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

Form 10-K

(Mark One)

 ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended December 31, 2023

OR

 TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from to

Commission file number: 814-00861

FIDUS INVESTMENT CORPORATION

(Exact Name of Registrant as Specified in Its Charter)

Maryland	**27-5017321**
(State or Other Jurisdiction of Incorporation or Organization)	**(I.R.S. Employer Identification No.)**
1603 Orrington Avenue, Suite 1005 Evanston, Illinois	**60201**
(Address of Principal Executive Offices)	**(Zip Code)**

(847) 859-3940
(Registrant's Telephone Number, including Area Code)

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, par value $0.001 per share	FDUS	The NASDAQ Global Select Market

Securities registered pursuant to Section 12(g) of the Act: None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.

Yes No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or 15(d) of the Act.

Yes No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes ☐ No ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of “large accelerated filer,” “accelerated filer,” “smaller reporting company,” and “emerging growth company” in Rule 12b-2 of the Exchange Act.

Large accelerated filer	☐	Accelerated filer	☐
Non-accelerated filer	☐	Smaller reporting company	☐
		Emerging growth company	☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

Indicate by check mark whether the registrant has filed a report on and attestation to its management’s assessment of the effectiveness of its internal control over financial reporting under Section 404(b) of the Sarbanes-Oxley Act (15 U.S.C. 7262(b)) by the registered public accounting firm that prepared or issued its audit report. ☐

If securities are registered pursuant to Section 12(b) of the Act, indicate by check mark whether the financial statements of the registrant included in the filing reflect the correction of an error to previously issued financial statements. ☐

Indicate by check mark whether any of those error corrections are restatements that required a recovery analysis of incentive-based compensation received by any of the registrant’s executive officers during the relevant recovery period pursuant to §240.10D-1(b). ☐

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act). Yes ☐ No ☐

The aggregate market value of common stock held by non-affiliates of the registrant on June 30, 2023 based on the closing price on that date of $19.60 on the NASDAQ Global Select Market was $488,386,214. For the purpose of calculating this amount only, all directors and executive officers of the registrant have been treated as affiliates. There were 30,646,509 shares of the registrant’s common stock outstanding as of February 27, 2024.

DOCUMENTS INCORPORATED BY REFERENCE

Portions of the registrant’s proxy statement to be filed with the U.S. Securities and Exchange Commission pursuant to Regulation 14A in connection with the registrant’s 2024 Annual Meeting of Stockholders, which will be filed subsequent to the date hereof, are incorporated by reference into Part III of this Form 10-K. Such proxy statement will be filed with the U.S. Securities and Exchange Commission not later than 120 days following the end of the registrant’s fiscal year ended December 31, 2023.

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SPECIAL NOTE REGARDING FORWARD LOOKING STATEMENTS

This Annual Report on Form 10-K ("Annual Report") contains forward-looking statements that involve substantial risks and uncertainties. These forward-looking statements are not historical facts, but rather are based on current expectations, estimates and projections about Fidus Investment Corporation, our current and prospective portfolio investments, our industry, our beliefs, and our assumptions. Words such as "anticipates," "expects," "intends," "plans," "will," "may," "continue," "believes," "seeks," "estimates," "would," "could," "should," "targets," "projects" and variations of these words and similar expressions are intended to identify forward-looking statements. The forward-looking statements contained in this Annual Report on Form 10-K involve risks and uncertainties, including statements as to:

- our future operating results;
- changes in the financial and lending markets;
- our business prospects and the prospects of our portfolio companies, including our and their ability to achieve our respective objectives;
- the impact of investments that we expect to make;
- our contractual arrangements and relationships with third parties;
- the dependence of our future success on the general economy and its impact on the industries in which we invest;
- an economic downturn and its impacts on the ability of our portfolio companies to operate and the investment opportunities available to us;
- the impact of geopolitical conditions, including the ongoing conflict between Ukraine and Russia, ongoing conflict in the Middle East, and U.S. and China relations, and its impact on financial market volatility, global economic markets, and various sectors, industries and markets for commodities globally;
- the ability of our portfolio companies to achieve their objectives;
- our expected financing and investments;
- the adequacy of our cash resources and working capital;
- the timing of cash flows, if any, from the operations of our portfolio companies;
- the ability of the Investment Advisor to locate suitable investments for us and to monitor and administer our investments;
- the ability of our Investment Advisor to attract and retain highly talented professionals;
- our regulatory structure and tax treatment;
- our ability to operate as a BDC and a RIC and each of the Funds to operate as an SBIC;
- the timing, form and amount of any dividend distributions;
- the impact of interest rate volatility, including the replacement of LIBOR with alternate rates, rising interest rates, and the elevated level of inflation on our business and portfolio companies;

- the valuation of any investments in portfolio companies, particularly those having no liquid trading market; and

- our ability to recover unrealized losses.

These statements are not guarantees of future performance and are subject to risks, uncertainties and other factors, some of which are beyond our control and difficult to predict and could cause actual results to differ materially from those expressed or forecasted in the forward-looking statements, including without limitation:

- an economic downturn, and significant disruptions to our portfolio companies, including supply chain disruptions and labor shortages, could impair our portfolio companies' ability to continue to operate, which could lead to the loss of some or all of our investments in such portfolio companies;
- a contraction of available credit and/or an inability to access the equity markets could impair our lending and investment activities;
- interest rate volatility, including rising interest rates, could adversely affect our results, particularly because we use leverage as part of our investment strategy;
- the alternative reference rates that have replaced LIBOR may not yield the same or similar economic results as LIBOR over the life of such transaction;
- the elevated level of inflation could adversely affect our business, results of operations and financial condition of our portfolio companies, which may, in turn, impact the valuation of such portfolio companies; and
- the risks, uncertainties and other factors we identify in Item 1A. – Risk Factors contained in our Annual Report on Form 10-K for the year ended December 31, 2023 and in our other filings with the SEC.

Although we believe that the assumptions on which these forward-looking statements are based are reasonable, any of those assumptions could prove to be inaccurate, and as a result, the forward-looking statements based on those assumptions also could be inaccurate. Important assumptions include our ability to originate new debt investments, certain margins and levels of profitability and the availability of additional capital. In light of these and other uncertainties, the inclusion of a projection or forward-looking statement in this Annual Report should not be regarded as a representation by us that our plans and objectives will be achieved. These risks and uncertainties include those described or identified in Item 1A entitled "Risk Factors" in Part I and elsewhere in this Annual Report. You should not place undue reliance on these forward-looking statements as a prediction of actual results, which apply only as of the date of this Annual Report.

PART I

Except as otherwise specified, references to "we," "us," "our," "Fidus" and "FIC" refer to Fidus Investment Corporation and its consolidated subsidiaries. Some of the statements in this Annual Report constitute forward-looking statements, which apply to us and relate to future events, future performance or financial conditions. The forward-looking statements involve risks and uncertainties for us and our portfolio companies and actual results could differ materially from those projected in the forward-looking statements for any reason, including those factors discussed in Item 1A. "Risk Factors" and elsewhere in this Annual Report.

Item 1. Business.

GENERAL

Fidus Investment Corporation, a Maryland Corporation, operates as an externally managed business development company ("BDC") under the Investment Company Act of 1940, as amended ("1940 Act"). FIC completed its initial public offering, or IPO, in June 2011. In addition, FIC has elected, and intends to qualify annually, to be treated as a regulated investment company ("RIC") for U.S. federal income tax purposes under Subchapter M of the Internal Revenue Code of 1986, as amended (the "Code"). As of December 31, 2023, our shares were listed on the NASDAQ Global Select Market under the symbol "FDUS."

FIC may make investments directly or through its two wholly-owned investment company subsidiaries, Fidus Mezzanine Capital II, L.P. ("Fund II") and Fidus Mezzanine Capital III, L.P. ("Fund III") (collectively Fund II and Fund III are referred to as the "Funds"). Fidus Investment GP, LLC, the general partner of the Funds, is also a wholly owned subsidiary of FIC. The Funds are licensed by the U.S. Small Business Administration (the "SBA") to operate as small business investment companies ("SBICs"). The Funds utilize the proceeds of the issuance of SBA-guaranteed debentures to enhance returns to our stockholders. As of September 9, 2019, Fidus Mezzanine Capital, L.P. ("Fund I") completed a wind-down plan, relinquished its SBIC license, and can no longer issue additional SBA-guaranteed debentures. We believe that utilizing both FIC and the Funds as investment vehicles provides us with access to a broader array of investment opportunities. Given our access to lower cost capital through the SBA's SBIC debenture program, we expect that we will continue to make investments through the Funds during the investment period until the Funds reach their borrowing limit under the program. For two or more SBICs under common control, the maximum amount of outstanding SBA debentures cannot exceed $350.0 million.

Overview

We provide customized debt and equity financing solutions to lower middle-market companies, which we define as U.S. based companies having revenues between $10.0 million and $150.0 million. Our investment objective is to provide attractive risk-adjusted returns by generating both current income from our debt investments and capital appreciation from our equity related investments. Our investment strategy includes partnering with business owners, management teams and financial sponsors by providing customized financing for ownership transactions, recapitalizations, strategic acquisitions, business expansion and other growth initiatives. Although we are classified as a non-diversified investment company within the meaning of the 1940 Act, we maintain the flexibility to operate as a diversified investment company and have done so for an extended period of time. We seek to maintain a diversified portfolio of investments in order to help mitigate the potential effects of adverse economic events related to particular companies, regions or industries.

We invest in companies that possess some or all of the following attributes: predictable revenues; positive cash flows; defensible and/or leading market positions; diversified customer and supplier bases; and proven management teams with strong operating discipline. We target companies in the lower middle-market with annual earnings, before interest, taxes, depreciation and amortization, or EBITDA, between $5.0 million and $30.0 million; however, we may from time to time opportunistically make investments in larger or smaller companies. Our investments typically range between $5.0 million and $35.0 million per portfolio company.

As of December 31, 2023, we had debt and equity investments in 82 portfolio companies with an aggregate fair value of $957.9 million. The weighted average yield on our debt investments as of December 31, 2023 was 14.2%. The weighted average yield of our debt investments is not the same as a return on investment for our stockholders but, rather, relates to a portion of our investment portfolio and is calculated before the payment of all of our fees and expenses. The weighted average yield was computed using the effective interest rates for debt investments at cost as of December 31, 2023, including accretion of original issue discount ("OID") and loan origination fees, but excluding investments on non-accrual status, if any. There can be no assurance that the weighted average yield will remain at its current level. For the year ended December 31, 2023, our total return based on net asset value ("NAV") per share was 15.1% and our total return based on market value was 17.8%. For the year ended December 31, 2022, our total return based on NAV was 7.3% and our total return based on market value was 17.7%. Total return based on NAV per share equals the change in NAV per share during the period, plus dividends paid per share during the period, less other non-operating changes during the period, and divided by beginning NAV per share for the period. Non-operating changes include any items that affect NAV per share other than increase from investment operations, such as the effects of share issuances and repurchases and other miscellaneous items. Total return based on market value equals the change in the market value of our common stock per share during the period divided by the market value per share at the beginning of the period, and assumes reinvestment of dividends at prices obtained by our dividend reinvestment plan during the period. While these two figures reflect fund expenses, they do not reflect any sales load that may be paid by investors.

Available Information

Our headquarters are in Evanston, Illinois, and our website is *www.fdus.com*. We are not including the information contained on our website as a part of, or incorporating it by reference into, this Annual Report. We make available free of charge through our website our proxy statement, annual reports on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K and amendments to those reports, as soon as reasonably practicable after we electronically file such material with, or furnish such material to, the U.S. Securities and Exchange Commission (the "SEC"). The SEC maintains a website at *www.sec.gov* that contains reports, proxy and information statements, and other information regarding issuers, like us, that file electronically with the SEC. Copies of this Annual Report and other reports are also available without charge by contacting us in writing at 1603 Orrington Avenue, Suite 1005, Evanston, Illinois 60201, Attention: Investor Relations.

Our Advisor

Our investment activities are managed by Fidus Investment Advisors, LLC, our investment advisor, and supervised by our board of directors, a majority of whom are not "interested persons" of FIC as defined in section 2(a)(19) of the 1940 Act, and who we refer to hereafter as the Independent Directors. Pursuant to the terms of the investment advisory and management agreement, which we refer to as the Investment Advisory Agreement, between us and our investment advisor, our investment advisor is responsible for determining the composition of our portfolio, including sourcing potential investments, conducting research and diligence on potential investments and equity sponsors, analyzing investment opportunities, structuring our investments and monitoring our investments and portfolio companies on an ongoing basis. Our investment advisor's investment professionals seek to capitalize on their significant deal origination and sourcing, underwriting, due diligence, investment structuring, execution, portfolio management and monitoring experience. These professionals have developed a broad network of contacts within the investment community, have gained extensive experience investing in assets that constitute our primary focus and have expertise in investing across all levels of the capital structure of lower middle-market companies.

Our relationship with our investment advisor is governed by and dependent on the Investment Advisory Agreement and may be subject to conflicts of interest. We pay our investment advisor a fee for its services under the Investment Advisory Agreement consisting of two components—a base management fee and an incentive fee. The base management fee is calculated at an annual rate of 1.75% of the average value of our total assets (other than cash or cash equivalents but including assets purchased with borrowed amounts). The incentive fee consists of two parts. The first part is calculated and payable quarterly in arrears and equals 20.0% of our "pre-incentive fee net investment income" for the immediately preceding quarter, subject to a 2.0% preferred return, or "hurdle," and a "catch up" feature. The second part is determined and payable in arrears as of the end of each fiscal year in an amount equal to 20.0% of our realized capital gains, if any, on a cumulative basis from inception through the end of each fiscal year, computed net of all realized capital losses and unrealized capital depreciation on a cumulative basis, less the aggregate amount of any capital gain incentive fees paid in prior years. We accrue, but do not pay, a capital gains incentive fee in connection with any unrealized capital appreciation, as appropriate. For more information about how we compensate our investment advisor, see "Management and Other Agreements—Investment Advisory Agreement."

