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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):

August 2, 2012

Fidus Investment Corporation

(Exact name of registrant as specified in its charter)

Maryland

814-00861

27-5017321

(State or other jurisdiction  
of incorporation)

(Commission  
File Number)

(I.R.S. Employer  
Identification No.)

1603 Orrington Avenue, Suite 820, Evanston, Illinois

60201

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code:

847-859-3940

Not Applicable

Former name or former address, if changed since last report

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:

- 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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**Item 2.02. Results of Operations and Financial Condition.**

On August 2, 2012, Fidus Investment Corporation issued a press release announcing its financial results for the quarter ended June 30, 2012. A copy of the press release is furnished as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference.

The information disclosed under this Item 2.02, including Exhibit 99.1 attached hereto, is being furnished and shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, and shall not be deemed incorporated by reference into any filing made under the Securities Act of 1933, as amended, except as expressly set forth by specific reference in such filing.

**Item 7.01. Regulation FD Disclosure.**

Fidus Investment Corporation issued a press release, filed herewith as Exhibit 99.1, on August 2, 2012 announcing the declaration of a quarterly dividend of \$0.38 per share. The dividend is payable on September 25, 2012 to stockholders of record as of September 11, 2012.

The information disclosed under this Item 7.01, including Exhibit 99.1 attached hereto, is being furnished and shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, and shall not be deemed incorporated by reference into any filing made 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.**

(d) Exhibits

The following Exhibit 99.1 is being furnished herewith to this Current Report on Form 8-K:

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release dated August 2, 2012 of the Company

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**SIGNATURES**

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.

Fidus Investment Corporation

August 2, 2012

By: */s/ Cary L. Schaefer*

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*Name: Cary L. Schaefer  
Title: Chief Financial Officer, Chief Compliance Officer and  
Corporate Secretary*

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Exhibit Index

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release dated August 2, 2012 of the Company

## FIDUS INVESTMENT CORPORATION ANNOUNCES QUARTERLY DIVIDEND INCREASE TO \$0.38 PER SHARE AND SECOND QUARTER 2012 FINANCIAL RESULTS

**EVANSTON, Ill., August 2, 2012** – Fidus Investment Corporation (NASDAQ:FDUS) (“Fidus” or the “Company”) today announced its financial results for the second quarter of 2012 ended June 30, 2012. Fidus provides customized debt and equity financing solutions primarily to lower middle market companies based in the United States.

### Second Quarter 2012 Financial Highlights

- Net asset value of \$141.6 million, or \$15.02 per share, at June 30, 2012
- Weighted average yield on debt investments as of June 30, 2012 was 15.5%
- Total investment income of \$7.6 million
- Net investment income of \$3.4 million, or \$0.36 per share
- Net increase in net assets resulting from operations of \$4.2 million, or \$0.45 per share
- Originated \$16.4 million of investments
- Paid quarterly distribution of \$0.36 per share on June 27, 2012

### Management Commentary

“Market activity grew more robust as the second quarter progressed,” said Edward Ross, Chief Executive Officer of Fidus Investment Corporation. “We invested in two new portfolio companies late in June and another soon after the quarter end that are expected to have a positive financial impact on third quarter earnings. Reflecting this outlook, the Board of Directors has increased the quarterly distribution to \$0.38 per share for the third quarter, up \$0.02 per share from the second quarter distribution. We believe we are well positioned to continue covering our dividend from earnings on a long term basis.”

“Demand for custom-tailored debt and equity financing solutions in the lower middle market remains strong, giving us ample investment opportunities to evaluate,” continued Mr. Ross. “We remain highly selective, primarily focused on companies that operate in industries that we know well, that generate excess free cash flow for debt service, and have positive outlooks. Our aim is to continue building a portfolio of stable companies that we believe will perform well over the long term.”

### Second Quarter 2012 Financial Results

In June 2011, Fidus closed its initial public offering (the “Offering”) and associated formation transactions. The comparable period for the second quarter of 2011 consisted of only 10 days of operations as a publicly traded company, from June 20, 2011 to June 30, 2011, and is therefore not fully comparable to the second quarter of 2012 ended June 30, 2012.

Total investment income was \$7.6 million in the three months ended June 30, 2012, an increase of \$2.3 million, or 43.4%, over the \$5.3 million of total investment income for the three months ended June 30, 2011. This increase was primarily attributable to higher average levels of outstanding debt investments in the three months ended June 30, 2012 compared to the prior year period.

