

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE TO

Tender Offer Statement Under Section 14(d)(1) or 13(e)(1)
of the Securities Exchange Act Of 1934
Amendment No. 2

NexPoint Capital, Inc.

(Name of Subject Company (Issuer))

NexPoint Capital, Inc.
(Name of Filing Person (Issuer))

Common stock, par value \$0.001
(Title of Class of Securities)

65341M 102
(CUSIP Number of Securities)

Dustin Norris
NexPoint Capital, Inc.
300 Crescent Court, Suite 700
Dallas, Texas 75201
Telephone: (844) 485-9167

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications on Behalf of the Person(s) Filing Statement)

With a Copy to:

Jon-Luc Dupuy
K&L Gates LLP
1 Lincoln Street
Boston, MA 02111
Telephone: (617) 261-3146

Calculation of Filing Fee

Transaction Valuation	Amount of Filing Fee
\$2,541,049.034 (a)	\$316.36 (b)

- (a) Calculated as the aggregate book value of 260,353.385 shares in the offer, based on the Net Asset Value Per Share price of \$9.76 as of August 23, 2018.
- (b) Calculated at \$124.50 per \$1,000,000 of the Transaction Valuation.

Check the box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

Amount Previously Paid: \$316.36 Filing Party: NexPoint Capital, Inc.
Form or Registration No.: Schedule TO Date Filed: August 28, 2018

Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes below to designate any transactions to which the statement relates:

- third party tender offer subject to Rule 14d-1.
- issuer tender offer subject to Rule 13e-4.
- going-private transaction subject to Rule 13e-3.
- amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer.

ITEMS 1 THROUGH 9 AND ITEM 11.

This Amendment No. 2 (this “Amendment”) further amends and supplements the Tender Offer Statement on Schedule TO initially filed by NexPoint Capital, Inc., a Delaware corporation (the “Company”) on August 28, 2018, as previously amended on October 1, 2018, relating to the Company’s offer to purchase for cash up to 2.5% of its outstanding shares of common stock, \$0.001 par value (the “Stock”), upon the terms and subject to the conditions set forth in the Offer to Purchase dated August 28, 2018 (the “Offer to Purchase”) and in the Company’s related Letter of Transmittal (the “Letter of Transmittal” which, together with the Offer to Purchase, as each may be amended and supplemented from time to time, the “Offer”), copies of which have been previously filed as Exhibits (a)(1)(ii) and (a)(1)(i) to Schedule TO, respectively. The price to be paid for the Stock is an amount per share, net to the seller in cash, (i) not less than the net asset value per share (the “NAV Per Share”) of the Company’s Stock (as determined in good faith by the board of directors of the Company or a committee thereof, in its sole discretion) immediately prior to the Expiration Date (as defined in the Offer) (date of repurchase), and (ii) not more than 2.5% greater than the NAV Per Share as of such date, plus any unpaid dividends accrued through the Expiration Date, or such later date to which the Offer is extended, less any applicable withholding taxes and without interest, and subject to the conditions set forth in the Offer, if properly tendered and not withdrawn prior to the Expiration Date. The information set forth in the Offer is incorporated herein by reference with respect to Items 1 through 9 and Item 11 of this Amendment.

ITEM 10.

Not applicable.

ITEM 11.

Item 11 of the Schedule TO is hereby further amended and supplemented to add the following:

On November 29, 2018, the Company updated a press release, initially issued on October 1, 2018, announcing revised final results of the Offer, which expired at 5:00 p.m., New York City time, on September 27, 2018. A copy of the updated press release is filed as Exhibit (a)(5)(ii) to this Schedule TO and is incorporated herein by reference.

ITEM 12. EXHIBITS.

Exhibit No.	Document
(a)(5)(ii)	Press Release issued and updated on November 29, 2018.

ITEM 13.

Not applicable.

SIGNATURE

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

NexPoint Capital, Inc.

By: /s/ Frank Waterhouse

Name: **Frank Waterhouse**

Title: **Treasurer, Principal Accounting Officer and
Principal Financial Officer**

Dated as of: November 30, 2018

EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Document</u>
(a)(5)(ii)	Press Release issued and updated on November 29, 2018.

October 1, 2018

For information on the Tender Offer:

Financial Advisors: 855-498-1580

Shareholders: 844-485-9167

Highland Media Relations: 972-419-6272

NEXPOINT CAPITAL, INC. ANNOUNCES TENDER OFFER FOR COMMON STOCK

DALLAS, TX, October 1, 2018 – This release has been updated on November 29, 2018. NexPoint Capital, Inc. (the “Company”), a non-traded publicly registered business development company and affiliate of Highland Capital Management, L.P., today announced the expiration and final results for its tender offer (the “Tender Offer”) for up to 2.5% of its outstanding common stock (“Shares”) at a price of \$9.61 per Share (an amount equal to the price at which Shares were issued pursuant to the Company’s amended and restated distribution reinvestment plan on September 26, 2018), plus any unpaid dividends accrued through the expiration date of the Tender Offer. The Fund’s Tender Offer expired on September 27, 2018 at 5:00 p.m. New York City time. 80,479 shares of the Company were tendered for repurchase in the Tender Offer.

Any questions regarding the Tender Offer can be directed to the Company’s Tender Agent, DST Systems, Inc., at 1-844-485-9167. The Company’s current offering price for its Shares, as well as other information, including information about management and the healthcare-focused investment strategy, are available at <http://nexpointcapital.com>. The information on or accessible through <http://nexpointcapital.com> is not incorporated by reference herein.

About NexPoint Advisors and NexPoint Capital, Inc.

NexPoint Capital, Inc. is a healthcare-focused business development company sponsored and managed by NexPoint Advisors, L.P., an affiliate of Highland Capital Management, L.P. NexPoint Advisors, L.P., is an SEC-registered investment advisor to the closed end fund, NexPoint Credit Strategies Fund.

About Highland Capital Management, L.P.

Highland Capital Management, L.P. is an SEC-registered investment adviser which, together with our affiliates, has approximately \$12.9 billion of assets under management. Founded in 1993 by Jim Dondero and Mark Okada, Highland is one of the largest and most experienced global alternative credit managers. Highland specializes in credit strategies, such as credit hedge funds, long only funds and separate accounts, distressed and special situation private equity, and collateralized loan obligations (CLOs). Highland also offers alternative investments, including emerging markets, long/short equities, and natural resources. Highland’s diversified client base includes public pension plans, foundations, endowments, corporations, financial institutions, fund of funds, governments, and high net-worth individuals. Highland is headquartered in Dallas, Texas and maintains offices in New York, Sao Paulo, Singapore, and Seoul.

Except for the historical information and discussions contained herein, statements contained in this news release constitute forward-looking statements. These statements may involve a number of risks, uncertainties and other factors that could cause actual results to differ materially, including the performance of financial markets, the investment performance of NexPoint Advisors, L.P.’s or Highland Capital Management L.P.’s sponsored investment products, general economic conditions, future acquisitions, competitive conditions and government regulations, including changes in tax laws. Readers should carefully consider such factors. Further, such forward-looking statements speak only on the date

at which such statements are made. NexPoint Advisors, L.P. and Highland Capital Management L.P. undertakes no obligation to update any forward-looking statements to reflect events or circumstances after the date of such statement.

This material has been distributed for informational purposes only and should not be considered as investment advice or a recommendation of any particular security, strategy or investment product. Neither the Company, nor the Company's Board of Directors, nor NexPoint Advisors, L.P., makes any recommendation as to whether to tender or not to tender any Shares in the Tender Offer. No part of this material may be reproduced in any form, or referred to in any other publication, without express written permission.