Among other things, our board of directors is charged with protecting our interests by monitoring how our investment advisor addresses conflicts of interest associated with its management services and compensation. Our board of directors is not expected to review or approve each borrowing or incurrence of leverage. However, our board of directors periodically reviews our investment advisor's portfolio management decisions and portfolio performance. In addition, our board of directors at least annually reviews the services provided by and fees paid to our investment advisor. In connection with these reviews, our board of directors, including a majority of our Independent Directors, considers whether the fees and expenses (including those related to leverage) that we pay to our investment advisor are fair and reasonable in relation to the services provided. Renewal of our Investment Advisory Agreement must be approved each year by our board of directors, including a majority of our Independent Directors.

Fidus Investment Advisors, LLC is a Delaware limited liability company that is registered as an investment advisor under the Investment Advisers Act of 1940, as amended, or the Advisers Act. In addition, Fidus Investment Advisors, LLC serves as our administrator and provides us with office space, equipment and clerical, book-keeping and record-keeping services pursuant to an administration agreement, which we refer to as the Administration Agreement.

Business Strategy

We intend to accomplish our goal of becoming one of the premier providers of capital to and value-added partner of lower middle-market companies by:

Leveraging the Experience of Our Investment Advisor. Our investment advisor's investment professionals have significant experience investing in, lending to and advising companies across multiple industries and changing market cycles. These professionals have diverse backgrounds with prior experience in senior management positions at investment banks, specialty finance companies, commercial banks and privately and publicly held companies and have extensive experience investing across all levels of the capital structure of lower middle-market companies. We believe these professionals possess an in-depth understanding of the strategic, financial and operational challenges and opportunities of lower middle-market companies, enabling our investment advisor to effectively identify, assess, structure and monitor our investments.

Capitalizing on Our Strong Transaction Sourcing Network. Our investment advisor's investment professionals possess an extensive network of long-standing relationships with private equity firms, middle-market senior lenders, junior capital partners, financial intermediaries and management teams of privately owned businesses. We believe that the combination of our investment advisor's relationships and our reputation as a reliable, responsive and value-added financing partner helps us generate a steady stream of new investment opportunities and proprietary deal flow.

Serving as a Value-Added Partner with Customized Financing Solutions. We follow a partnership-oriented investment approach and focus on opportunities where we believe we can add value to a portfolio company. We primarily concentrate on industries or market niches in which the investment professionals of our investment advisor have prior experience. These professionals also have expertise in structuring securities at all levels of the capital structure, which we believe positions us well to meet the unique financing needs of our portfolio companies. We invest primarily in unitranche or first lien senior secured loans, typically coupled with an equity interest; however, on a selective basis we may invest in second lien and subordinated debt securities. Further, as a publicly-traded BDC, we have a longer investment horizon without the capital return requirements of traditional private investment vehicles. We believe this flexibility enables us to generate attractive risk-adjusted returns on invested capital and enables us to be a better long-term partner for our portfolio companies. We believe that by leveraging the industry and structuring expertise of our investment advisor coupled with our long-term investment horizon, we are well positioned to be a value-added partner for our portfolio companies.

Employing Rigorous Due Diligence and Underwriting Processes Focused on Capital Preservation. Our investment advisor follows a disciplined and credit-oriented approach to evaluating and investing in companies. We focus on companies with proven business models, significant free cash flow, defensible market positions and significant enterprise value cushion for our debt investments. In making investment decisions, we seek to minimize the risk of capital loss without foregoing the opportunity for capital appreciation. Our investment advisor's investment professionals have developed extensive due diligence and underwriting processes designed to better assess a portfolio company's prospects and to determine the appropriate investment structure. Our investment advisor thoroughly analyzes each potential portfolio company's competitive position, financial performance, management team, growth potential and industry attractiveness. As part of this process, our investment advisor also participates in meetings with management, tours of facilities, discussions with industry professionals and third-party reviews. We believe this approach enables us to build and maintain an attractive investment portfolio that meets our return and value criteria over the long term.

Actively Managing our Portfolio. We believe that our investment advisor's initial and ongoing portfolio review process allows us to effectively monitor the performance and prospects of our portfolio companies. We seek to obtain board observation rights or board seats with respect to our portfolio companies, and we conduct monthly financial reviews and have regular discussions with portfolio company management. We structure our investments with a comprehensive set of financial maintenance covenants, including affirmative and negative covenants. We believe that active monitoring of our portfolio companies' compliance with covenants provides us with an early warning of any financial difficulty and enhances our ability to protect our invested capital.

Maintaining Portfolio Diversification. We seek to maintain a portfolio of investments that is appropriately diversified among companies, industries, geographic regions and end markets. We have made investments in portfolio companies in the following industries: business services, industrial products and services, value-added distribution, healthcare products and services, consumer products and services (including retail, food and beverage), energy services, aerospace, and defense manufacturing, transportation services, information technology services and niche manufacturing. We believe that investing across various industries helps mitigate the potential effects of negative economic events for particular companies, regions and industries.

Benefiting from Lower Cost of Capital. The Funds' SBIC licenses allow us to issue SBA-guaranteed debentures. These SBA debentures carry long-term fixed rates that are generally lower than rates on comparable bank and public debt. Because lower-cost SBA leverage is a significant part of our funding strategy, our relative cost of debt capital should be lower than many of our competitors. For two or more SBICs under common control, the maximum amount of outstanding SBA debentures cannot exceed $350.0 million.

Investments

We seek to create a diversified investment portfolio that primarily includes debt investments and, to a lesser extent, equity securities. Our investments typically range between $5.0 million to $35.0 million per portfolio company, although this investment size may vary proportionately with the size of our capital base. Our investment objective is to provide attractive risk-adjusted returns by generating both current income from our debt investments and capital appreciation from our equity related investments. We may invest in the equity securities of our portfolio companies, such as preferred stock, common stock, warrants and other equity interests, either directly or in conjunction with our debt investments.

First Lien Debt. We structure some of our investments as senior secured or first lien debt investments. First lien debt investments are secured by a first priority lien on existing and future assets of the borrower and may take the form of term loans or revolving lines of credit. First lien debt is typically senior on a lien basis to other liabilities in the issuer's capital structure and has the benefit of a first-priority security interest in assets of the issuer. The security interest ranks above the security interest of any second lien lenders in those assets. Our first lien debt may include stand-alone first lien loans, "last out" first lien loans, or "unitranche" loans. Stand-alone first lien loans are traditional first lien loans. All lenders in the facility have equal rights to the collateral that is subject to the first-priority security interest. "Last out" first lien loans have a secondary priority behind super-senior "first out" first lien loans in the collateral securing the loans in certain circumstances. The arrangements for a "last out" first lien loan are set forth in an "agreement among lenders," which provides lenders with "first out" and "last out" payment streams based on a single lien on the collateral. Since the "first out" lenders generally have priority over the "last out" lenders for receiving payment under certain specified events of default, or upon the occurrence of other triggering events under intercreditor agreements or agreements among lenders, the "last out" lenders bear a greater risk and, in exchange, receive a higher effective interest rate, through arrangements among the lenders, than the "first out" lenders or lenders in stand-alone first lien loans. Agreements among lenders also typically provide greater voting rights to the "last out" lenders than the intercreditor agreements to which second lien lenders often are subject.

Many of our debt investments also include excess cash flow sweep features, whereby principal repayment may be required before maturity if the portfolio company achieves certain defined operating targets. Additionally, our debt investments typically have principal prepayment penalties in the early years of the debt investment. The majority of our debt investments provide for a variable interest rate, generally with a Prime or SOFR floor.

Second Lien Debt. Some of our debt investments take the form of second lien debt, which includes senior subordinated notes. Second lien debt investments obtain security interests in the assets of the portfolio company as collateral in support of the repayment of such loans. Second lien debt typically is senior on a lien basis to other liabilities in the issuer's capital structure and has the benefit of a security interest over assets of the issuer, though ranking junior to first lien debt secured by those assets. First lien lenders and second lien lenders typically have separate liens on the collateral, and an intercreditor agreement provides the first lien lenders with priority over the second lien lenders' liens on the collateral. These loans typically provide for no contractual loan amortization, with all amortization deferred until loan maturity, and may include payment-in-kind ("PIK") interest, which increases the principal balance over the term and, coupled with the deferred principal payment provision, increases credit risk exposure over the life of the loan.

Subordinated Debt. These investments are typically structured as unsecured, subordinated notes. Structurally, subordinated debt usually ranks subordinate in priority of payment to first lien and second lien debt and may not have the benefit of financial covenants common in first lien and second lien debt. Subordinated debt may rank junior as it relates to proceeds in certain liquidations where it does not have the benefit of a lien in specific collateral held by creditors (typically first lien and/or second lien) who have a perfected security interest in such collateral. However, subordinated debt ranks senior to common and preferred equity in an issuer's capital structure. These loans typically have relatively higher fixed interest rates (often representing a combination of cash pay and PIK interest) and amortization of principal deferred to maturity. The PIK feature (meaning a feature allowing for the payment of interest in the form of additional principal amount of the loan instead of in cash), which effectively operates as negative amortization of loan principal, coupled with the deferred principal payment provision, increases credit risk exposure over the life of the loan.

Equity Securities. Our equity securities typically consist of either a direct minority equity investment in common or preferred stock or membership/partnership interests of a portfolio company, or we may receive warrants to buy a minority equity interest in a portfolio company in connection with a debt investment. Warrants we receive with our debt investments typically require only a nominal cost to exercise, and thus, as a portfolio company appreciates in value, we may achieve additional investment return from this equity interest. Our equity investments are typically not control-oriented investments, and in many cases, we acquire equity securities as part of a group of private equity investors in which we are not the lead investor. We may structure such equity investments to include provisions protecting our rights as a minority-interest holder, as well as a "put," or right to sell such securities back to the issuer, upon the occurrence of specified events. In many cases, we may also seek to obtain registration rights in connection with these equity interests, which may include demand and "piggyback" registration rights. Our equity investments typically are made in connection with debt investments to the same portfolio companies.

Our Consolidated Portfolio

We generally seek to invest in companies from the broad range of industries in which our investment advisor has direct experience. The following is a representative list of the broad industry segments in which we have invested; however, we may invest in other industries if we are presented with attractive opportunities.

- aerospace & defense;
- business services;
- consumer products / multi-unit;
- consumer services;
- healthcare products;
- industrial;
- infrastructure;
- logistics & transportation;
- niche manufacturing;
- software & tech-enabled services; and
- value-added distribution.

As of December 31, 2023, we had investments in 82 portfolio companies with an aggregate fair value of $957.9 million. As of December 31, 2022, we had investments in 78 portfolio companies with an aggregate fair value of $860.3 million.

The following table shows the portfolio composition by geographic region at fair value and cost and as a percentage of total investments (dollars in millions). The geographic composition is determined by the location of the corporate headquarters of the portfolio company, which may not be indicative of the primary source of the portfolio company's business.

	Fair Value				Cost			
	December 31, 2023		December 31, 2022		December 31, 2023		December 31, 2022	
United States								
Midwest	$ 112.6	11.8 %	$ 180.6	21.0 %	$ 75.4	8.1 %	$ 132.2	16.0 %
Southeast	292.4	30.6	265.9	31.0	286.3	30.5	258.4	31.1
Northeast	181.4	18.9	127.4	14.8	176.4	18.8	134.9	16.3
West	172.7	18.0	151.5	17.6	191.5	20.5	161.9	19.5
Southwest	186.3	19.4	122.5	14.2	194.5	20.8	128.9	15.6
Canada	12.5	1.3	12.4	1.4	12.5	1.3	12.4	1.5
Total	$ 957.9	100.0 %	$ 860.3	100.0 %	$ 936.6	100.0 %	$ 828.7	100.0 %

The following table shows the detailed industry segment composition of our portfolio at fair value and cost as a percentage of total investments.

	Fair Value		Cost	
Name	December 31, 2023	December 31, 2022	December 31, 2023	December 31, 2022
Information Technology Services	33.7 %	33.3 %	36.0 %	35.4 %
Business Services	11.5	12.2	11.4	12.2
Healthcare Products	8.4	10.5	5.3	5.8
Component Manufacturing	8.0	5.7	8.2	6.1
Transportation Services	5.1	5.5	5.1	5.6
Utilities: Services	4.7	1.3	4.7	1.4
Building Products Manufacturing	4.6	4.7	5.2	5.5
Retail	4.3	2.4	4.3	3.9
Consumer Services	3.2	—	3.2	—
Healthcare Services	3.2	2.5	3.0	2.5
Aerospace & Defense Manufacturing	2.4	5.7	2.5	5.4
Promotional Products	2.3	3.0	2.2	3.0
Specialty Distribution	2.3	6.4	1.8	5.6
Environmental Industries	2.1	2.5	2.4	2.6
Consumer Products	1.8	1.6	1.9	1.7
Oil & Gas Services	1.3	1.5	1.4	1.6
Industrial Cleaning & Coatings	1.1	1.2	1.3	1.6
Restaurants	— (1)	— (1)	0.1	0.1
Total	100.0 %	100.0 %	100.0 %	100.0 %

(1) Percentage is less than 0.1% of respective total.

