.

(5) On May 27, 2015, the Company's investment in CRS Reprocessing, LLC ("CRS") was restructured in a manner that strengthened the credit profile of the borrower. The restructured investment carries a fixed interest rate of 5.00% and has a principal amount of $7.0 million, which includes all previously unpaid interest amounts. The maturity date of the restructured investment remains unchanged at September 30, 2016. CRS was taken off non-accrual during the three months ended June 30, 2015 and interest income on the restructured loan is currently being accrued.

(6) Credit facility has an unfunded commitment in addition to the amounts shown in the Schedule of Investments. See Note 9 for further discussion on portion of commitment unfunded at December 31, 2015.

(7) As of December 31, 2015, Infinite Aegis Group, LLC ("IA") was four months behind in interest payments and owed the Company $593,993 in interest, fees and expenses. The Company’s investment in Infinite Aegis Group, LLC remained on accrual status, as of December 31, 2015, due to the substantive evidence of a refinancing agreement that was expected to close during the three months ended March 31, 2016. On February 29, 2016, a refinancing occurred, and our $9.1 million debt investment in IA was paid off at par as a result of the purchase of the majority of IA's assets by Infinite Care, LLC ("IC"). We also received $1.4 million in accrued and unpaid interest and fees. In conjunction with the payoff of our investment in IA, we invested $3.0 million into the common equity of IC and provided a $6.0 million senior secured term loan and a $1.0 million senior secured revolver (unfunded at close).

(8) The "Fee Letter" represents an agreement with the borrower that will pay us an amount at maturity or when the loan is paid off that makes our effective cash coupon over the life of the investment equal to LIBOR +15.00%.

(9) The Peekay Acquisition, LLC (Christals) "Accommodation Fee" is a fee that one of the other lenders to Peekay Acquisition, LLC agreed to pay to the Company during the term of the Company's senior secured term loan investment in Peekay Acquisition, LLC. The amount of the fee is equal to the aggregate principal amount of the outstanding term loan held by the Company multiplied by a per annum rate of 3%. This fee is calculated and treated as if it is interest on the outstanding principal amount of the loan.

(10) The Company's common equity investment in Peekay Boutiques, Inc. has been classified as an affiliated investment because the Company owns more than 5% of the outstanding voting securities of Peekay Boutiques, Inc. The Company's senior secured term loan in Peekay Acquisition, LLC has also been classified as an affiliated investment because Peekay Acquisition, LLC is a wholly owned subsidiary of Peekay Boutiques, Inc.

(11) Solex Fine Foods, LLC ("Solex") is on non-accrual status at December 31, 2015. The amortized cost balance of $1,626,670 as of December 31, 2015 has not changed since the investment was put on non-accrual status effective November 1, 2014. The outstanding balance of $1,847,856 as of December 31, 2015 includes $164,377 of PIK interest capitalized to the principal balance. The investment was exited in February 2016 for cash consideration of $926,204.

(12) Supplemental PIK accrues on Solex each quarter and is determined based on the Senior Debt to EBITDA calculation as of the last day of the immediately preceding quarterly payment period. Since the investment was put on non-accrual status effective November 1, 2014, the PIK has not been accrued and the cost balance remains

$1,626,670; however, the outstanding principal balance reflects the accrued PIK.

(13) On July 7, 2015, Douglas Machines Corp. refinanced the Company's $1.5 million revolver commitment with another lender; the Company reduced the $4.3 million term loan interest rate from 13.5% to 12.5%, extended the maturity date from April 6, 2017 to December 31, 2018 and it became a junior secured term loan.

(14) The Company owns 0.31% of the equity Class B units in WBL. However, due to the liquidation preference of the Class B units we would receive 0.50% of the proceeds in a liquidation of the company at the December 31, 2015 fair value.

(15) The coupon on the loan is subject to a pricing grid based on the ratio of Debt to EBITDA of the portfolio company.

(16) The subordinated notes of the CLO are the most junior tranche of securities in the securitization and have the attributes of equity. Our investment in Shinnecock CLO 2006-1 Ltd. is referred to as CLO Equity in other parts of this document.

(17) The debt investment in Peekay Acquisition, LLC ("Peekay") was not paid off by its February 15, 2016 maturity date. Lenders entered into an amendment with Peekay agreeing to forbear until July 31, 2016, subject to certain financial restructuring steps taken by the company during the forbearance period.

Harvest Capital Credit Corporation
Notes to Unaudited Financial Statements

Note 1. Organization

Harvest Capital Credit Corporation (“HCAP” or the "Company") was incorporated as a Delaware corporation on November 14, 2012, for the purpose of, among other things, acquiring Harvest Capital Credit LLC (“HCC LLC”). HCAP acquired HCC LLC on May 2, 2013, in connection with HCAP's initial public offering. HCAP is an externally managed, closed-end, non-diversified management investment company that has filed an election to be treated as a business development company (“BDC”) under the Investment Company Act of 1940, as amended (the “1940 Act”). In addition, for tax purposes, HCAP has elected to be treated as a regulated investment company (“RIC”) under Subchapter M of the Internal Revenue Code of 1986, as amended (the “Code”). As an investment company, we follow accounting and reporting guidance as set forth in Financial Accounting Standards Board ("FASB") Accounting Standards Codification ("ASC") 946, Financial Services- Investment Companies.

Note 2. Summary of Significant Accounting Policies

Basis of Financial Statement Presentation

The accompanying financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America (“GAAP”) and in accordance with the rules and regulations of the SEC and Regulation S-X. In the opinion of management, all adjustments of a normal recurring nature considered necessary for the fair statement of the Company's financial statements have been made. Certain prior period amounts have been reclassified to reflect current period classification.

In preparing the financial statements in accordance with GAAP, management is required to make estimates and assumptions that affect the reported amounts of assets and liabilities, and disclosures of contingent assets and liabilities, as of the date of the statement of assets and liabilities and income and expenses for the period. Actual results could differ from those estimates.

Basis for Consolidation

In accordance with Article 6 of Regulation S-X, the Company does not consolidate portfolio company investments.

Under the investment company rules and regulations pursuant to the American Institute of Certified Public Accountants Audit and Accounting Guide for Investment Companies, codified in ASC 946, the Company is precluded from consolidating any entity other than another investment company, except that ASC 946 provides for the consolidation of a controlled operating company that provides substantially all of its services to the investment company or its consolidated subsidiaries.

Cash

Cash and cash equivalents as presented in the statement of assets and liabilities and the statement of cash flows include bank checking accounts and short term securities with an original maturity of less than 90 days.

Restricted Cash

Restricted cash of $2.6 million and $2.5 million as of March 31, 2016 and December 31, 2015, respectively, was held at U.S. Bank, National Association in conjunction with the Company's Credit Facility (see Note 3. Borrowings). The Company is restricted from accessing this cash until the monthly settlement date when, after delivering a covenant

compliance certificate, the net restricted cash is released to us after paying interest, fees and expenses owed under our Credit Facility.

Investments and Related Investment Revenue and Expense

All investments and the related revenue and expenses attributable to these investments are reflected on the statement of operations commencing on the settlement date unless otherwise specified by the transaction documents.

The Company accrues interest income if it expects that ultimately it will be able to collect it. Generally, when an interest payment default occurs on a loan in the portfolio, in which interest has not been paid for greater than 90 days, or if management otherwise believes that the issuer of the loan will not be able to service the loan and other obligations, the Company will place the

loan on non-accrual status and will cease recognizing interest income on that loan until all principal and interest is current through payment or until a restructuring occurs, such that the interest income is deemed collectible. However, the Company remains contractually entitled to this interest. The Company may make exceptions to this policy if the loan has sufficient collateral value and is in the process of collection and the amount of collectible interest is expected to be paid.

For loans with contractual PIK (payment-in-kind) interest income, which represents contractual interest accrued and added to the loan balance that generally becomes due at maturity, we will not accrue PIK interest if we believe that the PIK interest is no longer collectible, including if the portfolio company valuation indicates that such PIK interest is not collectible. Loan origination fees - net of direct loan origination costs, original issue discounts that initially represent the value of detachable equity warrants obtained in conjunction with the acquisition of debt securities and market discounts or premiums - are accreted or amortized using the effective interest method as interest income over the contractual life of the loan. Upon the prepayment of a loan or debt security, any unamortized net loan origination fee will be recorded as interest income. Loan exit fees that are contractually required to be paid at the termination or maturity of the loan will be accreted to interest income over the contractual term of the loan. We suspend the accretion of interest income for any loans or debt securities placed on non-accrual status. We may also collect other prepayment premiums on loans. These prepayment premiums are recorded as other income as earned. Dividend income, if any, will be recognized on the ex-dividend date.

Certain expenses related to legal and tax consultation, due diligence, valuation expenses and independent collateral appraisals may arise when the Company makes certain investments. To the extent that such costs are not classified as direct loan origination costs, these expenses are recognized in the statement of operations as they are incurred.

Excise Tax

The Company estimates excise tax based on timely information available. As of December 31, 2015, the Company estimated excise tax for the calendar year of 2015 to be $1,393. Excise tax for the three months ended March 31, 2016, was $2,615.

Investment Date

The Company records investment purchases and sales based on the trade date. For instances when the trade date and funding date differ, the Company captures the open trades in the receivable for securities sold or payable for securities purchased on the statements of assets and liabilities.

Net Realized Gains or Losses and Net Change in Unrealized Appreciation or Depreciation

Realized gains and losses on investments are calculated using the specific identification method. We measure realized gains or losses on equity investments as the difference between the net proceeds from the sale and the amortized cost basis of the investment, without regard to unrealized appreciation or depreciation previously recognized. We measure realized gains or losses on debt investments as the difference between the net proceeds from the repayment or sale and the contractual amount owed to us on the investment, without regard to unrealized appreciation or depreciation previously recognized or unamortized deferred fees. The acceleration of unamortized deferred fees is recognized as interest income and the collection of prepayment and other fees is recognized as other income. We recognized $1.2 million in realized losses during the three months ended March 31, 2016 and $0.0 million in realized gains during the three months ended March 31, 2015.

Net changes in unrealized appreciation or depreciation measure changes in the fair value of our investments relative to changes in their amortized cost. We recognized $(1.5) million in net change in unrealized depreciation during the three months ended March 31, 2016 and $(1.7) million in net change in unrealized depreciation during the three

months ended March 31, 2015.

Classification of Investments

We classify our investments by level of control. As defined in the 1940 Act, control investments are those where there is the ability or power to exercise a controlling influence over the management or policies of a company. Control is generally deemed to exist when a company or individual owns beneficially more than 25% of the voting securities of an investee company. Affiliated investments and affiliated companies are defined by a lesser degree of influence and are deemed to exist through beneficial ownership of 5% or more, but generally 25% or less, of the outstanding voting securities of another person. The Company had 30 investments that were classified as non-control/non-affiliate investments as of March 31, 2016 and December 31, 2015. The Company had 3 investments classified as affiliate as of March 31, 2016 and 3 classified as affiliate as of December 31, 2015. The Company had 1 investment classified as control as of March 31, 2016 and none classified as control as of December 31, 2015.

The control investment as of March 31, 2016 was the result of an investment in a portfolio company during the quarter ended March 31, 2016 whereby we obtained a controlling financial interest.

As of December 31, 2014, one of our investments, Peekay Acquisitions, LLC and its parent Peekay Boutiques, Inc. (f/k/a Dico, Inc.), was categorized as a non-affiliated investment, even though the Company became the owner of 5.99% of Peekay Boutiques, Inc.'s common stock effective on December 31, 2014. This investment has been re-categorized as an affiliate investment as of December 31, 2014 and for the periods subsequent to December 31, 2014 in this Form 10-Q. Interest income from this investment has been reclassified as affiliated for the three months ended March 31, 2015.

