
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

SCHEDULE 14A

(Rule 14a-101)

INFORMATION REQUIRED IN PROXY STATEMENT

SCHEDULE 14A INFORMATION

**Proxy Statement Pursuant to Section 14(a) of
the Securities Exchange Act of 1934 (Amendment No.)**

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
 Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
 Definitive Proxy Statement
 Definitive Additional Materials
 Soliciting Material under §240.14a-12

OWL ROCK CAPITAL CORPORATION

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
 Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.
- (1) Title of each class of securities to which transaction applies: _____
- (2) Aggregate number of securities to which transaction applies: _____
- (3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined): _____
- (4) Proposed maximum aggregate value of transaction: _____
- (5) Total fee paid: _____
- Fee paid previously with preliminary materials.
 Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.
- (1) Amount Previously Paid: _____
- (2) Form, Schedule or Registration Statement No.: _____
- (3) Filing Party: _____
- (4) Date Filed: _____
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-



Your vote is needed!

The Board unanimously recommends that you vote "FOR" the approval of (i) the New Advisory Agreement and (ii) the Adjournment Proposal

Fellow Shareholder,

On March 17, 2021, Owl Rock Capital Corporation ("ORCC") will hold a Special Meeting of Shareholders to ask our Shareholders to approve (i) the Company's entry into the New Advisory Agreement and (ii) a proposal to adjourn and reconvene the meeting should we need to solicit additional shareholder support to approve the agreement.

The terms of the New Advisory Agreement are **identical** to the terms of the Existing Advisory Agreement.

This request is a result of the recently announced Business Combination Agreement executed between Owl Rock Capital Group ("Owl Rock") and Dyal Capital Partners ("Dyal"). The definitive agreement will bring together two industry leading investment platforms focused on providing capital solutions to the alternative asset management industry. The combined business will be the surviving entity in a merger with a special purpose acquisition corporation (a "SPAC"), Altimar Acquisition Corp. (NYSE: ATAC) (the "Transaction"). The Transaction, if consummated, will result in an indirect Change in Control of the Adviser to ORCC. This Adviser change of control will result in a termination of the current investment advisory agreement.

Your vote for this meeting is extremely important, regardless of the number of shares you own.

Our ability to close the Transaction and deliver enhancements provided by the Adviser Change in Control is dependent on shareholder approval. Such expected enhancements, which are described further in the proxy statement, include:

- improved investment sourcing capabilities.
- increased pipeline of deal opportunities.
- expanded resources available to investing activity, and
- enhanced ability to attract and retain talent.

In light of the unanimous recommendation of ORCC's Board of Directors, I ask for your support by voting **FOR** each of the proposals to be considered at the Special Meeting. If you do not vote, the effect will be the same as voting against the proposals, as described in the enclosed proxy materials.

I encourage you to review the enclosed proxy materials carefully and vote your shares using any one of the methods described below. Your prompt response will help us meet shareholder approval requirements before the meeting, thereby reducing the risk of postponement. If you have any questions about voting, please call our proxy solicitor, Broadridge, at 1-855-200-7549.

Thank you in advance for your support of ORCC.

Sincerely,

Craig W. Packer
Chief Executive Officer, President and Director

FOUR WAYS TO VOTE

 **ONLINE**

- | www.proxyvote.com
- | Please have your proxy card in hand when accessing the website.
- | There are easy-to-follow directions to help you complete the electronic voting instruction form.

