

FIDUS INVESTMENT Corp
 Form 4
 February 09, 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 *
 PineBridge Secondary Partners II Holdings, L.P.

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)
 399 PARK AVENUE, 4TH FLOOR
 (Street)

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

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

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)
			Code	V	Amount or Price		
Common Stock, par value \$0.001 per share	01/09/2012		S		\$ 19,945 D 13.57 (1)	1,142,909 (18)	D
Common Stock, par value \$0.001 per share	01/10/2012		S		\$ 30,016 D 13.56 (2)	1,112,893 (18)	D
Common Stock, par	01/18/2012		S		\$ 3,076 D 13.56	1,109,817 (18)	D

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

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\$0.001 per share									
Common Stock, par value	02/01/2012	S	22,116	D	\$ 13.56 <u>(13)</u>	963,484 <u>(18)</u>	D		
\$0.001 per share									
Common Stock, par value	02/02/2012	S	3,382	D	\$ 13.6 <u>(14)</u>	960,102 <u>(18)</u>	D		
\$0.001 per share									
Common Stock, par value	02/03/2012	S	5,705	D	\$ 13.73 <u>(15)</u>	954,397 <u>(18)</u>	D		
\$0.001 per share									
Common Stock, par value	02/06/2012	S	4,400	D	\$ 13.65 <u>(16)</u>	949,997 <u>(18)</u>	D		
\$0.001 per share									
Common Stock, par value	02/07/2012	S	7,700	D	\$ 13.7 <u>(17)</u>	942,297 <u>(18)</u>	D		
\$0.001 per share									

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

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(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. 6)

Date Exercisable	Expiration Date	Amount or Number of Shares
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Reporting Owners

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