Total expenses were \$4.3 million, an increase of \$2.1 million or 98.5%, over the \$2.2 million of total expenses for the three months ended June 30, 2011. The increase in total expenses was attributable to an increase in all expense categories, including \$1.0 million incentive fee under the new Investment Advisory and Administration Agreements, higher interest expense due to higher average outstanding balances of SBA debentures during the most recent quarter and higher costs associated with being a publicly-traded company.

Net investment income for the three months ended June 30, 2012 was \$3.4 million, or \$0.36 per share, compared to \$3.2 million, or \$0.33 per share, for the corresponding period in 2011.

Total realized loss for the three months ended June 30, 2012 and the corresponding period in 2011 was zero. Net unrealized appreciation of \$0.8 million in the second quarter ended June 30, 2012, was comprised of \$1.4 million of net unrealized appreciation on equity investments, partially offset by \$0.6 million of net unrealized depreciation on debt investments. During the three months ended June 30, 2011, Fidus recorded net unrealized appreciation of \$1.4 million. This consisted of \$2.1 million of net unrealized appreciation on equity investments, partially offset by \$0.6 million of net unrealized depreciation on debt investments.

As a result of the events described above, net increase in net assets resulting from operations was \$4.2 million in the three months ended June 30, 2012, or \$0.45 per share, compared with a net increase in net assets of \$4.6 million, or \$0.49 per share, in the second quarter of 2011.

### Portfolio and Investment Activities

As of June 30, 2012, we had debt and equity investments in 27 portfolio companies with a total fair value of \$234.1 million, or approximately 106% of cost basis. During the three months ended June 30, 2012, Fidus made investments of \$16.4 million in two new and three existing portfolio companies and received a partial loan repayment totaling \$1.6 million. As of June 30, 2012, the weighted average yield on debt investments was 15.5%.

Second quarter 2012 investment activity included the following new portfolio company investments:

- Lightning Diversion Systems, LLC – Fidus invested \$9.0 million of senior debt and equity in Lightning Diversion Systems, a leading provider of aerospace related lightning protection devices.
- Convergent Resources, Inc. – Fidus invested \$5.5 million of subordinated debt in Convergent Resources, a leading provider of revenue cycle management, commercial collection and customer care outsourcing services to a variety of end markets, including the telecommunications, utility and healthcare industries.

Investment activity subsequent to quarter end included the following new portfolio company:

- On July 10, 2012, the Company purchased \$7.5 million of subordinated notes and warrants in S.B. Restaurant Co., doing business as Elephant Bar Restaurants, a California-based owner and operator of full service, casual dining restaurants.

### Liquidity and Capital Resources

At June 30, 2012, the Company had \$27.6 million in cash and cash equivalents, including remaining proceeds from the Offering, and \$121.3 million in SBA debentures outstanding. The SBA debentures have an annual weighted average interest rate of 4.8% as of June 30, 2012. As of June 30, 2012, SBA commitments totaling \$150.0 million have been received, of which \$28.8 million were unfunded.

The Company is pleased to announce that on July 30, 2012, it received a “Green Light” letter from the SBA, inviting Fidus to proceed with an application for a second small business investment company license. If approved, the additional license will provide the Company with an incremental source of attractive long-term debt capital. Fidus has received no assurance or indication from the SBA that it will receive a second license, or of the timeframe in which it would receive a license, should one ultimately be granted.

#### Increased Third Quarter 2012 Dividend to \$0.38 Per Share

The Company announced today that its Board of Directors has increased the Company’s quarterly dividend to \$0.38 per share for third quarter 2012, representing an increase of 18.8% over the third quarter of 2011. The Company’s dividend will be payable on September 25, 2012 to stockholders of record as of September 11, 2012.

When declaring dividends, the Company’s Board of Directors reviews estimates of taxable income available for distribution, which differs from consolidated income under generally accepted accounting principles due to (i) changes in unrealized appreciation and depreciation, (ii) temporary and permanent differences in income and expense recognition, and (iii) the amount of undistributed taxable income carried over from a given year for distribution in the following year. The final determination of 2012 taxable income, as well as the tax attributes for 2012 dividends, will be made after the close of the 2012 tax year. The final tax attributes for 2012 dividends will generally include ordinary taxable income but may also include capital gains, qualified dividends and return of capital.

Fidus has adopted a dividend reinvestment plan (“DRIP”) that provides for reinvestment of dividends on behalf of its stockholders, unless a stockholder elects to receive cash. As a result, when the Company declares a cash dividend, stockholders who have not “opted out” of the DRIP at least three days prior to the dividend payment date will have their cash dividends automatically reinvested in additional shares of the Company’s common stock. Those stockholders whose shares are held by a broker or other financial intermediary may receive dividends in cash by notifying their broker or other financial intermediary of their election.

