

**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): May 20, 2021**

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**Barings BDC, Inc.**

(Exact name of registrant as specified in its charter)

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**Maryland**  
(State or Other Jurisdiction  
of Incorporation)

**814-00733**  
(Commission  
File Number)

**06-1798488**  
(IRS Employer  
Identification No.)

**300 South Tryon Street, Suite 2500**  
**Charlotte, North Carolina**  
(Address of Principal Executive Offices)

**28202**  
(Zip Code)

**Registrant's telephone number, including area code: (704) 805-7200**

N/A

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

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

<u>Title of Each Class</u>	<u>Trading Symbol</u>	<u>Name of Each Exchange on Which Registered</u>
Common Stock, par value \$0.001 per share	BBDC	The New York Stock Exchange

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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2).

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.

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

Set forth below are descriptions of the matters voted on at the 2021 Annual Meeting of Stockholders (the "Annual Meeting") of Barings BDC, Inc. (the "Company"), held today, Thursday, May 20, 2021, and the final voting results:

**Proposal 1 - Election of Directors**

The following individuals, constituting all of the nominees named in the Company's Proxy Statement relating to the Annual Meeting, as filed with the Securities and Exchange Commission on March 26, 2021 (the "Proxy Statement"), were each elected as a Class III director to serve until the Company's 2024 annual meeting of stockholders and until his or her respective successor has been duly elected and qualified. The following votes were taken in connection with this proposal:

<b>Director</b>	<b>For</b>	<b>Against</b>	<b>Abstain</b>	<b>Broker Non-Votes</b>
David Mihalick	44,893,322	883,539	105,393	—
Thomas W. Okel	37,418,462	8,356,207	107,585	—
Jill Olmstead	37,455,756	8,324,300	102,198	—

**Proposal 2 - Approval to Sell Shares of Common Stock Below Net Asset Value**

Stockholders approved a proposal to authorize the Company, pursuant to subsequent approval of its Board of Directors, to issue and sell shares of its common stock (during the twelve months following such authorization) at a price below the Company's then-current net asset value per share in one or more offerings, subject to certain limitations set forth in the Proxy Statement (including, without limitation, that the number of shares issued and sold pursuant to such authority does not exceed 30% of the Company's then-outstanding common stock immediately prior to each such offering), based on the following votes:

**All stockholders:**

<b>For</b>	<b>Against</b>	<b>Abstain</b>	<b>Broker Non-Votes</b>
42,314,944	3,342,106	225,204	—

This proposal was also approved by the Company's non-affiliated stockholders by a vote of 28,573,273 shares for, and 3,342,106 shares against, with 225,204 shares abstaining and no broker non-votes. The number of votes cast in favor of this proposal represents both (1) a majority of the outstanding shares of the Company's common stock; and (2) a majority of the outstanding shares of the Company's common stock that are not held by affiliated persons of the Company. For purposes of this proposal, the Investment Company Act of 1940, as amended, defines a "majority of the outstanding shares" as the vote of the lesser of: (1) 67% or more of the voting securities of the Company present at the Annual Meeting, if the holders of more than 50% of the outstanding voting securities of the Company are present or represented by proxy; or (2) more than 50% of the outstanding voting securities of the Company.

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**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 hereunto duly authorized.

Barings BDC, Inc.

Date: May 20, 2021

By: /s/ Jonathan Bock  
Jonathan Bock  
Chief Financial Officer