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

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**FORM 8-K**

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**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 7, 2014**

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**Fidus Investment Corporation**

(Exact Name of Registrant as Specified in its Charter)

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**Maryland**  
(State of Other Jurisdiction  
of Incorporation)

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

**27-5017321**  
(I.R.S. Employer  
Identification Number)

**1603 Orrington Avenue, Suite 1005**  
**Evanston, Illinois 60201**  
(Address of Principal Executive Offices, Including Zip Code)

**(847) 859-3940**  
(Registrant's Telephone Number, Including Area Code)

**N/A**  
(Former Name or Former Address, if Changed Since Last Report)

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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.**

On May 7, 2014, Fidus Investment Corporation (the “Company”) appointed Shelby Sherard as the Company’s Chief Financial Officer and Secretary, effective June 2, 2014, replacing Cary Schaefer, who will remain the Company’s Chief Compliance Officer in addition to assuming a senior investment professional role, as previously disclosed on the Company’s Current Report on Form 8-K.

Ms. Sherard, (43), most recently was a financial executive at Prologis, Inc., a leading owner, operator and developer of industrial real estate, first serving from 2010 to 2011 as Chief Financial Officer, Americas, and then overseeing the U.S. tax department from 2011 to 2014. From 2009 until 2010 she was a self-employed consultant and she served as the Finance Director for Chicago Union Station Development Company, LLC, a real estate development company from 2007 until 2008. From 2005 through 2006, Ms. Sherard served as Executive Vice President and Chief Financial Officer of Grubb & Ellis Company, a publicly traded real estate services company. From 2002 through 2005, Ms. Sherard was the Chief Financial Officer and Senior Vice President of SiteStuff, Inc., a company based in Austin, Texas, which provides procurement solutions for the commercial real estate industry. Previously, Ms. Sherard held positions at Morgan Stanley and LaSalle Partners Inc. Ms. Sherard is a CPA and holds an MBA from the Wharton School, a bachelor’s degree from Northwestern University and a master’s degree in tax from the University of Illinois.

The press release announcing Ms. Sherard’s appointment is attached hereto as Exhibit 99.1.

**Item 9.01. Financial Statements and Exhibits.**

(d) *Exhibits.*

<u>Exhibit</u>	<u>Description</u>
99.1	Press Release dated May 13, 2014.

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SIGNATURE

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: May 13, 2014

**Fidus Investment Corporation**

By: /s/ Edward H. Ross  
Edward H. Ross  
Chief Executive Officer

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**EXHIBIT INDEX**

<u>Exhibit</u>	<u>Description</u>
99.1	Press Release dated May 13, 2014.

**FIDUS INVESTMENT CORPORATION APPOINTS SHELBY E. SHERARD  
CHIEF FINANCIAL OFFICER AND SECRETARY**

**EVANSTON, Ill., May 13, 2014** – Fidus Investment Corporation (NASDAQ:FDUS) (“Fidus” or the “Company”) today announced that it has appointed Shelby E. Sherard as Chief Financial Officer and Secretary, effective June 2, 2014. Ms. Sherard replaces Cary L. Schaefer, who will remain the Company’s Chief Compliance Officer in addition to assuming a senior investment professional role.

“Shelby is a proven and well-rounded senior-level financial executive with 20 years of business and financial services experience,” said Edward Ross, Chairman and CEO of Fidus Investment Corporation. “She possesses the applicable skill set in accounting and tax, the public company experience and the leadership capabilities that we believe make her ideally suited for this important role at Fidus. On behalf of the Board of Directors, we welcome Shelby to Fidus and look forward to her contributions to the Company as we continue to execute our strategy of building an attractive risk-adjusted investment portfolio. We also would like to thank Cary for ensuring a smooth transition and for her many contributions to the Company’s success.”

Ms. Sherard, (43), most recently was a financial executive at Prologis, Inc., a leading owner, operator and developer of industrial real estate, first serving as Chief Financial Officer, Americas, and then overseeing the U.S. tax department. Previously, she served as the Finance Director for Chicago Union Station Development Company, LLC, a real estate development company. From 2005 through 2006, Ms. Sherard served as Executive Vice President and Chief Financial Officer of Grubb & Ellis Company, a publicly traded real estate services company. From 2002 through 2005, Ms. Sherard was the Chief Financial Officer and Senior Vice President of SiteStuff, Inc., a company based in Austin, Texas, which provides procurement solutions for the commercial real estate industry. Previously Ms. Sherard held positions at Morgan Stanley and LaSalle Partners Inc. Ms. Sherard is a CPA and holds an MBA from the Wharton School, a bachelor’s degree from Northwestern University and a master’s degree in tax from the University of Illinois.

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

Fidus Investment Corporation provides customized debt and equity financing solutions to lower middle-market companies, which the Company generally defines 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. 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 based on management’s current expectations, estimates, projections, beliefs and assumptions about the Company, its current and prospective portfolio investments, and its industry. These statements are not guarantees of future performance and are subject to risks, uncertainties and other factors, some of which are beyond the Company’s control, difficult to predict and could cause actual results to differ materially from those expected or forecasted in such forward-looking statements. Actual developments and results are likely to vary materially from these estimates and projections 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 forward-looking statements, whether as a result of new information, future events, or otherwise, except as required by law.

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](mailto:sprince@lhai.com)