

GLADSTONE CAPITAL CORP  
Form 8-A12B  
May 15, 2014

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**WASHINGTON, DC 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**

**Gladstone Capital Corporation**

**(Exact name of registrant as specified in its charter)**

**Maryland**  
**(State of incorporation or organization)**

**54-2040781**  
**(I.R.S. Employer Identification No.)**

**1521 Westbranch Drive**  
**Suite 100**  
**McLean, Virginia**  
**(Address of principal executive offices)**

**22102**  
**(Zip code)**

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

| <b>Title of each class<br/>to be so registered</b>                               | <b>Name of each exchange on which<br/>each class is to be registered</b> |
|--|--|
| <b>Term Preferred Shares, 6.75% Series 2021,<br/>\$0.001 par value per share</b> | <b>The NASDAQ Stock Market LLC</b>                                       |

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: 333-185191**

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

**None**

**(Title of class)**

**Item 1. Description of Registrant's Securities to Be Registered.**

The description of the Term Preferred Shares, 6.75% Series 2021, par value \$0.001 per share (the 2021 Preferred Stock), of Gladstone Capital Corporation, a Maryland corporation (the Registrant), is incorporated by reference to the information set forth under the caption Description of the Series 2021 Term Preferred Shares in the prospectus supplement filed pursuant to Rule 497 under the Securities Act of 1933, as amended, in the form in which it was filed on May 14, 2014 with the Securities and Exchange Commission. The prospectus supplement supplements the prospectus contained in the Registrant's registration statement on Form N-2 (File No. 333-185191), which was declared effective by the Securities and Exchange Commission on February 21, 2014. The Preferred Stock is expected to be listed on the NASDAQ Global Select Market.

**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:

**Exhibit****Number****Description**

- |      |   |
|------|---|
| 3.1  | Articles of Amendment and Restatement to the Articles of Incorporation, incorporated by reference to Exhibit 99.a.2 to Pre-Effective Amendment No. 1 to the Registration Statement on Form N-2 (File No. 333-63700), filed July 27, 2001.   |
| 3.2  | Articles Supplementary Establishing and Fixing the Rights and Preferences of Term Preferred Shares, including Appendix A thereto relating to the Term Preferred Shares, 7.125% Series 2016, incorporated by reference to Exhibit 2.a.2 to Post-Effective Amendment No. 5 to the Registration Statement on Form N-2 (File No. 333-162592), filed October 31, 2011. |
| 3.3* | Articles Supplementary Establishing and Fixing the Rights and Preferences of Term Preferred Shares, including Exhibit A thereto relating to the Term Preferred Shares, 6.75% Series 2021.   |
| 3.4  | By-laws, incorporated by reference to Exhibit 99.b to Pre-Effective Amendment No. 1 to the Registration Statement on Form N-2 (File No. 333-63700), filed July 27, 2001.  |
| 3.5  | Amendment to By-laws, incorporated by reference to Exhibit 3.3 to our Quarterly Report on Form 10-Q (File No. 814-00237), filed February 17, 2004.  |
| 3.6  | Second Amendment to By-laws, incorporated by reference to Exhibit 99.1 to our Current Report on Form 8-K (File No. 814-00237), filed July 10, 2007.   |
| 3.7  | Third Amendment to By-laws, incorporated by reference to Exhibit 99.1 to our Current Report on Form 8-K (File No. 814-00237), filed June 10, 2011.  |
| 4.1  | Specimen Stock Certificate, incorporated by reference to Exhibit 99.d.2 to Pre-Effective Amendment No. 3 to the Registration Statement on Form N-2 (File No. 333-63700), filed August 23, 2001.   |
| 4.2  | Form of Certificate for 7.125% Series 2016 Term Preferred Stock, incorporated by reference to Exhibit 2.d.5 to Post-Effective Amendment No. 5 to the Registration Statement on Form N-2 (File No. 333-162592), filed October 31, 2011.  |
| 4.3* | Form of Certificate for 6.75% Series 2021 Term Preferred Stock.   |

\* Filed herewith.

**SIGNATURE**

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

Date: May 15, 2014

**GLADSTONE CAPITAL CORPORATION**

By: /s/ David Gladstone

Name: David Gladstone

Title: Chairman of the Board and Chief Executive  
Officer

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**EXHIBIT INDEX**

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