

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

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

OMB APPROVAL

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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.

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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. Number of Derivative Securities Beneficially Owned (Instr. 3)
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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.

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