

Golub Lawrence E
 Form 4
 May 09, 2013

FORM 4

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

OMB APPROVAL

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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)
 05/07/2013

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	05/07/2013		P		269,033	A	\$ 17.47
							382,241
Common Stock, par value \$0.001 per share	05/07/2013		S		764,808	D	\$ 17.47
							0
							1,135,853

By GCI Development LLC (1)

By Golub Capital Company IV, LLC (2)

Common Stock, par value \$0.001 per share							By Golub Capital Company VI LLC ⁽³⁾
Common Stock, par value \$0.001 per share				1,794	I		By GC Investment Management LLC ⁽⁴⁾
Common Stock, par value \$0.001 per share				162,974	I		By 555 Madison Investors IV, LLC ⁽⁵⁾
Common Stock, par value \$0.001 per share				120,990	I		By Whitehall Capital 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				3,493	I		By GEMS Associates LLC ⁽⁸⁾

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

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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)	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
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- 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
- (7) 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 Common Stock except to the extent of his pecuniary interest therein.
- (8) Mr. Golub is a control person of GEMS Associates LLC, the general partner of GEMS Fund, L.P. Due to his control of and ownership interest in GEMS Associates LLC, Mr. Golub may be viewed as having investment power over all of the shares owned by such entity.

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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