

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 8, 2021** (September 7, 2021)

CION Investment Corporation

(Exact Name of Registrant as Specified in Charter)

Maryland

(State or Other Jurisdiction of Incorporation)

000-54755

(Commission File Number)

45-3058280

(I.R.S. Employer Identification No.)

**3 Park Avenue, 36th Floor
New York, New York 10016**

(Address of Principal Executive Offices)

(212) 418-4700

(Registrant's telephone number, including area code)

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

None

Trading symbol(s)

Not applicable

Name of each exchange on which registered

Not applicable

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 September 7, 2021, CION Investment Corporation (“CIC”) reconvened its Annual Meeting of Shareholders (the “Annual Meeting”). The Annual Meeting was initially called to order on July 8, 2021, and was adjourned until August 9, 2021 and again until September 7, 2021 to permit additional time to solicit shareholder votes for certain proposals.

As of May 10, 2021, the record date for the determination of shareholders entitled to notice of, and to vote at, the Annual Meeting, 113,514,454 shares of common stock were eligible to be voted, and 69,722,061 of those shares were voted in person or by proxy at the reconvened Annual Meeting. Shareholders were asked to consider and act upon the following proposals, each of which is described in detail in CIC’s definitive proxy statement filed with the SEC on May 13, 2021 (the “Proxy Statement”):

- Proposal No. 2 – the approval of five proposals that will collectively amend and restate CIC’s charter to reflect amendments described in the Proxy Statement, which will become effective upon a future listing of CIC’s shares of common stock on a national securities exchange (the “Listing”), and which will serve to conform more closely certain provisions in CIC’s charter to provisions in the charters of other business development companies whose securities are listed and publicly-traded on a national securities exchange (the “Listing Charter Amendment Proposals”).

The Listing Charter Amendment Proposals were approved by CIC’s shareholders at the reconvened Annual Meeting. The votes for, votes against, abstentions and broker non-votes are set forth below:

Proposal 2(i) - the approval of a proposal to amend and restate CIC’s charter to reflect an amendment, which will become effective upon a Listing, to provide that directors may be removed only for “cause” and only by the affirmative vote of at least two-thirds of the votes entitled to be cast generally in the election of directors:

Votes For	60,743,741
Votes Against	5,095,258
Abstentions	3,883,062
Broker Non-Votes	0

Proposal 2(ii) - the approval of a proposal to reflect an additional amendment to CIC’s charter, which will become effective upon a Listing, to provide that CIC may limit a shareholder’s right to inspect CIC’s books and records if the board of directors determines that such shareholder has an improper purpose for requesting such inspection:

Votes For	58,165,827
Votes Against	7,389,563
Abstentions	4,166,671
Broker Non-Votes	0

Proposal 2(iii) - the approval of a proposal to reflect an additional amendment to CIC's charter, which will become effective upon a Listing, to clarify that the indemnification and exculpation provisions in CIC's charter are mandatory, but subject to the limitations of the Investment Company Act of 1940, as amended:

Votes For	61,604,876
Votes Against	3,774,847
Abstentions	4,342,338
Broker Non-Votes	0

Proposal 2(iv) - the approval of a proposal to reflect an additional amendment to CIC's charter, which will become effective upon a Listing, to include a provision that would limit the transferability of CIC's shares of common stock in the 270-day period following a Listing:

Votes For	60,391,697
Votes Against	4,947,038
Abstentions	4,383,326
Broker Non-Votes	0

Proposal 2(v) - the approval of a proposal to reflect an additional amendment to CIC's charter, which will become effective upon a Listing, to delete certain provisions required by, and remove references to, the Omnibus Guidelines promulgated by the North American Securities Administrators Association, Inc.:

Votes For	59,623,917
Votes Against	5,255,369
Abstentions	4,842,775
Broker Non-Votes	0

On September 8, 2021, CIC issued a press release announcing the foregoing results of the reconvened Annual Meeting. A copy of the press release is attached hereto as Exhibit 99.1 and incorporated by reference herein.

Item 8.01. Other Events.

On September 8, 2021, CIC issued a press release announcing that CIC has commenced the final steps to prepare for a Listing on the New York Stock Exchange (the "NYSE"). CIC anticipates that its shares of common stock will commence trading on the NYSE with the ticker symbol "CION" within the next 30 days. CIC has engaged Wells Fargo Securities LLC to serve as lead advisor to CIC in connection with the Listing. There can be no assurance that CIC will be able to complete the Listing in any certain timeframe or at all. A copy of the press release is attached hereto as Exhibit 99.1 and incorporated by reference herein.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

[99.1](#) [Press Release dated September 8, 2021.](#)

SIGNATURES

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

CION Investment Corporation

Date: September 8, 2021

By: /s/ Michael A. Reisner
Co-Chief Executive Officer

EXHIBIT LIST

EXHIBIT NUMBER	DESCRIPTION
99.1	Press Release dated September 8, 2021



CION Investment Corporation Announces Shareholder Approval of Listing-Related Proposals and Further Detail on Proposed Listing

CIC has commenced the final steps to prepare for the Listing and anticipates its shares of common stock will commence trading on the NYSE.

