

FIDUS INVESTMENT Corp
Form SC 13G
June 30, 2011

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

SCHEDULE 13G

**Under the Securities Exchange Act of 1934
(Amendment No.)***

FIDUS INVESTMENT CORPORATION

(Name of Issuer)

Common Stock, par value \$0.001 per share

(Title of Class of Securities)

316500107

(CUSIP Number)

June 20, 2011

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 (Act) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 316500107

1 NAMES OF REPORTING PERSONS
PineBridge Secondary Partners II GP, L.P.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2
(a)
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
Cayman Islands

5 SOLE VOTING POWER
NUMBER OF 0

6 SHARED VOTING POWER
SHARES BENEFICIALLY OWNED BY 1,162,854

7 SOLE DISPOSITIVE POWER
EACH REPORTING PERSON 0

8 SHARED DISPOSITIVE POWER
WITH: 1,162,854

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
1,162,854

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

13.3%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

PN, HC

CUSIP No. 316500107

1 NAMES OF REPORTING PERSONS
PineBridge Secondary Partners II Holdings, L.P.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2
(a)
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

5 SOLE VOTING POWER
NUMBER OF 0

6 SHARED VOTING POWER
SHARES BENEFICIALLY OWNED BY 1,162,854

7 SOLE DISPOSITIVE POWER
EACH REPORTING PERSON 0

8 SHARED DISPOSITIVE POWER
WITH: 1,162,854

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
1,162,854

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

13.3%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

PN

Item 1.

(a) **Name of Issuer:**

Fidus Investment Corporation

(b) **Address of Issuer's Principal Executive Offices:**

1603 Orrington Avenue, Suite 820, Evanston, Illinois 60201.

Item 2.

(a) **Name of Persons Filing:**

PineBridge Secondary Partners II GP, L.P. (PineBridge GP)
PineBridge Secondary Partners II Holdings, L.P. (PineBridge Holdings)

(b) **Address of Principal Business Office or, if none, Residence:**

For each of PineBridge GP and PineBridge Holdings:
c/o PineBridge Investments LLC
399 Park Avenue, 4th Floor
New York, New York 10022

(c) **Citizenship:**

PineBridge GP = Cayman Islands
PineBridge Holdings = Delaware

(d) **Title of Class of Securities:**

Common Stock, par value \$0.001 per share

(e) **CUSIP Number:**

316500107

Item 3. If this statement is filed pursuant to §§ 240.13d-1(b), or 240.13d-2(b) or (c), check whether the person filing is a:

Not applicable

- (a) Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o);
- (b) Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c);
- (c) Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c);
- (d) Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8);
- (e) An investment adviser in accordance with § 240.13d-1(b)(1)(ii)(E);
- (f) An employee benefit plan or endowment fund in accordance with § 240.13d-1(b)(1)(ii)(F);
- (g) A parent holding company or control person in accordance with § 240.13d-1(b)(1)(ii)(G);
- (h) A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);

- (i) o A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j) o A non-U.S. institution in accordance with § 240.13d-1(b)(1)(ii)(J).
- (k) o Group, in accordance with § 240.13d-1(b)(1)(ii)(K).

Item 4. Ownership.

(a) Amount beneficially owned:

PineBridge Holdings is the record holder of 1,162,854 shares of the common stock, par value \$0.001 per share (the Common Shares) of Fidus Investment Corporation (Fidus).

PineBridge GP, as the sole general partner of PineBridge Holdings, may be deemed to indirectly beneficially own the Common Shares held by PineBridge Holdings.

(a) Amount beneficially owned:

1,162,854

(b) Percent of class:

13.3% (based on 8,726,521 Common Shares outstanding as reported in Fidus Rule 497 filing filed June 22, 2011)

(c) Number of shares as to which the person has:

(i) Sole power to vote or to direct the vote

0

(ii) Shared power to vote or to direct the vote

1,162,854 (See Item 4(a))

(iii) Sole power to dispose or to direct the disposition of

0

(iv) Shared power to dispose or to direct the disposition of

1,162,854 (See Item 4(a))

Item 5. Ownership of Five Percent or Less of a Class.

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than 5 percent of the class of securities, check the following o.

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

Not applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company or Control Person.

See Item 4(a).

Item 8. Identification and Classification of Members of the Group.

Not applicable.

Item 9. Notice of Dissolution of Group.

Not applicable.

Item 10. Certifications.

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: June 30, 2011

PineBridge Secondary Partners II GP, L.P.

By: PineBridge Secondary Partners II GP, LLC, its general partner

By: PineBridge Investments LLC, its managing member

By: /s/ Loic Rentiers
Name: Loic Rentiers
Title: Vice President

PINEBRIDGE SECONDARY PARTNERS II HOLDINGS, L.P.

By: PineBridge Secondary Partners II GP, L.P., its general partner

By: PineBridge Secondary Partners II GP, LLC, its general partner

By: PineBridge Investments LLC, its managing member

By: /s/ Loic Rentiers
Name: Loic Rentiers
Title: Vice President