Investment Criteria/Guidelines

We use the following criteria and guidelines in evaluating investment opportunities and constructing our portfolio. However, not all of these criteria and guidelines have been, or will be, met in connection with each of our investments.

Value Orientation / Positive Cash Flow. Our investment advisor places a premium on analysis of business fundamentals from an investor's perspective and has a distinct value orientation. We focus on companies with proven business models in which we can invest at relatively low multiples of operating cash flow. We also typically invest in portfolio companies with a history of profitability and minimum trailing twelve month EBITDA of $5.0 million. We do not invest in start-up companies, "turn-around" situations or companies that we believe have unproven business plans.

Experienced Management Teams with Meaningful Equity Ownership. We target portfolio companies that have management teams with significant experience and/or relevant industry experience coupled with meaningful equity ownership. We believe management teams with these attributes are more likely to manage the companies in a manner that protects our debt investment and enhances the value of our equity investment.

Niche Market Leaders with Defensible Market Positions. We seek to invest in portfolio companies that have developed defensible and/or leading positions within their respective markets or market niches and are well-positioned to capitalize on growth opportunities. We favor companies that demonstrate significant competitive advantages, which we believe helps to protect their market position and profitability.

Diversified Customer and Supplier Base. We prefer to invest in portfolio companies that have a diversified customer and supplier base. Companies with a diversified customer and supplier base are generally better able to endure economic downturns, industry consolidation and shifting customer preferences.

Significant Equity Value. We believe the existence of significant underlying equity value provides important support to our debt investments. With respect to our debt investments, we look for portfolio companies where management/sponsors have provided significant equity funding and where we believe aggregate enterprise value significantly exceeds aggregate indebtedness, after consideration of our investment.

Viable Exit Strategy. We invest in portfolio companies that we believe will provide steady cash flows to service our debt, ultimately repay our loans and provide working capital for their respective businesses. In addition, we seek to invest in portfolio companies whose business models and expected future cash flows offer attractive exit possibilities for our portfolio equity investments. We expect to exit our investments typically through one of three scenarios: (a) the sale of the portfolio company resulting in repayment of all outstanding debt and monetization of equity; (b) the recapitalization of the portfolio company through which our investments are replaced with debt or equity from a third party or parties; or (c) the repayment of the initial or remaining principal amount of our debt investment from cash flow generated by the portfolio company. In some investments, there may be scheduled amortization of some portion of our debt investment that would result in a partial exit of our investment prior to the maturity of the debt investment.

Investment Committee

Our investment advisor has formed an investment committee to evaluate and approve all of our investments. The investment committee process is intended to bring the diverse experience and perspectives of the committee's members to the analysis and consideration of each investment. The investment committee also serves to provide investment consistency and adherence to our investment advisor's core investment philosophy and policies. The investment committee also determines appropriate investment sizing and suggests ongoing monitoring requirements.

The members of the investment committee that evaluate and approve all of our investments are Edward H. Ross, Thomas C. Lauer, John H. Grigg, Robert G. Lesley, Jr., Michael J. Miller, John J. Ross, II, and W. Andrew Worth.

Investment Process Overview

Our investment advisor has developed the following investment process based on the experience of its investment professionals to identify investment opportunities and to structure investments quickly and effectively. Furthermore, our investment advisor seeks to identify those companies exhibiting superior fundamental risk-reward profiles and strong defensible business franchises while focusing on the relative value of the security in the portfolio company's capital structure. The investment process consists of five distinct phases:

- Investment Generation/Origination;
- Initial Evaluation;
- Due Diligence and Underwriting;
- Documentation and Closing; and
- Active Portfolio Management.

Each of the phases is described in more detail below.

Investment Generation/Origination. Our investment origination efforts are focused on leveraging our investment advisor's extensive network of long-standing relationships with private equity firms, middle-market senior lenders, junior-capital partners, financial intermediaries, service providers and management teams of privately owned businesses. We believe that our investment advisor's investment professionals have reputations as reliable, responsive and value-added partners for lower middle-market companies. Our investment advisor's focus and reputation as a value-added partner generates a balanced mix of proprietary deal flow and a steady stream of new deal opportunities.

Initial Evaluation. After a potential transaction is received by our investment advisor, it will conduct an initial review of the transaction materials to determine whether it meets our investment criteria and complies with SBA regulations (with respect to investments by the Funds) and other regulatory requirements.

If the potential transaction initially meets our investment criteria, at least two members of the investment committee, referred to as the deal team, will conduct a preliminary due diligence review, taking into consideration some or all of the following factors:

- A comprehensive financial model based on quantitative analysis of historical financial performance, projections and pro forma adjustments to determine a range of estimated internal rates of return.
- An initial call or meeting with the portfolio company management team, owner, private equity sponsor or other deal partner.
- A brief industry and market analysis, leveraging direct industry expertise from other investment professionals of our investment advisor.
- Preliminary qualitative analysis of the portfolio company management team's competencies and backgrounds.
- Potential investment structures and pricing terms.

Upon successful completion of the screening process, the deal team prepares a screening memorandum and makes a recommendation to the investment committee. At this time, the investment committee will also consider whether the investment would be made by FIC or through the Funds. If the investment committee supports the deal team's recommendation, the deal team issues a non-binding term sheet to the potential portfolio company. Such a term sheet will typically include the key economic terms based on our analysis conducted during the screening process. Upon agreement on a term sheet with the potential portfolio company, our investment advisor will begin a formal diligence and underwriting process.

Due Diligence and Underwriting. Our investment advisor has developed a rigorous and disciplined due diligence process that includes a comprehensive understanding of a borrower's industry, market, operational, financial, organizational and legal positions and prospects. The due diligence review will take into account information that the deal team deems necessary to make an informed decision about the creditworthiness of the borrower and the risks of the investment, which includes some or all of the following:

- Initial or additional site visits and facility tours with management and key personnel.
- Review of the business history, operations and strategy.
- In depth review of industry and competition.
- Analysis of key customers and suppliers, including review of any concentrations and key contracts.
- Detailed review of historical and projected financial statements, including a review of at least three years of performance (annual and monthly), key financial ratios, revenue, expenses and profitability drivers and sensitivities to management's financial projections.
- Detailed evaluation of company management, including background checks.
- Third party reviews of accounting, environmental, legal, insurance, material contracts, competition, industry and market studies and interviews with customers and suppliers, (each as appropriate).
- Financial sponsor diligence, if applicable, including portfolio company and other reference checks.

During the due diligence process, significant attention is given to sensitivity analyses and how the portfolio company might be expected to perform given various scenarios, including downside, "base case" and upside. Upon satisfactory completion of the due diligence review process, the deal team will present their findings and a recommendation to the investment committee. If the investment committee supports the deal team's recommendation, the deal team will proceed with negotiating and documenting the investment.

Documentation and Closing. Our investment advisor works with the management of a potential portfolio company and its other capital providers, including, as applicable, senior, junior and equity capital providers to structure an investment. Our investment advisor structures each investment with an acute focus on capital preservation and will tailor the terms of each investment to the facts and circumstances of the transaction and the prospective portfolio company. We seek to limit the downside of our investments by:

- Targeting an optimal total return on our investments (including a combination of current and deferred interest, prepayment penalties and equity participation) that compensates us for credit risk.
- Negotiating covenants in connection with our investments that afford our portfolio companies as much flexibility in managing their businesses as possible, yet consistent with preservation of our capital. Such restrictions may include affirmative and negative covenants, default penalties, lien protection, change of control provisions and board rights, including either board observation or rights to a seat on the board under some circumstances.
- Structuring financial covenants and terms in our debt investments that require a portfolio company to reduce leverage over time, thereby mitigating the risk of loss and increasing the likelihood of achieving targeted returns on investment. These methods may include, among others: leverage covenants requiring a decreasing ratio of debt to cash flow; cash flow covenants requiring an increasing ratio of cash flow to interest expense and possibly other cash expenses such as capital expenditures, cash taxes and mandatory principal payments; and debt incurrence prohibitions, or limiting a company's ability to relever its balance sheet. In addition, limitations on asset sales and capital expenditures prevent a company from changing the nature of its business or capitalization without our consent.

We expect to hold most of our investments to maturity or repayment, but may exit our investments earlier if a liquidity event takes place, such as a sale or recapitalization of a portfolio company, or if we determine that a sale of one or more of our investments is in our best interest.

Active Portfolio Management. Active portfolio monitoring is a vital part of our investment process and we continuously monitor the status and progress of the portfolio companies. The same deal team that was involved in the investment process will continue its involvement in the portfolio company post-investment. This provides for continuity of knowledge and allows the deal team to maintain a strong business relationship with key management of its portfolio companies for post-investment assistance and monitoring purposes.

As part of the monitoring process, the deal team conducts a comprehensive review of the financial and operating results of each portfolio company that includes a review of the monthly/quarterly financials relative to the prior year and budget, a review of the financial projections including cash flow and liquidity needs, meeting with management, attending board meetings and reviewing compliance certificates and covenants. We maintain an ongoing dialogue with the management and any controlling equity holders of a portfolio company that will include discussions about the company's business plans and growth opportunities and any changes in industry and competitive dynamics. While we maintain limited involvement in the ordinary course operations of our portfolio companies, we may maintain a higher level of involvement in non-ordinary course financing or strategic activities and any non-performing scenarios. Our investment advisor's portfolio management will also include quarterly portfolio reviews with all investment professionals and investment committee members.

Investment Rating System

In addition to various risk management and monitoring tools, our investment advisor uses an internally developed investment rating system to characterize and monitor the credit profile and our expected level of returns on each investment in our portfolio. We use a five-level numeric rating scale. The following is a description of the conditions associated with each investment rating:

- Investment Rating 1 is used for investments that involve the least amount of risk in our portfolio. The portfolio company is performing above expectations, the debt investment is expected to be paid in the near term and the trends and risk factors are favorable, and may include an expected capital gain on the equity investment.
- Investment Rating 2 is used for investments that involve a level of risk similar to the risk at the time of origination. The portfolio company is performing substantially within our expectations and the risks factors are neutral or favorable. Each new portfolio investment enters our portfolio with Investment Rating 2.
- Investment Rating 3 is used for investments performing below expectations and indicates the investment's risk has increased somewhat since origination. The portfolio company requires closer monitoring, but we expect a full return of principal and collection of all interest and/or dividends.
- Investment Rating 4 is used for investments performing materially below our expectations and the risk has increased materially since origination. The investment has the potential for some loss of investment return, but we expect no loss of principal.
- Investment Rating 5 is used for investments performing substantially below our expectations and the risks have increased substantially since origination. We expect some loss of principal.

The following table shows the distribution of our investments on the 1 to 5 investment rating scale at fair value and cost as of December 31, 2023 and 2022 (dollars in millions).

	Fair Value				Cost			
Investment Rating	December 31, 2023		December 31, 2022		December 31, 2023		December 31, 2022	
1	$ 85.2	8.9 %	$ 84.4	9.8 %	$ 29.7	3.2 %	$ 26.9	3.2 %
2	774.7	80.9	699.4	81.3	764.0	81.5	682.9	82.4
3	87.2	9.1	73.9	8.6	97.4	10.4	94.4	11.4
4	10.5	1.1	0.3	—	34.3	3.7	1.6	0.2
5	0.3	—	2.3	0.3	11.2	1.2	22.9	2.8
Total	$ 957.9	100.0 %	$ 860.3	100.0 %	$ 936.6	100.0 %	$ 828.7	100.0 %

Based on our investment rating system, the weighted average rating of our portfolio as of December 31, 2023 and 2022 was 2.0 and 2.0, respectively, on a fair value basis and 2.2 and 2.2, respectively, on a cost basis.

Determination of Net Asset Value and Valuation Process

We determine the net asset value per share of our common stock on at least a quarterly basis, and more frequently if we are required to do so in connection with the issuance of shares of our common stock or pursuant to applicable federal laws and regulations. The net asset value per share of common stock is equal to the carrying value of our total assets minus liabilities and any preferred stock outstanding divided by the total number of shares of common stock outstanding. Our business plan calls for us to invest primarily in illiquid securities issued by private companies. These portfolio investments may be subject to restrictions on resale and will generally have no established trading market. Because there is not a readily available market for substantially all of the investments in our portfolio, we value substantially all of our portfolio investments at fair value as determined in good faith by our board of directors using a documented valuation policy and consistently applied valuation process in accordance with authoritative accounting guidelines. See "Management's Discussion and Analysis of Financial Condition and Results of Operations – Critical Accounting Policies and Use of Estimates – Valuation of Portfolio Investments."

Competition

Our primary competitors in providing financing to lower middle-market companies include public and private funds, other BDCs, SBICs, commercial and investment banks, commercial financing companies and, to the extent they provide an alternative form of financing, private equity and hedge funds. Many of our competitors are substantially larger and have considerably greater financial, technical and marketing resources than we do. For example, we believe some competitors may have access to funding sources that are not available to us. In addition, some of our competitors may have higher risk tolerances or different risk assessments, which could allow them to consider a wider variety of investments and establish more relationships than us. Furthermore, many of our competitors are not subject to the regulatory restrictions that the 1940 Act imposes on us as a BDC or to the distribution and other requirements we must satisfy to maintain our RIC tax treatment.

We use the expertise of the investment professionals of our investment advisor to assess investment risks and determine appropriate pricing for our investments in portfolio companies. In addition, the relationships of the investment professionals of our investment advisor enable us to learn about, and compete effectively for, financing opportunities with attractive lower middle-market companies in the industries in which we seek to invest. For additional information concerning the competitive risks we face, see "Risk Factors — Risks Relating to Our Business and Structure — We operate in a highly competitive market for investment opportunities, which could reduce returns and result in losses."