#### Second Quarter 2012 Financial Results Conference Call

Management will host a conference call to discuss the operating and financial results at 9:00am EDT on Friday, August 3, 2012. To participate in the conference call, please dial (877) 810-3368 approximately 10 minutes prior to the call. International callers should dial (914) 495-8561. Please reference conference ID # 12371875.

A live webcast of the conference call will be available at <http://investor.fidus.com/events.cfm>. Please access the website 15 minutes prior to the start of the call to download and install any necessary audio software.

A telephone replay of the conference call will be available from 12:00pm EDT on August 3, 2012 until 11:59pm EDT on September 3, 2012 and may be accessed by calling (855) 859-2056 (domestic dial-in) or (404) 537-3406 (international dial-in) and reference conference ID # 12371875. An archived replay of the conference call will also be available in the investor relations section of the company’s website.

For a more detailed discussion of the financial and other information included in this press release, please also refer to the Company’s Form 10-Q for the quarterly period ended June 30, 2012 to be filed with the Securities and Exchange Commission ([www.sec.gov](http://www.sec.gov)) on August 2, 2012.

#### **ABOUT FIDUS INVESTMENT CORPORATION**

Fidus Investment Corporation provides customized debt and equity financing solutions to lower middle market companies, which management generally defines as U.S. based companies with revenues between \$10.0 million and \$150.0 million. Fidus’s investment objective is to provide attractive risk-adjusted returns by generating both current income from debt investments and capital appreciation from equity related investments. Fidus seeks to partner with business owners, management teams and financial sponsors by providing customized financing for change of ownership transactions, recapitalizations, strategic acquisitions, business expansion and other growth initiatives.

Fidus is an externally managed, closed-end, non-diversified management investment company that has elected to be treated as a business development company under the Investment Company Act of 1940, as amended. In addition, for tax purposes, Fidus intends to elect to be treated as a regulated investment company, or RIC, under Subchapter M of the Internal Revenue Code of 1986, as amended, or the Code. Fidus was formed in February 2011 to continue and expand the business of Fidus Mezzanine Capital, L.P., which commenced operations in May 2007 and is licensed by the US Small Business Administration as a small business investment company (SBIC).

#### **FORWARD-LOOKING STATEMENTS**

This press release may contain certain forward-looking statements. Any such statements, other than statements of historical fact, are likely to be affected by other unknowable future events and conditions, including elements of the future that are or are not under Fidus’s control, and that Fidus may or may not have considered; accordingly, such statements cannot be guarantees or assurances of any aspect of future performance. Actual developments and results are highly likely to vary materially from these estimates and projections of the future as a result of a number of factors, including those described from time to time in Fidus’s filings with the Securities and Exchange Commission. Such statements speak only as of the time when made, and Fidus undertakes no obligation to update any such statement now or in the future.

#### **FIDUS INVESTMENT CORPORATION** **Consolidated Statements of Assets and Liabilities**

	<b>June 30, 2012</b> <b>(unaudited)</b>	<b>December 31, 2011</b>
<b>ASSETS</b>		
Investments, at fair value		
Control investments (cost: \$20,420,177 and \$19,916,617, respectively)	\$ 29,844,891	\$ 28,598,962
Affiliate investments (cost: \$51,531,946 and \$49,913,338, respectively)	50,132,504	50,058,243
Non-control/non-affiliate investments (cost: \$149,151,373 and \$122,709,976, respectively)	154,077,960	126,088,167
Total investments, at fair value (cost: \$221,103,496 and \$192,539,931, respectively)	234,055,355	204,745,372
Cash and cash equivalents	27,630,427	39,058,516
Interest receivable	2,057,290	1,686,851
Deferred financing costs (net of accumulated amortization of \$1,346,073 and \$1,134,767, respectively)	3,094,240	2,687,233
Prepaid expenses and other assets	667,818	465,171
<b>Total assets</b>	<b>267,505,130</b>	<b>248,643,143</b>
<b>LIABILITIES</b>		
SBA debentures	121,250,000	104,000,000
Accrued interest payable	1,918,767	1,718,989

Due to affiliates	2,441,474	2,162,160
Accounts payable and other liabilities	293,671	279,849
Total liabilities	<u>125,903,912</u>	<u>108,160,998</u>
<b>Net Assets</b>	<u><b>\$141,601,218</b></u>	<u><b>\$140,482,145</b></u>