Valuation of Investments

Valuation analyses of the Company’s investments are performed on a quarterly basis pursuant to ASC 820, Fair Value Measurement. ASC 820 defines fair value, establishes a framework for measuring fair value in accordance with applicable accounting guidance and expands disclosure of fair value measurements.

Pursuant to ASC 820, the valuation standard used to measure the value of each investment is fair value defined as, “the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.” Investments are recorded at their fair value at each quarter end (the measurement date).

Fair Value Investment Hierarchy

Accounting standards establish a fair value hierarchy which requires an entity to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value. The standard describes three levels of inputs that may be used to measure fair value:

Level 1	Quoted prices (unadjusted) for identical assets or liabilities in active public markets that the entity has the ability to access as of the measurement date.
Level 2	Significant other observable inputs other than Level 1 prices such as quoted prices for similar assets or liabilities; quoted prices in markets that are not active; or other inputs that are observable or can be corroborated by observable market data.
Level 3	Significant unobservable inputs that reflect a reporting entity’s own assumptions about what market participants would use in pricing an asset or liability.

Valuation Process

Investments are measured at fair value as determined in good faith by our management team, reviewed by the audit committee of the board of directors (independent directors), and ultimately approved by our board of directors, based on, among other factors, consistently applied valuation procedures on each measurement date.

In the case of investments that are Level 3 assets and have an investment rating of 2 through 5 (with performance ranging from within expectations to substantially below expectations), we engage an independent external valuation firm to review all such material investments quarterly. In the case of investments that are Level 3 assets and have an investment rating of 3 through 5, our management or the investment professionals of our investment adviser prepare an internal valuation analysis (in the form of a portfolio monitoring report or “PMR”), which is considered in addition to the review of the independent external valuation firm. In the case investments that are Level 3 assets and have an investment rating of 1, we engage an independent external valuation firm to review all material investments, at least annually. In quarters where an external valuation is not prepared for such investments, our management or the

investment professionals of our investment adviser prepare a PMR for such investments. However, in certain cases for Level 3 assets that are internally rated 2, we may determine that it is more appropriate for the Company to prepare a PMR instead of engaging an independent valuation firm on a quarterly basis, because a third-party valuation is not cost effective or the nature of the investment does not warrant a quarterly third-party valuation. Level 3 debt investments which have closed within six months of the measurement date are valued at cost unless unique circumstances dictate otherwise. In the case of investments that are Level 1 or 2 assets, a PMR is generally not prepared and no independent external valuation firm is engaged due to the availability of quotes in markets (which may or may not be active) for such investments or similar assets.

The board of directors undertakes a multi-step valuation process at each measurement date.

- Our valuation process begins with (i) an internally prepared PMR, (ii) an external valuation report prepared by an independent valuation firm, or both (i) and (ii), depending on the investment's rating and whether it is categorized as a Level 1, 2 or 3 asset.

- Preliminary valuation conclusions are documented and discussed with our senior management.

- The audit committee of our board of directors reviews and discusses the preliminary valuations.

- The board of directors discusses valuations and determines the fair value of each investment in our portfolio in good faith, based upon the input of our senior management, the independent valuation firm (if reviewed in such quarter), and the audit committee.

Valuation Methodology

The following section describes the valuation methods and techniques used to measure the fair value of the investments.

Fair value for each investment will be derived using a combination of valuation methodologies that, in the judgment of our management, are most relevant to such investment, including, without limitation, being based on one or more of the following: (i) market prices obtained from market makers for which our management has deemed there to be enough breadth (number of quotes) and depth to be indicative of fair value, (ii) the price paid or realized in a completed transaction or binding offer received in an arms-length transaction, (iii) market approach (enterprise value), (iv) income approach (discounted cash flow analysis) or the (v) bond yield approach.

The valuation methods selected for a particular investment are based on the circumstances and on the level of sufficient data available to measure fair value. If more than one valuation method is used to measure fair value, the results are evaluated and weighted, as appropriate, considering the reasonableness of the range indicated by those results. A fair value measurement is the point within that range that is most representative of fair value in the circumstances.

The determination of fair value using the selected methodologies takes into consideration a range of factors including, but not limited to, the price at which the investment was acquired, the nature of the investment, local market conditions, trading values on public and private exchanges for comparable securities, current and projected operating performance and financing transactions subsequent to the acquisition of the investment, compliance with agreed upon terms and covenants, and assessment of credit ratings of an underlying borrower.

In most cases we use the bond yield approach for valuing our Level 3 debt investments, as long as we deem this method appropriate. This approach entails analyzing the interest rate spreads for recently completed financing transactions which are similar in nature to ours, in order to assess what the range of effective market interest rates would be for our investment if it were being made on or near the valuation date. Then all of the remaining expected cash flows of the investment are discounted using this range of interest rates to determine a range of fair values for the debt investment.

The fair value of equity securities, including warrants, in portfolio companies oftentimes considers the market approach, which applies market valuation multiples of publicly-traded firms or recently acquired private firms engaged in businesses similar to those of the portfolio companies. This approach to determining the fair value of a portfolio company's equity security will typically involve: (1) applying to the portfolio company's trailing twelve month EBITDA (earnings before interest, taxes, depreciation and amortization) a range of enterprise value to EBITDA multiples that are derived from an analysis of comparable companies, in order to arrive at a range of enterprise values for the portfolio company; then (2) subtracting from the range of enterprise values balances of any

debt or equity securities that rank senior to our equity securities; and (3) multiplying the range of equity values by the Company's ownership share of such equity to determine a range of fair values for the Company's equity investment.

We also use the income approach, which discounts a portfolio company's expected future cash flows to determine its net present enterprise value. The discount rate used is based upon the company's weighted average cost of capital, which is determined by blending the cost of the company's various debt instruments and its estimated cost of equity capital. The cost of equity capital is estimated based upon our market knowledge and discussions with private equity sponsors.

These valuation methodologies involve a significant degree of judgment. As it relates to investments that do not have an active public market, there is no single standard for determining the estimated fair value. Valuations of privately held investments

are inherently uncertain, and they may fluctuate over short periods of time and may be based on estimates. The determination of fair value may differ materially from the values that would have been used if a ready market for these investments existed. In some cases, fair value of such investments is best expressed as a range of values derived utilizing different methodologies from which a single estimate may then be determined.

Consequently, fair value for each investment may be derived using a combination of valuation methodologies that, in the judgment of our management, are most relevant to such investment. The selected valuation methodologies for a particular investment are consistently applied on each measurement date. However, a change in a valuation methodology or its application from one measurement date to another is possible if the change results in a measurement that is equally or more representative of fair value in the circumstances.

Capital Gains Incentive Fee

Under GAAP, the Company calculates the capital gains incentive fee as if the Company had realized all investments at their fair values as of the reporting date. Accordingly, the Company accrues a provisional capital gains incentive fee taking into account any unrealized gains or losses. As the provisional incentive fee is subject to the performance of investments until there is a realization event, the amount of provisional capital gains incentive fee accrued at a reporting date may vary from the capital gains incentive fee that is ultimately realized and the differences could be material.

Deferred Offering Costs

Deferred offering costs are made up of offering costs related to the preparation and filing of the Company's shelf registration statement on Form N-2 in November 2014 and the expenses related to the Company's unsecured notes issued in January 2015. The deferred offering costs consist of underwriting fees, legal fees and other direct costs incurred by the Company in conjunction with preparation and filing of the Company's shelf registration statement on Form N-2 and are recognized as assets and are amortized as deferred offering expense over the term of the applicable offering. The balance of deferred offering costs as of March 31, 2016 and December 31, 2015 was $975,481 and $1,023,246, respectively. The amortization expense relating to deferred debt offering costs during the three months ended March 31, 2016 and March 31, 2015 was $47,764 and $29,513, respectively.

Deferred Financing Costs

Deferred financing costs are made up of debt issuance costs associated with the Company's revolving line of credit. The deferred debt issuance costs consist of fees and other direct costs incurred by the Company in obtaining debt financing from its lenders and are recognized as assets and are amortized as interest expense over the term of the applicable credit facility. The balance of deferred financing costs as of March 31, 2016 and December 31, 2015 was $682,581 and $748,637, respectively. The amortization expense relating to deferred debt financing costs during the three months ended March 31, 2016 and March 31, 2015 was $66,057and $66,057, respectively.

Dividends and Distributions

Dividends and distributions to common stockholders are recorded on the ex-dividend date. Distributions to shareholders which exceed tax distributable income (tax net investment income and realized gains, if any) are reported as distributions of paid-in capital (i.e. return of capital). The determination of the tax attributes of our distributions is made at the end of the year based upon our taxable income for the full year and the distributions paid during the full year. Therefore, a determination of tax attributes made on a quarterly basis may not be representative of the actual tax attributes of distributions for a full year. Net realized capital gains, if any, are distributed at least annually, although the Company may decide to retain such capital gains for investment. The Company adopted a dividend reinvestment

plan that provides for reinvestment of our dividends and other distributions on behalf of our stockholders, unless a stockholder elects to receive cash. As a result, if the board of directors authorizes, and we declare, a cash dividend or other distribution, then our stockholders who have not "opted out" of our dividend reinvestment plan will have their cash distribution automatically reinvested in additional shares of our common stock, rather than receiving the cash distribution.

During both the three months ended March 31, 2016 and the three months ended March 31, 2015, the Company declared dividends totaling $0.34 per share.

Income Taxes

Beginning with its first taxable year ending December 31, 2013, the Company elected to be treated, and intends to qualify annually thereafter, as a RIC under Subchapter M of the Code. To qualify as a RIC, the Company is required to meet certain income and asset diversification tests in addition to distributing at least 90% of ordinary income and realized net short-term capital gains in excess of realized net long-term capital losses, if any, out of the assets legally available for distribution. As a RIC, the Company will be subject to a 4% nondeductible federal excise tax on certain undistributed income unless the Company distributes in a timely manner an amount at least equal to the sum of (1) 98% of its ordinary income for each calendar year, (2) 98.2% of its capital gain net income for the 1-year period ending October 31 in that calendar year and (3) any ordinary income and net capital gains for preceding years that were not distributed during such years and on which the Company paid no U.S. federal income tax.

The Company’s tax returns are subject to examination by federal, state and local taxing authorities. Because many types of transactions are susceptible to varying interpretations under federal and state income tax laws and regulations, the amounts reported in the accompanying financial statements may be subject to change at a later date by the respective taxing authorities. For tax positions meeting the more-likely-than-not threshold, the amount recognized in the financial statements is the largest benefit that has a greater than 50% likelihood of being realized upon ultimate settlement with the relevant tax authority. Penalties or interest that may be assessed related to any income taxes would be classified as other operating expenses in the financial statements. Based on an analysis of our tax position, there are no uncertain tax positions that met the recognition or measurement criteria and the Company has no amounts accrued for interest or penalties as of March 31, 2016. Neither HCC LLC nor the Company is currently undergoing any tax examinations. The Company does not anticipate any significant increase or decrease in unrecognized tax benefits for the next twelve months.

Recent Accounting Pronouncements

In April 2015, the FASB issued ASU 2015-03, Simplifying the Presentation of Debt Issuance Cost, which requires debt issuance costs to be presented on the balance sheet as a direct deduction from the associated debt liability and in August 2015, the FASB issued ASU 2015-15, Presentation and Subsequent Measurement of Debt Issuance Costs Associated with Line-of-Credit Arrangements, which clarifies the application of ASU 2015-03 to debt issuance costs associated with the line-of-credit arrangements and allows presentation of debt issuance costs on these instruments as assets that are amortized over the term of the instrument. Adoption of these standards will result in the presentation of our Notes net of the associated debt issuance costs in the liabilities section on the Statement of Assets and Liabilities. There will be no changes to the accounting or presentation of our Credit Facility. ASU 2015-03 and ASU 2015-15 are effective for fiscal years beginning after December 15, 2015. As an emerging growth company, we have the option to adopt these pronouncements for interim periods beginning after December 15, 2016 and have elected to do so.