Employees

We do not have any direct employees, and our day-to-day investment operations are managed by our investment advisor, which is also acting as our administrator. We have a chief executive officer, president, chief financial officer and chief compliance officer and, to the extent necessary, our board of directors may elect to hire additional personnel going forward. Our officers are employees of, and are compensated by, our investment advisor, and our allocable portion of the cost of our chief financial officer and chief compliance officer and their respective staffs are paid by us pursuant to the Administration Agreement. Some of our executive officers are also officers of our investment advisor. See "Management and Other Agreements — Administration Agreement."

MANAGEMENT AND OTHER AGREEMENTS

Our investment advisor is located at 1603 Orrington Avenue, Suite 1005, Evanston, Illinois 60201. Our investment advisor also maintains additional office space at 4201 Congress Street, Suite 250, Charlotte, North Carolina 28209, and 1140 Avenue of the Americas, 21st Floor, New York, New York 10036. Our investment advisor is registered as an investment adviser under the Advisers Act. Subject to the overall supervision of our board of directors and in accordance with the 1940 Act, our investment advisor manages our day-to-day operations and provides investment advisory services to us. Under the terms of the Investment Advisory Agreement, our investment advisor:

- determines the composition of our portfolio, the nature and timing of the changes to our portfolio and the manner of implementing such changes;
- assists us in determining what securities we purchase, retain or sell;
- identifies, evaluates and negotiates the structure of the investments we make (including performing due diligence on our prospective portfolio companies); and
- executes, closes, services and monitors the investments we make.

Investment Advisory Agreement

Management Fee

Pursuant to the Investment Advisory Agreement, we pay our investment advisor a fee for investment advisory and management services consisting of two components — a base management fee and an incentive fee.

Base Management Fee

The base management fee is calculated at an annual rate of 1.75% based on the average value of our total assets (other than cash or cash equivalents but including assets purchased with borrowed amounts) at the end of the two most recently completed calendar quarters, and appropriately adjusted for any share issuances or repurchases during the current calendar quarter. Base management fees for any partial quarter are appropriately prorated. The base management fee is payable quarterly in arrears.

Incentive Fee

The incentive fee consists of two parts. The first part is calculated and payable quarterly in arrears based on our pre-incentive fee net investment income for the quarter. Pre-incentive fee net investment income means interest income, dividend income and any other income (including any other fees such as commitment, origination, structuring, diligence and consulting fees or other fees that we receive from portfolio companies but excluding fees for providing managerial assistance) accrued during the calendar quarter, minus operating expenses for the quarter (including the base management fee, any expenses payable under the Administration Agreement (defined below) and any interest expense and dividends paid on any outstanding preferred stock, but excluding the incentive fee and excise taxes on realized gains). Pre-incentive fee net investment income includes, in the case of investments with a deferred interest feature (such as market discount, debt instruments with PIK income, preferred stock with PIK dividends and zero-coupon securities), accrued income we have not yet received in cash. The Investment Advisor is not under any obligation to reimburse us for any part of the incentive fee it receives that was based on accrued interest that we never collect.

Pre-incentive fee net investment income does not include any realized capital gains, taxes associated with such realized capital gains, realized capital losses, unrealized capital appreciation or depreciation or realized losses on extinguishment of debt. Because of the structure of the incentive fee, it is possible that we may pay an incentive fee in a quarter where we incur a loss. For example, if we generate pre-incentive fee net investment income in excess of the hurdle rate (as defined below) for a quarter, we will pay the applicable incentive fee even if we have incurred a loss in that quarter due to a net loss on investments or realized losses on extinguishment of debt.

Pre-incentive fee net investment income, expressed as a rate of return on the value of our weighted average net assets (defined as total assets less indebtedness and before taking into account any incentive fees payable during the period) at the end of the immediately preceding calendar quarter, is compared to a fixed "hurdle rate" of 2.0% per quarter. Under conditions such as the current rising interest rate environment, we may be able to invest our funds in debt instruments that provide for a higher return, which would increase our pre-incentive fee net investment income and make it easier for our investment advisor to surpass the fixed hurdle rate and receive an incentive fee based on such net investment income.

We pay our investment advisor an incentive fee with respect to our pre-incentive fee net investment income earned in each calendar quarter as follows:

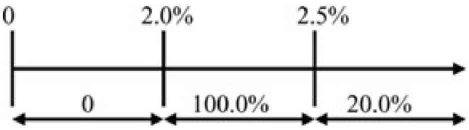
- no incentive fee in any calendar quarter in which the pre-incentive fee net investment income does not exceed the hurdle rate of 2.0%;
- 100% of our pre-incentive fee net investment income with respect to that portion of such pre-incentive fee net investment income, if any, that exceeds the hurdle rate but is less than 2.5% in any calendar quarter. We refer to this portion of our pre-incentive fee net investment income (that exceeds the hurdle rate but is less than 2.5%) as the "catch-up" provision. The catch-up is meant to provide our investment advisor with 20.0% of the pre-incentive fee net investment income as if a hurdle rate did not apply if net investment income exceeds 2.5% in any calendar quarter; and
- 20.0% of the amount of our pre-incentive fee net investment income, if any, that exceeds 2.5% in any calendar quarter.

These calculations are appropriately prorated for any period of less than three months and adjusted for any share issuances or repurchases during the current quarter.

The following is a graphical representation of the calculation of the quarterly income-related portion of the incentive fee:

__**Quarterly Incentive Fee Based on Pre-Incentive Fee Net Investment Income**__

Pre-incentive fee net investment income
(expressed as a percentage of the value of net assets)



Percentage of pre-incentive fee net investment income
allocated to income-related portion of incentive fee

The second part of the incentive fee is a capital gains incentive fee that is determined and paid in arrears as of the end of each fiscal year (or upon termination of the Investment Advisory Agreement, as of the termination date), and equals 20.0% of the net capital gains as of the end of the fiscal year. In determining the capital gains incentive fee to be paid in cash to the Investment Advisor, the Company calculates the cumulative aggregate realized capital gains and losses since the IPO (realized capital gains and losses include realized gains and losses on investments, net of income tax provision from realized gains on investments, and realized losses on extinguishment of debt), and the aggregate unrealized capital depreciation on investments as of the date of the calculation. At the end of the applicable year, the amount of capital gains that serves as the basis for the calculation of the capital gains incentive fee to be paid equals the cumulative aggregate realized capital gains on investments, less cumulative aggregate realized capital losses on investments, less aggregate unrealized capital depreciation on investments, and less cumulative aggregate realized losses on extinguishment of debt. If this number is positive at the end of such year, then the capital gains incentive fee to be paid in cash for such year equals 20.0% of such amount, less the aggregate amount of any capital gains incentive fees paid in all prior years. We accrue, but do not pay, a capital gains incentive fee in connection with any unrealized capital appreciation, as appropriate.

Examples of Quarterly Incentive Fee Calculation

Example 1: Income Related Portion of Incentive Fee

Alternative 1

Assumptions

Investment income (including interest, dividends, fees, etc.) = 1.25%

Hurdle rate [1] = 2.0%

Management fee [2] = 0.4375%

Other expenses (administrative service expenses, legal, accounting, custodian, transfer agent, etc.) [3] = 0.2%

Pre-incentive fee net investment income
(investment income – (management fee + other expenses)) = 0.6125%

Pre-incentive fee net investment income does not exceed hurdle rate, therefore there is no income-related incentive fee.

Alternative 2

Assumptions

Investment income (including interest, dividends, fees, etc.) = 2.9%

Hurdle rate [1] = 2.0%

Management fee [2] = 0.4375%

Other expenses (administrative service expenses, legal, accounting, custodian, transfer agent, etc.) [3] = 0.2%

Pre-incentive fee net investment income

(investment income – (management fee + other expenses)) = 2.2625%

Incentive fee	= 100% × pre-incentive fee net investment income (subject to “catch-up”) [4]
	= 100% × (2.2625% – 2.0%)
	= 0.2625%

Pre-incentive fee net investment income exceeds the hurdle rate, but does not fully satisfy the “catch-up” provision, therefore the income related portion of the incentive fee is 0.2625%.

Alternative 3

Assumptions

Investment income (including interest, dividends, fees, etc.) = 3.5%

Hurdle rate [1] = 2.0%

Management fee [2] = 0.4375%

Other expenses (administrative service expenses, legal, accounting, custodian, transfer agent, etc.) [3] = 0.2%

Pre-incentive fee net investment income
(investment income – (management fee + other expenses)) = 2.8625%
Incentive fee = 100% × pre-incentive fee net investment income (subject to “catch-up”) [4]
Incentive fee = 100% × “catch-up” + (20.0% × (pre-incentive fee net investment income – 2.5%))

“Catch-up”	= 2.5% – 2.0%
	= 0.5%

Incentive fee	= (100% × 0.5%) + (20.0% × (2.8625% – 2.5%))
	= 0.5% + (20.0% × 0.3625%)
	= 0.5% + 0.0725%
	= 0.5725%

Pre-incentive fee net investment income exceeds the hurdle rate and fully satisfies the “catch-up” provision, therefore the income related portion of the incentive fee is 0.5725%.

(1) Represents 8.0% annualized hurdle rate.
(2) Represents 1.75% annualized base management fee.
(3) Excludes organizational and offering expenses.
(4) The “catch-up” provision is intended to provide our investment advisor with an incentive fee of 20.0% on all pre-incentive fee net investment income as if a hurdle rate did not apply when our net investment income exceeds 2.5% in any fiscal quarter.

Example 2: Capital Gains Portion of Incentive Fee [*]:

Alternative 1

Assumptions

Year 1 : $5.0 million investment made in Company A ("Investment A"), and $7.5 million investment made in Company B ("Investment B")

Year 2 : Investment A sold for $12.5 million and fair market value ("FMV") of Investment B determined to be $8.0 million

Year 3 : FMV of Investment B determined to be $6.25 million

Year 4 : Investment B sold for $7.75 million

The capital gains portion of the incentive fee would be:

Year 1 : None

Year 2 : Capital gains incentive fee of $1.5 million — ($7.5 million realized capital gains on sale of Investment A multiplied by 20.0%)

Year 3 : None — $1.25 million (20.0% multiplied by ($7.5 million cumulative capital gains less $1.25 million cumulative capital depreciation)) less $1.5 million (previous capital gains fee paid in Year 2)

Year 4 : Capital gains incentive fee of $50,000 — $1.55 million ($7.75 million cumulative realized capital gains multiplied by 20.0%) less $1.5 million (capital gains incentive fee taken in Year 2)

Alternative 2

Assumptions

Year 1 : $4.0 million investment made in Company A ("Investment A"), $7.5 million investment made in Company B ("Investment B") and $6.25 million investment made in Company C ("Investment C")

Year 2 : Investment A sold for $12.5 million, FMV of Investment B determined to be $6.25 million and FMV of Investment C determined to be $6.25 million

Year 3 : FMV of Investment B determined to be $6.75 million and Investment C sold for $7.5 million

Year 4 : FMV of Investment B determined to be $8.75 million

Year 5 : Investment B sold for $5.0 million

The capital gains incentive fee, if any, would be:

Year 1 : None

Year 2 : $1.45 million capital gains incentive fee — 20.0% multiplied by $7.25 million ($8.5 million realized capital gains on Investment A less $1.25 million unrealized capital depreciation on Investment B)

Year 3 : $0.35 million capital gains incentive fee [1] — $1.8 million (20.0% multiplied by $9.0 million ($9.75 million cumulative realized capital gains less $0.75 million unrealized capital depreciation)) less $1.45 million capital gains incentive fee received in Year 2

Year 4 : None

Year 5 : None — $1.45 million (20.0% multiplied by $7.25 million (cumulative realized capital gains of $9.75 million less realized capital losses of $2.5 million)) is less than $1.8 million cumulative capital gains incentive fee paid in Year 2 and Year 3 [2]

* The hypothetical amounts of returns shown are based on a percentage of our total net assets and assume no leverage. There is no guarantee that positive returns will be realized and actual returns may vary from those shown in this example. The examples shown pertain to the capital gains portion of the incentive fee payable at the end of the fiscal year. We accrue, but do not pay, a capital gains incentive fee in connection with any unrealized capital appreciation, as appropriate.

(1) As illustrated in Year 3 of Alternative 2 above, if we were to be dissolved on a date other than our fiscal year end of any year, we may have paid aggregate capital gains incentive fees that are more than the amount of such fees that would be payable if we had been dissolved on our fiscal year end of such year.

(2) As noted above, it is possible that the cumulative aggregate capital gains fee received by our investment advisor ($1.8 million) is effectively greater than $1.45 million (20.0% of cumulative aggregate realized capital gains less net realized capital losses or net unrealized depreciation ($7.25 million)).

Payment of Our Expenses

All investment professionals of our investment advisor and/or its affiliates, when and to the extent engaged in providing investment advisory and management services to us, and the compensation and routine overhead expenses of personnel allocable to these services to us, are provided and paid for by our investment advisor and not by us. We bear all other out-of-pocket costs and expenses of our operations and transactions. See "Management's Discussion and Analysis of Financial Condition and Results of Operations – Overview – Expenses."

Duration and Termination

At a meeting of our board of directors on June 8, 2023, our board of directors, including a majority of the Independent Directors, unanimously voted to approve the continuation of the Investment Advisory Agreement to June 20, 2024. Unless terminated earlier, the Investment Advisory Agreement will automatically renew for successive annual periods if approved annually by our board of directors or by the affirmative vote of the holders of a majority of our outstanding voting securities (as that term is defined in the 1940 Act), including, in either case, approval by a majority of the Independent Directors.

