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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

**FORM 8-A**

**FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES  
PURSUANT TO SECTION 12(b) OR 12(g) OF THE  
THE SECURITIES EXCHANGE ACT OF 1934**

**Fidus Investment Corporation**

(Exact name of Registrant as specified in Its Charter)

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

**1603 Orrington Avenue, Suite 820**  
**Evanston, Illinois**  
(Address of principal executive office)

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

**60201**  
(Zip Code)

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Name of each exchange on which registered
<b>Common Stock, par value \$.001 per share</b>	<b>The NASDAQ Stock Market LLC</b>

If this form relates to the registration of a class of securities pursuant to Section 12 (b) of the Exchange Act and is effective pursuant to General Instruction A. (c), please check the following box.

If this form relates to the registration of a class of securities pursuant to Section 12 (g) of the Exchange Act and is effective pursuant to General Instruction A. (d), please check the following box.

Securities Act registration statement file number to which this form relates: (if applicable) 333-172550

Securities to be registered pursuant to Section 12 (g) of the Act: None

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## INFORMATION REQUIRED IN REGISTRATION STATEMENT

### Item 1. Description of Registrant's Securities to be Registered.

The securities to be registered hereby are shares of common stock, par value \$0.001 per share, of Fidus Investment Corporation (the "Company"). The description of the shares of common stock contained in the section entitled "Description of Shares" in the Prospectus included in the Company's Registration Statement on Form N-2 (File No. 333-172550), filed with the Securities and Exchange Commission on March 1, 2011 (as amended from time to time, the "Registration Statement"), is hereby incorporated by reference herein. Any form of prospectus or prospectus supplement to the Registration Statement that includes such descriptions and that are subsequently filed are hereby also incorporated by reference herein.

### Item 2. Exhibits.

- 3.1 Form of Amended and Restated Articles of Incorporation of Fidus Investment Corporation \*
- 3.2 Bylaws of Fidus Investment Corporation\*
- 4.1 Form of Stock Certificate of Fidus Investment Corporation\*

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\* Incorporated by reference to Fidus Investment Corporation's registration statement on Form N-2 Pre-Effective Amendment No. 2 (File No. 333-172550) filed on April 29, 2011.

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**SIGNATURES**

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized.

**FIDUS INVESTMENT CORPORATION**

(Registrant)

Date: June 16, 2011

By: /s/ Edward H. Ross

Name: Edward H. Ross

Title: Chairman and Chief Executive Officer