

CAPITAL SOUTHWEST CORP
Form 8-K
October 24, 2012

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) October 24, 2012

Capital Southwest Corporation

(Exact name of registrant as specified in its charter)

Texas (State or other jurisdiction of incorporation)	811-1056 (Commission File Number)	75-1072796 (IRS Employer Identification No.)
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12900 Preston Road, Suite 700, Dallas, Texas (Address of principal executive offices)	75230 (Zip Code)
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Registrant's telephone number, including area code 972-233-8242

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))
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Item 8.01 Other Events

Capital Southwest Venture Corporation, a wholly-owned subsidiary of Capital Southwest Corporation ("CSVC"), has entered into a voting agreement (the "Voting Agreement") in connection with that certain Asset Purchase Agreement, dated as of October 22, 2012, by and among Heelys, Inc. ("Heelys") and certain of its subsidiaries (collectively, the "Seller Parties") and The Evergreen Group Ventures, LLC and TEG Bronco Acquisition Company, LLC, pursuant to which the Seller Parties have agreed to sell certain specified assets and liabilities to the Buyer Parties (as defined in the Asset Purchase Agreement). Pursuant to the terms of the Voting Agreement, CSVC has agreed to vote its shares of Heelys in favor of, among other things, the adoption of the Asset Purchase Agreement and against any other transaction other than a Superior Proposal (as defined in the Asset Purchase Agreement). The terms of the Voting Agreement prohibit CSVC from, among other things, transferring its shares of Heelys stock during the term of the Voting Agreement. CSVC owns approximately 33% of the voting shares outstanding of Heelys common stock. A copy of the Voting Agreement is attached as Exhibit 99.1 to this Form 8-K.

Exhibit Number	Description
99.1	Voting Agreement dated October 22, 2012.

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.

Dated: October 24, 2012

By:

/s/ Gary L. Martin

Name: Gary L. Martin

Title: Chairman and President
