

FIDUS INVESTMENT Corp  
 Form 497  
 August 06, 2015  
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**Filed Pursuant to Rule 497**

**Securities Act File No. 333-202531**

**Supplement No. 1, dated August 6, 2015**

to

**Prospectus Supplement, dated May 7, 2015**

This supplement contains information which amends, supplements or modifies certain information contained in the Prospectus of Fidus Investment Corporation (the Company), dated April 30, 2015, as supplemented by the Prospectus Supplement dated May 7, 2015. Capitalized terms used but not defined herein shall have the same meaning given them in the Prospectus Supplement or Prospectus, as applicable.

*You should carefully consider the Risk Factors beginning on page 12 of the Prospectus Supplement and page 12 of the Prospectus before you decide to invest.*

**STATUS OF OUR OFFERING**

On August 21, 2014, we established an at-the-market program (the ATM Program) to which this Supplement No. 1 and the Prospectus Supplement, dated May 7, 2015, relate and through which we may sell, from time to time and at our sole discretion, up to \$50.0 million of our common stock. At the inception of the ATM Program, shares of our common stock were registered for sale by registration statement No. 333-182785 and offered by a prospectus supplement dated August 21, 2014 as supplemented by Prospectus Supplement No. 1 dated November 6, 2014 and Prospectus Supplement No. 2 dated March 5, 2015. On March 5, 2015, we filed a new registration statement (No. 333-202531) which was declared effective April 30, 2015 (the Registration Statement). As disclosed in this Prospectus Supplement dated May 7, 2015 and the accompanying prospectus, we are continuing the ATM Program using shares registered under the Registration Statement.

The gross proceeds raised, the related sales agent commission, the offering expenses and the average price at which these shares were issued from the period of August 21, 2014 (the inception of the ATM Program) through August 6, 2015 are as follows:

*(In thousands, except shares and per share data)*

<b>Fiscal Year 2014 Issuance of Common Stock</b>	<b>Number of Shares</b>	<b>Gross Proceeds</b>	<b>Sales Agent Commission</b>	<b>Offering Expenses</b>	<b>Average Offering Price</b>
Third Quarter ended September 30, 2014	153,541	\$ 2,850	\$ 43	\$ 13	\$ 18.56
Fourth Quarter ended December 31, 2014	4,812	80	1	2	17.00

Total	158,353	\$ 2,930	\$ 44	\$ 15	\$ 18.51
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**Fiscal Year 2015 Issuance of Common Stock**

First Quarter ended March 31, 2015	49,193	\$ 819	\$ 12	\$ 4	\$ 16.65
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Second Quarter ended June 30, 2015	141,430	2,347	35	15	16.60
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Third Quarter (through August 6, 2015)					
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Total	190,623	\$ 3,166	\$ 47	\$ 19	\$ 16.61
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**FILING OF FORM 10-Q**

On August 6, 2015, we filed our Quarterly Report on Form 10-Q ( Form 10-Q ) for the quarter ended June 30, 2015 with the Securities and Exchange Commission. We have attached the Form 10-Q to this supplement as Annex A.

**ABOUT OUR ADVISOR**

Our advisor, Fidus Investment Advisors LLC ( Advisors ), recently entered into a combination with Fidus Partners, LLC (the Combination ), by which members of Advisors and Fidus Partners, LLC ( Partners ) contributed all of their respective membership interest in Advisors and Partners to a newly formed limited liability company, Fidus Group Holdings, LLC ( Holdings ). As a result, Advisors is a wholly-owned subsidiary of Holdings, which is a newly-formed limited liability company organized under the laws of Delaware.

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**ANNEX A**

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

**FORM 10-Q**

(Mark One)

**QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

**For the quarterly period ended June 30, 2015**

**OR**

**TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

**For the transition period from \_\_\_\_\_ to \_\_\_\_\_**

**Commission file number 814-00861**

**Fidus Investment Corporation**

**(Exact Name of Registrant as Specified in its Charter)**

**Maryland**  
**(State or Other Jurisdiction of**

**27-5017321**  
**(I.R.S. Employer**

**Incorporation or Organization)**

**Identification No.)**

**1603 Orrington Avenue, Suite 1005**

**Evanston, Illinois**  
**(Address of Principal Executive Offices)**

**60201**  
**(Zip Code)**

**(847) 859-3940**

**(Registrant's telephone number, including area code)**

**n/a**

**(Former name, former address and former fiscal year, if changed since last report)**

Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes  No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer  Accelerated filer

Non-accelerated filer  (Do not check if a smaller reporting company) Smaller reporting company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes  No

As of August 5, 2015, the Registrant had outstanding 16,268,143 shares of common stock, \$0.001 par value.

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**FIDUS INVESTMENT CORPORATION**

