

[Sutherland Letterhead]

February 2, 2016

Via Edgar
Filing Desk
U.S. Securities and Exchange Commission
100 F. Street, N.E.
Washington, DC 20549

RE: Form 40-33 – Civil Action Document Filed on Behalf of TICC Capital Corp. –
File No. 814-00638

Ladies and Gentlemen:

On behalf of TICC Capital Corp. (the “Company”), enclosed herewith for filing, pursuant to Section 33 of the Investment Company Act of 1940, as amended, is a copy of the plaintiffs’ notice of voluntary dismissal without prejudice of the class action complaint filed by Cooper Barnes and Gerald Perman, Individually and on Behalf of All Others Similarly Situated, Plaintiff vs. TICC Capital Corp., Jonathan H. Cohen, Charles M. Royce, Steven P. Novak, G. Peter O’Brien, Tonia L. Pankopf, and Saul B. Rosenthal, Defendants in the United States District Court for the District of Connecticut, involving the Company and certain officers, directors and related persons of the Company, that has been delivered to the Company.

If you have any questions regarding this submission, please do not hesitate to call Harry Pangas at (202) 303-0805 or me at (202) 383-0176.

Sincerely,

/s/ Steven B. Boehm
Steven B. Boehm

Enclosure

cc: Jonathan H. Cohen, TICC Capital Corp.
Saul B. Rosenthal, TICC Capital Corp.
Harry Pangas, Sutherland Asbill & Brennan LLP

**UNITED STATES DISTRICT COURT
DISTRICT OF CONNECTICUT**

COOPER BARNES and GERALD PERMAN,
Individually and on Behalf of a Class of All Others
Similarly Situated,

Plaintiffs,

v.

TICC CAPITAL CORP., JONATHAN H.
COHEN, CHARLES M. ROYCE, STEVEN P.
NOVAK, G. PETER O'BRIEN, TONIA L.
PANKOPF, and SAUL B. ROSENTHAL,

Defendants.

Case No. 3:15-cv-01564-CSH

Judge Charles S. Haight, Jr.

**PLAINTIFFS' NOTICE OF VOLUNTARY
DISMISSAL WITHOUT PREJUDICE**

TO THE CLERK OF THE COURT AND ALL PARTIES AND THEIR ATTORNEY
OF RECORD HEREIN:

NOTICE IS HEREBY GIVEN that, pursuant to Federal Rule of Civil Procedure 41(a)(1)(A), Plaintiffs Cooper Barnes and Gerald Perman ("Plaintiffs") hereby voluntarily dismiss the above-captioned action, without prejudice, and as to all defendants. As grounds thereof, Plaintiffs state that no defendant has filed an answer or a motion to dismiss to Plaintiffs' action.

Dated: February 1, 2016

Respectfully submitted,

THE WAGNER FIRM

By: /s/Avi Wagner (admitted pro hac vice)

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Counsel for Plaintiffs

CERTIFICATION

I hereby certify that on February 1, 2016, a copy of foregoing was filed electronically and served by mail on anyone unable to accept electronic filing. Notice of this filing will be sent by e-mail to all parties by operation of the Court's electronic filing system or by mail to anyone unable to accept electronic filing. Parties may access this filing through the Court's system.

/s/Avi Wagner (admitted pro hac vice)

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Mailing Information for a Case 3:15-cv-01564-CSH Barnes et al v. TICC Capital Corp. et al

Electronic Mail Notice List

The following are those who are currently on the list to receive e-mail notices for this case.

- **Henry Elstein**
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- **Alfred U. Pavlis**
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- **Avi Wagner**
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- **Kara M. Wolke**
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Manual Notice List

The following is the list of attorneys who are **not** on the list to receive e-mail notices for this case (who therefore require manual noticing). You may wish to use your mouse to select and copy this list into your word processing program in order to create notices or labels for these recipients.

- (No manual recipients)