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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):

May 3, 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 May 3, 2012, Fidus Investment Corporation issued a press release announcing its financial results for the quarter ended March 31, 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 May 3, 2012 announcing the declaration of a quarterly dividend of \$0.36 per share. The dividend is payable on June 27, 2012 to stockholders of record as of June 13, 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 May 3, 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

May 3, 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 May 3, 2012 of the Company

## FIDUS INVESTMENT CORPORATION ANNOUNCES QUARTERLY DIVIDEND OF \$0.36 PER SHARE AND FIRST QUARTER 2012 FINANCIAL RESULTS

**EVANSTON, Ill., May 3, 2012** – Fidus Investment Corporation (NASDAQ:FDUS) (“Fidus” or the “Company”) today announced its financial results for the first quarter ended March 31, 2012. Fidus provides customized mezzanine debt and equity financing solutions primarily to lower middle market companies based in the United States. In June 2011, Fidus closed its initial public offering (the “Offering”) and associated formation transactions. Except as otherwise specified, references to “we,” “us,” and “our” refer to Fidus Mezzanine Capital, L.P. and its subsidiaries (the “Fund”), which were acquired as part of the formation transactions with the Offering, prior to the Offering, and refer to Fidus Investment Corporation and its subsidiaries for the periods after the Offering.

### First Quarter 2012 Financial Highlights

- Total investment income of \$7.6 million, a 58.5% increase over prior year
- Net investment income of \$3.6 million, or \$0.38 per share
- Net increase in net assets resulting from operations of \$3.5 million, or \$0.37 per share
- Net asset value of \$140.8 million at March 31, 2012, or \$14.94 per share
- Originated \$16.9 million of investments
- Weighted average yield on debt investments as of March 31, 2012 was 15.5%

### Portfolio and Investment Activities

As of March 31, 2012, we had debt and equity investments in 25 portfolio companies, with a total fair value of \$217.0 million, or approximately 106% of cost basis. During the three months ended March 31, 2012, we made investments of \$16.9 million in two new and two existing portfolio companies. We received loan repayments totaling \$5.8 million on debt investments, including one portfolio company loan repayment in full. As of March 31, 2012, the weighted average yield on our debt investments was 15.5%. The weighted average yield was computed using the effective interest rates for all debt investments at cost, including accretion of discounts and fees but excluding debt investments on non-accrual status, if any.

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

- FutureTech Holding Company — Fidus invested \$6.5 million of subordinated debt in FutureTech, a provider of information technology (“IT”) and IT enabled service solutions.
- United Biologics, LLC — Fidus invested \$10.0 million of senior debt with warrants in United Biologics, a provider of allergy testing and immunotherapy services.

### First Quarter 2012 Financial Results

Total investment income was \$7.6 million in the three months ended March 31, 2012, an increase of \$2.8 million, or 58.5%, over the \$4.8 million of total investment income for the three months ended March 31, 2011. This increase was primarily attributable to greater interest income on higher average levels of debt investments and higher fee income.

Total expenses were \$4.0 million in the first quarter of 2012, an increase of \$1.5 million, or 60.8%, over the \$2.5 million in the corresponding period in 2011. The increase was primarily attributable to increased incentive and administrative service fees as well as higher interest expense, professional fees and other general and administrative expenses, partially offset by a decrease in the management fee. The increase in incentive fees of \$0.9 million and administrative fees of \$0.2 million as well as the decrease in management fees of \$0.1 million were primarily due to the new Investment Advisory and Administration Agreements effective as of the Offering and associated formation transactions. Interest expense increased \$0.1 million during the three months ended March 31, 2012 compared to the prior year period as a result of higher outstanding balances of SBA debentures. Professional fees increased \$0.2 million primarily due to higher legal and accounting costs associated with being a publicly-traded company. Other general and administrative expense increased \$0.2 million primarily due to higher insurance costs and board of director fees also associated with being a publicly-traded company.

Net investment income for the three months ended March 31, 2012 was \$3.6 million, an increase of \$1.3 million, or 55.4%, over the \$2.3 million of net investment income for the corresponding period in 2011. Net investment income per share for the three months ended March 31, 2012 was \$0.38.

Total realized loss for the three months ended March 31, 2012 was zero compared with \$7.9 million from one investment in the corresponding period in the prior year. Net unrealized depreciation on investments was \$0.1 million, or \$0.01 per share, for the three months ended March 31, 2012, compared to net unrealized appreciation of \$8.9 million during the three months ended March 31, 2011. Included in the net unrealized appreciation for the three months ended March 31, 2011 was a \$7.9 million reclassification adjustment related to the realized loss discussed above. For the three months ended March 31, 2012, the net loss on investments totaled \$0.1 million compared to a net gain on investments totaling \$1.0 million in the corresponding period in 2011.

As a result of the events described above, net increase in net assets resulting from operations was \$3.5 million in the three months ended March 31, 2012, or \$0.37 per share, compared with a net increase in net assets of \$3.3 million in the first quarter of 2011.

### Liquidity and Capital Resources

At March 31, 2012, we had \$40.6 million in cash and cash equivalents, including remaining proceeds from the Offering, and \$119.0 million in SBA debentures outstanding. The SBA debentures have an annual weighted average interest rate of 4.9% as of March 31, 2012. As of March 31, 2012, SBA commitments totaling \$150.0 million have been received, of which \$31.0 million were unfunded.

### Recent Developments

On April 4, 2012, we purchased \$1.0 million in common units of United Biologics, LLC, an existing portfolio company and provider of allergy testing and immunotherapy services.

