

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

Form N-2

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

Pre-Effective Amendment No. 0  
Post-Effective Amendment No. 0

FIDUS INVESTMENT CORPORATION

(Exact Name of Registrant as Specified in Charter)

Form N-5

REGISTRATION STATEMENT OF SMALL BUSINESS  
INVESTMENT COMPANY

FIDUS MEZZANINE CAPITAL, L.P.

(Exact Name of Registrant as Specified in Charter)

1603 Orrington Avenue, Suite 820  
Evanston, Illinois 60201  
(Address of Principal Executive Offices)

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

Edward H. Ross  
Chief Executive Officer  
1603 Orrington Avenue, Suite 820  
Evanston, Illinois 60201  
(Name and Address of Agent for Service)

WITH COPIES TO:

Jonathan H. Talcott  
Nelson Mullins Riley & Scarborough LLP  
101 Constitution Avenue, NW, Suite 900  
Washington, D.C. 20001  
Telephone: (202) 712-2806  
Facsimile: (202) 712-2856

Steven B. Boehm  
Sutherland Asbill & Brennan LLP  
1275 Pennsylvania Avenue, NW  
Washington, D.C. 20004-2415  
Telephone: (202) 383-0100  
Facsimile: (202) 637-3593

John A. Good  
Bass, Berry & Sims PLC  
100 Peabody Place, Suite 900  
Memphis, Tennessee 38103-3672  
Telephone: (901) 543-5901  
Facsimile: (888) 543-4644

**Approximate date of proposed public offering:** As soon as practicable after the effective date of this Registration Statement.

If any securities being registered on this form will be offered on a delayed or continuous basis in reliance on Rule 415 under the Securities Act of 1933, other than securities offered in connection with a dividend reinvestment plan, check the following box.

This form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act and the Securities Act registration statement number of the earlier effective registration for the same offering is 333-172550.

CALCULATION OF REGISTRATION FEE

Title of Securities Being Registered	Amount Being Registered	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
Common Stock, par value \$0.001 per share(1)	3,833(3)	\$57,495(4)	\$116.10
Partnership Interests of Fidus Mezzanine Capital, L.P. (2)			

- Shares with a proposed maximum aggregate offering price of \$80,500,000 were registered under an earlier registration statement (SEC File No. 333-172550), and a filing fee of \$9,404.10 was previously paid with the earlier registration statement.
- Pursuant to Rule 140 under the Securities Act of 1933, Fidus Investment Corporation is deemed to be an issuer of the partnership interests for consideration equal to the proposed maximum aggregate offering price of its common stock sold in this offering. No additional offering price will result from such deemed issuance; accordingly, no additional registration fee is owed on account of this deemed offering.

(3) Includes the underwriters' over-allotment option.

(4) Estimated pursuant to Rule 457(o) under the Securities Act of 1933 solely for purpose of determining the registration fee.

---

---

#### EXPLANATORY NOTE

This registration statement is filed pursuant to Rule 462(b) under the Securities Act of 1933, as amended, and relates to the initial public offering of common stock of Fidus Investment Corporation, a Maryland corporation, contemplated by a Joint Registration Statement on Form N-2 and Form N-5, Securities and Exchange Commission File No. 333-172550 (the "Prior Registration Statement"), and is filed solely to increase the number of shares to be offered in such offering by 3,333 plus up to 500 additional shares that may be sold pursuant to the underwriters' over-allotment option. The contents of the Prior Registration Statement, including the amendments thereto, are hereby incorporated into this Joint Registration Statement on Form N-2 and Form N-5 by reference.

---

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933 and/or the Investment Company Act of 1940, the Registrant has duly caused this Registration Statement on Form N-2 to be signed on its behalf by the undersigned, thereunto duly authorized, in Evanston, Illinois, on the 21<sup>st</sup> day of June, 2011.

