

**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): March 7, 2022 (March 4, 2022)**

**Oaktree Specialty Lending Corporation**

(Exact name of Registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction  
of incorporation)

**814-00755**  
(Commission  
File Number)

**26-1219283**  
(I.R.S. Employer  
Identification No.)

**333 South Grand Avenue, 28th Floor**  
**Los Angeles, CA**  
(Address of principal executive offices)

**90071**  
(Zip Code)

**Registrant's telephone number, including area code: (213) 830-6300**

**Not Applicable**

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

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

**Securities registered pursuant to Section 12(b) of the Act:**

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common stock, par value \$0.01 per share	OCSL	The Nasdaq Stock Market LLC

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

- Emerging growth company

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

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

On March 4, 2022, Oaktree Specialty Lending Corporation (the “Company”) held its 2022 annual meeting of stockholders (the “Annual Meeting”). Set forth below are the two proposals voted upon by the Company’s stockholders at the Annual Meeting, as described in the Company’s proxy statement filed with the U.S. Securities and Exchange Commission on January 20, 2022, together with the voting results for each proposal. As of January 4, 2022, the record date for the Annual Meeting, 180,468,633 shares of the Company’s common stock were outstanding and entitled to vote.

**Proposal 1.** The Company’s stockholders elected the following nominee to serve on the Board of Directors of the Company, who will serve until the 2025 annual meeting of stockholders and until her successor is duly elected and qualifies: Phyllis R. Caldwell. The tabulation of votes was:

<u>Name</u>	<u>Votes For</u>	<u>Withheld</u>	<u>Broker Non-Votes</u>
Phyllis R. Caldwell	97,817,815	2,813,337	39,718,212

**Proposal 2.** The Company’s stockholders ratified the appointment of Ernst & Young LLP as the Company’s independent registered public accounting firm for the fiscal year ending September 30, 2022, as set forth below.

<u>Votes For</u>	<u>Votes Against</u>	<u>Abstain</u>
139,001,524	626,398	721,442

On March 4, 2022, the Company also held a special meeting of stockholders (the “Special Meeting”). Set forth below is the proposal voted upon by the Company’s stockholders at the Special Meeting, as described in the Company’s proxy statement filed with the U.S. Securities and Exchange Commission on January 13, 2022, together with the voting results for the proposal. As of January 5, 2022, the record date for the Annual Meeting, 180,468,633 shares of the Company’s common stock were outstanding and entitled to vote.

**Proposal 1.** The Company’s stockholders approved a proposal to authorize the Company, with the approval of the Board of Directors, to sell or otherwise issue shares of its common stock at a price below its then current net asset value per share, provided that the number of shares issued does not exceed 25% of its then outstanding common stock, as set forth below.

	<u>Votes For</u>	<u>Votes Against</u>	<u>Abstain</u>
With Affiliates	96,361,575	16,919,272	1,741,945
Without Affiliates	72,859,568	16,919,272	1,741,945

**SIGNATURE**

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

**OAKTREE SPECIALTY LENDING  
CORPORATION**

Date: March 7, 2022

By: /s/ Christopher McKown

Name: Christopher McKown

Title: Chief Financial Officer and Treasurer