

FIDUS INVESTMENT Corp
 Form 3/A
 June 30, 2011

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â PineBridge Secondary Partners II Holdings, L.P. | | (Month/Day/Year) | FIDUS INVESTMENT Corp [FDUS] | |
| (Last) | (First) | 06/20/2011 | | |
| 399 PARK AVENUE, 4TH FLOOR | | | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street) | | | (Check all applicable) | 06/22/2011 |
| NEW YORK, Â NY Â 10022 | | | <input type="checkbox"/> Director | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| (City) | (State) | | <input checked="" type="checkbox"/> 10% Owner | <input type="checkbox"/> Form filed by One Reporting Person |
| | (Zip) | | <input type="checkbox"/> Officer | <input type="checkbox"/> Form filed by More than One Reporting Person |
| | | | (give title below) | (specify below) |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|--|---|
| Common Stock, par value \$0.001 per share | 1,162,854 <u>(1)</u> <u>(2)</u> <u>(3)</u> | D | Â |

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative | 5. Ownership Form of Derivative Security: | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|---|---|---|
|--|--|---|---|---|---|

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| Date Exercisable | Expiration Date | Title | Amount or Number of Shares | Security | Direct (D) or Indirect (I) (Instr. 5) |
|------------------|-----------------|-------|----------------------------|----------|---------------------------------------|
|------------------|-----------------|-------|----------------------------|----------|---------------------------------------|

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 06/30/2011

__Signature of Reporting Person Date

/s/ Loic Rentiers By: PineBridge Secondary Partners II GP, L.P., its general partner, By: PineBridge Secondary Partners II GP, LLC, its general partner, By: PineBridge Investments LLC, its managing member, Name: Loic Rentiers, Title: Vice President 06/30/2011

__Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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).

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 Holdings directly owns 1,162,854 shares ("Common Shares") of the common stock of Fidus Investment Corporation, and PineBridge GP, as the sole general partner of PineBridge Holdings, may be deemed the beneficial owner of the Common Shares owned by PineBridge Holdings. The reporting persons may be deemed to be members of a group beneficially owning 10% or more of the Common Shares within the meaning of Section 13(d) of the Securities Exchange Act of 1934.

(1) (continued from Footnote 1) Except as set forth herein, the reporting persons disclaim beneficial ownership of all securities other than those reported herein, and this report shall not be deemed an admission that such a group exists or that the reporting persons are the beneficial owner of the securities of such group for purposes of Section 16 or any other purpose.

(2) This amendment is being filed to add PineBridge Secondary Partners II GP, L.P. as a reporting person.

(3)

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.