In August 2015, the FASB issued ASU 2015-14, Revenue from Contracts with Customers, which defers the effective date of ASU 2014-09, Revenue from Contracts with Customers. ASU 2014-09 outlines a single comprehensive model for entities to use in accounting for revenue arising from contracts with customers and supersedes most current revenue recognition guidance, including industry-specific guidance. ASU 2014-09 has been deferred by one year via the ASU 2015-14 and will now be effective for fiscal years beginning after December 15, 2019, and interim periods beginning after December 15, 2020, and requires either a retrospective or a modified retrospective approach to adoption. Early adoption is not permitted but you can adopt as of the original effective date of December 15, 2016. We are currently evaluating the impact to our financial statements.

In January 2016, the FASB issued ASU 2016-01, Recognition and Measurement of Financial Assets and Financial Liabilities to ASC Topic 825, Financial Instruments. ASU 2016-01 amends certain aspects of recognition, measurement, presentation and disclosure of financial instruments, including the requirement to measure certain equity investments at fair value with changes in fair value recognized in net income. ASU 2016-01 is effective for interim and annual reporting periods in fiscal years beginning after December 15, 2017. We are currently evaluating the impact of the adoption of ASU 2016-01 on our financial statements.

Note 3. Borrowings

On October 29, 2013, the Company entered into a Loan and Security Agreement with CapitalSource Bank (now Pacific Western Bank), as agent and a lender, and each of the lenders from time to time party thereto, including City National Bank, to provide the Company with a $55.0 million senior secured revolving credit facility (the “Credit Facility”). The Credit Facility is secured by all of the Company’s assets and has an accordion feature that allows the size of the facility to increase up to $85.0 million. The final maturity date under the Credit Facility is October 29, 2018.

The Credit Facility was amended on September 22, 2015 to extend the revolving period and lower the interest rate. The original Credit Facility had a revolving period that expired on October 29, 2015. Advances under the original Credit Facility bore interest at a rate per annum equal to the lesser of (i) LIBOR plus 4.50% and (ii) the maximum rate permitted under applicable law. The amended Credit Facility has a revolving period that expires on April 30, 2017. Advances under the amended Credit Facility bear interest at a rate per annum equal to the lesser of (i) the applicable LIBOR rate plus 3.25% (with a 0.50% LIBOR floor) and (ii) the maximum rate permitted under applicable law.
In addition, the Credit Facility requires payment of a fee for unused amounts during the revolving period, which fee varies depending on the obligations outstanding as follows: (i) 0.75% per annum, if the average daily principal balance of the obligations outstanding for the prior month are less than fifty percent of the maximum loan amount; and (ii) 0.50% per annum, if such obligations outstanding are equal to or greater than fifty percent of the maximum loan amount. In each case, the fee is calculated based on the difference between (i) the maximum loan amount under the Credit Facility and (ii) the average daily principal balance of the obligations outstanding during the prior calendar month.
The Credit Facility also contains customary terms and conditions, including, without limitation, affirmative and negative covenants, including, without limitation, information reporting requirements, a minimum tangible net worth, a minimum debt service coverage ratio, a minimum liquidity of 4% of the maximum loan amount, a maximum leverage ratio of 1.00 to 1.00, and maintenance of RIC and business development company status. In addition, the Credit Facility contains a covenant that limits the amount of our unsecured longer-term indebtedness (as defined in the Credit Facility), which includes our Notes, to 50% of the maximum borrowing amount under the Credit Facility. The Credit Facility also contains customary events of default, including, without limitation, nonpayment, misrepresentation of representations and warranties in a material respect, breach of covenant, cross-default to other indebtedness, bankruptcy, change of control, and the occurrence of a material adverse effect. In addition, the Credit Facility provides that, upon the occurrence and during the continuation of such an event of default, the Company’s administration agreement could be terminated and a backup administrator could be substituted by the agent.
All of the Company's assets are pledged as collateral under the Credit Facility. Availability under the Credit Facility is determined by advance rates against eligible loans in the borrowing base up to a maximum aggregate availability of $55.0 million. Advance rates against individual investments range from 40% to 65% depending on the seniority of the investment in the borrowing base.

As of March 31, 2016, the outstanding balance on the Credit Facility was $36.3 million. As of December 31, 2015, the outstanding balance on the Credit Facility was $29.7 million. As of March 31, 2016 and December 31, 2015, the Company was in compliance with its debt covenants.

On January 27, 2015, the Company closed the public offering of $25.0 million in aggregate principal amount of its 7.00% Notes due 2020 (the "Notes"). On February 4, 2015, the Company closed on an additional $2.5 million in aggregate principal amount of Notes to cover the over-allotment option exercised by the underwriters. In total, the Company issued 1,100,000 Notes at a price of $25.00 per Note. The total net proceeds to the Company from the Notes, after deducting underwriting discounts of $0.8 million and offering expenses of $0.2 million, were $26.5 million.

The Notes mature on January 16, 2020 and bear interest at a rate of 7.00%. They are redeemable in whole or in part at anytime at the Company's option after January 16, 2017 at a price equal to 100% of the outstanding principal amount of the Notes plus accrued and unpaid interest. The Notes are unsecured obligations of the Company and rank pari passu with any future unsecured indebtedness; senior to any of the Company’s future indebtedness that expressly provides it is subordinated to the Notes; effectively subordinated to all of the existing and future secured indebtedness of the Company, to the extent of the value of the assets securing such indebtedness, including borrowings under the Credit Facility; and structurally subordinated to all existing and future indebtedness and other obligations of any subsidiaries, financing vehicles, or similar facilities the Company may form in the future, with respect to claims on the assets of any such subsidiaries, financing vehicles, or similar facilities. Interest on the Notes is payable quarterly on January 16, April 16, July 16, and October 16 of each year. The Notes are listed on the NASDAQ Global Market

under the trading symbol “HCAPL.” The Company may from time to time repurchase Notes in accordance with the 1940 Act and the rules promulgated thereunder. As of March 31, 2016, the outstanding principal balance of the Notes was $27.5 million and the debt issuance costs balance was $1.0 million .

The indenture governing the Notes (the "Notes Indenture”) contains certain covenants, including covenants (i) requiring the Company’s compliance with the asset coverage requirements set forth in Section 18(a)(1)(A) as modified by Section 61(a)(1) of the 1940 Act, whether or not the Company continues to be subject to such provisions of the 1940 Act; (ii) requiring the Company’s compliance, under certain circumstances, with a modified version of the requirements set forth in Section 18(a)(1)(B) as modified

by Section 61(a)(1) of the 1940 Act, whether or not the Company continues to be subject to such provisions of the 1940 Act, prohibiting the declaration of any cash dividend or distribution upon any class of the Company's capital stock (except to the extent necessary for the Company to maintain its status as a RIC under Subchapter M of the Code), or purchasing any such capital stock, if the Company's asset coverage, as defined in the 1940 Act, were below 200% at the time of the declaration of the dividend or distribution or the purchase and after deducting the amount of such dividend, distribution, or purchase; and (iii) requiring the Company to provide financial information to the holders of the Notes and the custodian if the Company ceases to be subject to the reporting requirements of the Securities Exchange Act of 1934. These covenants are subject to limitations and exceptions that are described in the Notes Indenture. As of March 31, 2016, the Company was in compliance with its debt covenants.

Note 4. Concentrations of Credit Risk

The Company's investment portfolio consists primarily of loans to privately-held small to mid-size companies. Many of these companies may experience variation in operating results. Many of these companies do business in regulated industries and could be affected by changes in government regulations.

The largest debt investments may vary from year to year as new debt investments are recorded and repaid. The Company's five largest debt investments represented approximately 33.0% and 33.0% of total debt investments outstanding as of March 31, 2016 and December 31, 2015, respectively. Investment income, consisting of interest and fees, can fluctuate significantly upon repayment of large loans. Interest income from the five largest debt investments accounted for approximately 24.2% and 28.2% of total loan interest and fee income for the three months ended March 31, 2016 and March 31, 2015, respectively.

Note 5. Shareholders' Equity

The following tables summarize the total shares issued and proceeds received under the Company's DRIP plan for shares of the Company's common stock net of any underwriting discounts and offering costs for the quarters ended March 31, 2016 and March 31, 2015.

	2016		2015	
	Shares Issued	Proceeds	Shares Issued	Proceeds
Total dividend reinvestment plan for the three months ended March 31	12,094	$122,951	21,636	$261,956

As of March 31, 2016, the Company had no warrants outstanding. As of March 31, 2015, the Company had warrants outstanding to purchase an aggregate of 39,827 shares of its common stock. Each warrant was exercisable at any time, but no later than its expiration date, which, depending on the warrants, ranged from April 9, 2015 to June 22, 2015. Each warrant had an exercise price per share of approximately (and in no event less than) $15.00, subject to standard adjustments for stock splits, stock dividends, combinations of common stock, reclassifications, recapitalizations, or other similar events affecting the number of outstanding shares of common stock.

On March 8, 2016, our board of directors authorized a $3.0 million open market stock repurchase program. Pursuant to our program, we are authorized to repurchase up to $3.0 million in the aggregate of our outstanding stock in the open market. The timing, manner, price and amount of any share repurchases will be determined by our management in its discretion, and no assurances can be given that any common stock, or any particular amount, will be purchased. Unless amended by our board of directors, the repurchase program will expire on the earlier of December 31, 2016 and the repurchase of $3.0 million of our outstanding shares of common stock. The program may be suspended, extended, modified, or discontinued at any time. During the three months ended March 31, 2016, the Company did not repurchase any shares of its common stock.

Note 6. Fair Value Measurements

As described in Note 2, the Company uses fair value measurements to record fair value adjustments to certain assets and liabilities and to determine fair value disclosures. A description of the valuation methodologies used for assets and liabilities recorded at fair value, and for estimating fair value for financial and non-financial instruments not recorded at fair value, is set forth below.

Unsecured notes: The Notes are a Level 2 financial instrument with readily observable market inputs from other comparable unsecured notes in the marketplace. The unsecured notes trade under the ticker HCAPL and as of March 31, 2016 the fair value of $27.8 million was based on the closing price of the Notes on that day.

Off-balance sheet financial instruments: The fair value of unfunded commitments is estimated based on the fair value of the funded portion of the corresponding debt investment.

As of March 31, 2016 and December 31, 2015, unfunded commitments totaled $2.4 million and $1.5 million, respectively, and if funded, their estimated fair values on such dates were $2.4 million and $1.5 million, respectively.

There were no assets or liabilities measured at fair value on a nonrecurring basis as of March 31, 2016 or December 31, 2015.

There were no transfers between levels of the fair value hierarchy during the three months ended March 31, 2016 or the three months ended March 31, 2015.

