

Stellus Capital Investment Corp
 Form 4
 May 29, 2015

FORM 4

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

OMB APPROVAL

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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 *
 DC Funding SPV 2, L.L.C.

2. Issuer Name and Ticker or Trading Symbol
 Stellus Capital Investment Corp [SCM]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
 05/27/2015

___ Director ___ 10% Owner
 ___ Officer (give title below) ___X___ Other (specify below)
 See Footnotes 1 and 2

1166 AVENUE OF THE AMERICAS, NINTH FLOOR

(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
 ___X___ Form filed by More than One Reporting Person

NEW YORK, NY 10036

(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 Ownership (Instr. 4) |
|---|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock, par value \$0.001 per share | 05/27/2015 | | S | | 1,875,000 | D | \$ 11.87 58 |
| | | | | | | | |
| Common Stock, par value \$0.001 per share | 05/28/2015 | | S | | 58 | D | \$ 12.12 0 |
| | | | | | | | |

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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.

SEC 1474
(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 Owned Following Transaction (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 |
| DC Funding SPV 2, L.L.C. 1166 AVENUE OF THE AMERICAS NINTH FLOOR NEW YORK, NY 10036 | | | | See Footnotes 1 and 2 |
| D. E. Shaw Direct Capital, L.L.C. 1166 AVENUE OF THE AMERICAS NINTH FLOOR NEW YORK, NY 10036 | | | | See Footnotes 1 and 2 |
| D. E. SHAW & CO, L.P. 1166 AVENUE OF THE AMERICAS NINTH FLOOR NEW YORK, NY 10036 | | | | See Footnotes 1 and 2 |
| SHAW DAVID E 1166 AVENUE OF THE AMERICAS NINTH FLOOR NEW YORK, NY 10036 | | | | See Footnotes 1 and 2 |

Signatures

| | |
|--|------------|
| /s/ Nathan Thomas, Authorized Signatory, DC Funding SPV 2, L.L.C. | 05/29/2015 |
| **Signature of Reporting Person | Date |
| /s/ Nathan Thomas, Chief Compliance Officer, D. E. Shaw Direct Capital, L.L.C. | 05/29/2015 |
| **Signature of Reporting Person | Date |
| /s/ Nathan Thomas, Chief Compliance Officer, D. E. Shaw & Co., L.P. | 05/29/2015 |
| **Signature of Reporting Person | Date |
| /s/ Nathan Thomas, Attorney-in-Fact for David E. Shaw | 05/29/2015 |
| **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).
The securities reported in this Form 4 are directly held by DC Funding SPV 2, L.L.C. ("SPV 2"). D. E. Shaw Direct Capital, L.L.C. ("DESDC"), as manager of SPV 2; D. E. Shaw & Co., L.P. ("DESCO LP"), as managing member of DESDC; and Mr. David E. Shaw (1) ("David E. Shaw"), as president and sole shareholder of D. E. Shaw & Co., Inc., which is the general partner of DESCO LP, may be deemed to be the beneficial owners of the securities reported in this Form 4 for purposes of Rule 16a-1(a) of the Securities Exchange Act of 1934.
In accordance with instruction 4(b)(iv), the entire number of shares of Common Stock of the Issuer that may be deemed to be beneficially (2) owned by SPV 2, DESDC, DESCO LP, and David E Shaw is reported herein. Each of DESDC, DESCO LP, and David E Shaw disclaims any beneficial ownership of any security listed in this Form 4, except to the extent of any pecuniary interest therein.

Remarks:

Exhibit 24 - Power of Attorney

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.