

CAPITAL SOUTHWEST CORP  
 Form 5  
 February 14, 2017

**FORM 5**

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

OMB APPROVAL  
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).  
 Form 3 Holdings Reported Form 4 Transactions Reported

**ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person \*  
 Moab Partners LP

2. Issuer Name and Ticker or Trading Symbol  
 CAPITAL SOUTHWEST CORP [CSWC]

5. Relationship of Reporting Person(s) to Issuer  
 (Check all applicable)  
 Director  10% Owner  
 Officer (give title below)  Other (specify below)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)  
 12/31/2016

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Reporting  
 (check applicable line)  
 Form Filed by One Reporting Person  
 Form Filed by More than One Reporting Person

(Last) (First) (Middle)  
 15 EAST 62ND STREET  
 (Street)  
 NEW YORK, NY 10065  
 (City) (State) (Zip)

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)<br>(A) or (D) Price | 5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|--|--|--|
|---------------------------------|--------------------------------------|--|--------------------------------|---|--|--|--|

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) |
|--|------------------------------------|--------------------------------------|--|--------------------------------|------------------------------------|--|---|
|--|------------------------------------|--------------------------------------|--|--------------------------------|------------------------------------|--|---|

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| Derivative Security        |         |            |   |                  | Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) |     | Date Exercisable | Expiration Date | Title        | Amount or Number of Shares |
|----------------------------|---------|------------|---|------------------|--|-----|------------------|-----------------|--------------|----------------------------|
|                            |         |            |   |                  | (A)  | (D) |                  |                 |              |                            |
| Put Option (Right to Sell) | \$ 12.5 | 06/17/2016 | Â | J <sup>(1)</sup> | Â  | 939 | 01/15/2016       | 06/17/2016      | Common Stock | 93,900 <sup>(2)</sup>      |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| Moab Partners LP<br>15 EAST 62ND STREET<br>NEW YORK, NY 10065          | Â             | Â X       | Â       | Â     |
| Moab Capital Partners LLC<br>15 EAST 62ND STREET<br>NEW YORK, NY 10065 | Â             | Â X       | Â       | Â     |
| Moab GP LLC<br>15 EAST 62ND STREET<br>NEW YORK, NY 10065               | Â             | Â X       | Â       | Â     |
| Rothenberg Michael<br>15 EAST 62ND STREET<br>NEW YORK, NY 10065        | Â             | Â X       | Â       | Â     |

## Signatures

|   |                                 |            |
|---|---------------------------------|------------|
| Moab Partners, L.P., By: Moab GP, LLC, its general partner, By: Moab Capital Partners, LLC, its manager, By: /s/ Michael Rothenberg | **Signature of Reporting Person | 02/09/2017 |
|   |                                 | Date       |
| Moab Capital Partners, LLC, By: /s/ Michael Rothenberg  | **Signature of Reporting Person | 02/09/2017 |
|   |                                 | Date       |
| Moab GP, LLC, By: Moab Capital Partners, LLC, its manager, By: /s/ Michael Rothenberg   | **Signature of Reporting Person | 02/09/2017 |
|   |                                 | Date       |
| /s/ Michael Rothenberg  | **Signature of Reporting Person | 02/09/2017 |
|   |                                 | Date       |

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, see Instruction 4(b)(v).
  - \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Filed only to report the expiration, unexercised, of derivative securities (put options) previously reported. The actual number of shares of Common Stock subject to the derivative put option was 93,900.
- The securities were owned directly by Moab Partners, L.P. (the "Fund") and a certain separately managed account (the "Managed Account"). Moab GP, LLC ("Moab GP"), the general partner of the Fund, and Moab Capital Partners, LLC ("Moab LLC"), the investment adviser to the Fund and the Managed Account, each may be deemed to beneficially own a portion or all of the securities under
- (2) Section 13(d) of the Securities Exchange Act of 1934 (the "Exchange Act"). Michael M. Rothenberg is the Managing Member of Moab GP and Moab LLC and may also be deemed to beneficially own the securities under Section 13(d) of the Exchange Act. Moab LLC, Moab GP and Mr. Rothenberg disclaim beneficial ownership of the securities for purposes of Section 16 of the Exchange Act, except the extent of their pecuniary interest in the securities.

Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.