ROSS EDWARD H

Form 5

February 14, 2012

FORM 5

	UNITED	STATES SECU				IGE CO	OMMISSION	OMB Number:	3235-0362		
Check the no longer		ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES						Expires:	January 31,		
to Section Form 4 of 5 obligate may con	on 16. or Form citions tinue.							Estimated a burden hour response	•		
1(b). Form 3 I Reported Form 4 Transact	Form 3 Holdings Section 17(a) of the Public Utility Holding Company Act of 1935 or Section Reported 20(b) of the Investment Company Act of 1940						935 or Section				
1. Name and ROSS ED	Address of Reporting WARD H	Symbol	Name and Ties INVESTM				5. Relationship of R ssuer (Check	Reporting Pers			
(Last)	(First) ((Month/				· · · · · · · · · · · · · · · · · · ·	below)				
CORPORA	S INVESTMENT ATION, 1603 ON AVENUE, S						Chairman of	the Board and	ICEO		
	(Street)		4. If Amendment, Date Original Filed(Month/Day/Year)				6. Individual or Joint/Group Reporting (check applicable line)				
EVANST(ON, IL 60201					_	X_ Form Filed by On Form Filed by Mo Person				
(City)	(State)	(Zip) Tal	ble I - Non-De	rivative So	ecurit	ies Acqui	ired, Disposed of,	or Beneficiall	y 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. Securi (A) or Di (Instr. 3,	ispose 4 and (A) or	d of (D)	5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
Common	06/21/2011	Â	L	100	A	\$	159,504.124	D	Â		

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

Stock

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14.75 (1)

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SEC 2270

(9-02)

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

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Titl	le and	8. Price of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	Number	Expiration D	ate	Amou	ınt of	Derivative
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Secur	ities	(Instr. 5)
	Derivative				Securities			(Instr.	3 and 4)	
	Security				Acquired					
	•				(A) or					
					Disposed					
					of (D)					
					(Instr. 3,					
					4, and 5)					
									Amount	
						Date	Expiration	Title	or Number	
						Exercisable	Date		of	
					(A) (D)				Shares	
					(A) (D)				SHares	

of D

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
ROSS EDWARD H C/O FIDUS INVESTMENT CORPORATION 1603 ORRINGTON AVENUE, SUITE 820 EVANSTON Â ILÂ 60201	ÂX	Â	Chairman of the Board and CEO	Â		

Signatures

/s/ Megan H. Barnes, Attorney-in-Fact for Edward H.
Ross 02/14/2012

**Signature of Reporting Person Date

Explanation of Responses:

- * 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).
- (1) Includes 1,432.999 shares of common stock acquired by the reporting person on December 20, 2011 pursuant to Fidus Investment Corporation's Dividend Reinvestment Plan.

Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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