

Golub Lawrence E
Form 4
August 12, 2011

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
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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 *
Golub Lawrence E

2. Issuer Name and Ticker or Trading Symbol
Golub Capital BDC, Inc. [GBDC]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

C/O GOLUB CAPITAL BDC, INC., 150 SOUTH WACKER DRIVE, SUITE 800

3. Date of Earliest Transaction (Month/Day/Year)
08/10/2011

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

(Street)

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

CHICAGO, IL 60606

(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 Indirect Beneficial Ownership (Instr. 4) | | | |
|---|--------------------------------------|--|--------------------------------|---|---|--|---|--------|---|-----------------------------------|
| | | | Code | V | Amount (D) or Price (A) | | | | | |
| Common Stock, par value \$0.001 per share | 08/10/2011 | | P | | 17,388 | A | \$ 14.38 | 55,483 | I | By Golub Capital Incorporated (1) |
| Common Stock, par value \$0.001 per share | 08/11/2011 | | P | | 9,200 | A | \$ 14.49 | 64,683 | I | By Golub Capital Incorporated (1) |
| | | | | | | | | 67,303 | I | |

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| | | | |
|---|-----------|---|---|
| Common Stock, par value \$0.001 per share | | | By Golub Capital Management LLC <u>(2)</u> |
| Common Stock, par value \$0.001 per share | 31,746 | I | By GC Service Company, LLC <u>(3)</u> |
| Common Stock, par value \$0.001 per share | 6,349 | I | By GCI Operations LLC <u>(4)</u> |
| Common Stock, par value \$0.001 per share | 146,442 | I | By 555 Madison Investors II, LLC <u>(5)</u> |
| Common Stock, par value \$0.001 per share | 1,981,791 | I | By Golub Capital Company IV, LLC <u>(6)</u> |
| Common Stock, par value \$0.001 per share | 3,486,217 | I | By Golub Capital Company V LLC <u>(7)</u> |
| Common Stock, par value \$0.001 per share | 1,764,807 | I | By Golub Capital Company VI LLC <u>(8)</u> |
| Common Stock, par value \$0.001 per share | 1,752,048 | I | By GEMS Fund, L.P. <u>(9)</u> |
| Common Stock, par value \$0.001 per share | 1,380 | I | By GC Advisors LLC <u>(10)</u> |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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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. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|----------|-------|
| | Director | 10% Owner | Officer | Other |
| Golub Lawrence E C/O GOLUB CAPITAL BDC, INC. 150 SOUTH WACKER DRIVE, SUITE 800 CHICAGO, IL 60606 | X | X | Chairman | |

Signatures

/s/ Lawrence E. Golub 08/12/2011

__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) Due to his control of and ownership interest in Golub Capital Incorporated, Mr. Golub may be viewed as having investment power over all of the shares owned by such entity. These shares will be held for the benefit of employees of Golub Capital Incorporated and vest subject to certain adjustments as specified by the terms of the compensation arrangements. Mr. Golub disclaims beneficial ownership of shares of Common Stock held by Golub Capital Incorporated except to the extent of his pecuniary interest therein. Upon settlement of the shares acquired on 08/10/2011 and 08/11/2011, 10,000 shares will be transferred to Golub Capital Management LLC.
- (2) Due to his control of and ownership interest in Golub Capital Management LLC, Mr. Golub may be viewed as having investment power over all of the shares owned by such entity. These shares will be held for the benefit of employees of Golub Capital Management LLC

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and vest subject to certain adjustments as specified by the terms of the compensation arrangements. Mr. Golub disclaims beneficial ownership of shares of Common Stock held by Golub Capital Management LLC except to the extent of his pecuniary interest therein.

- (3) Due to his control of and ownership interest in GC Service Company, LLC, Mr. Golub may be viewed as having investment power over all of the shares owned by such entity. These shares will be held for the benefit of employees of GC Service Company, LLC and vest subject to certain adjustments as specified by the terms of the compensation arrangements.. Mr. Golub disclaims beneficial ownership of shares of Common Stock held by GC Service Company, LLC except to the extent of his pecuniary interest therein.

- (4) Due to his control of and ownership interest in GCI Operations LLC, Mr. Golub may be viewed as having investment power over all of the shares owned by such entity. These shares will be held for the benefit of employees of GCI Operations LLC and vest subject to certain adjustments as specified by the terms of the compensation arrangements. Mr. Golub disclaims beneficial ownership of shares of Common Stock held by GCI Operations LLC except to the extent of his pecuniary interest therein.

- (5) The shares reported herein are directly beneficially owned by 555 Madison Investors II, LLC and held for the benefit of Mr. Golub.

- (6) Mr. Golub is a control person of Golub Capital Management LLC, the investment advisor of Golub Capital Company IV, LLC. Due to his control of and ownership interest in Golub Capital Company IV, LLC, which directly owns 1,981,791 shares of Common Stock of the Issuer, Mr. Golub may be viewed as having investment power over all of the shares owned by such entity although voting rights to the Common Stock have been passed through to the members of Golub Capital Company IV, LLC. Mr. Golub disclaims beneficial ownership of such shares of Common Stock except to the extent of his pecuniary interest therein.

- (7) Mr. Golub is a control person of Golub Capital Management LLC, the investment advisor of Golub Capital Company V LLC. Due to his control of and ownership interest in Golub Capital Company V LLC, which directly owns 3,486,217 shares of Common Stock of the Issuer, Mr. Golub may be viewed as having investment power over all of the shares owned by such entity although voting rights to the Common Stock have been passed through to the members of Golub Capital Company V LLC. Mr. Golub disclaims beneficial ownership of such shares of Common Stock except to the extent of his pecuniary interest therein.

- (8) Mr. Golub is a control person of Golub Capital Management LLC, the investment advisor of Golub Capital Company VI LLC. Due to his control of and ownership interest in Golub Capital Company VI LLC, which directly owns 1,764,807 shares of Common Stock of the Issuer, Mr. Golub may be viewed as having investment power over all of the shares owned by such entity although voting rights to the Common Stock have been passed through to the members of Golub Capital Company VI LLC. Mr. Golub disclaims beneficial ownership of such shares of Common Stock except to the extent of his pecuniary interest therein.

- (9) Mr. Golub is a control person of GC Advisors LLC, the investment advisor of GEMS Fund, L.P. Due to his control of and ownership interest in GEMS Fund, L.P., which directly owns 1,752,048 shares of Common Stock of the Issuer, Mr. Golub may be viewed as having investment power over all of the shares owned by such entity although voting rights to the Common Stock have been passed through to the limited partners of GEMS Fund, L.P. Mr. Golub disclaims beneficial ownership of such shares of Common Stock except to the extent of his pecuniary interest therein.

- (10) Due to his control of and ownership interest in GC Advisors LLC, Mr. Golub may be viewed as having investment power over all of the shares owned by such entity. These shares will be held for the benefit of employees of GC Advisors LLC and vest subject to certain adjustments as specified by the terms of the compensation arrangements, Mr. Golub disclaims beneficial ownership of such shares of Common Stock held by GC Advisors LLC except to the extent of his 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.

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