

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):
May 5, 2026

OXFORD SQUARE CAPITAL CORP.
(Exact name of Registrant as specified in its charter)

Maryland
(State or other jurisdiction
of incorporation)

814-00638
(Commission
File Number)

20-0188736
(I.R.S. Employer
Identification No.)

8 Sound Shore Drive, Suite 255
Greenwich, CT 06830
(Address of principal executive offices)

Registrant's telephone number, including area code: (203) 983-5275

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
Common stock, par value \$0.01 per share	OXSQ	NASDAQ Global Select Market LLC
5.50% Notes due 2028	OXSQG	NASDAQ Global Select Market LLC
7.75% Notes due 2030	OXSQH	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 (17 CFR §230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §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 1.01. Entry into a Material Definitive Agreement

On May 5, 2026, Oxford Square Capital Corp. (the “Company”) entered into amendment no. 1 (the “Amendment”) to that certain amended and restated equity distribution agreement, dated August 16, 2024 (as amended, the “Amended Equity Distribution Agreement”), by and among the Company, Oxford Square Management, LLC, Oxford Funds, LLC, Lucid Capital Markets, LLC and Ladenburg Thalmann & Co. Inc., as the sales agents. The Amended Equity Distribution Agreement allows for sales pursuant to the Amended Equity Distribution Agreement to continue under the Company’s currently effective shelf registration statement.

The offering is being made pursuant to the Company’s effective shelf registration statement on Form N-2 (Registration No. 333-290511) filed with the Securities and Exchange Commission, as supplemented by a prospectus supplement, dated May 5, 2026. This Current Report on Form 8-K shall not constitute an offer to sell or a solicitation of an offer to buy any securities, nor shall there be any sale of these securities in any state or jurisdiction in which such an offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such state or other jurisdiction.

The description above is only a summary of the material provisions of the Amended Equity Distribution Agreement and is qualified in its entirety by reference to the full text of the Amended Equity Distribution Agreement, which is attached hereto as Exhibit 1.1 and is incorporated herein by reference.

On May 5, 2026, Dechert LLP delivered its legality opinion with respect to the shares of the Company’s common stock to be sold pursuant to the Amended Equity Distribution Agreement, which is attached hereto as Exhibit 5.1.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

1.1	Amendment No. 1 to the Amended and Restated Equity Distribution Agreement, dated as of May 5, 2026, by and among Oxford Square Capital Corp., Oxford Square Management, LLC, Oxford Funds, LLC, Lucid Capital Markets, LLC and Ladenburg Thalmann & Co. Inc., as sales agents.
5.1	Opinion of Dechert LLP.
23.1	Consent of Dechert LLP (contain in the opinion filed as Exhibit 5.1 hereto).
104	Cover Page Interactive Data File (embedded within the inline XBRL document).

SIGNATURE

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: May 5, 2026

Oxford Square Capital Corp.

By: /s/ Saul B. Rosenthal
Saul B. Rosenthal
President

OXFORD SQUARE CAPITAL CORP.
(a Maryland corporation)

AMENDMENT NO. 1 TO
AMENDED and RESTATED EQUITY DISTRIBUTION AGREEMENT

May 5, 2026

Lucid Capital Markets, LLC
570 Lexington Avenue, 40th Floor
New York, New York 10022

Ladenburg Thalmann & Co. Inc.
640 Fifth Avenue, 4th Floor
New York, New York 10019

Ladies and Gentlemen:

This Amendment No. 1, dated May 5, 2026 (the "Amendment"), is to the Amended and Restated Equity Distribution Agreement, dated August 16, 2024 (the "Equity Distribution Agreement"), by and among Oxford Square Capital Corp., a Maryland corporation (the "Company"), Oxford Square Management, LLC, a limited liability company organized under the laws of the State of Delaware (the "Adviser"), Oxford Funds LLC, a limited liability company organized under the laws of Delaware (the "Administrator") and Lucid Capital Markets, LLC ("Lucid") and Ladenburg Thalmann & Co. Inc. ("Ladenburg" and, together with Lucid, the "Agents").

WHEREAS, the Company, the Adviser, the Administrator, Lucid and Ladenburg desire to amend the Equity Distribution Agreement to amend the definition of Registration Statement as such term is used in the Equity Distribution Agreement with effect on and after the date hereof.

