

Submission Data File

General Information	
Form Type*	8-K
Subject-Company File Number	
Subject-Company CIK	
Subject-Company Name	
Subject-Company IRS Number	
Contact Name	Paul Chung
Contact Phone	866-683-5277
Filer File Number	
Filer CIK*	0001535778 [HMS INCOME FUND, INC.]
Filer CCC*	*****
Confirming Copy	No
Notify via Website only	No
Return Copy	No
Group Name	
Items*	8.01 Other Events 9.01 Financial Statements and Exhibits
SROS*	NONE
Depositor CIK	
Depositor 33 File Number	
Fiscal Year	
Item Submission Type	
Period*	09-13-2012
(End General Information)	

Document Information	
File Count*	3
Document Name 1*	v323929 8k.htm
Document Type 1*	8-K
Document Description 1	8-K
Document Name 2*	v323929 ex99-1.htm
Document Type 2*	EX-99.1
Document Description 2	EX-99.1
(End Document Information)	

Notifications	
Notify via Website only	No
E-mail 1	pchung@vfilings.com
(End Notifications)	

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): September 13, 2012

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 8.01 Other Events.

Special Stock Dividend

On September 13, 2012, the board of directors (collectively, the “Board”) of HMS Income Fund, Inc. (the “Company”) declared a special stock dividend of approximately 2.25 shares of the Company’s common stock (\$0.001 par value per share) per 100 shares of common stock. The stock dividend was issued on September 14, 2012 to stockholders of record on September 13, 2012. The purpose of this action was to ensure that the Company’s net asset value (“NAV”) per share does not exceed the Company’s current offering price, after deduction of selling commissions and dealer manager fees, as required by the Investment Company Act of 1940, as amended. The Board determined that the Company’s portfolio performance warranted taking this action.

The special stock dividend increased the number of shares outstanding as of September 14, 2012, thereby reducing NAV per share. However, because the stock dividend was issued to all existing stockholders in proportion to their holdings, the reduction in NAV per share as a result of the stock dividend was offset exactly by the increase in the number of shares owned by each investor. As the overall value of an investor’s position is not reduced as a result of the special stock dividend, the Board determined that its payment was not dilutive to existing stockholders. As the stock dividend did not change any stockholder’s proportionate interest in the Company, it is not expected to represent a taxable dividend.

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 dividends 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 the Company’s Registration Statement on Form N-2.

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
99.1	Press release dated September 13, 2012

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.
September 13, 2012	By: <u>/s/ Ryan T. Sims</u> Name: Ryan T. Sims Title: Chief Financial Officer and Secretary



**For Immediate Release**

**HMS Income Fund Declares 2.25% Special Stock Dividend**

HOUSTON – September 13, 2012 – HMS Income Fund, Inc. (“HMS Income Fund”), a business development company sponsored by Hines and sub-advised by Main Street Capital Partners, LLC, a subsidiary of Main Street Capital Corporation (NYSE: MAIN), today declared a special stock dividend of approximately 2.25 shares of HMS Income Fund’s common stock per 100 shares of common stock. The board of directors approved the stock dividend in light of the performance of HMS Income Fund’s portfolio. “The purpose of this special stock dividend was to ensure that HMS Income Fund’s net asset value (“NAV”) per share does not exceed its current offering price, after deduction of selling commissions and dealer manager fees, as required by the Investment Company Act of 1940,” said Ryan Sims, chief financial officer for HMS Income Fund.

Sims also said that the special stock dividend increased the number of shares outstanding as of the issue date, thereby reducing NAV per share, “however, because the stock dividend was issued to all existing stockholders in proportion to their holdings, the reduction in NAV per share as a result of the stock dividend was offset exactly by the increase in the number of shares owned by each investor. As the overall value of an investor’s position is not reduced as a result of the special stock dividend, the board of directors determined that its payment was not dilutive to existing stockholders.” Sims added that the stock dividend it is not expected to represent a taxable dividend because it did not change any stockholder’s proportionate interest in HMS Income Fund.

**About HMS Income Fund**

HMS Income Fund is a publicly registered, non-traded business development company sponsored by Hines, an international investment management firm. The primary investment objective of HMS Income Fund is to generate current income through debt and equity investments in private middle market and lower-middle market U.S. companies. Its secondary objective is to generate long-term capital appreciation through such investments. HMS Income Fund is managed by HMS Adviser LP and is sub-advised by a wholly owned subsidiary of Main Street Capital Corporation (NYSE: MAIN), a publicly traded business development company. To learn more, please visit [www.hinessecurities.com](http://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 \$22.9 billion in equity investments (as of December 31, 2011) 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](http://www.hines.com).

**About Main Street**

Main Street Capital Corporation (NYSE: MAIN) wholly owns the sub-adviser to HMS Income Fund. Main Street 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](http://www.mainstreetcapital.com) to learn more.

**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.

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