

Golub Lawrence E
Form 4
August 17, 2012

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
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 *
Golub Lawrence E

2. Issuer Name and Ticker or Trading Symbol
Golub Capital BDC, Inc. [GBDC]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
555 MADISON AVENUE, 30TH FLOOR

3. Date of Earliest Transaction (Month/Day/Year)
08/15/2012

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

(Street)
NEW YORK, NY 10022

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

(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) |
|---|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) | Price | | |
| Common Stock, par value \$0.001 per share | 08/15/2012 | | S | 300,626 D | \$ 15.28 | 2,291,784 I | By Golub Capital Company V LLC <u>(1)</u> <u>(2)</u> |
| Common Stock, par value \$0.001 per share | 08/15/2012 | | S | 161,374 D | \$ 15.28 | 1,135,853 I | By Golub Capital Company VI LLC <u>(2)</u> <u>(3)</u> |
| Common Stock, par value \$0.001 per share | | | | | | 13,930 I | By GC Advisors |

| | | | | | | | |
|---|--|--|--|-----------|---|--|--|
| value \$0.001 per share | | | | | | | LLC ⁽⁴⁾ |
| Common Stock, par value \$0.001 per share | | | | 1,794 | I | | By GC Investment Management LLC ⁽⁵⁾ |
| Common Stock, par value \$0.001 per share | | | | 159,614 | I | | By 555 Madison Investors II, LLC ⁽⁶⁾ |
| Common Stock, par value \$0.001 per share | | | | 1,981,791 | I | | By Golub Capital Company IV, LLC ⁽⁷⁾ |
| Common Stock, par value \$0.001 per share | | | | 1,752,048 | I | | By GEMS Fund, L.P. ⁽⁸⁾ |

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 Benef 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 |
| Golub Lawrence E 555 MADISON AVENUE, 30TH FLOOR NEW YORK, NY 10022 | X | X | Chairman | |

Signatures

/s/ Lawrence E.
Golub

08/17/2012

__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).

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 2,291,784 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 15, 2012, Golub Capital Company V LLC and Golub Capital Company VI LLC sold in a block trade to funds managed by an institutional investor 300,626 and 161,374 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 2,291,784 and 1,135,853 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 1,135,853 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.

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.

(6) The shares reported herein are directly beneficially owned by 555 Madison Investors II, LLC and held for the benefit of Mr. Golub.

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.

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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