

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 10, 2023

**PHENIXFIN CORPORATION**  
(Exact name of registrant as specified in its charter)

**Delaware**

(State or other jurisdiction of  
incorporation or organization)

**814-00818**

(Commission file number)

**27-4576073**

(I.R.S. employer  
identification no.)

**445 Park Avenue, 10<sup>th</sup> Floor, New York, NY**

(Address of principal executive offices)

**10022**

(Zip code)

Registrant's telephone number, including area code: **(212) 859-0390**

**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 exchange on which registered
Common Stock, par value \$0.001 per share	PFX	The NASDAQ Global Market
5.25% Notes due 2028	PFXNZ	The NASDAQ Global Market

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§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 2.02 Results of Operations and Financial Condition.**

On May 10, 2023, PhenixFIN Corporation issued a press release announcing its financial results for the quarter ended March 31, 2023. The press release is included as Exhibit 99.1 to this Form 8-K.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

Exhibit No.	Description
99.1	<a href="#">Press Release dated May 10, 2023</a>
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, PhenixFIN Corporation has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

DATE: May 10, 2023

**PHENIXFIN CORPORATION**

/s/ David Lorber

Name: David Lorber

Title: Chief Executive Officer

**PhenixFIN Corporation Announces Fiscal Second Quarter 2023 Financial Results**

New York, NY, May 10, 2023 -- PhenixFIN Corporation (NASDAQ: PFX) (the "Company"), a publicly traded business development company, today announced its financial results for the fiscal second quarter of 2023.

Highlights

- Total investment income of \$9.6 million and net investment income of \$3.4 million for the six months ended March 31, 2023
- Net asset value (NAV) of \$131.2 million, or \$62.70 per share as of March 31, 2023
- Redeemed the \$22.5 million 6.125% unsecured notes on January 17, 2023
- On February 8, 2023, the Board approved the expansion of the current repurchase program from \$25 million to \$35 million
- Weighted average yield of 11.8% on debt and other income producing investments

David Lorber, Chief Executive Officer of the Company, stated:

"During the quarter we grew NII per share and NAV per share in what was a difficult environment for the broader markets. In January, we successfully redeemed the 6.125% notes due in March 2023. We believe our strong capital structure and available liquidity well position us to continue our focus on sourcing attractive investment opportunities to drive shareholder value."

Selected Second Quarter 2023 Financial Results

For the three and six months ended March 31, 2023, total investment income was \$4.9 million and \$9.6 million, of which \$4.2 million and \$8.7 million, respectively, was attributable to portfolio interest and dividend income and \$0.7 million and \$0.9 million, respectively, was attributable to fee and other income.

For the three and six months ended March 31, 2023, total net expenses were \$3.1 million and \$6.2 million and total net investment income was \$1.8 million and \$3.4 million.

For the three and six months ended March 31, 2023, the Company recorded a net realized loss of \$0.8 million and \$0.8 million and net unrealized gain of \$5.7 million and \$8.0 million, due largely to market volatility in various investments.

Portfolio and Investment Activities

As of March 31, 2023, the fair value of the Company's investment portfolio totaled \$200.1 million and consisted of 43 portfolio companies.

As of March 31, 2023, the Company had 6 portfolio company investments on non-accrual status with a fair market value of \$9.6 million.

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## Liquidity and Capital Resources

At March 31, 2023, the Company had \$10.7 million in cash and cash equivalents and \$57.5 million and \$23.2 million outstanding in aggregate principal amount of its 5.25% unsecured notes due 2028 and the Credit Facility, respectively.

## **ABOUT PHENIXFIN CORPORATION**

PhenixFIN Corporation is a non-diversified, internally managed closed-end management investment company incorporated in Delaware that has elected to be regulated as a business development company under the Investment Company Act of 1940, as amended. We completed our initial public offering and commenced operations on January 20, 2011. The Company has elected, and intends to qualify annually, to be treated, for U.S. federal income tax purposes, as a regulated investment company under Subchapter M of the Internal Revenue Code of 1986, as amended. Effective January 1, 2021, the Company operates under an internalized management structure.