The following table details the financial instruments that are carried at fair value and measured at fair value on a recurring basis as of March 31, 2016 and December 31, 2015, respectively:

	Fair Values as of March 31, 2016			
	Level 1	Level 2	Level 3	Total
Financial assets:				
Senior Secured (1)	$—	$888,370	$72,408,185	$73,296,555
Junior Secured	—	13,757,133	54,297,070	68,054,203
CLO Equity	—	—	1,381,812	1,381,812
Equity	—	—	5,785,044	5,785,044
	$—	$14,645,503	$133,872,111	$148,517,614

	Fair Values as of December 31, 2015			
	Level 1	Level 2	Level 3	Total
Financial assets:				
Senior Secured (1)	$—	$911,269	$80,220,519	$81,131,788
Junior Secured	—	14,642,630	43,593,371	58,236,001
CLO Equity	—	—	1,567,860	1,567,860
Equity	—	—	1,824,777	1,824,777
	$—	$15,553,899	$127,206,527	$142,760,426

(1) Senior secured category includes both first out and last out term loans. The Company's last out senior secured loans are identified on the Schedule of Investments.

The following table provides quantitative information related to the significant unobservable inputs used to fair value the Company's Level 3 investments as of March 31, 2016 and December 31, 2015, respectively, and indicates the valuation techniques utilized by the Company to determine the fair value:

Type of Investment	Fair Value at March 31, 2016	Valuation Technique (1)	Significant Unobservable Input	Range	Weighted Average
Senior Secured (2)	$72,408,185	Bond Yield	Risk adjusted discount factor	8.5% - 22.9%	13.5%
		Market	EBITDA multiple	0.7x - 9.0x	5.3x
		Income	Weighted average cost of capital	9.8% - 22.0%	16.7%
Junior Secured	$54,297,070	Bond Yield	Risk adjusted discount factor	4.2% - 22.0%	12.3%
		Market	EBITDA multiple	5.8x - 8.3x	6.7x
		Income	Weighted average cost of capital	10.0% - 25.0%	18.9%
Equity	$5,785,044	Market	EBITDA multiple	3.8x - 17.3x	9.5x
		Income	Weighted average cost of capital	9.8% - 20.0%	15.6%
CLO equity	$1,381,812	Bond Yield	Risk adjusted discount factor	18.0%	18.0%

Type of Investment	Fair Value at December 31, 2015	Valuation Technique (1)	Significant Unobservable Input	Range	Weighted Average
Senior Secured (2)	$80,220,519	Bond Yield	Risk adjusted discount factor	9.1% - 30.0%	13.7%
		Market	EBITDA multiple	2.2x - 9.2x	4.7x
		Income	Weighted average cost of capital	2.2% - 20.6%	10.2%
Junior Secured	$43,593,371	Bond Yield	Risk adjusted discount factor	4.9% - 21.8%	12.8%
		Market	EBITDA multiple	1.8x - 8.3x	5.7x
		Income	Weighted average cost of capital	4.0% - 19.5%	8.3%

Equity	$1,824,777	Market	EBITDA multiple	2.6x - 16.6x	8.8x
		Income	Weighted average cost of capital	10.1% - 20.6%	14.1%
CLO equity	$1,567,860	Bond Yield	Risk adjusted discount factor	13.2%	13.2%

26

(1) When estimating the fair value of its debt investments, the Company typically utilizes the bond yield technique. The significant unobservable inputs used in the fair value measurement under this technique are risk adjusted discount factors. However, the Company also takes into consideration the market technique and income technique in order to determine whether the fair value of the debt investment is within the estimated enterprise value of the portfolio company. The significant unobservable inputs used under these techniques are EBITDA multiples, weighted average cost of capital and expected principal recovery. Under the bond yield technique, significant increases (decreases) in the risk adjusted discount factors would result in a significantly lower (higher) fair value measurement.

When estimating the fair value of its equity investments, the Company utilizes the (i) market technique and (ii) income technique. The significant unobservable inputs used in the fair value measurement of the Company's equity investments are EBITDA multiples and weighted average cost of capital ("WACC"). Significant increases (decreases) in EBITDA multiple inputs in isolation would result in a significantly higher (lower) fair value measurement. Significant increases (decreases) in WACC inputs in isolation would result in a significantly lower (higher) fair value measurement.

When estimating the value of its CLO equity investment, the Company typically utilizes the bond yield technique. The significant unobservable inputs used in the fair value measurement under this technique are risk adjusted discount factors. The Company also utilizes the performance and covenant compliance information as provided by the independent trustee along with other risk factors including default risk, prepayment rates, interest rate risk and credit spread risk when valuing this investment.

When estimating the fair value of its revenue-linked security, the Company utilizes the bond yield technique and the specific provisions contained in the royalty security agreement. The determination of the fair value utilizing the specific provisions contained in the royalty security agreement is not a significant component of the Company's valuation process.

(2) Senior secured category includes both first out and last out loans. The Company's last out senior secured loans are identified on the Schedule of Investments.

The following table shows a reconciliation of the beginning and ending balances for Level 3 assets. Transfers between investment type and level, if any, are recognized at fair value at the end of the quarter in which the transfers occur :

	Three Months Ended March 31, 2016				
	Senior Secured (1)	Junior Secured	CLO Equity	Equity	Total Level 3 Assets
Fair value of portfolio, beginning of period	$80,220,519	$43,593,371	$1,567,860	$1,824,777	$127,206,527
New investments	6,266,667	10,800,000	—	3,900,000	20,966,667
Principal payments received	(12,896,700)	(25,000)	(43,930)	—	(12,965,630)
Loan origination fees received	28,125	(216,000)	—	—	(187,875)
Payment in kind interest earned	110,177	43,648	—	—	153,825
Accretion of deferred loan origination fees/discounts	168,199	319,539	—	—	487,738
Transfer (to) from investment type	—	—	—	—	—
Net realized losses on investments	(700,465)	—	—	(519,320)	(1,219,785)
Change in unrealized appreciation (depreciation) on investments (2)	(788,337)	(218,488)	(142,118)	579,587	(569,356)
Fair value of portfolio, end of period	$72,408,185	$54,297,070	$1,381,812	$5,785,044	$133,872,111

(1) Senior secured category includes both first out and last out loans. The Company's last out senior secured loans are identified on the Schedule of Investments.

(2) The net change in unrealized appreciation (depreciation) of Level 3 investments held at March 31, 2016, was ($1,815,014). Net realized gains/losses and net change in unrealized appreciation/depreciation are reflected on the Statement of Operations.

	Year ended December 31, 2015					
	Senior Secured (1)	Junior Secured	CLO Equity	Equity	Revenue-Linked Security	Total Level 3 Assets
Fair value of portfolio, beginning of period	$56,053,970	$43,744,802	$2,299,854	$1,375,670	$ 1,111,001	$104,585,297
New investments	36,866,906	11,440,000	—	448,077	—	48,754,983
Principal payments received	(8,083,579)	(16,108,274)	(315,133)	(89,225)	(1,060,166)	(25,656,377)
Loan origination fees received	(937,190)	(122,500)	—	—	—	(1,059,690)
Payment in kind interest earned	603,852	304,697	—	—	183,243	1,091,792
Accretion of deferred loan origination fees/discounts	812,213	1,628,575	—	—	—	2,440,788
Transfer (to) from level 3	—	—	—	—	—	—
Transfer (to) from investment type	(4,315,133)	4,315,133		—		—
Net realized losses on investments	—	(674,880)	(351,217)	(104,525)	—	(1,130,622)
Change in unrealized appreciation (depreciation) on investments (2)	(780,520)	(934,182)	(65,644)	194,780	(234,078)	(1,819,644)
Fair value of portfolio, end of period	$80,220,519	$43,593,371	$1,567,860	$1,824,777	$ —	$127,206,527

(1) Senior secured category includes both first out and last out loans. The Company's last out senior secured loans are identified on the Schedule of Investments.

(2) The net change in unrealized appreciation/(depreciation) of Level 3 investments held at December 31, 2015, was $(690,397). Net realized gains/(losses) and net change in unrealized appreciation/(depreciation) are reflected on the Statement of Operations.

The information presented should not be interpreted as an estimate of the fair value of the entire Company since a fair value calculation is only required for a portion of the Company’s assets and liabilities.

Due to the wide range of valuation techniques and the degree of subjectivity used in making the estimates, comparisons between the Company’s disclosures and those of other companies may not be meaningful.

Note 7: Related Party Transactions

We were founded in September 2011 by certain members of our investment adviser and JMP Group Inc. (now JMP Group LLC) ("JMP Group"), a full-service investment banking and asset management firm. JMP Group currently holds an equity interest in us and our investment adviser. JMP Group conducts its primary business activities through three wholly-owned subsidiaries: (i) Harvest Capital Strategies, LLC ("HCS"), an SEC registered investment adviser that focuses on long-short equity hedge funds, middle-market lending and private equity, (ii) JMP Securities LLC, a full-service investment bank that provides equity research, institutional brokerage and investment banking services to growth companies and their investors, and (iii) JMP Credit Advisors LLC ("JMP Credit Advisors"), which manages approximately $1.1 billion in credit assets of collateralized loan obligation funds and a total return swap.

In conjunction with our initial public offering in May 2013, HCAP entered into an investment advisory and management agreement with HCAP Advisors LLC ("HCAP Advisors"), which is a majority owned subsidiary of JMP

Group. Under the investment advisory and management agreement, the base management fee is calculated based on our gross assets (which includes assets acquired with the use of leverage and excludes cash and cash equivalents) at an annual rate of 2.0% on gross assets up to and including $350 million, 1.75% on gross assets above $350 million and up to and including $1 billion, and 1.5% on gross assets above $1 billion. The incentive fee consists of two parts. The first part is calculated and payable quarterly in arrears and equals 20% of our pre-incentive fee net investment income that exceeds a 2% quarterly (8% annualized) hurdle rate, subject to a catch-up provision measured at the end of each fiscal quarter. The second part is calculated and payable in arrears as of the end of each calendar year (or upon termination of the investment advisory and management agreement, as of the termination date) and equals

---

20% of our realized capital gains on a cumulative basis from inception through the end of each calendar year, computed net of all realized capital losses and unrealized capital depreciation on a cumulative basis, less the aggregate amount of any previously paid capital gain incentive fees.

The incentive fee is subject to a total return requirement, which provides that no incentive fee in respect of our pre-incentive fee net investment income is payable except to the extent 20% of the cumulative net increase in net assets resulting from operations over the then current and 11 preceding calendar quarters exceeds the cumulative income and capital gains incentive fees accrued and/or paid for the 11 preceding quarters. As a result, the total return requirement acts to defer our obligation to pay our investment adviser an incentive fee to the extent that we have generated cumulative net decreases in assets resulting from operations over the trailing 12 quarters due to unrealized or realized net losses on our investments and even in the event that our pre-incentive fee net investment income exceeds the hurdle rate. Additionally, our investment adviser agreed to waive its incentive fees from the period beginning with our initial public offering through March 31, 2014 to the extent required to support a minimum annual dividend yield of 9% (paid on a monthly basis) based on our initial public offering price per share of $15.00 per share. The number of shares of common stock taken into account in connection with this determination only included shares outstanding immediately after the initial public offering plus the number of shares of common stock issued pursuant to our dividend reinvestment plan relating to those shares during the waiver period. Incentive fee expense for the three months ended March 31, 2016 totaled $642,851 . Incentive fee expense for the three months ended March 31, 2015 totaled $324,765. The capital gains incentive fee is determined and paid annually with respect to cumulative realized capital gains (but not unrealized capital gains) to the extent such cumulative realized capital gains exceed cumulative realized and unrealized capital losses through the end of such fiscal year (less the aggregate amount of any previously paid capital gain incentive fee). The Company also records an expense accrual relating to the capital gains incentive fee payable by the Company to its investment adviser when (i) the cumulative realized and unrealized gains on its investments exceed all cumulative realized and unrealized capital losses on its investments and (ii) the capital gains incentive fee that would be payable exceeds the aggregate amount of any previously paid capital gain incentive fee given the fact that a capital gains incentive fee would be owed to the investment adviser if the Company were to liquidate its investment portfolio at such time. Any decrease in unrealized appreciation in subsequent periods will result in the reversal of some or all of such previously recorded expense accrual. The actual incentive fee payable to the Company's investment adviser related to capital gains is determined and payable in arrears at the end of each fiscal year and is only based on cumulative realized capital gains, including realized capital gains for such period, but not unrealized capital gains. The Company recorded net change in unrealized depreciation of $1.5 million and realized losses of $1.2 million for the three months ended March 31, 2016.

