

Lauer Thomas Charles  
Form 4/A  
December 01, 2011

**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 \*  
Lauer Thomas Charles

2. Issuer Name and Ticker or Trading Symbol  
FIDUS INVESTMENT Corp  
[FDUS]

5. Relationship of Reporting Person(s) to Issuer  
  
(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction  
(Month/Day/Year)  
11/21/2011

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

C/O FIDUS INVESTMENT CORPORATION, 1603 ORRINGTON AVENUE, SUITE 820

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)  
11/23/2011

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

EVANSTON, IL 60201

(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 Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock <sup>(1)</sup>	11/21/2011		P	632	\$ 11.92 <sup>(2)</sup>	65,797.936 <sup>(3)</sup>	D
Common Stock	11/22/2011		P	500	\$ 12	66,297.936 <sup>(3)</sup>	D

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

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SEC 1474 (9-02)

displays a currently valid OMB control number.

**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 Reporting Transaction (Instr. 6)
				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
Lauer Thomas Charles C/O FIDUS INVESTMENT CORPORATION 1603 ORRINGTON AVENUE, SUITE 820 EVANSTON, IL 60201	X			

## Signatures

/s/ Helen W. Brown, Attorney-in-Fact for Thomas Charles Lauer 12/01/2011

\*\*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) All information on this report was previously included on a Form 4 filed on November 23, 2011. This amendment is being filed solely to add the Power of Attorney as Exhibit 24.  
An aggregate of 632 shares of common stock were purchased in multiple trades on 11/21/2011 at prices ranging from \$11.90 to \$12.00, inclusive. The price reported above reflects the weighted average purchase price. The reporting person hereby undertakes to provide upon request to the SEC staff, Fidus Investment Corporation or a stockholder of Fidus Investment Corporation, full information regarding the number of shares and prices at which the transaction was effected.
- (3) Includes 458,936 shares of common stock received by reporting person in 2011 pursuant to the Dividend Reinvestment Plan of Fidus Investment Corporation.

**Remarks:**  
Exhibit List: Exhibit 24 - Power of Attorney

## Edgar Filing: Lauer Thomas Charles - Form 4/A

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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