

Anstiss Raymond L. Jr.  
 Form 4  
 May 11, 2012

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2005  
 Estimated average burden hours per response... 0.5

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

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
 Anstiss Raymond L. Jr.

2. Issuer Name and Ticker or Trading Symbol  
 FIDUS INVESTMENT Corp  
 [FDUS]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)  
 05/10/2012

Director  10% Owner  
 Officer (give title below)  Other (specify below)

C/O FIDUS INVESTMENT CORPORATION, 1603 ORRINGTON AVENUE, SUITE 820

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)

Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

EVANSTON, IL 60201

(City) (State) (Zip)

**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 Ownership (Instr. 4)
Common Stock	05/10/2012		P	1,500 A	\$ 13.64 <u>(1)</u>	3,010	D
Common Stock	05/10/2012		P	1,800 A	\$ 13.66 <u>(2)</u>	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

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

SEC 1474  
(9-02)

**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)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
				Code	V (A) (D)				

## Reporting Owners

**Reporting Owner Name / Address**

**Relationships**

Director    10% Owner    Officer    Other

Anstiss Raymond L. Jr.  
C/O FIDUS INVESTMENT CORPORATION  
1603 ORRINGTON AVENUE, SUITE 820  
EVANSTON, IL 60201

X

## Signatures

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

05/11/2012

\_\_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) 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.

(2) 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.

(3) 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.

(4) 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.

Note: File three copies of this Form, one of which must be manually signed. If space 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.