Total base management fees and incentive management fees expense was $1.4 million and $0.9 million for the three months ended March 31, 2016 and March 31, 2015, respectively. Accrued base management fees and incentive management fees were $1.4 million and $1.6 million as of March 31, 2016 and December 31, 2015, respectively.

In conjunction with our initial public offering in May 2013, HCAP entered into an administration agreement with JMP Credit Advisors pursuant to which JMP Credit Advisors provides administrative services to HCAP and furnishes us with office facilities, equipment, and clerical, bookkeeping, and record keeping services. Payments under the administration agreement are equal to an amount based upon our allocable portion of the administrator's overhead in performing its obligations under the administration agreement, including rent and our allocable portion of the cost of our chief financial officer and chief compliance officer and their respective staffs, except that payments required to be made by HCAP to JMP Credit Advisors under the agreement were capped such that amounts payable to JMP Credit Advisors would not exceed $275,000 during the first year of the term of the administration agreement. In connection with the expiration of the $275,000 cap expired on April 29, 2014, the Company negotiated a new cap with JMP Credit Advisors of $150,000 for each of the quarters ending June 30, September 30, and December 31, 2014. On March 5, 2015, the Company negotiated a new cap with JMP Credit Advisors on amounts payable by the Company under the administration agreement during the 2015 fiscal and calendar year. The 2015 cap set the maximum amount that was payable by the Company on both a quarterly and annual basis. The cap for each quarter was as follows: (i)

for the quarter ended March 31, 2015, the cap was $150,000; (ii) for the quarter ended June 30, 2015, the cap was equal to the sum of (a) $150,000 plus (b) 0.25% of the increase in the Company's portfolio assets from December 31, 2014, to March 31, 2015; (iii) for the quarter ended September 30, 2015, the cap was equal to the sum of (a) $150,000 plus (b) 0.25% of the increase in the Company's portfolio assets from December 31, 2014 to June 30, 2015; and (iv) for the quarter ended December 31, 2015, the cap was equal to the sum of (a) $150,000 plus (b) 0.25% of the increase in the Company's portfolio assets from December 31, 2014, to September 30, 2015. The overall cap for the year was $800,000, so notwithstanding any given quarterly cap, the amounts payable for all four quarters would not exceed $800,000. In connection with the expiration of the 2015 cap, the Company entered into an annual cap for 2016 such that the maximum amount that would be payable by the Company for 2016 is the lesser of 0.60% of the average of the Company's total investments over the year ended December 31, 2016 or $917,000. Total administrative services expense was 0.2 million and 0.2 million for the three months ended March 31, 2016 and the three months ended March 31, 2015, respectively. Accrued administrative services fees were $0.2 million and $0.2 million as of March 31, 2016 and December 31, 2015, respectively.

In connection with the Company's offering of its Notes in January 2015, JMP Securities LLC was one of the co-managing underwriters and received approximately $20,000 of compensation for its services. In the future, JMP Securities LLC or its affiliates may provide the Company with various financial advisory and investment banking services, for which they would receive customary compensation.

Note 8: Commitments and Contingencies

At March 31, 2016, the Company had a total of $2.4 million in unfunded commitments comprised entirely of unfunded revolving line of credit commitments on five of the Company's debt investments. At December 31, 2015, the Company had a total of $1.5 million in unfunded commitments comprised entirely of unfunded revolving line of credit commitments on five of the Company's debt investments. The following table summarizes the Company's unfunded commitments and extended fair value as of March 31, 2016 and December 31, 2015:

	As of March 31, 2016		As of December 31, 2015	
	Unfunded Commitment	Extended Fair Value of unfunded commitment	Unfunded Commitment	Extended Fair Value of unfunded commitment
Brite Media LLC	—	—	$266,667	$266,667
Chemical Information Services, LLC	285,000	281,785	285,000	282,185
Infinite Care, LLC	1,000,000	994,304	—	—
Lanco Acquisition, LLC	450,000	450,000	350,000	350,000
Northeast Metal Works LLC	325,000	325,000	325,000	325,000
WorkWell, LLC	300,000	300,000	300,000	300,000
Total Unfunded Revolver Commitments	2,360,000	2,351,089	1,526,667	1,523,852

Legal Proceedings

We are not currently subject to any material legal proceedings, nor, to our knowledge, is any material legal proceeding threatened against us. From time to time, we may be a party to certain legal proceedings in the ordinary course of business, including proceedings relating to the enforcement of our rights under contracts with our portfolio companies.

Note 9: Net Increase in Net Assets Resulting from Operations per Common Share

In accordance with the provision of ASC 260, "Earnings per Share," basic earnings per share is computed by dividing earnings available to common shareholders by the weighted average number of shares outstanding during the period. Other potentially dilutive common shares, and the related impact to earnings, are considered when calculating earnings per share on a diluted basis. There were no potentially dilutive common shares issued as of March 31, 2016 because there were no outstanding warrants. There were no potentially dilutive common shares issued as of March 31, 2015 because the strike price of the Company's outstanding warrants exceeded the closing price of the Company's common stock for the respective period.

The following information sets forth the computation of the weighted average basic and diluted net increase in net assets per share from operations for each period:

	Three Months Ended March 31,	
	2016	2015

Net increase (decrease) in net assets resulting from operations	$(132,999)	283,530
Weighted average shares outstanding (basic and diluted)	6,274,843	6,229,041
Net increase (decrease) in net assets resulting from operations per share (basic and diluted)	($0.02)	$ 0.05

Note 10. Taxable/Distributable Income and Dividend Distributions

To qualify for RIC tax treatment, we must, among other things, distribute annually at least 90% of our net ordinary income and realized net short-term capital gains in excess of realized net long-term capital losses, if any. Depending on the level of taxable income earned in a tax year, we may choose to carry forward taxable income in excess of current year distributions into the next tax year and pay a 4% excise tax on such income. Any such carryover taxable income must be distributed through a dividend declared prior to filing the final tax return related to the year which generated such taxable income. We may, in the future, make actual distributions to our stockholders of our net capital gains. We can offer no assurance that we will achieve results that will permit the payment of any cash distributions and, if we issue senior securities, we may be prohibited from making distributions if doing so causes us to fail to maintain the asset coverage ratios stipulated by the 1940 Act or if distributions are limited by the terms of any of our borrowings. The Company incurred a U.S. federal excise tax of $1,393 for calendar year 2015.

We have adopted an “opt out” dividend reinvestment plan, or “DRIP,” for our common stockholders. As a result, if we make cash distributions, then stockholders’ cash distributions will be automatically reinvested in additional shares of our common stock, unless they specifically “opt out” of the dividend reinvestment plan so as to receive cash distributions.

Note 11: Financial Highlights

The following is a schedule of financial highlights for the three months ended March 31, 2016, and March 31, 2015, respectively:

	Three Months Ended March 31,	
	2016	2015
Per share data:		
Net asset value at beginning of period	$14.26	$14.60
Net investment income (1)	0.41	0.32
Realized losses on investments (1)	(0.19)	—
Net unrealized depreciation on investments	(0.24)	(0.28)
Net increase in net assets from operations	(0.02)	0.04
Distributions from net investment income (2)	(0.34)	(0.34)
Distributions from capital gains (2)	—	—
Return of capital (2)	—	—
Total Distributions	(0.34)	(0.34)
Effect of shares issued, net of offering expenses	—	—
Net asset value at end of period	$13.90	$14.30
Net assets at end of period	87,286,817	89,315,812
Shares outstanding at end of period	6,281,763	6,244,309
Weighted average shares outstanding (basic and diluted)	6,274,843	6,229,041
Per share closing price at end of period	$12.17	$12.98
Ratios and Supplemental data:		
Total Return (not annualized) (3)	0.75 %	0.72 %
Market Price Total Return (not annualized) (4)	7.24 %	15.67 %
Average Net Assets	$88,350,537	$90,495,056
Ratio of expenses to average net assets (annualized)	13.13 %	9.28 %
Ratio of net investment income to average net assets (annualized)	11.64 %	8.89 %

31

(1) Based on weighted average number of common shares outstanding for the period.

(2) Distributions for the three months ended March 31, 2016 were less than net investment income in the amount of $454,014. Distributions for the three months ended March 31, 2015 were in excess of net investment income in the amount of $91,128. See Dividends and Distributions Policy in Note 2.

(3) Total return measures the changes in net asset value over the period indicated, taking into account dividends as reinvested. Dividends and distributions are assumed for purposes of these calculations to be reinvested at prices obtained under the Company's dividend reinvestment plan.

(4) Total return measures the changes in market value over the period indicated, taking into account dividends as reinvested. Dividends and distributions are assumed for purposes of these calculations to be reinvested at prices obtained under the Company's dividend reinvestment plan.

Note 12: Subsequent Events

On April 5, 2016, the Company provided WBL SPE II, LLC with a $1.5 million incremental term loan and extended the maturity date from December 23, 2016 to September 30, 2017. In conjunction with this amendment and incremental funding, WBL SPE I, LLC prepaid its term loan by $1.5 million.

On May 4, 2016, the Company declared monthly distributions of $0.1125 per share payable on each of May 27, 2016, June 23, 2016 and July 21, 2016.

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations
Forward-Looking Statements

Some of the statements in this quarterly report on Form 10-Q constitute forward-looking statements, which relate to future events or our future performance or financial condition. The forward-looking statements contained in this quarterly report on Form 10-Q involve risks and uncertainties, including statements as to:

- our future operating results, including the performance of our existing investments;
- the introduction, withdrawal, success and timing of business initiatives and strategies;
- changes in political, economic or industry conditions, the interest rate environment or financial and capital markets, which could result in changes in the value of our assets;
- the relative and absolute investment performance and operations of our investment adviser;
- the impact of increased competition;
- the impact of investments we intend to make and future acquisitions and divestitures;
- our ability to turn potential investment opportunities into transactions and thereafter into completed and successful investments;
- the unfavorable resolution of any future legal proceedings;
- our business prospects and the prospects of our portfolio companies;
- our regulatory structure and tax status;
- the adequacy of our cash resources and working capital;
- the timing of cash flows, if any, from the operations of our portfolio companies;
- the impact of interest rate volatility on our results, particularly because we use leverage as part of our investment strategy;
- the ability of our portfolio companies to achieve their objective;
- the impact of legislative and regulatory actions and reforms and regulatory, supervisory or enforcement actions of government agencies relating to us or our investment adviser;
- our contractual arrangements and relationships with third parties;
- our ability to access capital and any future financings by us;
- the ability of our investment adviser to attract and retain highly talented professionals; and
- the impact of changes to tax legislation and, generally, our tax position.

Such forward-looking statements may include statements preceded by, followed by or that otherwise include the words "may," "might," "will," "intend," "should," "could," "can," "would," "expect," "believe," "estimate," "anticipate," "pre
or similar words.

We have based the forward-looking statements included in this quarterly report on Form 10-Q on information available to us on the date of this quarterly report on Form 10-Q, and we assume no obligation to update any such forward-looking statements. Actual results could differ materially from those anticipated in our forward-looking statements, and future results could differ materially from historical performance. We undertake no obligation to revise or update any forward-looking statements, whether as a result of new information, future events or otherwise, unless required by law or SEC rule or regulation. You are advised to consult any additional disclosures that we may make directly to you or through reports that we in the future may file with the SEC, including annual reports on Form 10-K, quarterly reports on Form 10-Q and current reports on Form 8-K.