In reaching a decision to approve the current Investment Advisory Agreement, our board of directors reviewed information comparing our investment performance to other externally managed BDCs with similar investment objectives and to appropriate market indices. The board also reviewed other information and considered, among other things:

- the nature, extent and quality of the advisory and other services (including administrative services provided under the Administrative Agreement as discussed below) provided to us by our investment advisor;
- the fee structure of comparative externally managed BDCs with similar investment objectives;
- our projected operating expenses and expense ratio compared to BDCs with similar investment objectives;
- our investment advisor's pro forma profitability with respect to managing us and providing administrative services under the Administrative Agreement;
- the limited potential for our investment advisor and its affiliates to derive additional "fall-out" benefits as a result of our relationship with our investment advisor; and
- various other matters.

Our board of directors did not rank or otherwise assign relative weights to the specific factors it considered in connection with its evaluation of the Investment Advisory Agreement, nor did it undertake to make any specific determination as to whether any particular factor, or any aspect of any particular factor, was favorable or unfavorable to the ultimate decision made by our board of directors. Rather, our board of directors based its approval of the Investment Advisory Agreement on the totality of information presented to it. In considering the factors discussed above, individual directors may have given different weights to different factors.

Based on the information reviewed and the factors discussed above, our board of directors (including the Independent Directors) concluded that the terms of the Investment Advisory Agreement, including the fee rates thereunder, are fair and reasonable in relation to the services provided and approved the continuation of the Investment Advisory Agreement as being in the best interests of FIC and our stockholders.

Conflicts of interest may arise if our investment advisor seeks to change the terms of the Investment Advisory Agreement, including, for example, the amount of the base management fee, the incentive fee or other compensation terms. In general, material amendments to the Investment Advisory Agreement must be approved by the affirmative vote of the holders of a majority of our outstanding voting securities (as that term is defined in the 1940 Act) and by a majority of our Independent Directors.

See "Item 1A. Risk Factors – Risks Relating to our Business and Structure – We are dependent upon our investment advisor's managing members and our executive officers for our future success. If our investment advisor was to lose any of its managing members or we lose any of our executive officers, our ability to achieve our investment objective could be significantly harmed."

Indemnification

The Investment Advisory Agreement provides that, absent willful misconduct, bad faith or gross negligence in the performance of its duties under the Investment Advisory Agreement or by reason of the reckless disregard of its duties and obligations under the Investment Advisory Agreement, our investment advisor and its affiliates, and their respective officers, directors, members, managers, partners, stockholders and employees, are entitled to indemnification from us from and against any claims or liabilities, including reasonable legal fees and other expenses reasonably incurred, arising out of or in connection with our investment advisor's performance of its duties and obligations under the Investment Advisory Agreement or otherwise as our investment advisor.

Administration Agreement

Pursuant to the Administration Agreement, Fidus Investment Advisors, LLC acts as our administrator and furnishes us with office facilities and equipment and clerical, book-keeping and record-keeping services at such facilities. Under the Administration Agreement, our investment advisor performs, or oversees the performance of, our required administrative services, which include being responsible for the financial records that we are required to maintain and preparing reports to our stockholders and reports filed with the SEC. In addition, our investment advisor assists us in determining and publishing our net asset value, overseeing the preparation and filing of our tax returns and the printing and dissemination of reports to our stockholders, and generally overseeing the payment of our expenses and the performance of administrative and professional services rendered to us by others. Under the Administration Agreement, our investment advisor also provides managerial assistance on our behalf to those portfolio companies that have accepted our offer to provide such assistance and we reimburse our Investment Advisor for fees and expenses incurred with providing such services. In addition, we reimburse our Investment Advisor for fees and expenses incurred while performing due diligence on our prospective portfolio companies, including "dead deal" costs for potential investments which are ultimately not pursued. Payments under the Administration Agreement are equal to an amount based upon our allocable portion of our investment advisor's overhead in performing its obligations under the Administration Agreement, including rent and our allocable portion of the cost of our officers, including our chief financial officer and chief compliance officer and their respective staffs. To the extent that our investment advisor outsources any of its functions, we will pay the fees associated with such functions on a direct basis without profit to our investment advisor.

At a meeting of our board of directors on June 8, 2023, our board of directors, including a majority of the Independent Directors, unanimously voted to approve the continuation of the Administration Agreement to June 20, 2024. Unless terminated earlier, the Administration Agreement will automatically renew for successive annual periods if approved annually by our board of directors or by the affirmative vote of the holders of a majority of our outstanding voting securities (as that term is defined in the 1940 Act), including, in either case, approval by a majority of our Independent Directors. In making the decision to approve the continuation of the Administration Agreement, our board of directors took into account, to the extent relevant, certain information set forth above under "Investment Advisory Agreement – Duration and Termination" with respect to its consideration of the Investment Advisory Agreement.

The Administration Agreement may be terminated by either party without penalty upon 60 days' written notice to the other party. The holders of a majority of our outstanding voting securities (as that term is defined in the 1940 Act) may also terminate the Administration Agreement without penalty.

Indemnification

The Administration Agreement provides that, absent willful misconduct, bad faith or gross negligence in the performance of its duties under the Administration Agreement or by reason of the reckless disregard of its duties and obligations under the Administration Agreement, our investment advisor and its affiliates, and their respective officers, directors, members, managers, stockholders and employees, are entitled to indemnification from us from and against any claims or liabilities, including reasonable legal fees and other expenses reasonably incurred, arising out of or in connection with our investment advisor's performance of its duties or obligations under the Administration Agreement or otherwise as our administrator.

License Agreement

We have entered into a license agreement with Fidus Partners, LLC under which Fidus Partners, LLC has agreed to grant us a non-exclusive (provided that there is not a change in control of Fidus Partners, LLC), royalty-free license to use the name "Fidus." Under this agreement, we have a right to use the "Fidus" name for so long as our investment advisor remains our investment advisor. Other than with respect to this limited license, we have no legal right to the "Fidus" name. This license agreement will remain in effect for so long as the Investment Advisory Agreement with our investment advisor remains in effect.

REGULATION

General

We and Fund I have elected to be regulated as BDCs under the 1940 Act and we have elected, and intend to qualify annually, to be treated as a RIC under Subchapter M of the Code. The 1940 Act contains prohibitions and restrictions relating to transactions between BDCs and their affiliates (including any investment advisors), principal underwriters and affiliates of those affiliates or principal underwriters and requires that a majority of the directors be persons other than "interested persons," as that term is defined in the 1940 Act. In addition, the 1940 Act provides that we may not change the nature of our business so as to cease to be, or to withdraw our election as, a BDC unless approved by a majority of our outstanding voting securities, as that term is defined in the 1940 Act.

We may invest up to 100% of our assets in securities acquired directly from issuers in privately negotiated transactions. With respect to such securities, we may, for the purpose of public resale, be deemed an "underwriter" as that term is defined in the Securities Act. Our intention is to not write (sell) or buy put or call options to manage risks associated with any publicly-traded securities that may from time-to-time be held by our portfolio companies, except that we may enter into hedging transactions to manage the risks associated with interest rate fluctuations. However, we may purchase or otherwise receive warrants to purchase the common stock of our portfolio companies in connection with acquisition financing or other investments. Similarly, in connection with an acquisition, we may acquire rights to require the issuers of acquired securities or their affiliates to repurchase them under certain circumstances. We also do not intend to acquire securities issued by any investment company (including Section 3(c)(1) and Section 3(c)(7) funds for this purpose), except for registered money market funds, that exceed the limits imposed by the 1940 Act. Under these limits, we generally cannot acquire more than 3% of the total outstanding voting stock of any investment company, invest more than 5% of the value of our total assets in securities issued by one investment company or invest more than 10% of the value of our total assets in securities issued by investment companies on an aggregate basis. With regard to that portion of our portfolio invested in securities issued by investment companies, it should be noted that such investments might subject our stockholders to additional expenses. These policies are not fundamental and, as a result, each may be changed by the vote of a majority of our board of directors without stockholder approval.

Qualifying Assets

Under the 1940 Act, a BDC may not acquire any asset other than assets of the type listed in section 55(a) of the 1940 Act, which are referred to as "qualifying assets," unless, at the time the acquisition is made, qualifying assets represent at least 70% of the company's total assets. The principal categories of qualifying assets relevant to our business are the following:

(a) Securities purchased in transactions not involving any public offering from the issuer of such securities, which issuer (subject to certain limited exceptions) is an eligible portfolio company, or from any person who is, or has been during the preceding 13 months, an affiliated person of an eligible portfolio company, or from any other person, subject to such rules as may be prescribed by the SEC. An eligible portfolio company is defined in the 1940 Act as any issuer that:
- is organized under the laws of, and has its principal place of business in, the U.S.;
- is not an investment company (other than a small business investment company wholly-owned by the BDC) or a company that would be an investment company but for certain exclusions under the 1940 Act; and
- satisfies either of the following:
  - does not have any class of securities listed on a national securities exchange or has any class of securities listed on a national securities exchange subject to a $250.0 million market capitalization maximum; or
  - is controlled by a BDC or a group of companies including a BDC, the BDC actually exercises a controlling influence over the management or policies of the eligible portfolio company, and, as a result, the BDC has an affiliated person who is a director of the eligible portfolio company.

(b) Securities of any eligible portfolio company which we control.

(c) Securities purchased in a private transaction from a U.S. issuer that is not an investment company or from an affiliated person of the issuer, or in transactions incident to such a private transaction, if the issuer is in bankruptcy and subject to reorganization or if the issuer, immediately prior to the purchase of its securities, was unable to meet its obligations as they came due without material assistance other than conventional lending or financing arrangements.

(d) Securities of an eligible portfolio company purchased from any person in a private transaction if there is no ready market for such securities and we already own 60% of the outstanding equity of the eligible portfolio company.

(e) Securities received in exchange for or distributed on or with respect to securities described above, or pursuant to the exercise of warrants or rights relating to such securities.

(f) Cash, cash equivalents, U.S. government securities or high-quality debt securities that mature in one year or less from the date of investment.

The regulations defining qualifying assets may change over time. We may adjust our investment focus as needed to comply with and/or take advantage of any regulatory, legislative, administrative or judicial actions in this area.

Managerial Assistance to Portfolio Companies

A BDC must be organized and have its principal place of business in the United States and must be operated for the purpose of making investments in the types of securities described in (a), (b) or (c) above. However, in order to count portfolio securities as qualifying assets for the purpose of the 70% requirement, the BDC must either control the issuer of the securities or must offer to make available to the issuer of the securities significant managerial assistance; except that, when the BDC purchases such securities in conjunction with one or more other persons acting together, one of the other persons in the group may make available such managerial assistance. Making available managerial assistance means, among other things, any arrangement whereby the BDC, through its directors, officers or employees, offers to provide, and, if accepted, does so provide, significant guidance and counsel concerning the management, operations or business objectives and policies of a portfolio company. Our investment advisor, in its capacity as our administrator, has agreed to provide such managerial assistance on our behalf to portfolio companies that request this assistance. We may receive fees for these services and will reimburse our investment advisor, in its capacity as our administrator, for its allocated costs in providing such assistance.

Temporary Investments

Pending investment in other types of qualifying assets, as described above, our investments may consist of cash, cash equivalents, U.S. government securities, repurchase agreements and high-quality debt investments that mature in one year or less from the date of investment, which we refer to, collectively, as temporary investments, so that 70% of our assets are invested in qualifying assets or temporary investments. We may from time to time invest in U.S. Treasury bills or in repurchase agreements, so long as the agreements are fully collateralized by cash or securities issued by the U.S. government, including securities issued by certain U.S. government agencies. A repurchase agreement involves the purchase by an investor, such as us, of a specified security and the simultaneous agreement by the seller to repurchase it at an agreed-upon future date and at a price that is greater than the purchase price by an amount that reflects an agreed-upon interest rate. There is no percentage restriction on the proportion of our assets that may be invested in such repurchase agreements. However, if more than 25% of our total assets constitute repurchase agreements from a single counterparty (other than repurchase agreements fully collateralized by U.S. government securities), we would not satisfy the asset diversification requirements for tax treatment as a RIC for U.S. federal income tax purposes. Accordingly, we do not intend to enter into any such repurchase agreements that would cause us to fail such asset diversification requirements. Our investment advisor monitors the creditworthiness of the counterparties with which we enter into repurchase agreement transactions.

Senior Securities

We are permitted, under specified conditions, to issue multiple classes of indebtedness and one class of stock senior to our common stock if our asset coverage, as defined in the 1940 Act, is at least equal to 150% immediately after each such issuance (exclusive of the SBA debentures pursuant to our SEC exemptive relief). In addition, while any senior securities remain outstanding, we must make provisions to prohibit any distribution to our stockholders or the repurchase of such securities or shares unless we meet the applicable asset coverage ratios at the time of the distribution or repurchase. We may also borrow amounts up to 5% of the value of our total assets for temporary or emergency purposes without regard to asset coverage. For a discussion of the risks associated with leverage, see "Risk Factors — Risks Relating to Our Business and Structure — Regulations governing our operation as a BDC affect our ability to raise, and the way in which we raise, additional capital that may have a negative effect on our growth."

Pursuant to Rule 18f-4 under the 1940 Act, the Company may use total return swaps for hedging purposes, subject to certain conditions, notwithstanding the restrictions on the issuance of senior securities and the use of leverage imposed by Sections 18 and 61 of the 1940 Act. The requirements of Rule 18f-4 would apply unless the BDC qualifies as a "limited derivatives user," as defined in Rule 18f-4. A BDC that enters into reverse repurchase agreements or similar financing transactions would need to aggregate the amount of indebtedness associated with the reverse repurchase agreements or similar financing transactions with the aggregate amount of any other senior securities representing indebtedness when calculating the BDC's asset coverage ratio. Under Rule 18f-4, a BDC may enter into an unfunded commitment agreement that is not a derivatives transaction, such as an agreement to provide financing to a portfolio company, if the BDC has a reasonable belief, at the time it enters into such an agreement, that it will have sufficient cash and cash equivalents to meet its obligations with respect to all of its unfunded commitment agreements, in each case as it becomes due. If the BDC cannot meet this requirement, it is required to treat unfunded commitments as a derivatives transaction subject to the requirements of the rule.