## **SAFE HARBOR STATEMENT AND OTHER DISCLOSURES**

This press release contains “forward-looking” statements. Such forward-looking statements reflect current views with respect to future events and financial performance, and the Company may make related oral forward-looking statements on or following the date hereof. These forward-looking statements are subject to the inherent uncertainties in predicting future results and conditions. Certain factors could cause actual results and conditions to differ materially from those projected in these forward-looking statements, including among other things, PhenixFIN’s ability to deliver value to shareholders, increase investment activity, grow the Company, increase net investment income, reduce operating expenses, implement its investment objective, source and capitalize on investment opportunities, grow its net asset value and perform well in the prevailing market environment, the ability of our portfolio companies to perform well and generate income and other factors that are enumerated in the Company’s periodic filings with the Securities and Exchange Commission. PhenixFIN Corporation disclaims and does not undertake any obligation to update or revise any forward-looking statement in this press release.

**Past performance is not a guarantee of future results.** The press release contains unaudited financial results. For ease of review, we have excluded the word “approximately” when rounding the results. This press release is for informational purposes only and is not an offer to purchase or a solicitation of an offer to sell shares of PhenixFIN Corporation’s common stock. There can be no assurance that PhenixFIN Corporation will achieve its investment objective.

For PhenixFIN investor relations, please call 212-859-0390. For media inquiries, please contact [info@phenixfc.com](mailto:info@phenixfc.com).

**PHENIXFIN CORPORATION**  
**Consolidated Statements of Assets and Liabilities**

	<b>March 31,</b>	<b>September 30,</b>
	<b>2023</b>	<b>2022</b>
	<b>(Unaudited)</b>	<b></b>
<b>Assets:</b>		
Investments at fair value		
Non-controlled, non-affiliated investments (amortized cost of \$150,946,951 and \$147,378,917, respectively)	\$ 128,510,921	\$ 122,616,275
Affiliated investments (amortized cost of \$27,328,814 and \$30,585,884, respectively)	10,046,722	12,314,192
Controlled investments (amortized cost of \$84,266,490 and \$85,483,093, respectively)	61,531,676	58,026,182
<b>Total Investments at fair value</b>	<b>200,089,319</b>	<b>192,956,649</b>
Cash and cash equivalents	10,763,751	22,768,066
Receivables:		
Interest receivable	725,649	727,576
Paydown receivable	-	112,500
Dividends receivable	269,330	269,330
Other receivable	-	36,992
Prepaid share repurchase	124,328	489,156
Deferred financing costs	848,312	50,000
Due from Affiliate	393,589	271,962
Other assets	718,489	1,192,677
<b>Total Assets</b>	<b>\$ 213,932,767</b>	<b>\$ 218,874,908</b>
<b>Liabilities:</b>		
Credit facility and note payable (net of debt issuance costs of \$1,864,836 and \$2,059,164, respectively)	\$ 78,877,105	\$ 77,962,636
Investments purchased payable	1,026,818	-
Accounts payable and accrued expenses	1,366,493	2,040,277
Interest and fees payable	673,294	503,125
Other liabilities	500,761	572,949
Deferred revenue	335,507	325,602
Administrator expenses payable (see Note 6)	1,900	74,911
Due to broker	-	16,550,000
<b>Total Liabilities</b>	<b>82,781,878</b>	<b>98,029,500</b>
Commitments and Contingencies (see Note 8)		
<b>Net Assets:</b>		
Common Shares, \$0.001 par value; 5,000,000 shares authorized; 2,723,709 shares issued; 2,091,638 and 2,102,129 common shares outstanding, respectively	2,092	2,102
Capital in excess of par value	675,047,159	675,401,802
Total distributable earnings (loss)	(543,898,362)	(554,558,496)
<b>Total Net Assets</b>	<b>131,150,889</b>	<b>120,845,408</b>
<b>Total Liabilities and Net Assets</b>	<b>\$ 213,932,767</b>	<b>\$ 218,874,908</b>
<b>Net Asset Value Per Common Share</b>	<b>\$ 62.70</b>	<b>\$ 57.49</b>