The following analysis of our financial condition and results of operations should be read in conjunction with our consolidated financial statements and the related notes thereto contained elsewhere in this quarterly report on Form 10-Q.

Overview

We were formed as a Delaware corporation on November 14, 2012. We completed our initial public offering on May 7, 2013, raising $51.0 million in gross proceeds. On May 17, 2013, we raised another $6.5 million in gross proceeds from the closing of the initial public offering underwriters' overallotment option. Immediately prior to the initial public offering, we acquired Harvest Capital Credit LLC in a merger whereby the outstanding limited liability company membership interests of Harvest Capital Credit LLC were converted into shares of our common stock and we assumed and succeeded to all of Harvest Capital Credit LLC's assets and liabilities, including its entire portfolio of investments. We issued 2,246,699 shares of our common stock for all of Harvest Capital Credit LLC's 2,266,974 outstanding membership interests in connection with the merger. Harvest Capital Credit LLC is considered to be our predecessor for accounting purposes and, as such, its financial statements are our historical financial statements.

As used herein, the terms "we", "us" and the "Company" refer to Harvest Capital Credit LLC for the periods prior to the initial public offering and refer to Harvest Capital Credit Corporation for the periods after the initial public offering.

Our investment objective is to generate both current income and capital appreciation primarily by making direct investments in the form of subordinated debt, senior debt, and to a lesser extent, minority equity investments. We plan to accomplish our investment objective by targeting investments in small and mid-sized U.S. private companies with annual revenues of less than $100 million and EBITDA (earnings before interest, taxes, depreciation and amortization) of less than $15 million. We believe that transactions involving companies of this size offer higher yielding investment opportunities, lower leverage levels and other terms more favorable than transactions involving larger companies.

We are an externally managed, closed-end, non-diversified management investment company that has elected to be regulated as a business development company ("BDC") under the Investment Company 1940 Act, as amended (the "1940 Act"). As a BDC, we are required to comply with certain regulatory requirements. For instance, as a BDC, we must not acquire any assets other than "qualifying assets" specified in the 1940 Act unless, at the time the acquisition is made, at least 70% of our total assets are qualifying assets (with certain limited exceptions). Qualifying assets include investments in "eligible portfolio companies." Under the relevant SEC rules, the term "eligible portfolio company" includes all private companies, companies whose securities are not listed on a national securities exchange, and certain public companies that have listed their securities on a national securities exchange and have a market capitalization of less than $250 million, in each case organized in the United States.

We have also elected to be treated for U.S. federal income tax purposes as a regulated investment company ("RIC") under Subchapter M of the Internal Revenue Code (the "Code"), and we intend to qualify annually as a RIC. To maintain our qualification as a RIC, we must, among other things, meet certain source-of-income and asset diversification requirements. As a RIC, we generally will not have to pay corporate-level U.S. federal income taxes on any income we distribute to our stockholders.

Portfolio

Portfolio Composition

As of March 31, 2016, we had $148.5 million (at fair value) invested in 34 companies. As of March 31, 2016, our portfolio was comprised of approximately 49.4% senior secured term loans (including last-out senior secured loans), 45.8% junior secured term loans, 3.9% equity investments and 0.9% CLO equity investments.

As of December 31, 2015, we had $142.8 million (at fair value) invested in 33 companies. As of December 31, 2015, our portfolio was comprised of approximately 56.8% senior secured term loans, 40.8% junior secured term loans, 1.3% equity investments and 1.1% CLO equity investments.

We originate and invest primarily in privately-held middle-market companies (typically those with less than $15.0 million of EBITDA) through first lien and second lien debt, often times with a corresponding equity investment component. The composition of our investments as of March 31, 2016 and December 31, 2015 was as follows:

	As of March 31, 2016		As of December 31, 2015	
	Cost	Fair Value	Cost	Fair Value
Senior Secured (1)	$74,852,850	$73,296,555	$81,879,369	$81,131,788
Junior Secured	70,087,712	68,054,203	59,156,136	58,236,001
Equity	5,007,577	5,785,044	1,626,897	1,824,777
CLO Equity	1,523,930	1,381,812	1,567,860	1,567,860
Total Investments	$151,472,069	$148,517,614	$144,230,262	$142,760,426

(1) Senior secured category includes both first out and last out loans. The Company's last out senior secured loans are identified on the Schedule of Investments.

At March 31, 2016, our average portfolio company debt investment at amortized cost and fair value was approximately $4.8 million and $4.7 million, respectively, and our largest portfolio company investment by amortized cost and fair value was approximately $12.8 million and $13.0 million, respectively. At December 31, 2015, our average portfolio company debt investment at amortized cost and fair value was approximately $4.4 million and $4.3 million, respectively, and our largest portfolio company investment by amortized cost and fair value was approximately $12.9 million and $13.1 million, respectively.

At March 31, 2016, 66.2% of our debt investments bore interest based on floating rates (some of which were subject to interest rate floors), such as LIBOR, and 33.8% of the debt investments bore interest at fixed rates. At December 31, 2015, 70.9% of our debt investments bore interest based on floating rates (some of which were subject to interest rate floors), such as LIBOR, and 29.1% bore interest at fixed rates.

The weighted average yield on all of our debt investments and other income producing investments, excluding Shinnecock CLO 2006-1 Ltd. and equity components of the investment portfolio, as of March 31, 2016 and December 31, 2015 was approximately 13.4% and 13.9%, respectively. The weighted average yield was computed using the effective interest rates for such investments, including cash and PIK interest as well as the accretion of deferred fees.

For investments that have a PIK interest component, PIK interest is accrued each period but generally not collected until the debt investment is sold or paid off. A roll forward of PIK interest accruals and collections for the three months ended March 31, 2016 and March 31, 2015 is summarized in the table below. PIK collections for the three months ended March 31, 2016 were mainly driven by the payoff of Infinite Aegis, LLC.

	Three Months Ended March 31,	
	2016	2015
PIK, beginning of period	$1,756,332	$1,524,126
Accrual	153,826	306,126
Payments	(436,775)	(18,733)
PIK, end of period	$1,473,383	$1,811,519

Investment Activity

During the three months ended March 31, 2016, we closed $17.8 million of debt investments commitments and $3.9 million of equity investments in three new portfolio companies. During the three months ended March 31, 2015, we closed $13.9 million of investments in two new portfolio companies and two of our existing portfolio companies.

During the three months ended March 31, 2016, we exited $10.4 million of debt investment commitments in two portfolio companies. During the three months ended March 31, 2015, we exited $1.0 million of debt investments in

two portfolio companies.

Our level of investment activity can vary substantially from period to period depending on many factors, including the level of merger and acquisition activity in our target market, the general economic environment and the competitive environment for the types of investments we make.

Asset Quality

In addition to various risk management and monitoring tools, we use an investment rating system to characterize and monitor the credit profile and expected level of returns on each investment in our portfolio. This investment rating system uses a five-level numeric scale. The following is a description of the conditions associated with each investment rating:

- Investment Rating 1 is used for investments that are performing above expectations, and whose risks remain favorable compared to the expected risk at the time of the original investment.
- Investment Rating 2 is used for investments that are performing within expectations and whose risks remain neutral compared to the expected risk at the time of the original investment. All new loans are initially rated 2.
- Investment Rating 3 is used for investments that are performing below expectations and that require closer monitoring, but where no loss of return or principal is expected. Portfolio companies with a rating of 3 may be out of compliance with financial covenants.
- Investment Rating 4 is used for investments that are performing substantially below expectations and whose risks have increased substantially since the original investment. These investments are often in work out. Investments with a rating of 4 are those for which there is an increased possibility of some loss of return but no loss of principal is expected.
- Investment Rating 5 is used for investments that are performing substantially below expectations and whose risks have increased substantially since the original investment. These investments are almost always in work out. Investments with a rating of 5 are those for which some loss of return and principal is expected.

The following table shows the investment rankings of our debt investments at fair value (in millions):

	As of March 31, 2016			As of December 31, 2015		
Investment Rating	Fair Value	% of Total Portfolio	Number of Debt Investments	Fair Value	% of Total Portfolio	Number of Debt Investments
1	$32.4	22.9 %	6	$31.5	22.6 %	5
2	85.0	60.1 %	19	87.7	62.9 %	19
3	12.6	8.9 %	2	12.1	8.7 %	3
4	11.0	7.8 %	2	7.2	5.2 %	2
5	0.4	0.3 %	1	0.9	0.6 %	1
	$141.4	100.0 %	30	$139.4	100.0 %	30

Loans and Debt Securities on Non-Accrual Status

We do not accrue interest on loans and debt securities if we doubt our ability to collect such interest. Generally, we will place the loan on non-accrual for such investments in which interest has not been paid for greater than 90 days. As of March 31, 2016, we had one loan on non-accrual status which comprised 1.3% of our portfolio at cost. As of December 31, 2015, we had one loan on non-accrual status which comprised approximately 1.1% of our debt investments at cost. The failure by a borrower or borrowers to pay interest and repay principal could have a material adverse effect on our financial condition and results of operation.

Results of Operations

An important measure of our financial performance is the net increase (decrease) in net assets resulting from operations, which includes net investment income (loss), net realized gain (loss) and net change in unrealized appreciation (depreciation). Net investment income (loss) is the difference between our income from interest,

dividends, fees and other investment income and our operating expenses, including interest on borrowed funds. Net realized gain (loss) on investments is the difference between

the proceeds received from dispositions of portfolio investments and their amortized cost. Net change in unrealized appreciation (depreciation) on investments is the net unrealized change in the fair value of our investment portfolio.

Comparison of the Three Months and Nine Months Ended March 31, 2016 and March 31, 2015

Revenues

We generate revenue primarily in the form of interest income on debt investments and, to a lesser extent, capital gains on equity investments we make in portfolio companies. Our debt investments typically have terms of five to seven years and bear interest at a fixed or floating rate. Interest on our debt investments is payable at least quarterly. Payments of principal on our debt investments may be amortized over the stated term of the investment, deferred for several years or due entirely at maturity. In some cases, our debt investments may pay interest in-kind, or PIK. Any outstanding principal amount of our debt investments and any accrued but unpaid interest will generally become due at the maturity date. The level of interest income we receive is directly related to the balance of interest-bearing investments multiplied by the weighted average yield of our investments. We expect that the dollar amount of interest and any dividend income that we earn to increase as the size of our investment portfolio increases. In addition, we may generate revenue in the form of prepayment, commitment, loan origination, structuring or due diligence fees and consulting fees.

Investment income for the three months ended March 31, 2016 totaled $5.5 million, compared to investment income of $4.1 million for the three months ended March 31, 2015. Investment income for the three months ended March 31, 2016 was comprised of $4.8 million in cash interest, $0.2 million in PIK interest and $0.5 million in fees earned on the investment portfolio. Investment income for the three months ended March 31, 2015 was comprised of $3.4 million in cash interest, $0.3 million in PIK interest and $0.4 million in fees earned on the investment portfolio. The increase in investment income in the three months ended March 31, 2016 is primarily attributable to a larger investment portfolio during the period, as compared to the three months ended March 31, 2015.