Codes of Ethics

We, Fund I and our investment advisor have adopted a joint code of ethics pursuant to Rule 17j-1 under the 1940 Act that establishes procedures for personal investments and restricts certain personal securities transactions. Additionally, our investment advisor has adopted a code of ethics pursuant to Rule 204A-1 under the Advisers Act and in accordance with Rule 17j-1(c). Personnel subject to the code of ethics may invest in securities for their personal investment accounts, including securities that may be purchased or held by us, so long as such investments are made in accordance with the code's requirements. You may read and copy these codes at the SEC's website at www.sec.gov. The joint code of ethics is also available on our website at *www.fdus.com*. We have also adopted a code of business conduct that is applicable to all officers, directors and employees of Fidus and our investment advisor that is available on our website.

Proxy Voting Policies and Procedures

In light of the types of investments held in our portfolio, it is unlikely that we will be called upon to vote our shares very often. In the event that we receive a proxy statement related to one of our portfolio companies, however, we have delegated our proxy voting responsibility to our investment advisor. The proxy voting policies and procedures of our investment advisor are set out below. The guidelines are reviewed periodically by our investment advisor and our Independent Directors, and, accordingly, are subject to change. For purposes of these proxy voting policies and procedures described below, "we," "our" and "us" refer to our investment advisor.

Introduction

As an investment adviser registered under the Advisers Act, our investment advisor has a fiduciary duty to act solely in our best interests. As part of this duty, our investment advisor recognizes that it must vote our securities in a timely manner free of conflicts of interest and in our best interests.

Our investment advisor's policies and procedures for voting proxies for its investment advisory clients are intended to comply with Section 206 of, and Rule 206(4)-6 under, the Advisers Act.

Proxy Policies

Our investment advisor will vote proxies relating to our portfolio securities in what it perceives to be the best interest of our stockholders. Our investment advisor reviews on a case-by-case basis each proposal submitted to a stockholder vote to determine its effect on the portfolio securities we hold. In most cases our investment advisor will vote in favor of proposals that it believes are likely to increase the value of the portfolio securities we hold. Although our investment advisor will generally vote against proposals that may have a negative effect on our portfolio securities, our investment advisor may vote for such a proposal if there exist compelling long-term reasons to do so.

Proxy voting decisions are made by our investment advisor's senior investment professionals who are responsible for monitoring each of our portfolio investments. To ensure that our investment advisor's vote is not the product of a conflict of interest, our investment advisor requires that (a) anyone involved in the decision-making process disclose to our chief compliance officer any potential conflict that he or she is aware of and any contact that he or she has had with any interested party regarding a proxy vote; and (b) employees involved in the decision-making process or vote administration are prohibited from revealing how our investment advisor intends to vote on a proposal in order to reduce any attempted influence from interested parties. Where conflicts of interest may be present, our investment advisor will disclose such conflicts to us, including our Independent Directors, and may request guidance from us on how to vote such proxies.

Proxy Voting Records

You may obtain information about how our investment advisor voted proxies for us by making a written request for proxy voting information to: Fidus Investment Corporation, 1603 Orrington Avenue, Suite 1005, Evanston, Illinois 60201, Attention: Investor Relations, or by calling Fidus Investment Corporation collect at (847) 859-3940.

Compliance Policies and Procedures

We, Fund I and our investment advisor have each adopted and implemented written policies and procedures reasonably designed to prevent violation of U.S. federal securities laws and are required to review these compliance policies and procedures annually for their adequacy and the effectiveness of their implementation. Our chief compliance officer is responsible for administering these policies and procedures.

Privacy Principles

We are committed to maintaining the privacy of our stockholders and to safeguarding their nonpublic personal information. The following information is provided to help you understand what personal information we collect, how we protect that information and why, in certain cases, we may share information with select other parties.

From time to time, we may receive nonpublic personal information relating to our stockholders. We do not disclose nonpublic personal information about our stockholders or former stockholders to anyone, except as required by law or as is necessary in order to service stockholder accounts (for example, to a transfer agent or third-party administrator).

We restrict access to nonpublic personal information about our stockholders to employees of our investment advisor, its affiliates or authorized service providers that have a legitimate business need for the information. We maintain physical, electronic and procedural safeguards designed to protect the nonpublic personal information of our stockholders.

Other

Under the 1940 Act, we are required to provide and maintain a bond issued by a reputable fidelity insurance company to protect us against larceny and embezzlement. Furthermore, as a BDC, we are prohibited from protecting any director or officer against any liability to us or our stockholders arising from willful misfeasance, bad faith, gross negligence or reckless disregard of the duties involved in the conduct of such person's office.

We may also be prohibited under the 1940 Act from knowingly participating in certain transactions with our affiliates without the prior approval of our Independent Directors and, in some cases, prior approval by the SEC. On June 30, 2014, we received an exemptive order from the SEC to permit us to exclude the senior securities issued by any SBIC subsidiary of the Company, including the Funds, from the definition of senior securities in the 150% asset coverage requirement applicable to the Company under the 1940 Act.

Small Business Administration Regulations

The Funds are licensed by the SBA to operate as SBICs under Section 301(c) of the Small Business Investment Act of 1958. Fund II and Fund III received their SBIC licenses on May 28, 2013, and March 21, 2019, respectively. We may issue SBA debentures to fund additional investments through the Funds.

SBICs are designed to stimulate the flow of private equity capital to eligible "small businesses" as defined by the SBA. Under SBA regulations, SBICs can provide financing in the form of debt and/or equity securities and provide consulting and advisory services to “eligible” small businesses. The Funds have typically invested in senior subordinated debt, acquired warrants and/or made other equity investments in qualifying small businesses.

Under current SBA regulations, eligible small businesses generally include businesses that (together with their affiliates) have a tangible net worth not exceeding $24.0 million and have average annual net income after U.S. federal income taxes not exceeding $8.0 million (average net income to be computed without benefit of any carryover loss) for the two most recent fiscal years. In addition, an SBIC must devote 25% of its investment capital to “smaller enterprises” as defined by the SBA. A smaller enterprise generally includes businesses (including their affiliates) that have a tangible net worth not exceeding $6.0 million and have average annual net income after U.S. federal income taxes not exceeding $2.0 million (average net income to be computed without benefit of any net carryover loss) for the two most recent fiscal years. SBA regulations also provide alternative size standard criteria to determine eligibility for designation as an eligible small business or smaller enterprises, which criteria depend on the industry in which the business (including its affiliates) is engaged and are based on the number of employees and gross revenue. However, once an SBIC has invested in a portfolio company, it may continue to make follow-on investments in the portfolio company, regardless of the size of the portfolio company at the time of the follow-on investment, up to the time of the portfolio company’s initial public offering.

The SBA prohibits an SBIC from providing funds to small businesses for certain purposes, such as relending and investments in businesses with the majority of their employees located outside of the U.S. and in businesses engaged in certain prohibited industries, such as project finance, real estate, or certain “passive” (non-operating) companies. In addition, under SBA regulations, without prior SBA approval, an SBIC may not invest more than 30% of its regulatory capital in any one portfolio company or its affiliates (assuming the SBIC intends to draw leverage equal to twice its regulatory capital).

The SBA places certain limitations on the financing terms of investments by SBICs in portfolio companies (such as limiting the permissible interest rate on debt securities held by an SBIC in a portfolio company). SBA regulations allow an SBIC to exercise control over a small business for a period of seven years from the date on which the SBIC initially acquires its control position. This control period may be extended for an additional period of time with the SBA’s prior written approval.

The SBA restricts the ability of an SBIC to lend money to any of its officers, directors and employees or to invest in affiliates thereof. The SBA also prohibits, without prior SBA approval, a “change of control” of an SBIC or transfers that would result in any person (or a group of persons acting in concert) owning 10% or more of a class of capital stock of a licensed SBIC. A “change of control” is any event that would result in the transfer of the power, direct or indirect, to direct the management and policies of an SBIC, whether through ownership, contractual arrangements or otherwise.

An SBIC (or group of SBICs under common control) may generally have outstanding debentures guaranteed by the SBA in amounts up to two times the amount of the regulatory capital of the SBIC(s). Debentures guaranteed by the SBA have a maturity of ten years, require semi-annual payments of interest, and do not require any principal payments prior to maturity. The amount of SBA-guaranteed debentures that affiliated SBIC funds can have outstanding is limited to $350.0 million, subject to SBA approval.

SBICs must invest idle funds that are not being used to make loans in investments permitted under SBA regulations in the following limited types of securities: (i) direct obligations of, or obligations guaranteed as to principal and interest by, the U.S. government, which mature within 15 months from the date of the investment; (ii) repurchase agreements with federally insured institutions with a maturity of seven days or less (and the securities underlying the repurchase obligations must be direct obligations of or guaranteed by the federal government); (iii) certificates of deposit with a maturity of one year or less, issued by a federally insured institution; (iv) a deposit account in a federally insured institution that is subject to a withdrawal restriction of one year or less; (v) a checking account in a federally insured institution; or (vi) a reasonable petty cash fund.

SBICs are periodically examined and audited by the SBA’s staff to determine their compliance with SBA regulations and are periodically required to file certain forms with the SBA.

Neither the SBA nor the U.S. government or any of its agencies or officers has approved any ownership interest to be issued by us or any obligation that we or any of our subsidiaries may incur.

Sarbanes-Oxley Act of 2002

The Sarbanes-Oxley Act of 2002, or the Sarbanes-Oxley Act, imposes a wide variety of regulatory requirements on publicly held companies and their insiders. Many of these requirements affect us. For example:

- pursuant to Rule 13a-14 under the Securities Exchange Act of 1934, as amended, or the Exchange Act, our principal executive officer and principal financial officer must certify the accuracy of the financial statements contained in our periodic reports;
- pursuant to Item 307 under Regulation S-K, our periodic reports must disclose our conclusions about the effectiveness of our disclosure controls and procedures;
- pursuant to Rule 13a-15 under the Exchange Act, our management must prepare an annual report regarding its assessment of our internal control over financial reporting; and
- pursuant to Item 308 of Regulation S-K and Rule 13a-15 under the Exchange Act, our periodic reports must disclose whether there were significant changes in our internal controls over financial reporting or in other factors that could significantly affect these controls subsequent to the date of their evaluation, including any corrective actions with regard to significant deficiencies and material weaknesses.

The Sarbanes-Oxley Act requires us to review our current policies and procedures to determine whether we comply with the Sarbanes-Oxley Act and the regulations promulgated under such act. We will continue to monitor our compliance with all regulations that are adopted under the Sarbanes-Oxley Act and will take actions necessary to ensure that we comply with that act.

The NASDAQ Global Select Market Corporate Governance Regulations

The NASDAQ Global Select Market has adopted corporate governance regulations with which listed companies must comply. We are in compliance with such corporate governance listing standards applicable to BDCs.

Election to Be Taxed as a RIC

We have elected to be treated as a RIC under Subchapter M of the Code. To maintain our tax status as a RIC, we must, among other things, meet certain source-of-income and asset diversification requirements (as described below). In addition, in order to maintain our status as a RIC, we generally must timely distribute to our stockholders, for each taxable year, at least 90% of our “investment company taxable income,” which is generally our net ordinary income plus the excess, if any, of realized net short-term capital gain over realized net long-term capital loss, or the Annual Distribution Requirement. Depending on the level of taxable income earned in a tax year, we may choose to carry forward taxable income in excess of current year distributions into the next tax year and pay a 4% nondeductible U.S. federal excise tax on such income. In such case, we generally must distribute any such carryover taxable income through a distribution declared prior to filing the final tax return for the year in which we generated such taxable income. Even if we maintain our status as a RIC, we generally will be subject to U.S. federal income tax at corporate rates on our undistributed taxable income and could be subject to U.S. federal excise, state, local and foreign taxes.

Taxation as a RIC

Provided that we maintain our status as a RIC and satisfy the Annual Distribution Requirement, we will not be subject to U.S. federal income tax on the portion of our investment company taxable income and net capital gain (which is defined as net long-term capital gain in excess of net short-term capital loss) that we timely distribute to stockholders as dividends. We will be subject to U.S. federal income tax at the regular corporate rates on any income or capital gain not distributed (or deemed distributed) to our stockholders.

We will be subject to a 4% nondeductible U.S. federal excise tax on certain undistributed income unless we distribute in a timely manner an amount at least equal to the sum of (1) 98% of our ordinary income for each calendar year, (2) 98.2% of our capital gain net income for the one-year period ending October 31 in that calendar year (or, if we so elect, for that calendar year) and (3) any income and capital gain net income that we recognized in preceding years, but were not distributed during such years, and on which we paid no U.S. federal income tax.

