

FIDUS INVESTMENT Corp  
Form 8-A12B  
February 02, 2018

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

**FORM 8-A**

**FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES**  
**PURSUANT TO SECTION 12(b) or (g) OF**  
**THE SECURITIES EXCHANGE ACT OF 1934**

**Fidus Investment Corporation**

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

**Maryland**  
**(Jurisdiction of Incorporation**  
  
**or Organization)**

**27-5017321**  
**(IRS Employer**

**Identification No.)**

**1603 Orrington Avenue, Suite 1005**

**60201**

**Evanston, Illinois**  
**(Address of principal executive offices)** **(Zip Code)**  
**Securities to be registered pursuant to Section 12(b) of the Act:**

| <b>Title of each class to be so registered</b> | <b>Name of each exchange on which each class is to be registered</b> |
|--|--|
| <b>5.875% Notes due 2023</b>                   | <b>The Nasdaq Stock Market LLC</b>                                   |

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), check the following box.

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), check the following box.

Securities Act registration statement file number to which this form relates: **333-202531**

Securities to be registered pursuant to Section 12(g) of the Act: **None**

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**INFORMATION REQUIRED IN REGISTRATION STATEMENT****Item 1. Description of Registrant's Securities to be Registered.**

The securities to be registered hereby consist of the 5.875% Notes due 2023 (the *Notes*) of Fidus Investment Corporation, a Maryland corporation (the *Registrant*). The Notes are expected to be listed on The Nasdaq Global Select Market and to trade thereon within 30 days of the original issue date under the trading symbol *FDUSL*. As of February 2, 2018, the Registrant has sold and issued \$43,478,275 in aggregate principal amount of the Notes and granted an option to the underwriters to purchase up to an additional \$6,521,725 in aggregate principal amount of the Notes.

For a description of the Notes, reference is made to (i) the information set forth under the heading *Description of our Debt Securities* in the Registrant's prospectus included in Post-Effective Amendment No. 4 to its Registration Statement on Form N-2 (Registration No. 333-202531) (as amended from time to time, the *Registration Statement*), as filed with the Securities and Exchange Commission (the *Commission*) on April 18, 2017 under the Securities Act of 1933, as amended (the *Securities Act*), and (ii) the information set forth under the headings *Specific Terms of The Notes* and the *Offering and Description of the Notes* in the Registrant's prospectus supplement dated January 30, 2018, as filed with the Commission on January 31, 2018 pursuant to Rule 497 under the Securities Act. The foregoing descriptions are incorporated herein by reference. Any form of prospectus or prospectus supplement to the Registration Statement that includes such descriptions and that are subsequently filed are hereby also incorporated herein by reference.

**Item 2. Exhibits.**

Pursuant to the Instructions as to exhibits for registration statements on Form 8-A, the documents listed below are filed as exhibits to this Registration Statement:

| <b>Number</b> | <b>Exhibit</b>  |
|---------------|---|
| 3.1           | Articles of Amendment and Restatement of the Registrant (Filed as Exhibit (a)(1) to Pre-Effective Amendment No. 2 to the Registrant's Registration Statement on Form N-2 (File No. 333-172550) filed with the Commission on April 29, 2011 and incorporated herein by reference).                           |
| 3.2           | Bylaws of the Registrant (Filed as Exhibit (b)(1) to Pre-Effective Amendment No. 2 to the Registrant's Registration Statement on Form N-2 (File No. 333-172550) filed with the Commission on April 29, 2011 and incorporated herein by reference).  |
| 4.1           | Form of Base Indenture between the Registrant and U.S. Bank National Association (Filed as Exhibit (d)(5) to Post-Effective Amendment No. 2 to the Registrant's Registration Statement on Form N-2 (File No. 333-202531) filed with the Commission on April 29, 2016 and incorporated herein by reference). |

- 4.2 First Supplemental Indenture dated as of February 2, 2018, between the Registrant and U.S. Bank National Association (Filed as Exhibit (d)(9) to Post-Effective Amendment No. 9 to the Registrant's Registration Statement on Form N-2 (File No. 333-202531) filed with the Commission on February 2, 2018 and incorporated herein by reference).
- 4.3 Form of Global Note with respect to the 5.875% Notes due 2023 (Incorporated by reference to Exhibit 4.2 hereto, and Exhibit A therein).

**SIGNATURES**

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized.

Date: February 2, 2018

**Fidus Investment Corporation**

By: /s/ Shelby E. Sherard  
Shelby E. Sherard  
Chief Financial Officer, Chief Compliance Officer  
and Secretary

**EXHIBIT INDEX**

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