

SECURITIES AND EXCHANGE COMMISSION

FORM 8-K

Current report filing

Filing Date: **2013-01-28** | Period of Report: **2013-01-25**
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FILER

Western Asset Middle Market Debt Fund Inc.

CIK: **1555085** | IRS No.: **000000000** | State of Incorporation: **MD** | Fiscal Year End: **1231**
Type: **8-K** | Act: **34** | File No.: **811-22734** | Film No.: **13551690**

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**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) **January 25, 2013**

Western Asset Middle Market Debt Fund Inc.

(Exact name of registrant as specified in its charter)

Maryland
(State or other jurisdiction of
incorporation)

811-22734
(Commission
File Number)

46-0799935
(IRS Employer
Identification No.)

620 Eighth Avenue, New York, NY
(Address of principal executive offices)

10018
(Zip Code)

Registrant's telephone number, including area code: **(888) 777-0102**

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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**Western Asset Middle Market Debt Fund Inc.
CURRENT REPORT ON FORM 8-K**

Item 7.01 Regulation FD Disclosure.

On January 25, 2013, Western Asset Middle Market Debt Fund Inc. (the "Fund") issued a press release, the text of which is attached hereto as Exhibit 99.1, stating that the Boards of Directors of certain closed-end funds advised by Legg Mason Partners Fund Advisors, LLC have appointed Eileen Kamerick as a member of the Board of Directors of each respective closed-end fund, effective February 1, 2013.

The information disclosed under this Item 7.01, including 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 and shall not be deemed to be incorporated by reference into any filing of the Fund under the Securities Act of 1933, as amended, except as expressly set forth by specific reference in such filing.

Item 9.01 Financial Statements and Exhibits.

(c) Exhibits.

Exhibit Number

99.1 Press Release of the Fund, dated January 25, 2013.

2

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.

Western Asset Middle Market Debt Fund Inc.
(Registrant)

Date: January 28, 2013

/s/ George P. Hoyt

(Signature)

Name: George P. Hoyt
Title: Assistant Secretary

3

EXHIBIT INDEX

Exhibit Number

99.1 Press release of the Fund, dated January 25, 2013.

**CERTAIN CLOSED END FUNDS ADVISED BY LEGG MASON PARTNERS FUND ADVISOR, LLC ANNOUNCE
APPOINTMENT OF NEW DIRECTOR**

New York - (Business Wire) - January 25, 2013

ClearBridge Energy MLP Fund Inc. (NYSE: CEM),
ClearBridge Energy MLP Opportunity Fund Inc. (NYSE: EMO),
ClearBridge Energy MLP Total Return Fund Inc. (NYSE: CTR),
Legg Mason BW Global Income Opportunities Fund Inc. (NYSE: BWG),
LMP Capital and Income Fund Inc. (NYSE: SCD),
LMP Corporate Loan Fund Inc. (NYSE: TLI),
LMP Real Estate Income Fund Inc. (NYSE: RIT),
Permal Hedge Strategies Fund,
Western Asset Emerging Markets Debt Fund Inc. (NYSE: ESD),
Western Asset Emerging Markets Income Fund Inc. (NYSE: EMD),
Western Asset Global Corporate Defined Opportunity Fund Inc. (NYSE: GDO),
Western Asset Global High Income Fund Inc. (NYSE: EHI),
Western Asset Global Partners Income Fund Inc. (NYSE: GDF),
Western Asset High Income Fund Inc. (NYSE: HIF),
Western Asset High Income Fund II Inc. (NYSE: HIX),
Western Asset High Income Opportunity Fund Inc. (NYSE: HIO),
Western Asset High Yield Defined Opportunity Fund Inc. (NYSE: HYI),
Western Asset Inflation Management Fund Inc. (NYSE: IMF),
Western Asset Intermediate Muni Fund Inc. (NYSE: SBI),
Western Asset Investment Grade Defined Opportunity Trust Inc. (NYSE: IGI),
Western Asset Managed High Income Fund Inc. (NYSE: MHY),
Western Asset Managed Municipals Fund Inc. (NYSE: MMU),
Western Asset Middle Market Debt Fund Inc.,
Western Asset Mortgage Defined Opportunity Fund Inc. (NYSE: DMO),
Western Asset Municipal Defined Opportunity Trust Inc. (NYSE: MTT),
Western Asset Municipal High Income Fund Inc. (NYSE: MHF),
Western Asset Municipal Partners Fund Inc. (NYSE: MNP),
Western Asset Variable Rate Strategic Fund Inc. (NYSE: GFY), and
Western Asset Worldwide Income Fund Inc. (NYSE: SBW) (collectively, the "Funds").

The Funds, which are advised by Legg Mason Partners Fund Advisors, LLC, announced today that, effective February 1, 2013, the Board of Directors of each Fund has appointed Eileen Kamerick as a member of the Board of Directors. It is expected that Ms. Kamerick will be appointed to each Fund's Nominating Committee and Audit Committee.

Since October 2012, Ms. Kamerick has served as Chief Financial Officer of Press Ganey Associates, a leading health care informatics company. Previously, Ms. Kamerick served as Managing Director and Chief Financial Officer of Houlihan Lokey, an international investment bank, and Senior Vice President, Chief Financial Officer and Chief Legal Officer of Tecta America Corporation, the largest commercial roofing company in the United States. Ms. Kamerick currently serves as a director of Associated Banc-Corp. and Westell Technologies, Inc.

An investment in a fund involves risk, including loss of principal. Investment return and the value of shares will fluctuate. Any data and commentary provided in this press release are for informational purposes only. Legg Mason, Inc. and its affiliates do not engage in selling shares of the funds.

For more information, please call Investor Relations: 888-777-0102, or consult the fund' s web site at www.lmcef.com.

Media Contact: Maria Rosati-(212)-805-6036, mrosati@leggmason.com