

Golub Capital BDC, Inc.

Form 4

December 16, 2014

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Golub Lawrence E

(Last) (First) (Middle)

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

(Street)

CHICAGO, IL 60606

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
Golub Capital BDC, Inc. [GBDC]

3. Date of Earliest Transaction
(Month/Day/Year)
12/15/2014

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

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

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)
			Code	V	Amount	(A) or (D) Price			
Common Stock, par value \$0.001 per share	12/15/2014		P		10,000	A \$ 17.24 <u>(1)</u>	470,851	I	By GCOP LLC <u>(2)</u>
Common Stock, par value \$0.001 per share							288,964	I	By Whitehall Capital Investors IV, LLC <u>(3)</u>
							27,768	I	

Common Stock, par value \$0.001 per share				By GCI Development LLC ⁽⁴⁾
Common Stock, par value \$0.001 per share	6,696	I		By Golub Capital LLC ⁽⁵⁾
Common Stock, par value \$0.001 per share	2,397	I		555 Madison III, LLC ⁽⁶⁾
Common Stock, par value \$0.001 per share	58	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)

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

X

Chairman

Signatures

/s/ Lawrence E.
Golub

12/16/2014

__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) The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$17.10 to \$17.32, inclusive. Upon request by the Securities and Exchange Commission, the Issuer or any security holder of the Issuer, the reporting person undertakes to provide full information regarding the number of shares purchased at each separate price within the range set forth in this footnote.

(2) 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 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.

(3) The shares reported herein are directly beneficially owned by Whitehall Capital Investors IV, LLC and held for the benefit of Mr. Golub.

(4) 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 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.

(5) 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 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

(6) The shares reported herein are directly beneficially owned by 555 Madison III, LLC and held for the benefit of Mr. Golub.

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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