

FIDUS INVESTMENT Corp  
Form 4  
February 09, 2012

**FORM 4**

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

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

## OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
PineBridge Secondary Partners II  
Holdings, L.P.

(Last) (First) (Middle)

399 PARK AVENUE, 4TH FLOOR

(Street)

NEW YORK, NY 10022

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
01/09/2012

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_\_\_ Form filed by One Reporting Person  
\_X\_ 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, par value \$0.001 per share | 01/09/2012                           |                                                    | S                              |                                                                   | 19,945 | D          | \$<br>13.57<br>(1)                                                                            | 1,142,909<br>(18)                                        | D                                                     |
| Common Stock, par value \$0.001 per share | 01/10/2012                           |                                                    | S                              |                                                                   | 30,016 | D          | \$<br>13.56<br>(2)                                                                            | 1,112,893<br>(18)                                        | D                                                     |
| Common Stock, par                         | 01/18/2012                           |                                                    | S                              |                                                                   | 3,076  | D          | \$<br>13.56                                                                                   | 1,109,817<br>(18)                                        | D                                                     |

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|                                           |            |   |        |   |                  |                   |   |
|-------------------------------------------|------------|---|--------|---|------------------|-------------------|---|
| value                                     |            |   |        |   | (3)              |                   |   |
| \$0.001 per share                         |            |   |        |   |                  |                   |   |
| Common Stock, par value \$0.001 per share | 01/19/2012 | S | 14,017 | D | \$ 13.56<br>(4)  | 1,095,800<br>(18) | D |
| Common Stock, par value \$0.001 per share | 01/20/2012 | S | 25,819 | D | \$ 13.67<br>(5)  | 1,069,981<br>(18) | D |
| Common Stock, par value \$0.001 per share | 01/23/2012 | S | 12,681 | D | \$ 13.83<br>(6)  | 1,057,300<br>(18) | D |
| Common Stock, par value \$0.001 per share | 01/24/2012 | S | 21,168 | D | \$ 13.92<br>(7)  | 1,036,132<br>(18) | D |
| Common Stock, par value \$0.001 per share | 01/25/2012 | S | 19,287 | D | \$ 13.94<br>(8)  | 1,016,845<br>(18) | D |
| Common Stock, par value \$0.001 per share | 01/26/2012 | S | 4,432  | D | \$ 13.87<br>(9)  | 1,012,413<br>(18) | D |
| Common Stock, par value \$0.001 per share | 01/27/2012 | S | 7,970  | D | \$ 14<br>(10)    | 1,004,443<br>(18) | D |
| Common Stock, par value \$0.001 per share | 01/30/2012 | S | 3,599  | D | \$ 13.61<br>(11) | 1,000,844<br>(18) | D |
| Common Stock, par value                   | 01/31/2012 | S | 15,244 | D | \$ 13.64<br>(12) | 985,600 (18)      | D |

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\$0.001 per  
share

Common  
Stock, par  
value

02/01/2012

S

22,116 D

\$

13.56

963,484 <sup>(18)</sup>

D

(13)

\$0.001 per  
share

Common  
Stock, par  
value

02/02/2012

S

3,382 D

\$ 13.6

(14)

960,102 <sup>(18)</sup>

D

\$0.001 per  
share

Common  
Stock, par  
value

02/03/2012

S

5,705 D

\$

13.73

954,397 <sup>(18)</sup>

D

(15)

\$0.001 per  
share

Common  
Stock, par  
value

02/06/2012

S

4,400 D

\$

13.65

949,997 <sup>(18)</sup>

D

(16)

\$0.001 per  
share

Common  
Stock, par  
value

02/07/2012

S

7,700 D

\$ 13.7

(17)

942,297 <sup>(18)</sup>

D

\$0.001 per  
share

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<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and<br>Amount of<br>Underlying<br>Securities<br>(Instr. 3 and 4) | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Nu<br>Deriv<br>Secur<br>Bene<br>Own<br>Follo<br>Repo<br>Trans<br>(Instr |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------------|-----------------------------------------------------|----------------------------------------------------------------------------|
|                                                     |                                                                    |                                         |                                                             | Code                                 | V (A) (D)                                                                                                          |                                                                | Title                                                                     |                                                     |                                                                            |

|                     |                    |                                        |
|---------------------|--------------------|----------------------------------------|
| Date<br>Exercisable | Expiration<br>Date | Amount<br>or<br>Number<br>of<br>Shares |
|---------------------|--------------------|----------------------------------------|

## Reporting Owners

| Reporting Owner Name / Address                                                                      | Relationships |           |         |       |
|-----------------------------------------------------------------------------------------------------|---------------|-----------|---------|-------|
|                                                                                                     | Director      | 10% Owner | Officer | Other |
| PineBridge Secondary Partners II Holdings, L.P.<br>399 PARK AVENUE, 4TH FLOOR<br>NEW YORK, NY 10022 |               | X         |         |       |
| PineBridge Secondary Partners II GP, L.P.<br>399 PARK AVENUE, 4TH FLOOR<br>NEW YORK, NY 10022       |               | X         |         |       |

## Signatures

/s/ Loic Rentiers By: PineBridge Secondary Partners II GP, LLC, its general partner, By:  
PineBridge Investments LLC, its managing member, Name: Loic Rentiers, Title: Vice  
President for PineBridge Secondary Partners II Holdings, L.P. 02/08/2012

\_\_Signature of Reporting Person Date

/s/ Loic Rentiers, Vice President By: PineBridge Secondary Partners II GP, LLC, its general  
partner By: PineBridge Investments LLC, its managing member for PineBridge Secondary  
Partners II GP, L.P. 02/08/2012

\_\_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) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$13.56 to \$13.68, inclusive. The reporting person undertakes to provide to Fidus Investment Corp, any security holder of Fidus Investment Corp, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnotes (1) through (17) to this Form 4.
- (2) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$13.56 to \$13.60, inclusive.
- (3) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$13.56 to \$13.57, inclusive.
- (4) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$13.56 to \$13.62, inclusive.
- (5) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$13.56 to \$13.96, inclusive.
- (6) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$13.56 to \$14.06, inclusive.
- (7) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$13.57 to \$14.18, inclusive.
- (8)

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The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$13.56 to \$14.20, inclusive.

- (9) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$13.56 to \$14.00, inclusive.
- (10) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$14.00 to \$14.01, inclusive.
- (11) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$13.56 to \$13.67, inclusive.
- (12) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$13.56 to \$13.81, inclusive.
- (13) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$13.56 to \$13.63, inclusive.
- (14) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$13.56 to \$13.63, inclusive.
- (15) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$13.56 to \$13.81, inclusive.
- (16) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$13.60 to \$13.74, inclusive.
- (17) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$13.56 to \$13.82, inclusive.

- (18) This is a joint filing by PineBridge Secondary Partners II Holdings, L.P. ("PineBridge Holdings") and PineBridge Secondary Partners II GP, L.P. ("PineBridge GP"). PineBridge Holdings is the designated filer. PineBridge GP, as the sole general partner of PineBridge Holdings, may be deemed the beneficial owner of the shares of Common Stock owned by PineBridge Holdings. PineBridge GP disclaims beneficial ownership over the shares reported herein except to the extent of its pecuniary interest therein.

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.