

Stellus Capital Investment Corp  
Form 8-A12B  
May 02, 2014

As filed with the Securities and Exchange Commission on May 2, 2014

**UNITED STATES**

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

**FORM 8-A**

For Registration of Certain Classes of Securities  
Pursuant to Section 12(b) or 12(g) of the  
Securities Exchange Act of 1934

Stellus Capital Investment Corporation  
(Exact name of registrant as specified in its charter)

Maryland 46-0937320  
(State of incorporation or organization) (I.R.S. Employer Identification No.)

4400 Post Oak Parkway, Suite 2200

Houston, Texas 77027  
(Address of principal executive offices) (Zip Code)

If this Form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), check the following box.

If this Form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), check the following box.

Securities Act registration statement file number to which this form relates: 333-189938

Securities to be registered pursuant to Section 12(b) of the Act:

<u>Title of each class to be so registered</u>	<u>Name of each exchange on which each class is to be registered</u>
--	--

6.50% Notes due 2019	New York Stock Exchange
----------------------	-------------------------

Securities to be registered pursuant to Section 12(g) of the Act:

None  
(Title of class)

INFORMATION REQUIRED IN REGISTRATION STATEMENT

Item 1. Description of the Registrant's Securities to be Registered

The description of the 6.50% Notes due 2019 (the "Notes") of Stellus Capital Investment Corporation, a Maryland corporation, is incorporated by reference to (i) the section captioned "Description of Our Debt Securities" in the registrant's registration statement on Form N-2 (File No. 333-189938), declared effective on January 30, 2014, and (ii) the sections captioned "Summary of the Specific Terms of the Notes and the Offering" and "Description of the Notes" in the registrant's prospectus supplement, dated April 29, 2014, to the registrant's prospectus, dated January 30, 2014. The outstanding principal amount of the securities registered hereby may be increased from time to time in the future due to further issuances of securities having substantially the same terms. If any such additional securities are issued, a prospectus supplement relating to them will be filed with the Securities and Exchange Commission and will be incorporated herein by reference. The securities registered hereby are, and any additional securities registered hereby in the future will be, all part of a single series as described in the documents referenced above. The Notes are expected to be listed on the New York Stock Exchange and to trade thereon within 30 days of the original issue date under the trading symbol "SCQ."

Item 2. Exhibits

Pursuant to the Instructions as to exhibits for registration statements on Form 8-A, the documents listed below are filed as exhibits to this Registration Statement:

**Number Exhibit**

- 1 Form of Indenture, between Stellus Capital Investment Corporation and U.S. Bank National Association (incorporated herein by reference to Exhibit d.2, as filed with the Registrant's Pre-Effective Amendment No. 2 to the Registration Statement on Form N-2 (File No. 333-189938) on January 29, 2014).
- 2 First Supplemental Indenture relating to the 6.50% Notes due 2019, between Stellus Capital Investment Corporation and U.S. Bank National Association (incorporated herein by reference to Exhibit (d)(8), as filed with the Registrant's Post-Effective Amendment No. 1 to the Registration Statement on Form N-2 (File No. 333-189938) on May 2, 2014).
- 3 Form of 6.50% Notes due 2019 (incorporated herein by reference to Exhibit (d)(8) and Exhibit A therein, as filed with the Registrant's Post-Effective Amendment No. 1 to the Registration Statement on Form N-2 (File No. 333-189938) on May 2, 2014).



**SIGNATURE**

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, as amended, the Registrant has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereto duly authorized.

Date: May 2, 2014

**Stellus Capital Investment Corporation**

By: /s/ Robert T. Ladd

Name: Robert T. Ladd

Title: Chief Executive Officer

**EXHIBIT INDEX**

**Number Exhibit**

- 1 Form of Indenture, between Stellus Capital Investment Corporation and U.S. Bank National Association (incorporated herein by reference to Exhibit d.2, as filed with the Registrant's Pre-Effective Amendment No. 2 to the Registration Statement on Form N-2 (File No. 333-189938) on January 29, 2014).
- 2 First Supplemental Indenture relating to the 6.50% Notes due 2019, between Stellus Capital Investment Corporation and U.S. Bank National Association (incorporated herein by reference to Exhibit (d)(8), as filed with the Registrant's Post-Effective Amendment No. 1 to the Registration Statement on Form N-2 (File No. 333-189938) on May 2, 2014).
- 3 Form of 6.50% Notes due 2019 (incorporated herein by reference to Exhibit (d)(8) and Exhibit A therein, as filed with the Registrant's Post-Effective Amendment No. 1 to the Registration Statement on Form N-2 (File No. 333-189938) on May 2, 2014).