

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 22, 2021** (September 21, 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	Trading symbol(s)	Name of each exchange on which registered
<b>None</b>	<b>Not applicable</b>	<b>Not applicable</b>

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 8.01. Other Events.***Reverse Stock Split*

As previously announced, on September 15, 2021, the board of directors (the “Board”) of CION Investment Corporation (“CIC”) authorized CIC to file Articles of Amendment to its Articles of Incorporation (the “Reverse Stock Split Amendment”) with the State Department of Assessments and Taxation of the State of Maryland (“SDAT”) to effect a two-to-one reverse split of CIC’s shares of common stock (the “Reverse Stock Split”). In anticipation of the potential listing of CIC’s shares of common stock on the New York Stock Exchange (the “NYSE”), CIC filed the Reverse Stock Split Amendment with SDAT, which became effective on September 21, 2021.

As a result of the Reverse Stock Split on September 21, 2021, every two shares of CIC common stock issued and outstanding were automatically combined into one share of CIC common stock, with the number of issued and outstanding shares reduced from 113,916,869 to 56,958,440. As adjusted to give effect to the Reverse Stock Split, (i) CIC’s net asset value per share as of June 30, 2021 would have been \$16.34 (instead of \$8.17 per share); and (ii) the previously announced (A) fourth quarter regular cash distribution of \$0.1324 per share will be paid at a per share distribution amount of \$0.2648; and (B) year-end special cash distribution expected to be in the range of \$0.07 to \$0.10 per share will be paid at a per share distribution amount expected to be in the range of \$0.14 to \$0.20. The Reverse Stock Split Amendment also provides that there was no change in the par value of \$0.001 per share as a result of the Reverse Stock Split. The Reverse Stock Split did not modify the rights or preferences of CIC’s common stock.

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

*NYSE Listing*

On September 22, 2021, CIC issued a press release announcing that CIC anticipates that its shares of common stock will commence trading on the NYSE with the ticker symbol “CION” on or around October 5, 2021. 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 announcing the foregoing is attached hereto as Exhibit 99.1 and incorporated by reference herein.

*Estimated Net Asset Value*

On September 22, 2021, CIC determined that the estimated net asset value of CIC’s common stock as of September 22, 2021 was \$16.34 per share.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits.

[99.1](#) [Press Release dated September 22, 2021.](#)

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**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 22, 2021

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

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EXHIBIT LIST

EXHIBIT NUMBER	DESCRIPTION
<a href="#">99.1</a>	<a href="#">Press Release dated September 22, 2021</a>

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## **CION Investment Corporation Prepares to List On The New York Stock Exchange On Or Around October 5, 2021**

*Also announces completion of its previously announced 2-to-1 reverse stock split.*

### **FOR IMMEDIATE RELEASE**

NEW YORK, NY (September 22, 2021) – CION Investment Corporation (“CIC”), a leading publicly registered non-traded business development company, has commenced the final steps to prepare for the listing of its shares of common stock on the New York Stock Exchange (the “Listing”). Subject to market conditions and final NYSE approval, CIC currently anticipates its shares will commence trading under the ticker symbol “CION” on or around October 5, 2021. There can be no assurance that CIC will be able to complete the Listing in any certain timeframe or at all.

Wells Fargo Securities LLC is acting as lead advisor to CIC in connection with the Listing. Dechert LLP is acting as legal advisor to CIC.

### **Completion of Previously Announced 2-to-1 Reverse Stock Split**

Separately, CIC reported that its previously announced 2-to-1 reverse stock split became effective on September 21, 2021. As a result of the reverse stock split, every two shares of CIC common stock issued and outstanding was automatically combined into one share of CIC common stock, with the number of issued and outstanding shares reduced from 113,916,869 to 56,958,440. As adjusted to give effect to the reverse stock split, (i) CIC’s net asset value per share as of June 30, 2021 would have been \$16.34 (instead of \$8.17 per share); and (ii) the previously announced (A) fourth quarter regular cash distribution of \$0.1324 per share will be paid at a per share distribution amount of \$0.2648; and (B) year-end special cash distribution expected to be in the range of \$0.07 to \$0.10 per share will be paid at a per share distribution amount expected to be in the range of \$0.14 to \$0.20. There was no change in the par value of \$0.001 per share as a result of the reverse stock split. In addition, the reverse stock split did not modify the rights or preferences of CIC’s common stock.

### **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](http://www.cioninvestments.com).

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## **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 Report on Form 8-K, which CIC filed with the SEC on September 22, 2021, as well as CIC’s other reports filed with the SEC. A copy of CIC’s Current Report on Form 8-K and CIC’s other reports filed with the SEC can be found on CIC’s website at [www.cioninvestments.com](http://www.cioninvestments.com) and the SEC’s website at [www.sec.gov](http://www.sec.gov).

## **CONTACTS**

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