FOR IMMEDIATE RELEASE

NEW YORK, NY (September 8, 2021) – CION Investment Corporation (“CIC”), a leading publicly registered non-traded business development company, announced today the results of its reconvened Annual Meeting of Shareholders held on September 7, 2021 (“Reconvened Annual Meeting”). The Annual Meeting of Shareholders was initially called to order on July 8, 2021, and was subsequently adjourned until August 9, 2021, and again until September 7, 2021 to allow shareholders additional time to vote on certain matters at each meeting.

CIC is pleased to announce that at the Reconvened Annual Meeting, the five proposals comprising Proposal 2 (“Listing Charter Amendment Proposals”) that collectively amend and restate CIC’s charter as described in the definitive proxy statement filed with the Securities and Exchange Commission (“SEC”) on May 13, 2021 (“Proxy Statement”), and which will become effective upon the listing of CIC’s shares of common stock (“Listing”) on the New York Stock Exchange (“NYSE”), were each approved.

Accordingly, CIC has commenced the final steps to prepare for the Listing. CIC anticipates that its shares of common stock will commence trading on the NYSE with the ticker symbol “CION” within the next 30 days. CIC has engaged Wells Fargo Securities LLC (“Wells Fargo”) to serve as lead advisor to CIC in connection with the Listing. There can be no assurance that CIC will be able to complete the Listing in any certain timeframe or at all.

Mark Gatto, co-Chief Executive Officer of CIC, said, “As we have previously stated, we believe listing CIC’s shares of common stock on the NYSE will bring numerous benefits to shareholders, including enhanced liquidity of their shares and a fee structure more in line with public company peers. Additionally, although not assured, we believe that shareholders will benefit from greater shareholder diversification, potential institutional research coverage and greater availability and access to capital.”

Michael A. Reisner, co-Chief Executive Officer of CIC, added, “We are pleased to have engaged Wells Fargo to assist us in preparing for the Listing. We believe that its experience and expertise with publicly traded BDCs and financial institutions have been and will continue to be of great benefit as we move forward with completing the Listing. This is a significant milestone in the life of the fund, and one that we could not have achieved without the continued support of our shareholders and partners. We thank all our shareholders for their voting and participation as we continue progressing to a successful listing event.”

CIC shareholders previously approved Proposals 1, 3, and 4 regarding: (i) the election of Mark Gatto and Michael A. Reisner as directors of CIC; (ii) the approval of an amended and restated investment advisory agreement between CIC and CION Investment Management, LLC, CIC’s investment adviser; and (iii) the authorization for CIC, with the approval of CIC’s board of directors, to offer and sell shares of common stock at a price below net asset value during the 12 months following shareholder approval, subject to certain limitations described in the Proxy Statement. All Proposals are described in detail in the Proxy Statement.

ABOUT CION INVESTMENT CORPORATION

CIC is a leading publicly registered non-traded business development company that currently has approximately \$1.8 billion in assets. CIC focuses primarily on senior secured loans to U.S. middle-market companies. CIC is advised by CION Investment Management, LLC, a registered investment adviser and an affiliate of CIC.

ABOUT CION INVESTMENTS

CION Investments is a leading manager of alternative investment solutions designed to redefine the way individual investors can build their portfolios and help meet their long-term investment goals. CION Investments currently sponsors CIC, a leading publicly registered non-traded business development company that currently manages approximately \$1.8 billion in assets. CION Investments also sponsors, through CION Ares Management, LLC, CION Ares Diversified Credit Fund, a globally diversified credit interval fund with approximately \$2.0 billion in total managed assets. For more information, please visit www.cioninvestments.com.

FORWARD LOOKING STATEMENTS

The information in this press release contains forward-looking statements within the meaning of the federal securities laws. These forward-looking statements are identified by words such as “may,” “anticipates,” “expects,” “intends,” “plans,” “believes,” “seeks,” “estimates,” “would,” “could,” “should,” and variations of these words and similar expressions, including references to assumptions, forecasts of future results, shareholder diversification, institutional research coverage and availability and access to capital. These statements are not guarantees of future performance and are subject to risks, uncertainties and other factors, some of which are beyond our control and are difficult to predict, such as the price at which CIC’s shares of common stock will trade on the NYSE, and could cause actual results to differ materially from those expressed or forecasted in the forward-looking statements. CIC undertakes no obligation to update any forward-looking statements contained herein to conform the statements to actual results or changes in its expectations.

OTHER INFORMATION

The information in this press release is summary information only and should be read in conjunction with CIC’s Current Reports on Form 8-K, which CIC filed with the SEC on July 9, 2021, August 11, 2021 and September 8, 2021, as well as CIC’s other reports filed with the SEC. A copy of CIC’s Current Reports on Form 8-K and CIC’s other reports filed with the SEC can be found on CIC’s website at www.cioninvestments.com and the SEC’s website at www.sec.gov.

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