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	<b>June 30, 2015 (unaudited)</b>	<b>December 31, 2014</b>
<b>ASSETS</b>		
Investments, at fair value		
Control investments (cost: \$10,898 and \$10,460, respectively)	\$ 778	\$ 4,244
Affiliate investments (cost: \$92,552 and \$81,979, respectively)	99,444	86,200
Non-control/non-affiliate investments (cost: \$316,557 and \$298,899, respectively)	319,912	305,911
Total investments, at fair value (cost: \$420,007 and \$391,338, respectively)	420,134	396,355
Cash and cash equivalents	14,542	29,318
Interest receivable	5,025	4,460
Deferred financing costs (net of accumulated amortization of \$3,270 and \$2,784, respectively)	4,576	4,567
Prepaid expenses and other assets	1,270	887
<b>Total assets</b>	<b>\$ 445,547</b>	<b>\$ 435,587</b>
<b>LIABILITIES</b>		
SBA debentures	\$ 179,700	\$ 173,500
Borrowings under credit facility	10,500	10,000
Accrued interest and fees payable	2,606	2,853
Due to affiliates	5,260	5,395
Taxes payable		328
Accounts payable and other liabilities	559	248
<b>Total liabilities</b>	<b>198,625</b>	<b>192,324</b>
Commitments and contingencies (Note 7)		
<b>NET ASSETS</b>		
Common stock, \$0.001 par value (100,000,000 shares authorized, 16,268,143 and 16,051,037 shares issued and outstanding at June 30, 2015 and December 31, 2014, respectively)	16	16
Additional paid-in capital	246,612	243,008

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Undistributed net investment income	12,101	12,433
Accumulated net realized (loss) gain on investments, net of taxes and distributions	(10,588)	(15,999)
Accumulated net unrealized appreciation (depreciation) on investments	(1,219)	3,805
<b>Total net assets</b>	<b>246,922</b>	<b>243,263</b>
<b>Total liabilities and net assets</b>	<b>\$ 445,547</b>	<b>\$ 435,587</b>
<b>Net asset value per common share</b>	<b>\$ 15.18</b>	<b>\$ 15.16</b>

*See Notes to Consolidated Financial Statements (unaudited).*



Table of Contents**FIDUS INVESTMENT CORPORATION****Consolidated Statements of Operations (unaudited)****(In thousands, except shares and per share data)**

	<b>Three months ended June 30,</b>		<b>Six months ended June 30,</b>	
	<b>2015</b>	<b>2014</b>	<b>2015</b>	<b>2014</b>
<b>Investment income:</b>				
<b>Interest income</b>				
Control investments	\$ 92	\$	\$ 220	\$
Affiliate investments	2,496	2,280	4,841	4,757
Non-control/non-affiliate investments	9,528	7,026	18,978	14,100
<b>Total interest income</b>	<b>12,116</b>	<b>9,306</b>	<b>24,039</b>	<b>18,857</b>
<b>Dividend income</b>				
Affiliate investments	44	31	74	61
Non-control/non-affiliate investments	114	482	221	829
<b>Total dividend income</b>	<b>158</b>	<b>513</b>	<b>295</b>	<b>890</b>
<b>Fee income</b>				
Control investments	10		10	
Affiliate investments	158		158	388
Non-control/non-affiliate investments	338	783	1,102	1,005
<b>Total fee income</b>	<b>506</b>	<b>783</b>	<b>1,270</b>	<b>1,393</b>
Interest on idle funds and other income	19	(21)	33	
<b>Total investment income</b>	<b>12,799</b>	<b>10,581</b>	<b>25,637</b>	<b>21,140</b>
<b>Expenses:</b>				
Interest and financing expenses	2,303	1,795	4,433	3,548
Base management fee	1,864	1,393	3,655	2,758
Incentive fee	1,557	853	3,156	1,695
Administrative service expenses	347	430	715	793
Professional fees	220	213	659	610
Other general and administrative expenses	463	376	756	753
<b>Total expenses</b>	<b>6,754</b>	<b>5,060</b>	<b>13,374</b>	<b>10,157</b>
<b>Net investment income before income taxes</b>	<b>6,045</b>	<b>5,521</b>	<b>12,263</b>	<b>10,983</b>
Income tax provision	6	12	(5)	30
<b>Net investment income</b>	<b>6,039</b>	<b>5,509</b>	<b>12,268</b>	<b>10,953</b>

Net realized and unrealized gains (losses) on investments:				
Realized gains on affiliate investments				166
Net realized gains on non-control/non-affiliate investments	5,277	59	5,277	1,752
Net change in unrealized (depreciation) appreciation on investments	(5,070)	(2,140)	(4,890)	(6,048)
Income tax (provision) on realized gains on investments				(17)
<b>Net gain (loss) on investments</b>	<b>207</b>	<b>(2,081)</b>	<b>387</b>	<b>(4,147)</b>
<b>Net increase in net assets resulting from operations</b>				
	\$ 6,246	\$ 3,428	\$ 12,655	\$ 6,806
<b>Per common share data:</b>				
Net investment income per share-basic and diluted	\$ 0.37	\$ 0.40	\$ 0.76	\$ 0.80
Net increase in net assets resulting from operations per share-basic and diluted	\$ 0.39	\$ 0.25	\$ 0.78	\$ 0.49
Dividends declared per share	\$ 0.40	\$ 0.38	\$ 0.78	\$ 0.76
Weighted average number of shares outstanding - basic and diluted	16,186,688	13,765,954	16,123,722	13,760,623

*See Notes to Consolidated Financial Statements (unaudited).*

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(In thousands, except shares)

	Common Stock		Additional	Undistributed	Investments	Accumulated Net Realized	Accumulated Net Unrealized	Total
	Number of Shares	Par Value	Paid in Capital	Net Investment Income	of taxes and distributions	(Loss) Gain on	Appreciation (Depreciation)	Net Assets
<b>Balances at December 31, 2013</b>	13,755,232	\$ 14	\$ 206,123	\$ 3,221	\$ 11,212	\$ (9,445)	\$ 211,125	
Public offerings of common stock, net of expenses								
Shares issued under dividend reinvestment plan	19,869		393					393
Net increase in net assets resulting from operations				10,953	1,901	(6,048)	6,806	
Dividends declared				(10,458)			(10,458)	