

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* <u>PineBridge Secondary Partners II Holdings, L.P.</u> (Last) (First) (Middle) 399 PARK AVENUE, 4TH FLOOR (Street) NEW YORK NY 10022 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>FIDUS INVESTMENT Corp [FDUS]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 01/09/2012	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock, par value \$0.001 per share	01/09/2012		S		19,945	D	\$13.57 ⁽¹⁾	1,142,909 ⁽¹⁸⁾	D	
Common Stock, par value \$0.001 per share	01/10/2012		S		30,016	D	\$13.56 ⁽²⁾	1,112,893 ⁽¹⁸⁾	D	
Common Stock, par value \$0.001 per share	01/18/2012		S		3,076	D	\$13.56 ⁽³⁾	1,109,817 ⁽¹⁸⁾	D	
Common Stock, par value \$0.001 per share	01/19/2012		S		14,017	D	\$13.56 ⁽⁴⁾	1,095,800 ⁽¹⁸⁾	D	
Common Stock, par value \$0.001 per share	01/20/2012		S		25,819	D	\$13.67 ⁽⁵⁾	1,069,981 ⁽¹⁸⁾	D	
Common Stock, par value \$0.001 per share	01/23/2012		S		12,681	D	\$13.83 ⁽⁶⁾	1,057,300 ⁽¹⁸⁾	D	
Common Stock, par value \$0.001 per share	01/24/2012		S		21,168	D	\$13.92 ⁽⁷⁾	1,036,132 ⁽¹⁸⁾	D	
Common Stock, par value \$0.001 per share	01/25/2012		S		19,287	D	\$13.94 ⁽⁸⁾	1,016,845 ⁽¹⁸⁾	D	
Common Stock, par value \$0.001 per share	01/26/2012		S		4,432	D	\$13.87 ⁽⁹⁾	1,012,413 ⁽¹⁸⁾	D	
Common Stock, par value \$0.001 per share	01/27/2012		S		7,970	D	\$14 ⁽¹⁰⁾	1,004,443 ⁽¹⁸⁾	D	
Common Stock, par value \$0.001 per share	01/30/2012		S		3,599	D	\$13.61 ⁽¹¹⁾	1,000,844 ⁽¹⁸⁾	D	
Common Stock, par value \$0.001 per share	01/31/2012		S		15,244	D	\$13.64 ⁽¹²⁾	985,600 ⁽¹⁸⁾	D	
Common Stock, par value \$0.001 per share	02/01/2012		S		22,116	D	\$13.56 ⁽¹³⁾	963,484 ⁽¹⁸⁾	D	
Common Stock, par value \$0.001 per share	02/02/2012		S		3,382	D	\$13.6 ⁽¹⁴⁾	960,102 ⁽¹⁸⁾	D	
Common Stock, par value \$0.001 per share	02/03/2012		S		5,705	D	\$13.73 ⁽¹⁵⁾	954,397 ⁽¹⁸⁾	D	
Common Stock, par value \$0.001 per share	02/06/2012		S		4,400	D	\$13.65 ⁽¹⁶⁾	949,997 ⁽¹⁸⁾	D	
Common Stock, par value \$0.001 per share	02/07/2012		S		7,700	D	\$13.7 ⁽¹⁷⁾	942,297 ⁽¹⁸⁾	D	

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					

1. Name and Address of Reporting Person* <u>PineBridge Secondary Partners II Holdings, L.P.</u> (Last) (First) (Middle) 399 PARK AVENUE, 4TH FLOOR		
---	--	--

(Street)		
NEW YORK	NY	10022

(City)	(State)	(Zip)
1. Name and Address of Reporting Person*		
PineBridge Secondary Partners II GP, L.P.		

(Last)	(First)	(Middle)
399 PARK AVENUE, 4TH FLOOR		

(Street)		
NEW YORK	NY	10022

(City)	(State)	(Zip)

Explanation of Responses:

- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$13.56 to \$13.68, inclusive. The reporting person undertakes to provide to Fidus Investment Corp, any security holder of Fidus Investment Corp, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnotes (1) through (17) to this Form 4.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$13.56 to \$13.60, inclusive.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$13.56 to \$13.57, inclusive.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$13.56 to \$13.62, inclusive.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$13.56 to \$13.96, inclusive.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$13.56 to \$14.06, inclusive.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$13.57 to \$14.18, inclusive.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$13.56 to \$14.20, inclusive.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$13.56 to \$14.00, inclusive.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$14.00 to \$14.01, inclusive.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$13.56 to \$13.67, inclusive.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$13.56 to \$13.81, inclusive.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$13.56 to \$13.63, inclusive.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$13.56 to \$13.63, inclusive.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$13.56 to \$13.81, inclusive.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$13.60 to \$13.74, inclusive.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$13.56 to \$13.82, inclusive.
- This is a joint filing by PineBridge Secondary Partners II Holdings, L.P. ("PineBridge Holdings") and PineBridge Secondary Partners II GP, L.P. ("PineBridge GP"). PineBridge Holdings is the designated filer. PineBridge GP, as the sole general partner of PineBridge Holdings, may be deemed the beneficial owner of the shares of Common Stock owned by PineBridge Holdings. PineBridge GP disclaims beneficial ownership over the shares reported herein except to the extent of its pecuniary interest therein.

/s/ Loic Rentiers By:
PineBridge Secondary Partners
II GP, LLC, its general partner,
By: PineBridge Investments
LLC, its managing member, 02/08/2012
Name: Loic Rentiers, Title:
Vice President for PineBridge
Secondary Partners II
Holdings, L.P.
/s/ Loic Rentiers, Vice
President By: PineBridge
Secondary Partners II GP,
LLC, its general partner By: 02/08/2012
PineBridge Investments LLC,
its managing member for
PineBridge Secondary Partners
II GP, L.P.

** Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.