

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): June 27, 2013

HMS Income Fund, Inc.

(Exact name of registrant as specified in its charter)

Maryland	814-00939	45-3999996
(State or other jurisdiction of incorporation)	(Commission File Number)	(I.R.S. Employer Identification No.)
2800 Post Oak Blvd, Suite 5000, Houston, Texas		77056-6118
(Address of principal executive offices)		(Zip Code)

Registrant’s telephone number, including area code: (888) 220-6121

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))

Item 1.01 Entry into a Material Definitive Agreement

Amendment of the Conditional Fee Waiver Agreement

On June 28, 2013, HMS Income Fund, Inc. ("HMS Income Fund") entered into an amendment to the amended and restated conditional fee waiver agreement (the "Amendment") with HMS Adviser LP, Main Street Capital Corporation and Main Street Capital Partners, LLC (collectively, the "Advisers"). Pursuant to the Amendment, the Advisers have agreed to extend the term of the fee waiver period through December 31, 2013 to allow the Advisers to waive fees upon the occurrence of any event, which in the Advisers' sole discretion is deemed necessary, including, but neither limited to nor automatically triggered by, HMS Income Fund's estimate that a distribution declared and payable to its stockholders during the fee waiver period represents, or would represent when paid, a return of capital for U.S. federal income tax purposes. The Advisers have no obligation to waive fees pursuant to the conditional fee waiver agreement after December 31, 2013, unless the fee waiver period is further extended.

The foregoing summary does not describe all of the terms contained in the Amendment and is subject to and qualified in its entirety by reference to the Amendment, a copy of which is attached as Exhibit 10.1 to this Current Report on Form 8-K, and the terms of which are incorporated herein by reference.

Item 8.01 Other Events.

Third Quarter 2013 Distributions

With the authorization of its board of directors, HMS Income Fund recently declared distributions for the months of July – September 2013. These distributions will be calculated based on stockholders of record each day from July 1, 2013 through September 30, 2013 in an amount equal to \$0.00191781 per share, per day (which represents an annualized distribution yield of 7% based on HMS Income Fund's current public offering price of \$10.00 per share, if it were maintained everyday for a twelve-month period). Distributions will be paid on the first business day following the completion of each month to which they relate. All distributions will be paid in cash or reinvested in stock for those participating in HMS Income Fund's distribution reinvestment plan.

Statements in this Current Report on Form 8-K, including intentions, beliefs, expectations or projections relating to items such as the timing of payment of distributions are forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. Such statements are based on current expectations and assumptions with respect to, among other things, future economic, competitive and market conditions and future business decisions that may prove incorrect or inaccurate. Important factors that could cause actual results to differ materially from those in the forward looking statements include the risks described in the "Risk Factors" section of HMS Income Fund's Annual Report on Form 10-K for the year ended December 31, 2012.

A copy of the press release announcing the foregoing is attached hereto as Exhibit 99.1 and incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

EXHIBIT NUMBER	DESCRIPTION
10.1	Second Amendment to the Amended and Restated Conditional Fee Waiver Agreement between the Registrant, HMS Adviser LP, Main Street Capital Corporation and Main Street Capital Partners, LLC dated June 28, 2013
99.1	Press release dated June 28, 2013

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.

HMS Income Fund, Inc.

June 28, 2013

By: /s/ Ryan T. Sims
Name: Ryan T. Sims
Title: Chief Financial Officer and Secretary

**SECOND AMENDMENT TO
AMENDED AND RESTATED CONDITIONAL FEE WAIVER AGREEMENT**

This Second Amendment to the Amended and Restated Conditional Fee Waiver Agreement (this “Amendment”) is made as of June 28, 2013 by and among HMS Income Fund, Inc. (the “Company”), HMS Adviser LP (the “Adviser”), Main Street Capital Corporation (“Main Street”) and Main Street Capital Partners, LLC (“Main Street Capital Partners” and, together with Main Street, the “Sub-Adviser”). The Adviser and the Sub-Adviser are collectively referred to herein as the “Advisers.”

