

Golub David
Form 4
August 10, 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

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Golub David

(Last) (First) (Middle)

1125 PARK AVE. 7A

(Street)

NEW YORK, NY 10128

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

Golub Capital BDC, Inc. [GBDC]

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

08/08/2012

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

Chief Executive Officer

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ 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)
Common Stock, par value \$0.001 per share	08/08/2012		S	66,524 D	\$ 15.28	2,592,410 I	By Golub Capital Company V LLC <u>(1)</u> <u>(2)</u>
Common Stock, par value \$0.001 per share	08/08/2012		S	44,863 D	\$ 15.28	1,297,227 I	By Golub Capital Company VI LLC <u>(2)</u> <u>(3)</u>
Common Stock, par					79,808	D	

value
\$0.001
per share

Common
Stock, par
value
\$0.001
per share

1,981,791 I

By Golub
Capital
Company IV,
LLC ⁽⁴⁾

Common
Stock, par
value
\$0.001
per share

13,930 I

By GC
Advisors
LLC ⁽⁵⁾

Common
Stock, par
value
\$0.001
per share

1,794 I

By GC
Investment
Management
LLC ⁽⁶⁾

Common
Stock, par
value
\$0.001
per share

1,752,048 I

By GEMS
Fund, L.P. ⁽⁷⁾

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

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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
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title or Number of Shares	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Golub David 1125 PARK AVE. 7A NEW YORK, NY 10128	X	X	Chief Executive Officer	

Signatures

/s/ David B. 08/10/2012
Golub

__Signature of Date
Reporting Person

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).

Mr. Golub is a control person of Golub Capital LLC, the investment advisor of Golub Capital Company V LLC. Due to his control of and ownership interest in Golub Capital Company V LLC, which directly owns 2,592,410 shares of Common Stock of the Issuer, Mr. Golub may be viewed as having investment power over all of the shares owned by such entity although voting rights to the Common Stock have been passed through to the members of Golub Capital Company V LLC. Mr. Golub disclaims beneficial ownership of such shares of Common Stock except to the extent of his pecuniary interest therein.

On August 8, 2012, Golub Capital Company V LLC and Golub Capital Company VI LLC sold in a block trade to two funds, for which an entity controlled by Mr. Golub serves as a non-discretionary subadvisor, 66,524 and 44,863 shares of Common Stock, respectively, at a price of \$15.28 per share. Golub Capital Company V LLC and Golub Capital Company VI LLC each sold a portion of their shares in order to diversify their investments and will reinvest the proceeds in middle market debt and equity investments. After the sale, Golub Capital Company V LLC and Golub Capital Company VI LLC still directly hold 2,592,410 and 1,297,227 shares of Common Stock, respectively.

Mr. Golub is a control person of Golub Capital LLC, the investment advisor of Golub Capital Company VI LLC. Due to his control of and ownership interest in Golub Capital Company VI LLC, which directly owns 1,297,227 shares of Common Stock of the Issuer, Mr. Golub may be viewed as having investment power over all of the shares owned by such entity although voting rights to the Common Stock have been passed through to the members of Golub Capital Company VI LLC. Mr. Golub disclaims beneficial ownership of such shares of Common Stock except to the extent of his pecuniary interest therein.

Mr. Golub is a control person of Golub Capital LLC, the investment advisor of Golub Capital Company IV, LLC. Due to his control of and ownership interest in Golub Capital Company IV, LLC, which directly owns 1,981,791 shares of Common Stock of the Issuer, Mr. Golub may be viewed as having investment power over all of the shares owned by such entity although voting rights to the Common Stock have been passed through to the members of Golub Capital Company IV, LLC. Mr. Golub disclaims beneficial ownership of such shares of Common Stock except to the extent of his pecuniary interest therein.

Due to his control of and ownership interest in GC Advisors LLC, Mr. Golub may be viewed as having investment power over all of the shares owned by such entity. These shares will be held for the benefit of employees of GC Advisors LLC and vest subject to certain adjustments as specified by the terms of the compensation arrangements, Mr. Golub disclaims beneficial ownership of such shares of Common Stock held by GC Advisors LLC except to the extent of his pecuniary interest therein.

Due to his control of and ownership interest in GC Investment Management LLC, Mr. Golub may be viewed as having investment power over all of the shares owned by such entity. These shares will be held for the benefit of employees of GC Investment Management LLC and vest subject to certain adjustments as specified by the terms of the compensation arrangements, Mr. Golub disclaims beneficial ownership of such shares of Common Stock held by GC Investment Management LLC except to the extent of his pecuniary interest therein.

Mr. Golub is a control person of GC Advisors LLC, the investment advisor of GEMS Fund, L.P. Due to his control of and ownership interest in GEMS Fund, L.P., which directly owns 1,752,048 shares of Common Stock of the Issuer, Mr. Golub may be viewed as having investment power over all of the shares owned by such entity although voting rights to the Common Stock have been passed through to the limited partners of GEMS Fund, L.P. Mr. Golub disclaims beneficial ownership of such shares of Common Stock except to the extent of his pecuniary interest therein.

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

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