

OMB APPROVAL	
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>Anstiss Raymond L. Jr.</u> (Last) (First) (Middle) <u>C/O FIDUS INVESTMENT CORPORATION</u> <u>1603 ORRINGTON AVENUE, SUITE 820</u> (Street) <u>EVANSTON IL 60201</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>FIDUS INVESTMENT Corp [FDUS]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>05/10/2012</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	05/10/2012		P		1,500	A	\$13.64 ⁽¹⁾	3,010	D	
Common Stock	05/10/2012		P		1,800	A	\$13.66 ⁽²⁾	5,133	I	By Anstiss & Co., P.C. 401(k) Profit Sharing Trust
Common Stock	05/10/2012		P		1,250	A	\$13.79 ⁽³⁾	2,000	I	By Son
Common Stock	05/10/2012		P		1,250	A	\$13.67 ⁽⁴⁾	2,000	I	By Daughter

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)					

Explanation of Responses:

- An aggregate of 1,500 shares of common stock were purchased in multiple trades on May 10, 2012 at prices ranging from \$13.59 to \$13.68. The price reported above reflects the weighted average purchase price. The reporting person hereby undertakes to provide upon request to the SEC staff, Fidus Investment Corporation or a shareholder of Fidus Investment Corporation full information regarding the number of shares and prices at which the transaction was effected.
- An aggregate of 1,800 shares of common stock were purchased in multiple trades on May 10, 2012 at prices ranging from \$13.62 to \$13.68. The price reported above reflects the weighted average purchase price. The reporting person hereby undertakes to provide upon request to the SEC staff, Fidus Investment Corporation or a shareholder of Fidus Investment Corporation full information regarding the number of shares and prices at which the transaction was effected.
- An aggregate of 1,250 shares of common stock were purchased in multiple trades on May 10, 2012 at prices ranging from \$13.77 to \$13.80. The price reported above reflects the weighted average purchase price. The reporting person hereby undertakes to provide upon request to the SEC staff, Fidus Investment Corporation or a shareholder of Fidus Investment Corporation full information regarding the number of shares and prices at which the transaction was effected.
- An aggregate of 1,250 shares of common stock were purchased in multiple trades on May 10, 2012 at prices ranging from \$13.65 to \$13.69. The price reported above reflects the weighted average purchase price. The reporting person hereby undertakes to provide upon request to the SEC staff, Fidus Investment Corporation or a shareholder of Fidus Investment Corporation full information regarding the number of shares and prices at which the transaction was effected.

Remarks:

/s/ Megan H. Barnes, Attorney-in-Fact for Raymond L. Anstiss, Jr. 05/11/2012

** Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

