

**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):  
August 26, 2024 (August 22, 2024)

**RUNWAY GROWTH FINANCE CORP.**  
(Exact name of registrant as specified in its charter)

**Maryland**  
(State or other jurisdiction  
of incorporation)

**000-55544**  
(Commission File Number)

**47-5049745**  
(I.R.S. Employer Identification  
No.)

**205 N. Michigan Ave., Suite 4200**  
**Chicago, Illinois 60601**  
(Address of principal executive offices and zip code)

Registrant's telephone number, including area code: **(312) 281-6270**

Check the appropriate box below if the Form 8-K 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
Common Stock, par value \$0.01 per share	RWAY	Nasdaq Global Select Market LLC
7.50% Notes due 2027	RWAYL	Nasdaq Global Select Market LLC
8.00% Notes due 2027	RWAYZ	Nasdaq Global Select Market LLC

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 or Rule 12b-2 of the Securities Exchange Act of 1934. 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 August 22, 2024, Runway Growth Finance Corp. (the “Company”) held its 2024 Annual Meeting of Stockholders (the “Annual Meeting”). The Company submitted two (2) matters to the vote of its stockholders, each of which is described in detail in the Company’s definitive proxy statement for the Annual Meeting filed with the Securities and Exchange Commission on July 3, 2024.

As of the close of business on July 1, 2024, the record date for the Annual Meeting, there were 38,547,295 shares of the Company’s common stock outstanding and entitled to vote at the Annual Meeting. A summary of the matters voted upon by the Company’s stockholders at the Annual Meeting is set forth below.

**Proposal 1: Election of Directors**

The Company’s stockholders re-elected three directors to the Board of Directors, including Julie Persily and John F. Engel to serve until the 2027 Annual Meeting of Stockholders and until his or her successor is duly elected and qualified, and Gregory M. Share to serve for the remainder of the Class III director term until the 2025 Annual Meeting of Stockholders and until his successor is duly elected and qualified. The following votes were taken in connection with this proposal:

<b>Name</b>	<b>For</b>	<b>Withhold</b>	<b>Broker Non-Votes</b>
Julie Persily	15,216,445	2,153,024	8,867,737
John F. Engel	15,225,321	2,144,149	8,867,736
Gregory M. Share	17,253,837	115,633	8,867,736

**Proposal 2: Ratification of the selection of RSM US LLP to serve as the Company’s independent registered public accounting firm for the fiscal year ending December 31, 2024**

The Company’s stockholder ratified the selection of RSM US LLP to serve as the Company’s independent registered public accounting firm for the fiscal year ending December 31, 2024. The following votes were taken in connection with this proposal:

<b>For</b>	<b>Against</b>	<b>Abstain</b>	<b>Broker Non-Votes</b>
26,011,676	156,184	69,349	0

**Item 9.01. Financial Statements and Exhibits**

(d) Exhibits:

<b>Exhibit Number</b>	<b>Description</b>
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

**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.

Date: August 26, 2024

RUNWAY GROWTH FINANCE CORP.

By: /s/ Thomas B. Raterman

Thomas B. Raterman

Chief Operating Officer, Chief Financial Officer, Treasurer and Secretary

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