

---

---

**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): June 3, 2015**

---

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

---

**Maryland**  
(State or other jurisdiction  
of incorporation)

**814-00861**  
(Commission  
File Number)

**27-5017321**  
(I.R.S. Employer  
Identification No.)

**1603 Orrington Avenue, Suite 1005,**  
**Evanston, Illinois**  
(Address of principal executive offices)

**60201**  
(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))
- 
-

---

**Item 5.07. Submission of Matters to a Vote of Security Holders.**

***Results of Annual Meeting of Stockholders***

On June 3, 2015, Fidus Investment Corporation (the “Company”) held its 2015 annual meeting of stockholders (the “Annual Meeting”) at the Hilton Orrington, located at 1710 Orrington Avenue, Evanston, Illinois 60201. The issued and outstanding shares of common stock of the Company entitled to vote at the Annual Meeting consisted of the 16,075,370 shares of common stock outstanding on the record date, March 13, 2015. The common stockholders of the Company voted on two proposals at the Annual Meeting, both of which were approved. The final voting results from the Annual Meeting were as follows:

**Proposal 1 — Election of Class I Directors**

The following individual, constituting the nominee named in the Company’s definitive proxy statement on Schedule 14A filed with the Securities and Exchange Commission on April 2, 2015 (the “Proxy Statement”), was elected as a Class I director to serve until the 2018 annual meeting of stockholders and until his successor has been duly elected and qualified. The following votes were taken in connection with this proposal:

	<u>FOR</u>	<u>WITHHELD</u>
Charles D. Hyman	7,875,173	315,621

**Proposal 2 — Approval to Sell or Otherwise Issue Shares of Common Stock Below Net Asset Value**

A proposal to authorize the Company, pursuant to approval of the Board of Directors of the Company, to sell or otherwise issue shares of its common stock during the next year at a price below the Company’s then current net asset value per share, subject to certain conditions as set forth in the Proxy Statement (including that the cumulative number of shares sold pursuant to such authority does not exceed 25% of its then outstanding common stock immediately prior to each such sale) was approved. The following votes were taken in connection with this proposal:

<u>FOR</u>	<u>AGAINST</u>	<u>ABSTAIN</u>
7,091,824	980,393	118,568

This proposal was also approved by the Company’s non-affiliated stockholders by a vote of 6,821,407 shares for, 980,393 shares against and 118,568 abstained. The number of votes cast in favor of this proposal represents a majority of outstanding voting securities of the Company, as defined under the Investment Company Act of 1940, and a majority of outstanding securities not held by affiliated persons.

---

**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.

Date: June 4, 2015

**Fidus Investment Corporation**

By: /s/ Shelby E. Sherard

Shelby E. Sherard

Chief Financial Officer,

Chief Compliance Officer and Secretary