In order to maintain our status as a RIC for U.S. federal income tax purposes, we must, among other things:

- continue to qualify as a BDC or be registered as a management investment company under the 1940 Act at all times during each taxable year;
- derive in each taxable year at least 90% of our gross income from dividends, interest, payments with respect to certain securities loans, gains from the sale or other disposition of stock or other securities or foreign currencies, other income

derived with respect to our business of investing in such stock, securities or currencies and net income derived from an interest in a "qualified publicly traded partnership" (as defined in Subchapter M of the Code), or the 90% Income Test;

- satisfy the Annual Distribution Requirement; and
- diversify our holdings so that at the end of each quarter of the taxable year:
  - at least 50% of the value of our assets consists of cash, cash equivalents, U.S. Government securities, securities of other RICs, and other securities if such other securities of any one issuer do not represent more than 5% of the value of our assets or more than 10% of the outstanding voting securities of the issuer (which for these purposes includes the equity securities of a "qualified publicly traded partnership"); and
  - no more than 25% of the value of our assets is invested in (i) the securities, other than U.S. Government securities or securities of other RICs, of one issuer, (ii) the securities, other than securities of other RICs, of two or more issuers that are controlled, as determined under applicable tax rules, by us and that are engaged in the same or similar or related trades or businesses, or (iii) the securities of one or more "qualified publicly traded partnerships," or the Diversification Tests.

To the extent that we invest in entities treated as partnerships for U.S. federal income tax purposes (other than a "qualified publicly traded partnership"), we generally must include our allocable share of the items of gross income derived by the partnerships for purposes of the 90% Income Test, and the income that is derived from a partnership (other than, a "qualified publicly traded partnership") will be treated as qualifying income for purposes of the 90% Income Test only to the extent that such income is attributable to items of income of the partnership which would be qualifying income if realized by us directly. In addition, we generally must take into account our proportionate share of the assets held by partnerships (other than a "qualified publicly traded partnership") in which we are a partner for purposes of the Diversification Tests.

In order to meet the 90% Income Test, we have established several special purpose corporations, and in the future may establish additional corporations, to hold assets from which we do not anticipate earning dividends, interest or other qualifying income under the 90% Income Test (the "Taxable Subsidiaries"). Any investments held through the Taxable Subsidiaries are generally subject to U.S. federal income tax imposed at corporate rates and therefore we can expect to achieve a reduced after-tax yield on such investments.

We may be required to recognize taxable income in circumstances in which we do not receive a corresponding payment in cash. For example, if we hold debt instruments that are treated under applicable tax rules as having OID or debt instruments with PIK interest, we must include in income each year a portion of the OID that accrues over the life of the instrument and PIK interest, regardless of whether cash representing such income is received by us in the same taxable year. We may also have to include in income other amounts that we have not yet received in cash, such as deferred loan origination fees that are paid after origination of the loan or are paid in non-cash compensation such as warrants or stock. We anticipate that a portion of our income may constitute OID or other income required to be included in taxable income prior to our receipt of cash.

Because any OID or other amounts accrued will be included in our investment company taxable income for the year of the accrual, we may be required to make a distribution to our stockholders in order to satisfy the Annual Distribution Requirement, even though we will not have received any corresponding cash amount. As a result, we may have difficulty meeting the Annual Distribution Requirement. We may have to sell some of our investments at times and/or at prices we would not consider advantageous, raise additional debt or equity capital or forgo new investment opportunities for this purpose. If we are not able to obtain cash from other sources, we may fail to qualify for RIC tax treatment and thus become subject to U.S. federal income tax.

Furthermore, a portfolio company in which we invest may face financial difficulty that requires us to work-out, modify or otherwise restructure our investment in the portfolio company. Any such restructuring may result in unusable capital losses and future non-cash income. Any restructuring may also result in our recognition of a substantial amount of non-qualifying income for purposes of the 90% Income Test, such as cancellation of indebtedness income in connection with the work-out of a leveraged investment (which, while not free from doubt, may be treated as non-qualifying income) or the receipt of other non-qualifying income.

Gain or loss realized by us from warrants acquired by us, as well as any loss attributable to the lapse of such warrants, generally will be treated as capital gain or loss. Such gain or loss generally will be long-term or short-term, depending on how long we held a particular warrant.

Investments by us in non-U.S. securities may be subject to non-U.S. income, withholding and other taxes, and therefore, our yield on any such securities may be reduced by such non-U.S. taxes. Stockholders will generally not be entitled to claim a credit or deduction with respect to non-U.S. taxes paid by us.

Although we do not presently expect to do so, we are authorized to borrow funds and to sell assets in order to satisfy the Annual Distribution Requirement and the 4% U.S. federal excise tax. However, under the 1940 Act, we are not permitted to make distributions to our stockholders while our debt obligations and other senior securities are outstanding unless certain "asset coverage" tests are met. See "Regulation — Qualifying Assets" and "Regulation — Senior Securities." Moreover, our ability to dispose of assets to satisfy the Annual Distribution Requirement and the 4% U.S. federal excise tax may be limited by (1) the illiquid nature of our portfolio and (2) other requirements relating to our status as a RIC, including the Diversification Tests. If we dispose of assets in order to meet the Annual Distribution Requirement or the 4% U.S. federal excise tax, we may make such dispositions at times that, from an investment standpoint, are not advantageous.

A RIC is limited in its ability to deduct expenses in excess of its "investment company taxable income." If our expenses in a given year exceed investment company taxable income, we would experience a net operating loss for that year. As a RIC, we are not allowed to carry forward or carry back a net operating loss for purposes of computing our investment company taxable income in other taxable years. U.S. federal income tax law generally permits a RIC to carry forward (i) the excess of its net short-term capital loss over its net long-term capital gain for a given year as a short-term capital loss arising on the first day of the following year and (ii) the excess of its net long-term capital loss over its net short-term capital gain for a given year as a long- term capital loss arising on the first day of the following year. However, future transactions in which we may engage could cause our ability to use any capital loss carryforwards, and unrealized losses once realized, to be limited under Section 382 of the Code.

Certain of our investment practices may be subject to special and complex U.S. federal income tax provisions that may, among other things, (i) disallow, suspend or otherwise limit the allowance of certain losses or deductions, (ii) convert lower taxed long-term capital gain and qualified dividend income into higher taxed short-term capital gain or ordinary income, (iii) convert an ordinary loss or a deduction into a capital loss (the deductibility of which is more limited), (iv) cause us to recognize income or gain without a corresponding receipt of cash, (v) adversely affect the time as to when a purchase or sale of stock or securities is deemed to occur, (vi) adversely alter the characterization of certain complex financial transactions, and (vii) produce income that will not be qualifying income for purposes of the 90% Income Test. We will monitor our transactions and may make certain tax elections in order to mitigate the effect of these provisions.

As described above, to the extent that we invest in equity securities of entities that are treated as partnerships for U.S. federal income tax purposes, the effect of such investments for purposes of the 90% Income Test and the Diversification Tests will depend on whether or not the partnership is a "qualified publicly traded partnership" (as defined in Subchapter M of the Code). If the partnership is a "qualified publicly traded partnership," the net income derived from such investments will be qualifying income for purposes of the 90% Income Test and will be "securities" for purposes of the Diversification Tests. If the partnership, however, is not treated as a "qualified publicly traded partnership," then the consequences of an investment in the partnership will depend upon the amount and type of income and assets of the partnership allocable to us. The income derived from such investments may not be qualifying income for purposes of the 90% Income Test and, therefore, could adversely affect our tax treatment as a RIC. We intend to monitor our investments in equity securities of entities that are treated as partnerships for U.S. federal income tax purposes to prevent our disqualification as a RIC.

We may invest in preferred securities or other securities the U.S. federal income tax treatment of which may not be clear or may be subject to recharacterization by the Internal Revenue Service ("IRS"). To the extent the tax treatment of such securities or the income from such securities differs from the expected tax treatment, it could affect the timing or character of income recognized, requiring us to purchase or sell securities, or otherwise change our portfolio, in order to comply with the tax rules applicable to RICs under Subchapter M of the Code.

We may make distributions that are payable in cash or shares of our stock at the election of each stockholder. In accordance with Treasury regulations and published guidance issued by the Internal Revenue Service, a publicly offered RIC may treat distributions of its own stock as counting towards its RIC distribution requirements if each stockholder may elect to receive his, her, or its entire distribution in either cash or stock of the RIC. The IRS has issued a revenue procedure indicating that this rule will apply if the total amount of cash to be distributed is not less than 20% of the total distribution. Under this revenue procedure, if too many stockholders elect to receive their distributions in cash, the cash available for distribution must be allocated among the shareholders electing to receive cash (with the balance of the distribution paid in stock). If we qualify as a publicly offered RIC and decide to make any distributions that are payable in part in shares of our stock, U.S. stockholders receiving such distributions will be required to include the full amount of the distribution (whether received in cash, shares of our stock, or a combination thereof) as ordinary income (or as long-term capital gain to the extent such distribution is properly reported as a capital gain dividend) to the extent of our current and accumulated earnings and profits. As a result, a U.S. stockholder may be required to pay tax with respect to such distributions in excess of any cash received. If a U.S. stockholder sells the stock it receives in order to pay this tax, the sales proceeds may be less than the amount included in income with respect to the distribution, depending on the market price of our stock at the time of the sale. Furthermore, with respect to non-U.S. stockholders, we may be required to withhold U.S. federal tax with respect to such distributions, including in respect of all or a portion of such distributions that are payable in stock. In addition, if a significant number of our stockholders determine to sell shares of our stock in order to pay taxes owed on such distributions, it may put downward pressure on the trading price of shares of our stock.

We may decide to retain some or all of our long-term capital gains in excess of the amount required to satisfy the Annual Distribution Requirement, but designate the retained amount as a "deemed distribution." In that case, among other consequences, we will pay tax on the retained amount on behalf of the stockholders. Each U.S. stockholder will be required to include his, her or its share of the deemed distribution in income as if it had been actually distributed to the U.S. stockholder, and the stockholder will be entitled to claim a credit equal to his, her or its allocable share of the tax paid thereon by us. Since non-U.S. stockholders generally would not have U.S. tax liability with respect to the deemed capital gain distribution, they would not be entitled to credit the tax paid by us for U.S. tax purposes. Whether non-U.S. stockholders could claim a credit with respect to their non-U.S. tax liability will depend on the foreign tax credit rules of the country in which they are a resident. In order to utilize the deemed distribution approach, we must provide written notice to our stockholders prior to the expiration of 60 days after the close of the relevant taxable year. We cannot treat any of our investment company taxable income as a "deemed distribution."

Failure to Obtain RIC Tax Treatment

If we fail to satisfy the 90% Income Test or the Diversification Tests for any taxable year, we may nevertheless continue to qualify as a RIC for such year if certain cure provisions are applicable (which may, among other things, require us to pay certain U.S. federal taxes or to dispose of certain assets).

If we were unable to maintain our tax treatment as a RIC, we would be subject to U.S. federal income tax on all of our taxable income imposed at corporate rates. We would not be able to deduct distributions to stockholders, nor would distributions be compulsory. Distributions would generally be taxable to our stockholders as dividend income to the extent of our current and accumulated earnings and profits. Subject to certain holding period and other limitations under Subchapter M of the Code, any such distributions to non-corporate shareholders may qualify as "qualified dividends" that are subject to U.S. federal income tax at a rate of 20%, and corporate distributees may be eligible for the dividends-received deduction. Distributions in excess of our current and accumulated earnings and profits would be treated first as a return of capital to the extent of the stockholder's adjusted tax basis, and any remaining distributions would be treated as a capital gain.

To requalify as a RIC for U.S. federal income tax purposes in a subsequent taxable year, we would be required to satisfy the RIC qualification requirements for that year and dispose of any earnings and profits from any year in which we failed to qualify as a RIC. Subject to a limited exception applicable to RICs that qualified as such under Subchapter M of the Code for at least one year prior to disqualification and that requalify as a RIC no later than the second year following the non-qualifying year, we could be subject to tax on any unrealized net built-in appreciation on the assets held by us during the period in which we failed to qualify as a RIC that are recognized within the subsequent five years, unless we made a special election to pay U.S. federal income tax at corporate rates on such built-in gain at the time of our requalification as a RIC.

Item 1A. Risk Factors.

RISK FACTORS

Investing in our securities involves a number of significant risks. You should carefully consider these risk factors, together with all of the other information included in this Annual Report and other reports and documents filed by us with the SEC. The risks set out below are not the only risks we face. Additional risks and uncertainties not presently known to us or not presently deemed material by us may also impair our operations and performance. If any of the following events occur, our business, financial condition, results of operations and cash flows could be materially and adversely affected. In such case, our net asset value and the trading price of our common stock could decline, and you may lose all or part of your investment.

SUMMARY OF RISK FACTORS

The following is a summary of the principal risks that you should carefully consider before investing in our securities. These and other risk factors are described more fully in this “Item 1A. Risk Factors.”

Risks Relating to Our Business and Structure

- We operate in a highly competitive market for investment opportunities, which could reduce returns and result in losses.
- We may have potential conflicts of interest related to obligations that our investment advisor may have to other clients.
- We may have conflicts related to other arrangements with our investment advisor.
- The Funds are licensed by the SBA, and, therefore, are subject to SBA regulations.
- SBA regulations limit the amount of SBA-guaranteed debt that may be borrowed by an SBIC.
- The alterative reference rates that have replaced LIBOR in our credit arrangements and other financial instruments may not yield the same or similar economic results as LIBOR over the life of such transactions.
- Global economic, political and market conditions may adversely affect our business, results of operations and financial condition, including our revenue growth and profitability.
- We are currently operating in a period of capital markets disruption and economic uncertainty.
- We may not be able to pay you distributions, our distributions may not grow over time, a portion of distributions paid to you may be a return of capital, and investors in our debt securities may not receive all of the interest income to which they are entitled.
- We may choose to pay dividends in our own stock, in which case you may be required to pay tax in excess of the cash you receive.
- Due to current market conditions, we may reduce or defer our dividends and choose to incur U.S. federal excise tax in order preserve cash and maintain flexibility.
- Internal and external cyber threats, as well as other disasters, could impair our ability to conduct business effectively.
- Public health threats may impact the businesses in which we invest and affect our business, operating results and financial condition.

