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

FORM 8-K

CURRENT REPORT
Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): **April 30, 2019 (April 29, 2019)**

OWL ROCK CAPITAL CORPORATION

(Exact name of Registrant as Specified in Its Charter)

Maryland
(State or Other Jurisdiction
of Incorporation)

814-01190
(Commission File Number)

47-5402460
(IRS Employer
Identification No.)

**399 Park Avenue,
38th Floor
New York, NY**
(Address of Principal Executive Offices)

10022
(Zip Code)

Registrant's Telephone Number, Including Area Code: **(212) 419-3000**

Not Applicable
(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instructions A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 or Rule 12b-2 of the Securities Exchange Act of 1934. Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 5.03 — Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

On April 30, 2019, Owl Rock Capital Corporation (the “*Company*”) filed Articles of Amendment (the “*Amendment*”) to its Articles of Amendment and Restatement. The following is a summary of the material terms of the Amendment:

Following the listing of the Company’s shares of common stock on a national securities exchange (an “*Exchange Listing*”), a shareholder will not be able to transfer (whether by sale, gift, merger, by operation of law or otherwise), exchange, assign, pledge, hypothecate or otherwise dispose of or encumber, without the prior written consent of the board of directors of the Company:

- any shares of the Company’s common stock held by such shareholder prior to the date of an Exchange Listing for 180 days following the Exchange Listing;
- two-thirds of the shares of the Company’s common stock held by such shareholder prior to the date of an Exchange Listing for 270 days following the Exchange Listing; and
- one-third of the shares of the Company’s common stock held by such shareholder prior to the date of an Exchange Listing for 365 days following the Exchange Listing.

The foregoing summary of the Amendment does not purport to be complete and is qualified in its entirety by reference to the full text of the Articles of Amendment filed hereto as Exhibit 3.1.

Item 5.07 — Submission of Matters to a Vote of Security Holders.

Owl Rock Capital Corporation (the “*Company*”) held its Annual Meeting of Shareholders on April 29, 2019 and submitted three matters to the vote of the shareholders. A summary of the matters voted upon by shareholders is set forth below.

1. Shareholders elected three members of the board of directors of the Company, each to serve until the 2022 annual meeting of Shareholders and until their successors are duly elected and qualified Directors. The following votes were taken in connection with this proposal:

Name	For	Against	Abstain	Broker Non-Votes
Edward D’Alelio	164,917,076	126,819	81,723	48,918,111
Alan Kirshenbaum	164,918,357	128,955	78,306	48,918,111
Craig W. Packer	164,922,629	124,683	78,306	48,918,111

2. Shareholders ratified the appointment of KPMG LLP as the Company’s independent registered public accounting firm for the fiscal year ending December 31, 2019 based on the following votes:

For	Against	Abstain	Broker Non-Votes
208,486,549	455,253	5,101,927	N/A

3. Shareholders approved an amendment to the Company's existing charter to include a provision that would limit the transferability of shares of the Company's common stock in the 365-day period following a listing of the Company's common stock on a national securities exchange. The following votes were taken in connection with this proposal:

For	Against	Abstain	Broker Non-Votes
154,851,288	7,916,385	2,357,945	48,918,111

Item 9.01 — Financial Statements and Exhibits

(d) Exhibits.

3.1 [Owl Rock Capital Corporation Articles of Amendment, dated April 30, 2019.](#)

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

Owl Rock Capital Corporation

April 30, 2019

By: /s/ Alan Kirshenbaum

Name: Alan Kirshenbaum

Title: Chief Operating Officer and Chief Financial Officer

OWL ROCK CAPITAL CORPORATION**ARTICLES OF AMENDMENT**

Owl Rock Capital Corporation, a Maryland corporation (the "Corporation"), hereby certifies to the State Department of Assessments and Taxation of the State of Maryland that:

FIRST: The Corporation desires to amend its charter (the "Charter") as currently in effect as hereinafter set forth.

SECOND: The Charter is hereby amended as follows:

1. The following definitions are hereby inserted in the appropriate alphabetical location in Article I:

Restricted Period. The term "Restricted Period" has the meaning provided in Article XV hereto.

Transfer. The term "Transfer" shall have the meaning as provided in Article XV hereto.

2. A new Article XV is hereby added to the Charter as follows:

ARTICLE XV. TRANSFER RESTRICTIONS

During the Restricted Period, a stockholder shall not transfer (whether by sale, gift, merger, by operation of law or otherwise), exchange, assign, pledge, hypothecate or otherwise dispose of or encumber (collectively, "**Transfer**") any shares of Common Stock acquired prior to a Listing to any person or entity unless (i) the Board provides prior written consent and (ii) the Transfer is made in accordance with applicable securities and other laws. The "Restricted Period" is 180 days after the date of the Listing for all of the shares of Common Stock held by a stockholder prior to the date of the Listing, 270 days after the date of the Listing for two-thirds of the shares of Common Stock held by a stockholder prior to the date of the Listing and 365 days after the date of the Listing for one-third of the shares of Common Stock held by a stockholder prior to the date of the Listing. The Board may impose certain conditions in connection with granting its consent to a Transfer. Any purported Transfer of any shares of Common Stock effected in violation of this Article XV shall be void *ab initio* and shall have no force or effect, and the Corporation shall not register or permit registration of (and shall direct its transfer agent, if any, not to register or permit registration of) any such purported Transfer on its books and records.

THIRD: These Article of Amendment have been duly advised by the Board of Directors and approved by the stockholders of the Corporation as required by law.

FOURTH: The undersigned acknowledges these Articles of Amendment to be the corporate act of the Corporation and, as to all matters or facts required to be verified under oath, the undersigned acknowledges that, to the best of the undersigned's knowledge, information and belief, these matters and facts are true in all material respects and that this statement is made under the penalties for perjury.

-Signature page follows-

IN WITNESS WHEREOF, the Corporation has caused these Articles of Amendment to be signed in its name and on its behalf by its Chief Operating Officer and attested to by its Secretary on the 29th day of April, 2019.

ATTEST:

OWL ROCK CAPITAL CORPORATION

/s/ Victor Lopez

/s/ Alan Kirshenbaum

Secretary

Chief Operating Officer