#### ANALYSIS OF NET ASSETS

Common stock, \$0.001 par value (100,000,000 shares authorized, 9,427,021 shares issued and outstanding)	\$ 9,427	\$ 9,427
Additional paid-in capital	138,648,226	138,648,226
Undistributed net investment income	794,702	422,049
Accumulated net realized loss on investments	(481,937)	(481,937)
Accumulated net unrealized appreciation on investments	2,630,800	1,884,380
<b>Total net assets</b>	<u><b>\$141,601,218</b></u>	<u><b>\$140,482,145</b></u>
<b>Net asset value per share</b>	<u><b>\$ 15.02</b></u>	<u><b>\$ 14.90</b></u>

### FIDUS INVESTMENT CORPORATION Consolidated Statements of Operations (unaudited)

	Three Months Ended June 30,		Six Months Ended June 30,	
	2012	2011	2012	2011
Investment Income:				
Interest and fee income				
Control investments	\$ 729,586	\$ 853,890	\$ 1,449,614	\$ 1,673,388
Affiliate investments	1,779,768	1,057,828	3,561,344	1,924,688
Non-control/non-affiliate investments	4,903,174	3,271,050	9,819,658	6,246,134
Total interest and fee income	<u>7,412,528</u>	<u>5,182,768</u>	<u>14,830,616</u>	<u>9,844,210</u>
Dividend income				
Control investments	—	120,300	—	236,376
Affiliate investments	30,454	—	60,858	—
Non-control/non-affiliate investments	<u>151,426</u>	<u>—</u>	<u>271,928</u>	<u>—</u>
Total dividend income	<u>181,880</u>	<u>120,300</u>	<u>332,786</u>	<u>236,376</u>
Interest on idle funds and other income	<u>34,130</u>	<u>16,219</u>	<u>61,617</u>	<u>32,464</u>
Total investment income	<u>7,628,538</u>	<u>5,319,287</u>	<u>15,225,019</u>	<u>10,113,050</u>
Expenses:				
Interest expense	1,569,250	1,394,767	3,011,864	2,719,052
Base management fee	1,005,306	999,190	1,944,714	2,035,403
Less: management fee offset	—	(430,208)	—	(430,208)
Incentive fee	1,045,933	—	1,923,416	—
Administrative service expenses	223,766	22,173	453,142	22,173
Professional fees	156,121	90,677	413,152	170,350
Other general and administrative expenses	<u>285,454</u>	<u>82,759</u>	<u>501,817</u>	<u>106,121</u>
Total expenses	<u>4,285,830</u>	<u>2,159,358</u>	<u>8,248,105</u>	<u>4,622,891</u>
Net investment income before income taxes	3,342,708	3,159,929	6,976,914	5,490,159
Income tax expense (benefit)	<u>(8,275)</u>	<u>—</u>	<u>5,346</u>	<u>—</u>
<b>Net investment income</b>	<u><b>3,350,983</b></u>	<u><b>3,159,929</b></u>	<u><b>6,971,568</b></u>	<u><b>5,490,159</b></u>
Net realized and unrealized gains (losses) on investments:				
Realized loss on non-control/non-affiliate investments	—	—	—	(7,935,430)
Net change in unrealized appreciation on investments	<u>848,374</u>	<u>1,437,313</u>	<u>746,420</u>	<u>10,385,661</u>
<b>Net gain on investments</b>	<u><b>848,374</b></u>	<u><b>1,437,313</b></u>	<u><b>746,420</b></u>	<u><b>2,450,231</b></u>
<b>Net increase in net assets from operations</b>	<u><b>\$4,199,357</b></u>	<u><b>\$4,597,242</b></u>	<u><b>\$ 7,717,988</b></u>	<u><b>\$ 7,940,390</b></u>
<b>Per common share data: <sup>(1)</sup></b>				
Net investment income per share-basic and diluted	<u>\$ 0.36</u>	<u>\$ 0.33</u>	<u>\$ 0.74</u>	<u>\$ 0.58</u>
Net increase in net assets resulting from operations per share-basic and diluted	<u>\$ 0.45</u>	<u>\$ 0.49</u>	<u>\$ 0.82</u>	<u>\$ 0.84</u>
Dividends paid per share	<u>\$ 0.36</u>	<u>n/a</u>	<u>\$ 0.70</u>	<u>n/a</u>
Weighted average number of shares outstanding-basic and diluted	<u>9,427,021</u>	<u>9,427,021</u>	<u>9,427,021</u>	<u>9,427,021</u>

(1) The weighted average shares outstanding for the three and six months ended June 30, 2011, are based on the assumption that the number of shares issued in the Formation Transactions and Offering (including the over-allotment) in June and July 2011 (9,427,021 shares of common stock) had been issued on January 1, 2011.

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