Expenses

Our primary operating expenses include the payment of fees to HCAP Advisors LLC ("HCAP Advisors") under the investment advisory and management agreement, our allocable portion of overhead expenses under the administration agreement with JMP Credit Advisors, and other operating costs described below. We bear all other out-of-pocket costs and expenses of our operations and transactions, which include:

- interest expense and unused line fees;
- professional fees and expenses associated with independent audits and outside legal costs;
- the cost of calculating our net asset value, including the cost of any third-party valuation services;
- the cost of effecting sales and repurchases of shares of our common stock and other securities;
- fees payable to third parties relating to making investments, including out-of-pocket fees and expenses associated with performing due diligence and reviews of prospective investments;
- transfer agent and custodial fees;
- out-of-pocket fees and expenses associated with marketing efforts;
- federal and state registration fees and any stock exchange listing fees;
- U.S. federal, state and local taxes;
- independent directors’ fees and expenses;
- brokerage commissions;
- fidelity bond, directors’ and officers’ liability insurance and other insurance premiums;
- direct costs, such as printing, mailing, long distance telephone and staff;

- costs associated with our reporting and compliance obligations under the 1940 Act and other applicable U.S. federal and state securities laws; and
- other expenses incurred by JMP Credit Advisors or us in connection with administering our business, including payments under the administration agreement that are based upon our allocable portion of overhead (subject to the review of our board of directors).

Operating expenses totaled $2.9 million for the three months ended March 31, 2016, compared to $2.1 million for the three months ended March 31, 2015. Operating expenses in both periods consisted of interest expense, base and incentive management fees, administrator expenses, interest and related fees, professional fees, valuation fees, insurance expenses, directors' fees, and other general and administrative expenses. The increase in operating expenses was due to a $0.4 million increase in management fees discussed below and $0.1 million increase in administrative expenses for the three months ended March 31, 2016, compared to the three months ended March 31, 2015. Interest expense increased $0.3 million in the three months ended March 31, 2016, compared to March 31, 2015 due to higher outstanding indebtedness in the three months ended March 31, 2016 and the higher cost of the unsecured notes issued during the three months ended March 31, 2015.

We recorded an administrative services expense of $0.2 million for the three months ended March 31, 2016, compared to $0.2 million for the three months ended March 31, 2015. In connection with the expiration of the 2015 cap, the Company entered into an annual cap for 2016 such that the maximum amount that would be payable by the Company for 2016 is the lesser of 0.60% of the average of the Company's total investments over the year ended December 31, 2016 or $917,000.

The base management fee for the three months ended March 31, 2016 was $0.7 million, compared to $0.6 million for the three months ended March 31, 2015. The increase in the base management fee is attributable to increased gross investments during the three months ended March 31, 2016, as compared to the three months ended March 31, 2015.

Incentive management fees for the three months ended March 31, 2016 were $0.6 million, compared to $0.3 million for the three months ended March 31, 2015.

Net Investment Income

For the three months months ended March 31, 2016, net investment income was $2.6 million, compared to $2.0 million for the three months ended March 31, 2015. For the three months ended March 31, 2016, net investment income per share was $0.41 compared to $0.32 for the three months ended March 31, 2015.

Net Realized Gains and Losses

Realized gains and losses on investments are calculated using the specific identification method. We measure realized gains or losses on equity investments as the difference between the net proceeds from the sale and the amortized cost basis of the investment, without regard to unrealized appreciation or depreciation previously recognized. We measure realized gains or losses on debt investments as the difference between the net proceeds from the repayment or sale and the contractual amount owed to us on the investment, without regard to unrealized appreciation or depreciation previously recognized or unamortized deferred fees. The acceleration of unamortized deferred fees is recognized as interest income and the collection of prepayment and other fees is recognized as other income.

We recognized $1.2 million in realized losses on our investments for the three months ended March 31, 2016, compared to $0.0 million in realized gains on our investments in the three months ended March 31, 2015.

Net Change in Unrealized (Depreciation) Appreciation of Investments

Net change in unrealized appreciation (depreciation) primarily reflects the change in portfolio investment values during the reporting period, including the reversal of previously recorded appreciation or depreciation when gains or losses are realized.

Net change in unrealized appreciation (depreciation) on investments totaled $(1.5) million for the three months ended March 31, 2016 and $(1.7) million for the three months ended March 31, 2015.

Net Increase in Net Assets Resulting from Operations

The net increase (decrease) in net assets resulting from operations was $(0.1) million for the three months ended March 31, 2016, compared to $0.3 million for the three month ended March 31, 2015. The $0.4 million decrease in net assets for the three months ended March 31, 2016, compared to the three months ended March 31, 2015 was primarily attributable to a $(1.2) million increase in the change in net realized gains (losses) on investments, partially offset by a $0.6 million increase in net investment income and a $0.2 million decrease in net unrealized depreciation for the three months ended March 31, 2016, as compared to the the three months ended March 31, 2015.

Financial Condition, Liquidity and Capital Resources

Cash Flows from Operating and Financing Activities

Our operating activities used cash of $4.9 million and $11.4 million for the three months ended March 31, 2016 and March 31, 2015, respectively, primarily in connection with the funding of new investments. Our financing activities provided cash of $4.6 million and $11.6 million, respectively, for the three months ended March 31, 2016 and March 31, 2015. Our financing activity proceeds for the three months ended March 31, 2016 were primarily in connection with dividends paid to shareholders and net borrowings on our Credit Facility.

Our liquidity and capital resources are derived from our Credit Facility (defined below), proceeds received from our initial public offering, proceeds received from the public offering of our Notes in January 2015, and cash flows from operations, including investment sales and repayments. Our primary use of funds from operations includes investments in portfolio companies and other operating expenses we incur, as well as the payment of dividends to the holders of our common stock. We used, and expect to continue to use, these capital resources as well as proceeds from public and private offerings of securities to finance our investment activities.

Although we expect to fund the growth of our investment portfolio through the net proceeds from future equity offerings and issuances of senior securities or future borrowings to the extent permitted by the 1940 Act, our plans to raise capital may not be successful. In this regard, if our common stock trades at a price below our then-current net asset value per share, we may be limited in our ability to raise equity capital given that we cannot sell our common stock at a price below net asset value per share unless our stockholders approve such a sale and our board of directors makes certain determinations in connection therewith. For portions of 2016 and 2015, our common stock traded at a discount to our then-current net asset value. If our common stock continues to trade at a discount to net asset value, we may be limited in our ability to raise equity capital unless we obtain the approval described above, which we have not obtained.

In addition, we intend to distribute between 90% and 100% of our taxable income to our stockholders in order to satisfy the requirements applicable to RICs under Subchapter M of the Code. Consequently, we may not have the funds or the ability to fund new investments, to make additional investments in our portfolio companies, to fund our unfunded commitments to portfolio companies or to repay borrowings. In addition, the illiquidity of our portfolio investments may make it difficult for us to sell these investments when desired and, if we are required to sell these investments, we may realize significantly less than their recorded value.

Also, as a BDC, we are generally required to meet a coverage ratio of total assets, less liabilities and indebtedness not represented by senior securities, to total senior securities, which include all of our borrowings and any outstanding preferred stock, of at least 200%. This requirement limits the amount that we may borrow. As of March 31, 2016 and December 31, 2015, we were in compliance with this requirement. Prior to our initial public offering, we were not in compliance with this requirement, but we used the proceeds from the initial public offering to pay down the outstanding balance under the JMP Facility (defined below) and, as a result, became compliant. The amount of leverage that we employ as a BDC will depend on our assessment of market conditions and other factors at the time of any proposed borrowing, such as the maturity, covenant package and rate structure of the proposed borrowings, our

ability to raise funds through the issuance of shares of our common stock and the risks of such borrowings within the context of our investment outlook. Ultimately, we only intend to use leverage if the expected returns from borrowing to make investments will exceed the cost of such borrowing.

As of March 31, 2016 and December 31, 2015, we had cash and restricted cash of $2.8 million and $3.1 million, respectively.

Credit Facility

On October 29, 2013, the Company entered into a Loan and Security Agreement with CapitalSource Bank (now Pacific Western Bank), as agent and a lender, and each of the lenders from time to time party thereto, including City National Bank, to provide the Company with a $55 million senior secured revolving credit facility (the "Credit Facility"). The Credit Facility is secured by all of the Company's assets and has an accordion feature that allows the size of the facility to increase up to $85.0 million. The final maturity date under the Credit Facility is October 29, 2018.

The Credit Facility was amended on September 22, 2015 to extend the revolving period and lower the interest rate. The original Credit Facility had a revolving period that expired on October 29, 2015. Advances under the original Credit Facility bore interest at a rate per annum equal to the lesser of (i) LIBOR plus 4.50% and (ii) the maximum rate permitted under applicable law. The amended Credit Facility has a revolving period that expires on April 30, 2017. Advances under the amended Credit Facility bear interest at a rate per annum equal to the lesser of (i) the applicable LIBOR rate plus 3.25% (with a 0.50% LIBOR floor) and (ii) the maximum rate permitted under applicable law.
In addition, the Credit Facility requires payment of a fee for unused amounts during the revolving period, which fee varies depending on the obligations outstanding as follows: (i) 0.75% per annum, if the average daily principal balance of the obligations outstanding for the prior month are less than fifty percent of the maximum loan amount; and (ii) 0.50% per annum, if such obligations outstanding are equal to or greater than fifty percent of the maximum loan amount. In each case, the fee is calculated based on the difference between (i) the maximum loan amount under the Credit Facility and (ii) the average daily principal balance of the obligations outstanding during the prior calendar month.
The Credit Facility also contains customary terms and conditions, including, without limitation, affirmative and negative covenants, including, without limitation, information reporting requirements, a minimum tangible net worth, a minimum debt service coverage ratio, a minimum liquidity of 4% of the maximum loan amount, a maximum leverage ratio of 1.00 to 1.00, and maintenance of RIC and business development company status. In addition, the Credit Facility contains a covenant that limits the amount of our unsecured longer-term indebtedness (as defined in the Credit Facility), which includes our Notes, to 50% of the maximum borrowing amount under the Credit Facility. The Credit Facility also contains customary events of default, including, without limitation, nonpayment, misrepresentation of representations and warranties in a material respect, breach of covenant, cross-default to other indebtedness, bankruptcy, change of control, and the occurrence of a material adverse effect. In addition, the Credit Facility provides that, upon the occurrence and during the continuation of such an event of default, the Company's administration agreement could be terminated and a backup administrator could be substituted by the agent.
As of March 31, 2016 and December 31, 2015, the outstanding balance on the $55.0 million Credit Facility was $36.3 million and $29.7 million, respectively.

On March 8, 2016, our board of directors authorized a $3.0 million open market stock repurchase program. Pursuant to our program, we are authorized to repurchase up to $3.0 million in the aggregate of our outstanding stock in the open market. The timing, manner, price and amount of any share repurchases will be determined by our management in its discretion, and no assurances can be given that any common stock, or any particular amount, will be purchased. Unless amended by our board of directors, the repurchase program will expire on the earlier of December 31, 2016 and the repurchase of $3.0 million of our outstanding shares of common stock. The program may be suspended, extended, modified, or discontinued at any time. During the three months ended March 31, 2016, the Company did not repurchase any shares of its common stock.

Notes Offering

On January 27, 2015, the Company closed the public offering of $25.0 million in aggregate principal amount of its 7.00% Notes due 2020 (the "Notes"). On February 4, 2015, the Company closed on an additional $2.5 million in aggregate principal amount of Notes to cover the over-allotment option exercised by the underwriters. The total net proceeds to the Company from the Notes, after deducting underwriting discounts of $825,000 and offering expenses of $224,384, were $26.5 million.