WHEREAS, on May 31, 2012, the Company, the Adviser and Main Street Capital Partners entered into that certain Conditional Fee Waiver Agreement (the “Original Agreement”) pursuant to which the Adviser and Main Street Capital Partners agreed to conditionally waive certain fees under that certain Investment Advisory and Administrative Services Agreement, dated May 31, 2012, by and between the Company and the Adviser and that certain Sub-Advisory Agreement, dated May 31, 2012, by and among the Company, the Adviser and the Sub-Adviser, respectively, to the extent that some or all of the distributions paid to the Company’s stockholders are estimated to represent a return of capital for purposes of U.S. federal income tax;

WHEREAS, on March 26, 2013, the Company and the Advisers amended and restated the Original Agreement (the “Fee Waiver Agreement”) primarily to reflect the extension of the term of the Fee Waiver Period (as defined therein) through September 30, 2013 and, on May 14, 2013, the Company and the Advisers amended the Fee Waiver Agreement to clarify that the repayment of any Waived Fees is to be made within a period not to exceed three (3) years from the date of each respective waiver of Waived Fees; and

WHEREAS, the Company and the Advisers now desire to again amend the Fee Waiver Agreement to (i) reflect the extension of the term of the Fee Waiver Period through December 31, 2013 and (ii) allow the Advisers to waive fees upon the occurrence of any event, in the Advisers’ sole discretion, which may include, but neither limited to nor automatically triggered by, the Company’s estimate that a distribution declared and payable to the Company’s stockholders during the Fee Waiver Period represents, or would represent when paid, a return of capital for U.S. federal income tax purposes.

NOW, THEREFORE, in consideration of the premises and the mutual agreements herein contained, and for other good and valuable consideration (the receipt and sufficiency of which are hereby acknowledged), the parties hereto agree as follows:

1. Capitalized Terms. All capitalized terms stated herein shall have the same meanings as ascribed to them in the Fee Waiver Agreement unless otherwise defined.
2. Waived Fees. Section 1 of the Fee Waiver Agreement is hereby amended and restated in its entirety to read as follows:

Waived Fees. During the period beginning at the time that the Company’s Registration Statement is declared effective by the SEC and continuing through December 31, 2013 (the “Fee Waiver Period”), the Advisers hereby agree to waive the Base Management Fee and/or Incentive Fee, proportionally, as each term is defined and further described in the Advisory Agreement, due and payable by the Company to the Advisers in the sole discretion of the Advisers taking into account the potential occurrence of any event including, but neither limited to nor automatically triggered by, the Company’s estimate that a distribution declared and payable to the Company’s stockholders during the Fee Waiver Period represents, or would represent when paid, a return of capital for purposes of U.S. federal income tax. The amounts waived pursuant to the preceding sentence shall be referred to herein as the “Waived Fees.” The Company shall promptly notify the Advisers of the amount of any Waived Fees and shall deduct the Waived Fees from the amount, if any, otherwise due and payable by the Company to the Adviser pursuant to the terms of the Advisory Agreement (and therefrom payable by the Adviser to the Sub-Adviser pursuant to the Sub-Advisory Agreement) for the applicable month. If the amount owed by the Company to the Adviser pursuant to the Advisory Agreement exceeds the Waived Fees, the Company shall pay any such excess amount to the Adviser in accordance with the terms of the Advisory Agreement (and therefrom payable by the Adviser to the Sub-Adviser pursuant to the Sub-Advisory Agreement).

3. Ratification of Fee Waiver Agreement. Except as modified by this Amendment, all of the terms and provisions of the Fee Waiver Agreement are hereby ratified and confirmed by the parties thereto and shall remain in full force and effect.

4. Interpretation. This Amendment shall be governed by and construed in accordance with the laws of the State of Texas (without reference to its conflicts of laws provisions) and the applicable provisions of the Investment Company Act of 1940, as amended (the “1940 Act”) and the Investment Advisers Act of 1940, as amended (the “Advisers Act”). To the extent that the applicable laws of the State of Texas or any of the provisions herein, conflict with the applicable provisions of the 1940 Act or the Advisers Act, the latter shall control. Further, nothing herein contained shall be deemed to require the Company to take any action contrary to the Company’s Amended and Restated Articles of Incorporation or the Amended and Restated By-Laws, as each may be amended or restated, or to relieve or deprive the Company’s board of directors of its responsibility for and control of the conduct of the affairs of the Company.

5. Counterparts. This Amendment may be executed in multiple counterparts, all of which taken together shall constitute one and the same agreement, binding upon the parties hereto.

[Signature Page to Follow]

IN WITNESS WHEREOF, the parties have caused this Second Amendment to Amended and Restated Conditional Fee Waiver Agreement to be signed by their respective officers thereunto duly authorized, as of the day and year first above written.

COMPANY:

HMS INCOME FUND, INC.