 **PHONE**

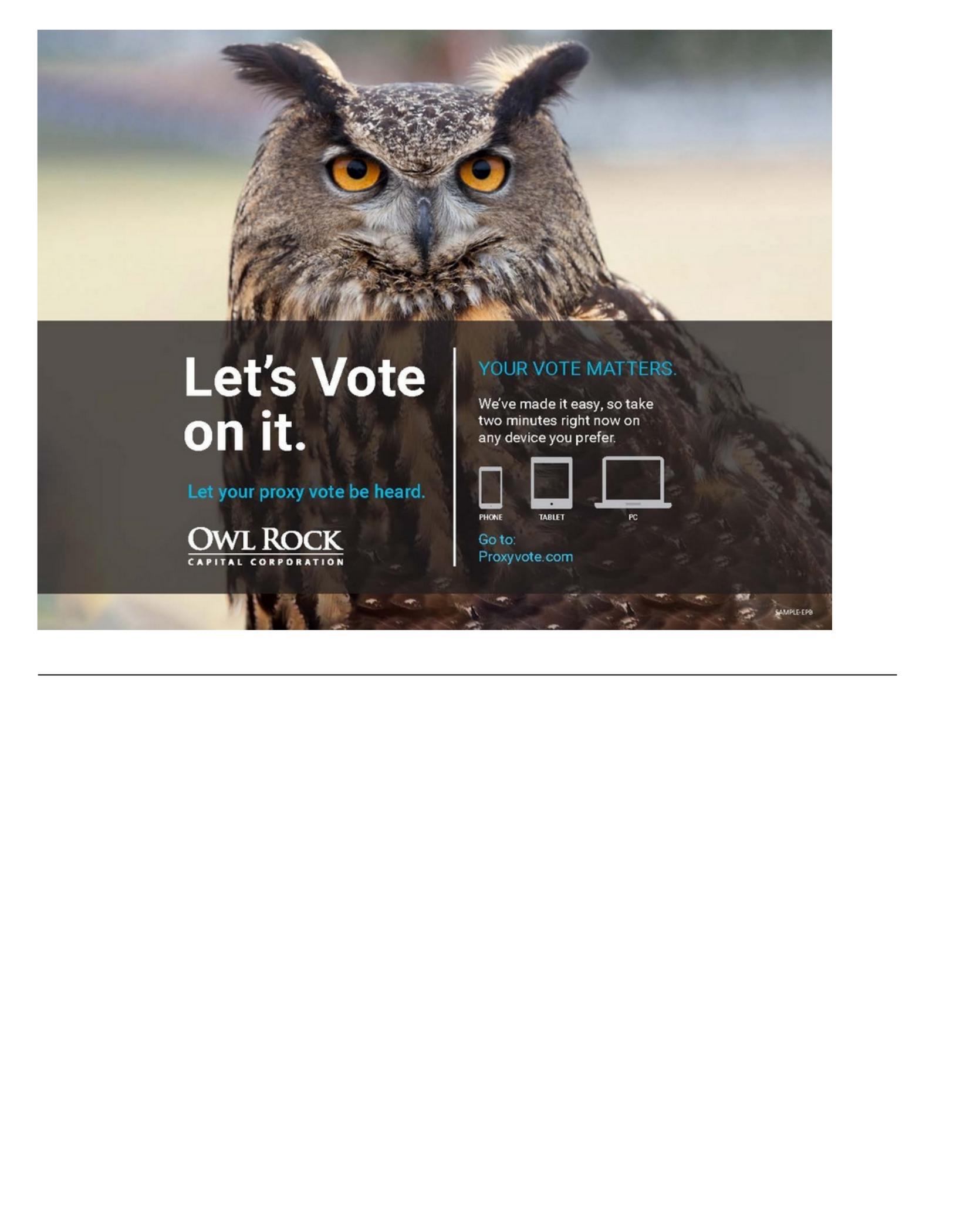
- | **WITHOUT A PROXY CARD**
- | Call 1-855-200-7549 Monday to Friday, 9:00 a.m. to 10:00 p.m. ET to speak with a proxy specialist.
- | **WITH A PROXY CARD**
- | Call 1-800-690-6903 with a touch-tone phone to vote using an automated system.

 **QR CODE**

- | **WITH A SMARTPHONE**
- | Vote by scanning the Quick Response Code or "QR Code" on the Proxy Card/VIF enclosed.

 **MAIL**

- | **VOTE PROCESSING**
- | Mark, sign and date your ballot and return it in the postage-paid envelope provided.



Let's Vote on it.

Let your proxy vote be heard.

OWL ROCK
CAPITAL CORPORATION

YOUR VOTE MATTERS.

We've made it easy, so take
two minutes right now on
any device you prefer.



PHONE



TABLET



PC

Go to:
Proxyvote.com

SAMPLE EP8

Your vote is in Vote your share

It's time to vote on the 2014-15 Budget. The Budget is the Government's plan for the future. It sets out the Government's priorities and how it will spend money to achieve them. It also sets out the Government's plans for raising money to pay for its services. The Budget is a key document for investors and shareholders. It tells them how the Government will spend money and how it will raise money. It also tells them what the Government's priorities are and how it will achieve them. The Budget is a key document for investors and shareholders. It tells them how the Government will spend money and how it will raise money. It also tells them what the Government's priorities are and how it will achieve them.

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FOUR WAYS TO VOTE



ONLINE

Visit www.gov.uk to vote online. You will need to be logged in to your account. You can vote on the 2014-15 Budget from 10am on 15th March to 11pm on 16th March. You can vote on the 2014-15 Budget from 10am on 15th March to 11pm on 16th March. You can vote on the 2014-15 Budget from 10am on 15th March to 11pm on 16th March.



BY POST

Visit www.gov.uk to request a ballot paper. You will need to be logged in to your account. You can request a ballot paper from 10am on 15th March to 11pm on 16th March. You can request a ballot paper from 10am on 15th March to 11pm on 16th March. You can request a ballot paper from 10am on 15th March to 11pm on 16th March.



How do I vote?

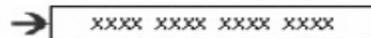
If you were a shareholder as of the January 15, 2021 record date, proxy materials were made available to you in late January. Most shareholders will receive proxy materials along with a control number for voting by email or by mail.

- 1. ONLINE:** Click on the Vote Now link found on this website. You will need to enter your control number. On the mailing or email you received, there are easy-to-follow directions to help you complete the electronic voting instruction form online. You may also scan the QR code printed on your proxy card to be directed to the voting website.
- 2. PHONE:** Call the toll-free number listed on your ballot with a touch-tone phone to vote using an automated system. Please have your control number ready when you call.
- 3. MAIL:** Mark, sign and date your paper ballot and return it in the postage-paid envelope included in your mailing. Please allow plenty of time for your ballot to be delivered in advance of the March 17th meeting date.

Where is my control number?

a. For shareholders that received proxy materials via mail:

Your Control Number can be found on your ballot next to the label "Control Number" OR in the box marked by an arrow as shown in the example below.



b. For shareholders that received proxy materials via email:

Your Control Number can be found next to the field labeled "Control Number" within the body of your email.
