

Golub Capital BDC, Inc.
Form 4
December 12, 2014

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 David

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)

3. Date of Earliest Transaction
(Month/Day/Year)
12/12/2014

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

Chief Executive Officer

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

(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)	
				(A) or (D)	Price			
				Code	V	Amount		
Common Stock, par value \$0.001 per share	12/12/2014		P	A	\$ 15,000	460,851	I	By GCOP LLC ⁽¹⁾
Common Stock, par value \$0.001 per share						100,311	D	
						27,768	I	

Common Stock, par value \$0.001 per share				By GCI Development LLC <u>(2)</u>
Common Stock, par value \$0.001 per share	6,696	I		By Golub Capital LLC <u>(3)</u>
Common Stock, par value \$0.001 per share	1,199	I		CDGPE LLC <u>(4)</u>
Common Stock, par value \$0.001 per share	59,223	I		CDGQ LLC <u>(5)</u>

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 Repor Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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Director 10% Owner Officer Other

Golub David
C/O GOLUB CAPITAL BDC, INC.
150 SOUTH WACKER DRIVE, SUITE 800
CHICAGO, IL 60606

X

Chief Executive Officer

Signatures

/s/ David B.

12/12/2014

Golub

__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).

Due to his control of and ownership interest in GCOP LLC, Mr. Golub may be viewed as having investment power over all of the shares owned by such entity. These shares are held for the benefit of employees of Golub Capital and vest subject to certain adjustments as

- (1) specified by the terms of the compensation arrangements. Mr. Golub disclaims beneficial ownership of such shares of Common Stock held by GCOP LLC except to the extent of his pecuniary interest therein. As of the date hereof, Mr. Golub has no pecuniary interest in the shares of Common Stock held by GCOP 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 are held for the benefit of employees of Golub Capital and vest subject to certain

- (2) 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. As of the date hereof, Mr. Golub has no pecuniary interest in the shares of Common Stock held by GCI Development LLC.

Due to his control of and ownership interest in Golub Capital 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 LLC and vest subject to certain

- (3) adjustments as specified by the terms of the compensation arrangements. Mr. Golub disclaims beneficial ownership of such shares of Common Stock held by Golub Capital LLC except to the extent of his pecuniary interest therein.

- (4) The shares reported herein are directly beneficially owned by CDGPE LLC and are held for the benefit of Mr. Golub's family trust.

- (5) The shares reported herein are directly beneficially owned by CDGQ LLC and are held for the benefit of Mr. Golub's family trust.

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.