

SALOMON BROTHERS CAPITAL & INCOME FUND INC

Form 8-K

December 01, 2005

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**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**FORM 8-K**

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**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the**

**Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported) December 1, 2005

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**Salomon Brothers Capital and Income Fund Inc.**

(Exact name of registrant as specified in its charter)

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**Maryland**  
(State or other jurisdiction  
of incorporation)

**811-21467**  
(Commission File Number)

**47-0936930**  
(IRS Employer  
Identification No.)

**300 First Stamford Place, 4<sup>th</sup> Floor, Stamford, CT**  
(Address of principal executive offices)

**06902**  
(Zip Code)

Registrant's telephone number, including area code (203) 890-7041

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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 (see General Instruction A.2. below):

- .. 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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**Salomon Brothers Capital and Income Fund Inc.**

**CURRENT REPORT ON FORM 8-K**

**Item 7.01 Regulation FD Disclosure.**

On December 1, 2005, Salomon Brothers Capital and Income Fund Inc. (the "Fund") issued a press release stating that the new investment management contract between the Fund and its investment adviser which had been previously approved by the Fund's shareholders, has become effective as a result of the closing of the sale of substantially all of Citigroup Inc.'s asset management business to Legg Mason, Inc.

Exhibit 99.1 is a copy of the press release. The press release is being furnished pursuant to Item 7.01 of this Current Report on Form 8-K, and the information contained in Exhibit 99.1 shall not be deemed to be filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities under Section 18. Furthermore, the information contained in Exhibit 99.1 shall not be deemed to be incorporated by reference into the filings of the Fund under the Securities Act of 1933, as amended.

**Item 9.01 Financial Statements and Exhibits.**

(c) Exhibits.

**Exhibit  
Number**

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99.1 Salomon Brothers Capital and Income Fund Inc. press release, dated December 1, 2005.

**SIGNATURE**

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.

Salomon Brothers Capital and Income Fund Inc.

(Registrant)

Date: December 1, 2005

/s/ Thomas C. Mandia

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(Signature)

Name: Thomas C. Mandia

Title: Assistant Secretary

**EXHIBIT INDEX**

**Exhibit  
Number**

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99.1 Press release of the Fund, dated December 1, 2005.