**PHENIXFIN CORPORATION**  
**Consolidated Statements of Operations**  
(Unaudited)

	For the Three Months Ended March 31,		For the Six Months Ended March 31,	
	2023	2022	2023	2022
<b>Interest Income:</b>				
Interest from investments				
Non-controlled, non-affiliated investments:				
Cash	\$ 2,116,741	\$ 1,264,327	\$ 4,032,782	\$ 2,280,019
Payment in-kind	119,593	100,062	225,780	238,573
Affiliated investments:				
Cash	261,028	387,918	459,481	510,065
Payment in-kind	-	92,733	-	189,761
Controlled investments:				
Cash	57,188	807,022	251,815	1,360,660
Payment in-kind	155,994	-	245,737	-
Total interest income	2,710,544	2,652,062	5,215,595	4,579,078
Dividend income	1,503,375	913,949	3,535,733	1,616,879
Interest from cash and cash equivalents	125,471	6,031	217,697	8,770
Fee income (see Note 9)	171,055	85,143	244,654	355,265
Other income	401,986	-	401,986	230,434
<b>Total Investment Income</b>	<b>4,912,431</b>	<b>3,657,185</b>	<b>9,615,665</b>	<b>6,790,426</b>
<b>Expenses:</b>				
Interest and financing expenses	1,381,596	1,221,063	2,614,772	2,708,738
Salaries and benefits	802,090	430,293	1,659,623	936,168
Professional fees, net	377,229	160,594	725,146	467,345
General and administrative expenses	201,181	290,136	421,158	486,695
Directors fees	176,500	167,000	370,500	375,500
Insurance expenses	121,387	155,450	245,471	314,354
Administrator expenses (see Note 6)	77,937	82,415	155,821	151,281
Total expenses	3,137,920	2,506,951	6,192,491	5,440,081
<b>Net Investment Income</b>	<b>1,774,511</b>	<b>1,150,234</b>	<b>3,423,174</b>	<b>1,350,345</b>
<b>Realized and unrealized gains (losses) on investments</b>				
Net realized gains (losses):				
Non-controlled, non-affiliated investments	(838,070)	453,916	(824,622)	938,429
Affiliated investments	-	-	-	14,737,897
Controlled investments	23,273	-	23,273	925
<b>Total net realized gains (losses)</b>	<b>(814,797)</b>	<b>453,916</b>	<b>(801,349)</b>	<b>15,677,251</b>
Net change in unrealized gains (losses):				
Non-controlled, non-affiliated investments	803,513	(2,139,279)	2,326,612	(2,007,316)
Affiliated investments	274,063	1,538,979	989,600	(8,934,864)
Controlled investments	4,670,928	1,968,804	4,722,097	1,986,445
<b>Total net change in unrealized gains (losses)</b>	<b>5,748,504</b>	<b>1,368,504</b>	<b>8,038,309</b>	<b>(8,955,735)</b>
Loss on extinguishment of debt (see Note 5)	-	-	-	(296,197)
<b>Total realized and unrealized gains (losses)</b>	<b>4,933,707</b>	<b>1,822,420</b>	<b>7,236,960</b>	<b>6,425,319</b>
<b>Net Increase (Decrease) in Net Assets Resulting from Operations</b>	<b>\$ 6,708,218</b>	<b>\$ 2,972,654</b>	<b>\$ 10,660,134</b>	<b>\$ 7,775,664</b>
Weighted average basic and diluted earnings per common share	\$ 3.20	\$ 1.24	\$ 5.08	\$ 3.16
Weighted average basic and diluted net investment income (loss) per common share	\$ 0.85	\$ 0.48	\$ 1.63	\$ 0.55
Weighted average common shares outstanding - basic and diluted (see Note 11)	2,095,193	2,397,911	2,098,041	2,458,222