NOW THEREFORE, in consideration of the mutual promises contained in this Amendment and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties to this Amendment, intending to be legally bound, hereby, further amend the Equity Distribution Agreement and agree as follows:

Effective on the date hereof, all references to the "Registration Statement" in the Equity Distribution Agreement shall refer to the registration statement on Form N-2 (333-290511) and The second paragraph of Section 1 of the Equity Distribution Agreement is replaced in its entirety with the following:

"The Company has filed, in accordance with the provisions of the Securities Act of 1933, as amended, and the rules and regulations thereunder (collectively, the "Securities Act"), with the Commission a registration statement on Form N-2 (File No. 333-290511), including a base prospectus, relating to the Common Shares, including the Shares to be issued from time to time by the Company. The Company has prepared a prospectus supplement specifically relating to the Shares dated May 5, 2026, as supplemented by the prospectus supplement filed on the date hereof specifically relating to the Shares (together, the "Prospectus Supplement") to the base prospectus included as part of such registration statement. Except where the context otherwise requires, such registration statement, as amended when it became effective, including all documents filed as part thereof, or incorporated or deemed incorporated by reference therein, and including any information contained in a Prospectus (as defined below) subsequently filed with the Commission pursuant to Rule 424 under the Securities Act or deemed to be a part of such registration statement pursuant to Rule 430B of the Securities Act, is herein called the "Registration Statement." The base prospectus included in the Registration Statement, as it may be supplemented by the Prospectus Supplement, in the form in which such prospectus and/or Prospectus Supplement have most recently been filed by the Company with the Commission pursuant to Rule 424 under the Securities Act, including all documents incorporated or deemed incorporated by reference therein, is herein called the "Prospectus." Any reference to the base prospectus, the Prospectus Supplement or the Prospectus shall be deemed to refer to and include any post-effective amendment to the Registration Statement and any prospectus supplement relating to the Shares filed with the Commission pursuant to Rule 424, in each case after the date of the base prospectus, the Prospectus Supplement or the Prospectus, as the case may be. For purposes of this Agreement, all references to the Registration Statement, the Prospectus or to any amendment or supplement thereto shall be deemed to include any copy filed with the Commission pursuant to EDGAR.

Except as set forth above, no other amendments to the Equity Distribution Agreement are intended by the parties hereto, are made, or shall be deemed to be made, pursuant to this Amendment, and all provisions of the Equity Distribution Agreement, including all exhibits thereto, unaffected by this Amendment shall remain in full force and effect.

Each capitalized term used but not defined herein shall have the meaning ascribed to such term in the Equity Distribution Agreement.

This Amendment may be executed in one or more counterparts, each of which shall be deemed an original but all of which together will constitute one and the same instrument.

[Signature Page Follows.]

If the foregoing is in accordance with your understanding of our agreement, please so indicate in the space provided below for that purpose, whereupon this letter shall constitute a binding agreement among the Company, the Adviser, the Administrator and the Agents.

Very truly yours,

OXFORD SQUARE CAPITAL CORP.

By: /s/ Jonathan H. Cohen
Name: Jonathan H. Cohen
Title: Chief Executive Officer

OXFORD SQUARE MANAGEMENT, LLC

By: /s/ Jonathan H. Cohen
Name: Jonathan H. Cohen
Title: Chief Executive Officer

OXFORD FUNDS, LLC

By: /s/ Jonathan H. Cohen
Name: Jonathan H. Cohen
Title: Managing Member

CONFIRMED AND ACCEPTED, as of
the date first above written:

LUCID CAPITAL MARKETS, LLC.

By: /s/ Jeffrey Caliva
Name: Jeffrey Caliva
Title: Managing Director

LADENBURG THALMANN & CO. INC.

By: /s/ Dan Blood
Name: Dan Blood
Title: Co-Head of Investment Banking

[Signature page to Amendment No. 1 to Amended and Restated Equity Distribution Agreement]



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Washington, DC 20006-1110
+1 202 261 3300 Main
+1 202 261 3333 Fax
www.dechert.com

May 5, 2026

Oxford Square Capital Corp.
8 Sound Shore Drive, Suite 255
Greenwich, Connecticut 06830

Re: Oxford Square Capital Corp.

