

FIDUS INVESTMENT Corp
Form 8-K
June 08, 2018

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 8-K

CURRENT REPORT

**Pursuant to Section 13 or 15(d) of
the Securities Exchange Act of 1934**

Date of Report (Date of Earliest Event Reported): June 7, 2018

Fidus Investment Corporation

(Exact name of registrant as specified in its charter)

**Maryland
(State or other jurisdiction**

of incorporation)

1603 Orrington Avenue, Suite 1005, Evanston, Illinois

**814-00861
(Commission**

File Number)

**27-5017321
(I.R.S. Employer**

Identification No.)

60201

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code: 847-859-3940

Not Applicable

Former name or former address, if changed since last report

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 5.07. Submission of Matters to a Vote of Security Holders.

Results of Annual Meeting of Stockholders

On June 7, 2018, Fidus Investment Corporation (the Company) held its 2018 annual meeting of stockholders (the Annual Meeting) at the LondonHouse, 85 East Wacker Drive, Chicago, Illinois 60601. The issued and outstanding shares of common stock of the Company entitled to vote at the Annual Meeting consisted of the 24,463,119 shares of common stock outstanding on the record date, March 16, 2018. The common stockholders of the Company voted on two proposals at the Annual Meeting, both of which were approved. The final voting results from the Annual Meeting were as follows:

Proposal 1 Election of Class I Director

The following individual, constituting the nominee named in the Company's definitive proxy statement on Schedule 14A filed with the Securities and Exchange Commission on March 27, 2018 (the Proxy Statement), was elected as the Class I director to serve until the 2021 annual meeting of stockholders and until his successor has been duly elected and qualified. The following votes were taken in connection with this proposal:

	FOR	WITHHELD
Charles D. Hyman	9,242,462	3,148,987

Proposal 2 Approval to Sell or Otherwise Issue Shares of Common Stock Below Net Asset Value

A proposal to authorize the Company, pursuant to approval of the Board of Directors of the Company, to sell or otherwise issue shares of its common stock during the next year at a price below the Company's then current net asset value per share, subject to certain conditions as set forth in the Proxy Statement (including that the cumulative number of shares sold pursuant to such authority does not exceed 25% of its then outstanding common stock immediately prior to each such sale) was approved. The following votes were taken in connection with this proposal:

FOR	AGAINST	ABSTAIN
9,499,046	2,502,744	389,655

This proposal was also approved by the Company's non-affiliated stockholders by a vote of 9,191,654 shares for, 2,502,744 shares against and 389,655 abstained. The number of votes cast in favor of this proposal represents a majority of outstanding voting securities of the Company, as defined under the Investment Company Act of 1940, and a majority of outstanding securities not held by affiliated persons.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: June 8, 2018

Fidus Investment Corporation

By: /s/ Shelby E. Sherard
Shelby E. Sherard
Chief Financial Officer,
Chief Compliance Officer and Secretary