

FIDUS INVESTMENT Corp  
Form N-2MEF  
June 21, 2011

**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.**

**Post-Effective Amendment No.**

**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**

**Steven B. Boehm**  
**Sutherland Asbill & Brennan**  
**LLP**  
**1275 Pennsylvania Avenue,**  
**NW**  
**Washington, D.C. 20004-2415**

**John A. Good**  
**Bass, Berry & Sims PLC**  
**100 Peabody Place, Suite 900**  
**Memphis, Tennessee**  
**38103-3672**

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**Facsimile: (202) 637-3593**

**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**

<b>Title of Securities Being Registered</b>	<b>Amount Being Registered</b>	<b>Proposed Maximum Aggregate Offering Price</b>	<b>Amount of Registration Fee</b>
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)			

- (1) 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.
- (2) 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.
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**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.

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**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.

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

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

**Exhibit Number    Description**

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| 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). |