The Notes will mature on January 16, 2020 and bear interest at a rate of 7.00%. The Notes are unsecured obligations of the Company and rank pari passu with the Company’s future unsecured indebtedness; effectively subordinated to all of the existing and future secured indebtedness of the Company; and structurally subordinated to all existing and future indebtedness and other obligations of any subsidiaries, financing vehicles, or similar facilities the Company may form in the future, with respect to claims on the assets of any such subsidiaries, financing vehicles, or similar facilities. The Notes may be redeemed in whole or in part at any time or from time to time at the Company’s option on or after January 16, 2017. Interest on the Notes is payable quarterly on January 16, April 16, July 16, and October 16 of each year. The Notes are listed on the NASDAQ Global Market under the trading

symbol “HCAPL.” The Company may from time to time repurchase Notes in accordance with the 1940 Act and the rules promulgated thereunder. As of March 31, 2016, the outstanding balance of the Notes was $27.5 million.

The indenture governing the Notes (the "Notes Indenture”) contains certain covenants, including covenants (i) requiring the Company’s compliance with the asset coverage requirements set forth in Section 18(a)(1)(A) as modified by Section 61(a)(1) of the 1940 Act, whether or not the Company continues to be subject to such provisions of the 1940 Act; (ii) requiring the Company’s compliance, under certain circumstances, with a modified version of the requirements set forth in Section 18(a)(1)(B) as modified by Section 61(a)(1) of the 1940 Act, whether or not the Company continues to be subject to such provisions of the 1940 Act, prohibiting the declaration of any cash dividend or distribution upon any class of the Company’s capital stock (except to the extent necessary for the Company to maintain its status as a RIC under Subchapter M of the Code), or purchasing any such capital stock, if the Company’s asset coverage, as defined in the 1940 Act, were below 200% at the time of the declaration of the dividend or distribution or the purchase and after deducting the amount of such dividend, distribution, or purchase; and (iii) requiring the Company to provide financial information to the holders of the Notes and the Trustee if the Company ceases to be subject to the reporting requirements of the Securities Exchange Act of 1934. These covenants are subject to limitations and exceptions that are described in the Notes Indenture.

Off-Balance Sheet Arrangements

We may be a party to financial instruments with off-balance sheet risk in the normal course of business to meet the financial needs of our portfolio companies. As of March 31, 2016, our only off-balance sheet arrangements consisted of $2.4 million of unfunded revolving line of credit commitments to five of our portfolio companies. As of December 31, 2015, our only off-balance sheet arrangements consisted of $1.5 million of unfunded revolving line of credit commitments to five of our portfolio companies.

Regulated Investment Company Status and Dividends

We have elected to be treated as a RIC under Subchapter M of the Code. If we maintain our qualification as a RIC, we will not be taxed on our investment company taxable income or realized net capital gains, to the extent that such taxable income or gains are distributed, or deemed to be distributed, to stockholders on a timely basis.

Taxable income generally differs from net income for financial reporting purposes due to temporary and permanent differences in the recognition of income and expenses, and generally excludes net unrealized appreciation or depreciation until realized. Dividends declared and paid by us in a year may differ from taxable income for that year as such dividends may include the distribution of current year taxable income or the distribution of prior year taxable income carried forward into and distributed in the current year. Distributions also may include returns of capital.

To maintain our qualification as a RIC, the Company is required to meet certain income and asset diversification tests in addition to distributing at least 90% of ordinary income and realized net short-term capital gains in excess of realized net long-term capital losses, if any, out of the assets legally available for distribution. As a RIC, the Company will be subject to a 4% nondeductible U.S. federal excise tax on certain undistributed income unless the Company distributes in a timely manner an amount at least equal to the sum of (1) 98% of its ordinary income for each calendar year, (2) 98.2% of its capital gain net income for the 1-year period ending October 31 in that calendar year and (3) any ordinary income and net capital gains for preceding years that were not distributed during such years and on which the Company paid no U.S. federal income tax.

We intend to distribute to our stockholders between 90% and 100% of our annual taxable income (which includes our taxable interest and fee income). However, the covenants contained in the Credit Facility may prohibit us from making distributions to our stockholders, and, as a result, could hinder our ability to satisfy the distribution

requirement. In addition, we may retain for investment some or all of our net taxable capital gains (i.e., realized net long-term capital gains in excess of realized net short-term capital losses) and treat such amounts as deemed distributions to our stockholders. If we do this, our stockholders will be treated as if they received actual distributions of the capital gains we retained and then reinvested the net after-tax proceeds in our common stock. Our stockholders also may be eligible to claim tax credits (or, in certain circumstances, tax refunds) equal to their allocable share of the tax we paid on the capital gains deemed distributed to them. To the extent our taxable earnings for a fiscal taxable year fall below the total amount of our dividends for that fiscal year, a portion of those dividend distributions may be deemed a return of capital to our stockholders.

We may not be able to achieve operating results that will allow us to make distributions at a specific level or to increase the amount of these distributions from time to time. In addition, we may be limited in our ability to make distributions due to the

asset coverage test for borrowings applicable to us as a BDC under the 1940 Act and due to provisions in the Credit Facility. We cannot assure stockholders that they will receive any distributions or distributions at a particular level.

In accordance with certain applicable Treasury regulations and private letter rulings issued by the Internal Revenue Service, a RIC may treat a distribution of its own stock as fulfilling its RIC distribution requirements if each stockholder may elect to receive his or her entire distribution in either cash or stock of the RIC, subject to a limitation that the aggregate amount of cash to be distributed to all stockholders must be at least 20% of the aggregate declared distribution. If too many stockholders elect to receive cash, each stockholder electing to receive cash must receive a pro rata amount of cash (with the balance of the distribution paid in stock). In no event will any stockholder, electing to receive cash, receive less than 20% of his or her entire distribution in cash. If these and certain other requirements are met, for U.S. federal income tax purposes, the amount of the dividend paid in stock will be equal to the amount of cash that could have been received instead of stock. We have no current intention of paying dividends in shares of our stock in accordance with these Treasury regulations or private letter rulings.

Recent Developments

On April 5, 2016, the Company provided WBL SPE II, LLC with a $1.5 million incremental term loan and extended the maturity date from December 23, 2016 to September 30, 2017. In conjunction with this amendment and incremental funding, WBL SPE I, LLC prepaid its term loan by $1.5 million.

On May 4, 2016, the Company declared monthly distributions of $0.1125 per share payable on each of May 27, 2016, June 23, 2016 and July 21, 2016.

Item 3. Quantitative and Qualitative Disclosures About Market Risk

We are subject to financial market risks, including changes in interest rates. For the three and nine months ended March 31, 2016, twenty-two of our debt investments, or 66.2%, of the fair value of our debt investments bore interest at floating rates. Seventeen of these floating rate loans have interest rate floors, with the weighted average LIBOR floor at 0.61%, which effectively converts the loans to fixed rate loans in the current interest rate environment. Two of these floating rate loans have terms that are the greater of a fixed rate or LIBOR plus a set rate. The fixed rate component of the interest rate exceeds the floating rate component, which effectively converts these loans to fixed rate loans. For the three months ended March 31, 2015, eighteen loans, or 63.1%, of the fair value of the portfolio bore interest at floating rates. Fourteen of these investments had interest rate floors. In the future, we expect other loans in our portfolio will have floating rates. Assuming that the Statement of Assets and Liabilities as of March 31, 2016 were to remain constant and no actions were taken to alter the existing interest rate sensitivity, a hypothetical one percent increase in LIBOR would increase our net investment income by approximately $0.3 million. Alternatively, a hypothetical decrease in LIBOR would decrease our net investment income by approximately $0.1 million. Although we believe that this measure is indicative of our sensitivity to interest rate changes, it does not adjust for potential changes in credit quality, size and composition of the assets on the balance sheet and other business developments that could affect net increase in net assets resulting from operations, or net income. Accordingly, no assurances can be given that actual results would not differ materially from the potential outcome simulated by this estimate. We may hedge against interest rate fluctuations by using standard hedging instruments such as futures, options and forward contacts subject to the requirements of the 1940 Act. While hedging activities may insulate us against adverse changes in interest rates, they may also limit our ability to participate in the benefits of lower interest rates with respect to our portfolio of investments. We have not engaged in any hedging activities to date. Changes in interest rates will affect our cost of funding. Our interest expense will be affected by changes in the published LIBOR rate in connection with our Credit Facility; however, the interest rate on our outstanding Notes is fixed for the life of such debt.

42

Item 4. Controls and Procedures.

(a) Evaluation of Disclosure Controls and Procedures

As of March 31, 2016 (the end of the period covered by this report), we, including our Chief Executive Officer and Chief Financial Officer, evaluated the effectiveness of the design and operation of our disclosure controls and procedures (as defined in Rule 13a-15(e) of the 1934 Act). Based on that evaluation, our management, including our Chief Executive Officer and Chief Financial Officer, concluded that our disclosure controls and procedures were effective and provided reasonable assurance that information required to be disclosed in our periodic SEC filings is recorded, processed, summarized and reported within the time periods specified in the SEC’s rules and forms, and that such information is accumulated and communicated to our management, including our Chief Executive Officer and Chief Financial Officer, as appropriate, to allow timely decisions regarding required disclosure. However, in evaluating the disclosure controls and procedures, management recognized that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving the desired control objectives, and management necessarily was required to apply its judgment in evaluating the cost-benefit relationship of possible controls and procedures.

(b) Changes in Internal Control Over Financial Reporting

Management did not identify any change in the Company’s internal control over financial reporting that occurred during the three months ended March 31, 2016 that has materially affected, or is reasonably likely to materially affect, the Company’s internal control over financial reporting.

PART II - OTHER INFORMATION

Item 1. Legal Proceedings

We are not currently subject to any material legal proceedings, nor, to our knowledge, is any material legal proceeding threatened against us. From time to time, we may be a party to certain legal proceedings in the ordinary course of business, including proceedings relating to the enforcement of our rights under contracts with our portfolio companies.

Item 1A. Risk Factors

There has been no material change in the information provided under the heading “Risk Factors” in our annual report on Form 10-K for the fiscal year ended December 31, 2015. Additional risks and uncertainties not currently known to us or that we currently deem to be immaterial may materially affect our business, financial condition and/or operating results.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds

Sales of Unregistered Securities

During the three months ended March 31, 2016, we issued a total of 12,094 shares of our common stock under our dividend reinvestment plan (“DRIP”). This issuance was not subject to the registration requirements of the Securities Act of 1933. The aggregate value of the shares of our common stock issued under the DRIP was approximately $122,951 for the three months ended March 31, 2016.

Item 3. Defaults Upon Senior Securities

Not applicable.

Item 4. Mine Safety Disclosures

Not applicable.

Item 5. Other Information

Not applicable.

Item 6. Exhibits

EXHIBIT INDEX

Exhibit Number	Description
3.1	Restated Certificate of Incorporation of Harvest Capital Credit Corporation (the "Company") (incorporated by reference to the registrant's Registration Statement on Form N-2, File No. 333-185672, filed on April 24, 2013).
3.2	Bylaws of the Company (incorporated by reference to the registrant's Registration Statement on Form N-2, File No. 333-185672, filed on March 26, 2013).
31.1	Chief Executive Officer Certification Pursuant to Exchange Act Rule 13a-14 (a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.*
31.2	Chief Financial Officer Certification Pursuant to Exchange Act Rule 13a-14 (a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.*
32.1	Chief Executive Officer Certification pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.*
32.2	Chief Financial Officer Certification pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.*

* Filed herewith.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

HARVEST CAPITAL CREDIT CORPORATION

Date: May 10, 2016 /s/ Richard P. Buckanavage
Richard P. Buckanavage
Chief Executive Officer and President

/s/ Craig R. Kitchin
Craig R. Kitchin
Chief Financial Officer, Chief Compliance Officer and Secretary
(Principal Financial and Accounting Officer)