Ladies and Gentlemen:

We have acted as counsel to Oxford Square Capital Corp., a Maryland corporation (the "Company"), in connection with the preparation and filing of a Registration Statement on Form N-2 (the "Registration Statement"), as originally declared effective on April 29, 2026, by the U.S. Securities and Exchange Commission (the "Commission") under the Securities Act of 1933, as amended (the "Securities Act"), and the prospectus supplement, dated May 5, 2026, as supplemented by the prospectus supplements filed from time to time thereafter relating to the Shares (as defined below) (the "Prospectus Supplement") and, together with the base prospectus, dated as of April 29, 2026, included in the Registration Statement, the "Prospectus"), in connection with the proposed issuance by the Company of shares of common stock, par value \$0.01 per share (the "Common Stock"), of the Company with an aggregate offering price of up to \$150,000,000 (the "Shares") (which amount includes all Shares of Common Stock previously sold pursuant to the Equity Distribution Agreement dated as of August 1, 2019, as amended pursuant to that certain Amendment No. 1, dated as of August 22, 2023, and the Amended and Restated Equity Distribution Agreement, dated August 16, 2024), filed with the Commission pursuant to Rule 424 and Rule 430B under the Securities Act.

This opinion letter is being furnished to the Company in accordance with the requirements of Item 25 of Form N-2 under the Securities Act, and no opinion is expressed herein as to any matter other than as to the legality of the Shares.

In rendering the opinions expressed below, we have examined and relied on originals or copies, certified or otherwise identified to our satisfaction, of such documents, corporate records and other instruments, agreements, certificates and receipts of public officials, certificates of officers or other representatives of the Company and others, and such other documents as we have deemed necessary or appropriate as a basis for the opinions set forth below, including the following documents:

- (i) the Registration Statement;
 - (ii) the Articles of Incorporation of the Company, as amended by the Articles of Amendment thereto, certified as of a recent date by the Secretary of the Company;
 - (iii) the Fourth Amended and Restated Bylaws of the Company, certified as of a recent date by the Secretary of the Company;
 - (iv) a form of certificate evidencing the Common Stock;
 - (v) the Amended and Restated Equity Distribution Agreement by and among the Company, Oxford Square Management, LLC, Oxford Funds, LLC, Lucid Capital Markets, LLC and Ladenburg Thalmann & Co. Inc., dated as of August 16, 2024, as amended by Amendment No. 1, dated as of May 5, 2026 (the "Distribution Agreement");
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- (vi) a certificate from SDAT as to the existence and good standing of the Company dated as of a recent date (the “Certificate of Good Standing”); and
- (vii) resolutions of the board of directors of the Company (the “Board of Directors”), or a duly authorized committee thereof, relating to, among other things, the authorization and approval of (a) the preparation and filing of the Registration Statement and Prospectus, (b) preparation and execution of the Distribution Agreement, and (c) the authorization, issuance, offer and sale of the Shares pursuant to the Prospectus.

As to the facts upon which this opinion is based, we have relied, to the extent we deem proper, upon certificates of public officials and certificates and written statements of agents, officers, directors and representatives of the Company.

In our examination, we have assumed the genuineness of all signatures, the authenticity of all documents submitted to us as original documents and the conformity to original documents of all documents submitted to us as copies. In addition, we have assumed (i) the legal capacity of all natural persons, (ii) the legal power and authority of all persons signing on behalf of the parties to such documents, and (iii) that the Certificate of Good Standing remains accurate and the Registration Statement remains effective at the time of the issuance and sale of the Shares.

On the basis of the foregoing and subject to the assumptions, qualifications and limitations set forth in this letter, we are of the opinion that when (i) the Distribution Agreement has been duly executed and delivered by the parties thereto and (ii) the Shares are (a) duly issued and sold in connection with the offering against receipt by the Company of payment therefor at a price per Share not less than the par value per share of the Common Stock as contemplated by the Registration Statement and the Prospectus and in accordance with the terms of the Distribution Agreement, and (b) if applicable, countersigned by the transfer agent, the Shares will be validly issued, fully paid and nonassessable.

We express no opinion as to the validity, legally binding effect or enforceability of any provision in any agreement or instrument that (i) requires or relates to payment of any interest at a rate or in an amount which a court may determine in the circumstances under applicable law to be commercially unreasonable or a penalty or forfeiture or (ii) relates to governing law and submission by the parties to the jurisdiction of one or more particular courts.

The opinions expressed herein are limited to the Maryland General Corporation Law and we do not express any opinion herein concerning any other law. We express no opinion as to the effect on the matters covered by this letter of the laws of any other jurisdiction.

We assume no obligation to advise you of any changes in the foregoing subsequent to the date of this opinion.

We hereby consent to the filing of this opinion letter as an exhibit to the Registration Statement and to the reference to this firm under the caption “Legal Matters” in the Prospectus which forms a part of the Registration Statement. In giving such consent, we do not thereby admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations of the Commission thereunder.

Very truly yours,

/s/ Dechert LLP
