
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):

November 13, 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 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

By correspondence dated November 12, 2012, Charles G. Phillips resigned as director of Fidus Investment Corporation, a Maryland corporation (the “Company”), and as a member of the Company’s Audit Committee and the Nominating and Corporate Governance Committee, effective as of November 12, 2012. Mr. Phillips informed the Company’s Board of Directors (“Board”) that his resignation was for personal reasons and was not due to any disagreements with the Company relating to the Company’s operations, policies or practices. The Company thanks Mr. Phillips for his service to the Company and wishes him well.

On November 13, 2012, the Board elected John A. Mazzarino as an independent director, effective November 13, 2012, to fill the vacancy created by Mr. Phillips’ departure. Mr. Mazzarino will serve until the 2013 annual meeting of the stockholders of the Company. Mr. Mazzarino was also elected to serve as a member of the Audit Committee and the Nominating and Corporate Governance Committee. There were no arrangements or understandings between Mr. Mazzarino and any other persons pursuant to which he was selected as a director. In addition, Mr. Mazzarino is not a party to any transaction, or any proposed transaction required to be disclosed pursuant to Item 404(a) of Regulation S-K. Mr. Mazzarino will receive the same level of benefits, including compensation, as those provided to the other independent directors, as described under the heading “2011 Director Compensation Table” in the Company’s proxy statement for its 2012 Annual Meeting of Stockholders as filed with the Securities and Exchange Commission (“SEC”) on April 27, 2012.

Mr. Mazzarino is a Co-Founder and Managing Director of Cherokee Investment Partners, a private equity real estate investment management firm focused on the acquisition, remediation, management and development of brownfields in North America and Europe. Prior to co-founding Cherokee’s predecessor firm in 1988, Mr. Mazzarino was a manager at Bain & Company from 1982 to 1988, where he specialized in mergers and acquisitions and corporate strategy. From 1977 to 1982 he worked at Peat, Marwick, Mitchell & Co., consulting on policy issues with the Environmental Protection Agency, the Department of Housing and Urban Development, the Department of Energy and other federal agencies. Mr. Mazzarino currently serves as a member of the board of advisors of the MIT Sloan School Finance Group and is a director of Cherokee Gives Back, Cherokee’s philanthropic arm. In addition, Mr. Mazzarino is a member of two other private and not-for-profit company boards. Mr. Mazzarino will bring to the Company’s Board extensive experience in the investing and capital management industry, as well as merger and acquisition and corporate strategy expertise.

In connection with Mr. Mazzarino’s election to the Board, the Company and Mr. Mazzarino will enter into an Indemnification Agreement (the “Indemnification Agreement”). The Indemnification Agreement provides the Company’s directors the maximum indemnification permitted under Maryland law and the 1940 Act. The foregoing description of the Indemnification Agreement does not purport to be complete and is qualified in its entirety by reference to the full text of the form of Indemnification Agreement, a copy of which was filed as Exhibit (k)(3) to Pre-Effective Amendment No. 4 to the Company’s Registration Statement on Form N-2 (File No. 333-17255) filed on June 10, 2011, and which exhibit is incorporated herein by reference.

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 November 13, 2012 of the Company

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

November 13, 2012

By: */s/ Cary L. Schaefer*

Name: Cary L. Schaefer

Title: Chief Financial Officer, Chief Compliance Officer & Secretary

Exhibit Index

Exhibit No.	Description
99.1	Press Release dated November 13, 2012 of the Company



FIDUS INVESTMENT CORPORATION ELECTS JOHN A. MAZZARINO TO BOARD OF DIRECTORS

EVANSTON, Ill., November 13, 2012 – Fidus Investment Corporation (NASDAQ:FDUS) (“Fidus” or the “Company”) today announced that the Company’s Board of Directors has appointed John A. Mazzarino to serve as an independent director, effective November 13, 2012, replacing Charles G. Phillips, an independent director who resigned for personal reasons effective November 12, 2012. Prior to his resignation, Mr. Phillips also served as a member of the Audit Committee and the Nominating and Corporate Governance Committee.

“We welcome John Mazzarino to Fidus’ Board of Directors. John’s extensive experience in the investing and capital management industry, as well as his merger and acquisition and corporate strategy expertise will add significant value to the Board of Directors,” said Edward Ross, Chief Executive Officer of Fidus Investment Corporation. “The Company and the Board thank Mr. Phillips for his service to Fidus and its Board and wish him well.”

Mr. Mazzarino is a Co-Founder and Managing Director of Cherokee Investment Partners, a private equity real estate investment management firm focused on the acquisition, remediation, management and development of brownfields in North America and Europe. Prior to co-founding Cherokee’s predecessor firm in 1988, Mr. Mazzarino was a manager at Bain & Company from 1982 to 1988, where he specialized in mergers and acquisitions and corporate strategy. From 1977 to 1982 he worked at Peat, Marwick, Mitchell & Co., consulting on policy issues with the Environmental Protection Agency, the Department of Housing and Urban Development, the Department of Energy and other federal agencies. Mr. Mazzarino currently serves as a member of the board of advisors of the MIT Sloan School Finance Group and as a director of Cherokee Gives Back, Cherokee’s philanthropic arm. In addition, Mr. Mazzarino is currently a member of two other private and not-for-profit company boards.

Mr. Mazzarino will serve as an independent director until the 2013 annual meeting of stockholders of the Company. Effective November 13, 2012, Mr. Mazzarino was also elected to the Board’s Audit Committee and the Board’s Nominating and Corporate Governance Committee.

ABOUT FIDUS INVESTMENT CORPORATION

Fidus Investment Corporation provides customized debt and equity financing solutions to lower middle market companies, which we generally define as U.S. based companies having revenues between \$10.0 million and \$150.0 million. Fidus’ investment objective is to provide attractive risk-adjusted returns by generating both current income from our debt investments and capital appreciation from our 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 has elected 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, commencing with its taxable year ended December 31, 2011. 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 U.S. Small Business Administration as a small business investment company.

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’ 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’ 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.

Company Contact:
Edward H. Ross
Chief Executive Officer
Fidus Investment Corporation
847-859-3940

Investor Relations Contact:
Stephanie Prince/Jody Burfening
LHA
(212) 838-3777
sprince@lhai.com
