

Golub Lawrence E
Form 4
January 03, 2013

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 *
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)
12/31/2012

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 Ownership (Instr. 4) | | | |
|---|--------------------------------------|--|--------------------------------|---|---|--|--|-----------|---|--|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common Stock, par value \$0.001 per share | 12/31/2012 | | S | | 1,216,983 | D | \$ 15.9 | 794,808 | I | By Golub Capital Company IV, LLC <u>(1)</u> <u>(2)</u> |
| Common Stock, par value \$0.001 per share | 12/31/2012 | | P | | 113,208 | A | \$ 15.9 | 113,208 | I | By GCI Development LLC <u>(3)</u> |
| | | | | | | | | 1,135,853 | I | |

| | | | | | | | |
|---|--|--|--|-----------|---|--|---|
| Common Stock, par value \$0.001 per share | | | | | | | By Golub Capital Company VI LLC ⁽⁴⁾ |
| Common Stock, par value \$0.001 per share | | | | 1,794 | I | | By GC Investment Management LLC ⁽⁵⁾ |
| Common Stock, par value \$0.001 per share | | | | 166,491 | I | | By 555 Madison Investors IV, LLC ⁽⁶⁾ |
| Common Stock, par value \$0.001 per share | | | | 2,291,784 | I | | By Golub Capital Company V LLC ⁽⁷⁾ |
| Common Stock, par value \$0.001 per share | | | | 1,752,048 | I | | By GEMS Fund, L.P. ⁽⁸⁾ |

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. Nu |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | | | | | | Deriv Secur Bene Own Follo Repo Trans (Instr |
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of |

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

01/03/2013

**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).

Mr. Golub is a control person of Golub Capital 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 794,808 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.

On December 31, 2012, Golub Capital Company IV, LLC sold in a block trade to two funds, for which an entity controlled by Mr. Golub serves as a non-discretionary sub-adviser, an aggregate of 977,988 shares of Common Stock at a price of \$15.90 per share. Also on December 31, 2012, Golub Capital Company IV, LLC sold an aggregate of 238,995 shares to Golub Capital Employee Grant Program Rabbi Trust and GCI Development LLC. The shares purchased by these entities will be utilized for awarding equity incentive compensation to employees of Golub Capital. Golub Capital Company IV, LLC sold a portion of their shares in order to diversify their investments. After the sale, Golub Capital Company IV, LLC still directly holds 764,808 shares of Common Stock.

On December 31, 2012, GCI Development LLC purchased an aggregate of 113,208 shares from Golub Capital Company IV, LLC. Due to his control of and ownership interest in GCI Development 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 Development 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 GCI Development LLC except to the extent of his pecuniary interest therein.

Mr. Golub is a control person of Golub Capital 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 1,135,853 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.

Due to his control of and ownership interest in GC Investment 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 GC Investment Management 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 Investment Management LLC except to the extent of his pecuniary interest therein.

The shares reported herein are directly beneficially owned by 555 Madison Investors IV, LLC and held for the benefit of Mr. Golub.

Mr. Golub is a control person of Golub Capital 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 2,291,784 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

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Common Stock except to the extent of his pecuniary interest therein.

- 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
- (8) 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.

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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