

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

**SCHEDULE 14A INFORMATION**

**Proxy Statement Pursuant to Section 14(a) of the  
Securities Exchange Act of 1934**

Filed by the Registrant

Filed by a party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to §240.14a-12

**TICC CAPITAL CORP.**

(Name of Registrant as Specified In Its Charter)

**TPG Specialty Lending, Inc.**

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- Fee not required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount previously paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing party:

(4) Date Filed:

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TPG Specialty Lending, Inc. (“TSLX”) has filed a definitive proxy statement with the Securities and Exchange Commission (the “SEC”) and an accompanying GOLD proxy card to be used to solicit votes against TICC Capital Corp.’s (the “Company”) proposal to approve a new advisory agreement between the Company and TICC Management, LLC, to take effect upon a change of control of TICC Management, LLC, and certain related proposals, at a special meeting of stockholders of the Company originally scheduled to be held on October 27, 2015.

As part of the above-referenced solicitation, TSLX updated certain pages of its website, <http://www.changeticcnow.com/>, a website established by TSLX that contains information regarding the solicitation. This Schedule 14A filing consists of the following screenshots, which reflect the content of pages not previously filed with the SEC.

## TSLX urges TICC stockholders to vote against all management proposals at the upcoming special meeting of stockholders

TPG Specialty Lending, Inc. ("TSLX") urges TICC Capital Corp. ("TICC") stockholders to vote against all management proposals on the **GOLD** proxy card at the upcoming special meeting of stockholders, which has been postponed and is in the process of being rescheduled.

TSLX has proposed to acquire TICC in a transaction that would provide TICC stockholders with an upfront premium and the potential for long-term value creation behind an industry-leading platform. However, our proposal was rejected by the TICC Special Committee, without engaging in any negotiations or discussions about the substance of our proposal, in favor of a value-destructive transaction to replace TICC's external manager with an affiliate of Benefit Street Partners L.L.C.

We remain undeterred. We are urging TICC stockholders to vote **AGAINST** management's inferior proposals on the **GOLD** proxy card. Your vote will stop TICC from pursuing a value-destructive transaction. And although voting against one or all of the TICC proposals is not equivalent to voting in favor of the TSLX proposal, and defeat of the TICC proposals alone will not require TICC to pursue a transaction with TSLX, voting the **GOLD** proxy card will send a clear message to the TICC board that you prefer the TSLX proposal.

VOTE AGAINST TICC TODAY

### PRESS RELEASES

TPG Specialty Lending, Inc. Addresses TICC's Desperate Attempts to Protect a Misplaced Payment to a Failed Manager  
10/28/2015

TPG Specialty Lending, Inc. Sets the Record Straight on TICC Capital Corp.'s Efforts to Mislead Investors in Letter to Stockholders  
10/26/2015

TPG Specialty Lending, Inc. Issues Presentation Detailing Why TICC Capital Corp. Stockholders Should Vote AGAINST All Proposals at Upcoming TICC Capital Corp. Special Meeting  
10/21/2015

### WHAT PEOPLE ARE SAYING...

"[T]here are very few definitive reasons to suggest the arrangement with BSP is likely to represent the most attractive alternative available to [TICC's] unaffiliated investor base at this time. ... [T]he expeditiously negotiated management arrangement creates an undisclosed wealth transfer in favor of TICC's underperforming adviser and shifts management of [TICC] to an entity that has been unable or unwilling to fully match seemingly superior arrangements available through alternative transaction partners." - Glass, Lewis & Co., LLC - October 14, 2015



VIEW ALL

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TPG Specialty Lending, Inc. Reiterates Importance of Protecting Stockholder Value by Voting AGAINST All Proposals at Upcoming TICC Capital Corp. Special Meeting  
10/19/2015

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ISS, Glass Lewis and Egan-Jones Recommend TICC Capital Corp. Stockholders Vote AGAINST the Benefit Street Partners Transaction  
10/16/2015

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TPG Specialty Lending, Inc. Welcomes TICC Capital Corp.'s Admission of Failed Leadership and Highlights Four Simple Truths  
10/16/2015

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TPG Specialty Lending, Inc. Sets the Record Straight on Management Fees  
10/15/2015

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TPG Specialty Lending, Inc. Highlights Four Key Facts for TICC Stockholders to Consider about Their Dividend  
10/13/2015

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TPG Specialty Lending, Inc. Questions Payment to Failed Leadership in Letter to TICC Capital Corp. Stockholders.  
10/12/2015

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TPG Specialty Lending, Inc. Corrects Misleading Statements from TICC Capital Corp.  
10/8/2015

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TPG Specialty Lending, Inc. Files Definitive Proxy Materials with SEC to Solicit TICC Capital Corp. Stockholders to Vote AGAINST the Inferior Benefit Street Partners Transaction  
10/5/2015

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TPG Specialty Lending, Inc. Corrects Misleading Statements from TICC Capital Corp.  
9/30/2015

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TPG Specialty Lending, Inc. Demonstrates Superior Value of Its Proposal in Letter to TICC Capital Corp. Stockholders  
9/28/2015


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TPG Specialty Lending, Inc. Sends Letter to TICC Capital Corp. Stockholders Outlining Merits of Proposal  
9/21/2015

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TPG Specialty Lending Proposes to Acquire TICC Capital Corp. for \$7.50 per Share  
9/16/2015

[VIEW ALL](#) 



## HOW TO VOTE

**YOUR VOTE IS IMPORTANT. PLEASE VOTE YOUR GOLD VOTING INSTRUCTION FORM TODAY.**

You will need to have your GOLD voting instruction form in hand to vote your shares by Internet or telephone.

**VOTE BY INTERNET - [www.proxyvote.com](http://www.proxyvote.com)**

1. Locate the 16 digit Control Number printed on the GOLD voting instruction form. The Control Number is printed on the right side of the form next to the dark arrow.
2. Go to [www.proxyvote.com](http://www.proxyvote.com).
3. Follow the simple instructions on the website to quickly and easily vote your shares.

**VOTE BY TELEPHONE - 1-800-454-8683**

1. Using a touch tone phone, call (800) 454-8683.
2. When prompted, enter your 16 digit Control Number which is printed on the right hand side of your voting instruction form next to the dark arrow.
3. Follow the simple recorded instructions to quickly and easily vote your shares.

**The special meeting of stockholders has been postponed and is in the process of being rescheduled.**

**VOTE BY MAIL**

Mark, sign and date your GOLD voting instruction form and return it in the postage-paid envelope provided to ensure your vote is received prior to the special meeting. Please note: if you voted your shares by Internet or by telephone, you do NOT need to mail back your GOLD voting instruction form.

If you hold shares in more than one account, you will receive a GOLD voting instruction form for each of these accounts. To vote all of the shares you own, you will need to vote every GOLD voting instruction form you receive, each of which will have a unique Control Number.

PLEASE CONTACT MACKENZIE PARTNERS, INC. WITH ANY QUESTIONS ON HOW TO VOTE AT (800) 322-2885.