### Second Quarter 2012 Dividend of \$0.36 Per Share Declared

The Company announced today that its Board of Directors has declared a quarterly dividend of \$0.36 per share, an increase of \$0.02 per share from the Company’s prior quarterly dividend of \$0.34 per share. This quarterly dividend is payable on June 27, 2012 to stockholders of record as of June 13, 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.

#### First Quarter 2012 Financial Results Conference Call

Fidus has scheduled a conference call for Friday, May 4, 2012 at 9:00 a.m. Eastern Time to discuss the Company's first quarter 2012 financial results.

You can access the conference call by dialing (877) 810-3368 approximately 10 minutes prior to the call. International callers should dial (914) 495-8561. A replay of the conference call may be accessed by dialing (855) 859-2056. International callers should dial (404) 537-3406. For phone replays, please reference conference ID #74707061.

The Company's quarterly results conference call will also be available via a live webcast on the investor relations section of the Company's website 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. An archived webcast replay will be available on the Company's website following the conclusion of the conference call. Additionally, the earnings release will be available on the investor relations section of the Company's website at <http://investor.fidus.com> prior to the conference call.

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 March 31, 2012 to be filed with the Securities and Exchange Commission ([www.sec.gov](http://www.sec.gov)) on May 3, 2012.

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

Fidus Investment Corporation provides customized mezzanine 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's 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 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.

#### **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.

CONTACT: Edward H. Ross

Chief Executive Officer

847-859-3940

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

	<b>March 31, 2012</b>	<b>December 31, 2011</b>
	<b>(unaudited)</b>	
<b>ASSETS</b>		
Investments, at fair value		
Control investments (cost: \$20,213,422 and \$19,916,617, respectively)	\$ 28,925,508	\$ 28,598,962
Affiliate investments (cost: \$50,364,398 and \$49,913,338, respectively)	49,688,785	50,058,243
Non-control/non-affiliate investments (cost: \$134,360,290 and \$122,709,976, respectively)	<u>138,427,305</u>	<u>126,088,167</u>
Total investments, at fair value (cost: \$204,938,110 and \$192,539,931, respectively)	217,041,598	204,745,372
Cash and cash equivalents	40,570,601	39,058,516
Interest receivable	1,644,306	1,686,851
Deferred financing costs (net of accumulated amortization of \$1,236,429 and \$1,134,767, respectively)	3,149,321	2,687,233
Prepaid expenses and other assets	<u>383,402</u>	<u>465,171</u>
<b>Total assets</b>	<u><u>\$262,789,228</u></u>	<u><u>\$248,643,143</u></u>
<b>LIABILITIES</b>		
SBA debentures	\$119,000,000	\$104,000,000
Accrued interest payable	459,160	1,718,989
Due to affiliates	2,216,086	2,162,160
Accounts payable and other liabilities	318,393	279,849
Total liabilities	<u>121,993,639</u>	<u>108,160,998</u>
<b>Net Assets</b>	<u><u>\$140,795,589</u></u>	<u><u>\$140,482,145</u></u>
<b>ANALYSIS OF NET ASSETS</b>		
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	837,447	422,049
Accumulated net realized loss on investments	(481,937)	(481,937)
Accumulated net unrealized appreciation on investments	1,782,426	1,884,380
<b>Total net assets</b>	<b>\$140,795,589</b>	<b>\$140,482,145</b>
<b>Net asset value per share</b>	<b>\$ 14.94</b>	<b>\$ 14.90</b>

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

	<b>Three Months Ended March 31,</b>	
	<b>2012</b>	<b>2011</b>
Investment income:		
Interest and fee income		
Control investments	\$ 720,028	\$ 819,498
Affiliate investments	1,781,576	866,860
Non-control/non-affiliate investments	4,916,484	2,975,084
Total interest and fee income	<u>7,418,088</u>	<u>4,661,442</u>
Dividend income		
Control investments	—	116,076
Affiliate investments	30,404	—
Non-control/non-affiliate investments	120,502	—
Total dividend income	<u>150,906</u>	<u>116,076</u>
Interest on idle funds and other income	<u>27,487</u>	<u>16,245</u>
Total investment income	<u>7,596,481</u>	<u>4,793,763</u>
Expenses:		
Interest expense	1,442,614	1,324,285
Base management fee	939,408	1,036,213
Incentive fee	877,483	—
Administrative service expenses	229,376	—
Professional fees	257,031	79,673
Other general and administrative expenses	216,363	23,362
Total expenses	<u>3,962,275</u>	<u>2,463,533</u>
Net investment income before income taxes	3,634,206	2,330,230
Income tax expense	13,621	—
<b>Net investment income</b>	<u>3,620,585</u>	<u>2,330,230</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>(101,954)</u>	<u>8,948,348</u>
<b>Net gain (loss) on investments</b>	<u>(101,654)</u>	<u>1,012,918</u>
<b>Net increase in net assets resulting from operations</b>	<u>\$3,518,631</u>	<u>\$ 3,343,148</u>
<b>Per common share data: <sup>(1)</sup></b>		
Net investment income per share-basic and diluted	<u>\$ 0.38</u>	<u>\$ 0.25</u>
Net increase in net assets resulting from operations per share-basic and diluted	<u>\$ 0.37</u>	<u>\$ 0.35</u>
Dividends paid per share	<u>\$ 0.34</u>	<u>n/a</u>
Weighted average number of shares outstanding-basic and diluted	<u>9,427,021</u>	<u>9,427,021</u>

(1) The weighted average shares outstanding for the three months ended March 31, 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.