**Fidus Investment Corporation**

By: /s/ Edward H. Ross  
Name: Edward H. Ross  
Title: Chairman and Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement on Form N-2 has been signed by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Edward H. Ross</u> Edward H. Ross	Chairman and Chief Executive Officer (Principal Executive Officer)	June 21, 2011
<u>/s/ Cary L. Schaefer</u> Cary L. Schaefer	Chief Financial Officer (Principal Financial and Accounting Officer)	June 21, 2011
<u>*</u> Thomas C. Lauer	Director	June 21, 2011
<u>/s/ Wayne F. Robinson</u> Wayne F. Robinson	Director	June 21, 2011
<u>/s/ Charles D. Hyman</u> Charles D. Hyman	Director	June 21, 2011
<u>Charles G. Phillips</u>	Director	

\*By: /s/ Edward H. Ross  
Edward H. Ross  
Attorney-in-Fact

---

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933 and/or the Investment Company Act of 1940, the Registrant has duly caused this Registration Statement on Form N-5 to be signed on its behalf by the undersigned, thereunto duly authorized, in Evanston, Illinois, on the 21<sup>st</sup> day of June, 2011.

**Fidus Mezzanine Capital, L.P.**

**By: Fidus Investment GP, LLC, its General Partner**

By: Fidus Investment Advisors, LLC, its Manager

By: /s/ Edward H. Ross

Name: Edward H. Ross

Title: Chief Executive Officer and Manager

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement on Form N-5 has been signed by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Edward H. Ross</u> Edward H. Ross	Chief Executive Officer and Manager (Principal Executive Officer) of the manager of the General Partner	June 21, 2011
<u>/s/ Cary L. Schaefer</u> Cary L. Schaefer	Chief Financial Officer (Principal Financial and Accounting Officer) of the manager of the General Partner	June 21, 2011
<u>*</u> Thomas C. Lauer	Director	June 21, 2011
<u>/s/ Wayne F. Robinson</u> Wayne F. Robinson	Director	June 21, 2011
<u>/s/ Charles D. Hyman</u> Charles D. Hyman	Director	June 21, 2011
<u>Charles G. Phillips</u>	Director	

\*By: /s/ Edward H. Ross  
Edward H. Ross  
Attorney-in-Fact

All exhibits filed with or incorporated by reference in Registration Statement No. 333-172550, as amended, are incorporated by reference into, and shall be deemed a part of, this Registration Statement, except for the following, which are filed herewith.

#### EXHIBIT LIST

<b>Exhibit Number</b>	<b>Description</b>
1	Opinion of Nelson, Mullins, Riley & Scarborough LLP.
n.1	Consent of independent registered public accounting firm.
n.2	Consent of Nelson, Mullins, Riley & Scarborough LLP (included in Exhibit 1).



Nelson Mullins Riley & Scarborough LLP

Attorneys and Counselors at Law

101 Constitution Avenue, NW / Suite 900 / Washington, DC 20001

Tel: 202.712.2800 Fax: 202.712.2857

www.nelsonmullins.com

June 21, 2011

FIDUS INVESTMENT CORPORATION

1603 Orrington Avenue, Suite 820

Evanston, Illinois 60201

**Re: Registration Statement filed pursuant to Rule 462(b) under the Securities Act of 1933, as amended (the "462(b) Registration Statement"), relating to the Joint Registration Statement on Forms N-2 and N-5 (No. 333-172550) (the "Joint Registration Statement")**

We have acted as counsel to Fidus Investment Corporation, a Maryland corporation (the "Company"), in connection with the preparation and filing of the above referenced 462(b) Registration Statement, relating to the proposed issuance by the Company of 3,833 shares (the "Shares") of the Company's common stock, par value \$0.001 per share ("Common Stock"), to be sold to underwriters pursuant to an underwriting agreement substantially in the form filed as Exhibit (h) (the "Underwriting Agreement") to the Joint Registration Statement. This opinion letter is being furnished to the Company in accordance with the requirements of Item 25 of Form N-2 under the Investment Company Act of 1940, as amended (the "Investment Company Act"), and no opinion is expressed herein as to any matter other than as to the legality of the Shares.