By: /s/ Ryan T. Sims
Name: Ryan T. Sims
Title: Chief Financial Officer and Secretary

ADVISER:

HMS ADVISER LP

By: HMS ADVISER GP, LLC, its general partner

By: /s/ Ryan T. Sims
Name: Ryan T. Sims
Title: Chief Financial Officer and Secretary

MAIN STREET:

MAIN STREET CAPITAL CORPORATION

By: /s/ Jason B. Beauvais
Name: Jason B. Beauvais
Title: Senior Vice President

MAIN STREET CAPITAL PARTNERS:

MAIN STREET CAPITAL PARTNERS, LLC

By: /s/ Jason B. Beauvais
Name: Jason B. Beauvais
Title: Senior Vice President



HMS Income Fund

FOR IMMEDIATE RELEASE

For More Information, Contact:

George Lancaster, Hines
George.Lancaster@Hines.com
713-966-7676

HMS Income Fund, Inc. Declares Third Quarter Distributions and extends Conditional Fee Waiver Agreement

HOUSTON, TX, June 28, 2013 - The board of directors of HMS Income Fund, Inc. ("HMS Income Fund") recently declared distributions for the months of July – September 2013 in the amount of \$0.00191781 per share, per day (which represents an annualized distribution rate of 7.00% based on HMS Income's current \$10.00 per share public offering price, if it were maintained everyday for a twelve-month period). Distributions will be paid on the first business day following the completion of each month to which they relate. All distributions will be paid in cash or reinvested in stock for those participating in the distribution reinvestment plan.

On June 28, 2013, HMS Income Fund entered into an amendment to the amended and restated conditional fee waiver agreement with HMS Adviser LP, Main Street Capital Corporation and Main Street Capital Partners, LLC (collectively, the "Advisers"), whereby the Advisers have agreed to extend the fee waiver period through December 31, 2013 to allow the Advisers to waive fees upon the occurrence of any event, which in the Advisers' sole discretion is deemed necessary, including, but neither limited to nor automatically triggered by, HMS Income Fund's estimate that a distribution declared and payable to its stockholders during the fee waiver period represents, or would represent when paid, a return of capital for U.S. federal income tax purposes. The Advisers have no obligation to waive fees pursuant to the conditional fee waiver agreement after December 31, 2013, unless the fee waiver period is further extended.

About HMS Income Fund

HMS Income Fund is a publicly registered, non-traded business development company. HMS Income Fund is a specialty finance company that was formed to make debt and equity investments in middle market companies. HMS Income Fund's primary investment objective is to generate income through debt and equity investments and a secondary objective is to generate long-term capital appreciation through such investments. HMS Income Fund is managed by HMS Adviser LP, and is currently sub-advised by a Main Street Capital Corporation, a New York Stock Exchange listed BDC. For more information, please visit www.hinessecurities.com.

About Hines

Hines is an international investment management firm with offices in 110 cities across 18 countries. Established in 1957, it is today one of the largest privately-owned commercial real estate investment, development and management firms in the world, overseeing \$24.3 billion in equity investments (as of December 31, 2012) for leading public and private pensions, corporations, sovereign wealth funds, family offices and trusts, and other institutions, plus more than 80,000 high net worth and retail investors. Hines manages numerous institutional funds and extends its institutional expertise to individual investors through specialized public and private investment programs that it sponsors and which its affiliate, Hines Securities, distributes through its select network of independent broker-dealer firms. For more information on Hines, please visit www.hines.com.

About Main Street

Main Street Capital Corporation (NYSE: MAIN) is a publicly-traded business development company that primarily invests in debt and equity investments in lower-middle market and middle-market companies. Its management team includes a unique group of professionals with more than 100 years of collective investment experience in private investment funds, investment banks and other financial services companies. Visit www.mainstreetcapital.com to learn more.

Certain Information About Distributions

The determination of the tax attributes of HMS Income Fund’s distributions will be made annually as of the end of HMS Income Fund’s fiscal year based upon its taxable income and distributions paid, in each case, for the full year. Therefore, a determination as to the tax attributes of the distributions made on a quarterly basis may not be representative of the actual tax attributes for a full year. The actual tax characteristics of distributions to stockholders will be reported to stockholders annually on a Form 1099-DIV. The payment of future distributions on HMS Income Fund’s common stock is subject to the discretion of the Board and applicable legal restrictions, and therefore, there can be no assurance as to the amount or timing of any such future distributions.

Forward-Looking Statements

This press release may contain certain forward looking statements, including intentions, beliefs, expectations or projections relating to items such as the timing of payment of distributions. Such statements are based on current expectations and assumptions with respect to, among other things, future economic, competitive and market conditions and future business decisions that may prove incorrect or inaccurate. Certain factors could cause actual results to differ materially from those projected in these forward-looking statements and some of these factors are enumerated in the filings HMS Income Fund makes with the Securities and Exchange Commission. HMS Income Fund undertakes no obligation to publicly update or revise any forward-looking statements, whether as a result of new information, future events or otherwise.