In rendering the opinion expressed below, we have examined and relied on originals or copies, certified or otherwise identified to our satisfaction, of such documents, corporate records and other instruments and such agreements, certificates and receipts of public officials, certificates of officers or other representatives of the Company and others, and such other documents as we have deemed necessary or appropriate as a basis for rendering this opinion, including the following documents:

- (i) the 462(b) Registration Statement and the Joint Registration Statement;
- (ii) the Company's notice of intent to be subject to Sections 55 through 65 of the Investment Company Act on Form N-6F;
- (iii) the Underwriting Agreement;
- (iv) the form of certificate evidencing the Shares;

*With twelve office locations in the District of Columbia, Florida, Georgia, Massachusetts, North Carolina, South Carolina, and West Virginia*

---

- (v) the Amended and Restated Articles of Incorporation of the Company, certified by the Secretary of State of the State of Maryland;
- (vi) the Bylaws of the Company;
- (vii) a certificate of good standing with respect to the Company issued by the Department of Assessments and Taxation of the State of Maryland dated June 20, 2011;
- (viii) resolutions of the board of directors and pricing committee of the Company relating to, among other things, the authorization and issuance of the Shares.
- (ix) the Company's election to be subject to Section 55 through 65 of the Investment Company Act on Form N-54A; and
- (x) the Notice of Effectiveness from the Securities and Exchange Commission (the "Commission"), dated June 20, 2011.

As to the facts upon which this opinion is based, we have relied, to the extent we deem proper, upon certificates of public officials and certificates and written statements of officers, directors, employees and representatives of the Company.

In our examination, we have assumed the genuineness of all signatures, the authenticity of all documents submitted to us as original documents and the conformity to original documents of all documents submitted to us as copies. In addition, we have assumed (i) the legal capacity of natural persons and, (ii) the legal power and authority of all persons signing on behalf of the parties to all documents (other than the Company).

Based on the foregoing, and subject to the further assumptions and qualifications set forth in this letter, it is our opinion that when (i) the 462(b) Registration Statement becomes effective under the Securities Act, and (ii) certificates representing the Common Stock in the form of the specimen certificate examined by us have been manually signed by an authorized officer of the Company and an authorized officer of the transfer agent for the Shares and registered by such transfer agent, and when the shares have been delivered to and paid for by the Underwriters at the price per share contemplated by the Underwriting Agreement, the issuance and sale of the shares will have been duly authorized, and the shares will be validly issued, fully paid and nonassessable.

The opinion expressed herein is limited to the General Corporation Law of the State of Maryland. We are not members of the bar of the State of Maryland, nor do we purport to be experts in the laws of the State of Maryland.

---



This opinion letter has been prepared for your use solely in connection with the 462(b) Registration Statement. We assume no obligation to advise you of any changes in the foregoing subsequent to the date of this opinion.

We hereby consent to the filing of this opinion as an exhibit to the 462(b) Registration Statement and to the reference to this firm under the caption "Legal Matters" in the prospectus which forms a part of the Joint Registration Statement as incorporated by reference into the 462(b) Registration Statement. In giving such consent, we do not thereby admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations of the Commission thereunder.

Very truly yours,

NELSON MULLINS RILEY &  
SCARBOROUGH LLP

**Consent of Independent Registered Public Accounting Firm**

We consent to the incorporation by reference in this Registration Statement on Form N-2 of Fidus Investment Corporation and Form N-5 of Fidus Mezzanine Capital, L.P. filed pursuant to Rule 462(b) under the Securities Act of 1933, as amended, of our report dated February 23, 2011, relating to our audits of the consolidated financial statements for Fidus Mezzanine Capital, L.P. (the Fund), appearing in the Prospectus, which is a part of the Registration Statement (Form N-2 and N-5 No. 333-172550) declared effective on June 20, 2011. Our report dated February 23, 2011, relating to the consolidated financial statements of the Fund expresses an unqualified opinion and includes an emphasis paragraph relating to the Fund's investments whose fair values have been estimated by management.

We also consent to the reference to our firm under the captions "Selected Consolidated Financial and Other Data" and "Independent Registered Public Accounting Firm" in such Prospectus.

/s/ McGladrey & Pullen, LLP

Chicago, Illinois

June 21, 2011