Risks Relating to Our Investments

- Economic recessions or downturns could impair our portfolio companies and harm our operating results.
- Our investments in portfolio companies may be risky, and we could lose all or part of our investment.
- The lack of liquidity in our investments may adversely affect our business.
- We may not have the funds to make additional investments in our portfolio companies that could impair the value of our portfolio.
- Defaults by our portfolio companies will harm our operating results.
- We are a non-diversified investment company within the meaning of the 1940 Act; therefore we are not limited with respect to the proportion of our assets that may be invested in securities of a single issuer.

Risks Relating to Our Common Stock

- Shares of closed-end investment companies, including business development companies, frequently trade at a discount to their net asset value.
- If, in the future, we sell common stock at a discount to our net asset value per share, stockholders who do not participate in such sale will experience immediate dilution in an amount that may be material.
- Our net asset value may have changed significantly since our last valuation.
- The market price of our securities may fluctuate significantly.
- Sales of substantial amounts of our common stock may have an adverse effect on the market price of our common stock.

Risks Relating to Our Business and Structure

We are dependent upon our investment advisor's managing members and our executive officers for our future success. If our investment advisor was to lose any of its managing members or we lose any of our executive officers, our ability to achieve our investment objective could be significantly harmed.

We depend on the investment expertise, skill and network of business contacts of the managing members of our investment advisor, who evaluate, negotiate, structure, execute and monitor our investments. Our future success will depend to a significant extent on the continued service and coordination of the investment professionals of our investment advisor and executive officers. Certain investment professionals and executives may not devote all of their business time to our operations and may have other demands on their time as a result of other activities. The departure of any of these individuals could have a material adverse effect on our ability to achieve our investment objective.

Our business model depends, to a significant extent, upon strong referral relationships with financial institutions, sponsors and investment professionals. Any inability of our investment advisor to maintain or develop these relationships, or the failure of these relationships to generate investment opportunities, could adversely affect our business.

We depend upon the investment professionals of our investment advisor to maintain their relationships with financial institutions, sponsors and other investment professionals, and we intend to rely to a significant extent upon these relationships to provide us with potential investment opportunities. If the investment professionals of our investment advisor fail to maintain such relationships, or to develop new relationships with other sources of investment opportunities, we will not be able to grow our investment portfolio. In addition, individuals with whom the investment professionals of our investment advisor have relationships are not obligated to provide us with investment opportunities, and, therefore, we can offer no assurance that these relationships will generate investment opportunities for us in the future.

Any failure to manage our business and our future growth effectively could have a material adverse effect on our business, financial condition and results of operations.

Our ability to achieve our investment objective and grow depends on our ability to manage our business and deploy our capital effectively. This depends, in turn, on our investment advisor's ability to identify, evaluate and monitor companies that meet our investment criteria. Accomplishing our investment objectives on a cost-effective basis depends upon our investment advisor's execution of our investment process, its ability to provide competent, attentive and efficient services to us and, to a lesser extent, our ability to access financing on acceptable terms. Our investment advisor has substantial responsibilities under the Investment Advisory Agreement. In addition, our investment advisor's investment professionals may be called upon to provide managerial assistance to our portfolio companies. These activities may distract them or slow our rate of investment.

We may suffer credit losses and our investments could be rated below investment grade.

Private debt in the form of second lien, subordinated, and first lien loans (senior secured or unitranche loans) to corporate and asset-based borrowers is highly speculative and involves a high degree of risk of credit loss, and therefore an investment in our shares of common stock may not be suitable for someone with a low tolerance for risk. These risks are likely to increase during an economic downturn or recession.

In addition, investments in our portfolio typically are not rated by any rating agency. We believe that if such investments were rated, the vast majority would be rated below investment grade (which is sometimes referred to as "junk") due to speculative characteristics of the issuer's capacity to pay interest and repay principal. Our investments may result in an amount of risk, volatility or potential loss of principal that is greater than that of alternative investments.

Because we borrow money and may in the future issue additional senior securities, including preferred stock and debt securities, the potential for gain or loss on amounts invested in us is magnified and may increase the risk of investing in us.

Borrowings, also known as leverage, magnify the potential for gain or loss on amounts invested and, therefore, increase the risks associated with investing in us. The Funds borrow from and issue debt securities to the SBA, and we may borrow from banks and other lenders in the future. The SBA has fixed dollar claims on the Funds' assets that are superior to the claims of our stockholders. We may also borrow from banks and other lenders or issue additional senior securities including preferred stock and debt securities in the future. If the value of our assets increases, then leveraging would cause the net asset value attributable to our common stock to increase more sharply than it would have had we not used leverage. Conversely, if the value of our assets decreases, leveraging would cause net asset value to decline more sharply than it otherwise would have had we not leveraged. Similarly, any increase in our income in excess of interest payable on the borrowed funds would cause our net income to increase more than it would without the leverage, while any decrease in our income would cause net income to decline more sharply than it would have had we not borrowed. Such a decline could negatively affect our ability to make distributions to our stockholders. Leverage is generally considered a speculative investment technique.

Our ability to achieve our investment objectives may depend in part on our ability to achieve additional leverage on favorable terms by borrowing from the SBA, banks or other lenders, and there can be no assurance that such additional leverage can in fact be achieved.

As a BDC, we are generally required to meet a coverage ratio at least equal to 150% of total assets to total borrowings and other senior securities, which include all of our borrowings (other than the Funds' SBA leverage under the terms of SEC exemptive relief) and any preferred stock we may issue in the future. If this ratio declines below 150%, we may not be able to incur additional debt and may need to sell a portion of our investments to repay some debt when it is disadvantageous to do so, and we may not be able to make distributions to our stockholders.

The following table illustrates the effect of leverage on returns from an investment in our common stock assuming various annual returns, net of expenses. The calculations in the table below are hypothetical and actual returns may be higher or lower than those appearing in the table below.

	Assumed Return on Our Portfolio (Net of Expenses)				
	(10.0) %	**(5.0) %**	**0.0 %**	**5.0 %**	**10.0 %**
Corresponding return to common stockholder [(1)]	(22.0) %	(12.8) %	(3.5) %	5.7 %	15.0 %

(1) Assumes $1,090,898 in total assets, $210,000 in outstanding SBA debentures, no borrowings under the Credit Facility (as defined below), $15,880 in Secured Borrowings, $250,000 outstanding of our unsecured notes, $589,474 in net assets as of December 31, 2023, and an average cost of funds of 4.346%.

Effective April 29, 2020, our asset coverage requirement was reduced from 200% to 150%, which could increase the risk of investing in the Company.

The 1940 Act generally prohibits the Company from incurring indebtedness unless immediately after such borrowing we have an asset coverage for total borrowings of at least 200% (i.e., the amount of debt may not exceed 50% of the value of our assets) or 150% if certain requirements under the 1940 Act are met. On April 29, 2019, our Board, including a majority of the independent directors, approved a minimum asset coverage ratio of 150% as set forth in Section 61(a)(2) of the 1940 Act. As a result, we are subject to the 150% asset coverage ratio, effective as of April 29, 2020. We are required to make certain disclosures on our website and in SEC filings regarding, among other things, the receipt of approval to increase our leverage, our leverage capacity and usage, and risks related to leverage.

Leverage is generally considered a speculative investment technique and increases the risk of investing in our securities. Leverage magnifies the potential for loss on investments in our indebtedness and on invested equity capital. As we use leverage to partially finance our investments, our stockholders will experience increased risks of investing in our securities. If the value of our assets increases, then leveraging would cause the NAV attributable to our common stock to increase more sharply than it would have had we not leveraged. Conversely, if the value of our assets decreases, leveraging would cause NAV to decline more sharply than it otherwise would have had we not leveraged our business. Similarly, any increase in our income in excess of interest payable on the borrowed funds would cause our net investment income to increase more than it would without the leverage, while any decrease in our income would cause net investment income to decline more sharply than it would have had we not borrowed. Such a decline could negatively affect our ability to pay common stock dividends, scheduled debt payments, or other payments related to our securities. Increased leverage may also cause a downgrade of our credit rating. Leverage is generally considered a speculative investment technique.

All of our portfolio investments are recorded at fair value as determined in good faith by our board of directors, and, as a result, there is uncertainty as to the value of our portfolio investments and the valuation process for certain of our portfolio holdings creates a conflict of interest.

All of our portfolio investments take the form of debt and equity securities that are not publicly-traded. The debt and equity securities in which we invest for which market quotations are not readily available are valued at fair value as determined in good faith by our board of directors. As part of the valuation process, we may take into account the following types of factors, if relevant, in determining the fair value of our investments:

- a comparison of the portfolio company's securities to comparable publicly-traded securities;
- the enterprise value of a portfolio company;
- the nature and realizable value of any collateral;
- the portfolio company's ability to make payments and its earnings and discounted cash flow;
- the markets in which the portfolio company does business; and
- changes in the interest rate environment and the credit markets generally that may affect the price at which similar investments may be made in the future and other relevant factors.

The fair value of each investment in our portfolio is determined quarterly by our board of directors. Any changes in fair value of portfolio securities from the prior period are recorded in our consolidated statement of operations as net change in unrealized appreciation or depreciation.

In connection with that determination, investment professionals from our investment advisor prepare portfolio company valuations based upon the most recent portfolio company financial statements available and projected financial results of each portfolio company. In addition, certain members of our board of directors have a pecuniary interest in our investment advisor. The participation of our investment advisor's investment professionals in our valuation process, and the pecuniary interest in our investment advisor by certain members of our board of directors, may result in a conflict of interest as the management fees that we pay our investment advisor are based on our total assets (other than cash and cash equivalents but including assets purchased with borrowed amounts).

Our board of directors engages one or more independent third-party valuation firm(s) to conduct independent appraisals of a selection of our portfolio investments for which market quotations are not readily available. Each portfolio company investment is generally appraised by the valuation firm(s) at least once every calendar year and each new portfolio company investment is appraised at least once in the twelve-month period following the initial investment. In certain instances, we may determine that it is not cost-effective, and as a result it is not in our stockholders' best interest, to request the independent appraisal of certain portfolio company investments. Such instances include, but are not limited to, situations where we determine that the fair value of the portfolio company investment is relatively insignificant to the fair value of the total portfolio. Our board of directors consulted with the independent valuation firm(s) in arriving at our determination of fair value for 18 and 16 of our portfolio company investments representing 29.9% and 29.5% of the total portfolio investments at fair value (exclusive of new portfolio company investments made during the three months ended December 31, 2023 and 2022, respectively) as of December 31, 2023 and 2022, respectively.

Due to the inherent uncertainty of determining the fair value of investments that do not have a readily available market quotation, the fair value of our investments may differ significantly from the values that would have been used had a readily available market quotation existed for such investments, and the differences could be material. Declines in prices and liquidity in the corporate debt markets may also result in significant net unrealized depreciation in our debt portfolio. Our net asset value could be adversely affected if our determinations regarding the fair value of our investments were materially higher than the values that we ultimately realize upon the disposal of such investments.

We operate in a highly competitive market for investment opportunities, which could reduce returns and result in losses.

A number of entities compete with us to make the types of investments that we make. We compete with public and private funds, other BDCs, SBICs, commercial and investment banks, commercial financing companies and, to the extent they provide an alternative form of financing, private equity and hedge funds. Many of our competitors are substantially larger and have considerably greater financial, technical and marketing resources than we do. For example, we believe some of our competitors may have access to funding sources that are not available to us. In addition, some of our competitors may have higher risk tolerances or different risk assessments. These characteristics could allow our competitors to consider a wider variety of investments, establish more relationships and offer better pricing and more flexible structuring than we offer. We may lose investment opportunities if we do not match our competitors' pricing, terms and structure. If we match our competitors' pricing, terms and structure, we may experience a decrease in net investment income or an increase in risk of capital loss. A significant part of our competitive advantage stems from the fact that the lower middle-market is underserved by traditional commercial and investment banks, and generally has less access to capital. A significant increase in the number and/or the size of our competitors in this target market could force us to accept less attractive investment terms.

Furthermore, many of our competitors are not subject to the regulatory restrictions that the 1940 Act imposes on us as a BDC or the source-of-income, asset diversification and distribution requirements we must satisfy to maintain our RIC tax treatment. The competitive pressures we face may have a material adverse effect on our business, financial condition and results of operations. As a result of this existing and potentially increasing competition, we may not be able to take advantage of attractive investment opportunities from time to time, and we may not be able to identify and make investments that are consistent with our investment objective.

Our management and incentive fee structure may create incentives for our investment advisor that are not fully aligned with the interests of our stockholders and may encourage our investment advisor to make speculative investments.

The management and incentive fees paid to our investment advisor are based on our total assets (other than cash or cash equivalents but including assets purchased with borrowed amounts), and our investor advisor may therefore benefit when we incur debt or use leverage. This fee structure may encourage our investment advisor to cause us to borrow money to finance additional investments. Under certain circumstances, the use of borrowed money may increase the likelihood of default, which would disfavor our stockholders. Our board of directors is charged with protecting our interests by monitoring how our investment advisor addresses these and other conflicts of interests. Our board of directors is not expected to review or approve each borrowing or incurrence of leverage. However, our board of directors periodically reviews our investment advisor's portfolio management decisions and portfolio performance. In addition, our board of directors at least annually reviews the services provided by and fees paid to our investment advisor. In connection with these reviews, our board of directors, including a majority of our Independent Directors, considers whether the fees and expenses (including those related to leverage) that we pay to our investment advisor are fair and reasonable in relation to the services provided and must approve renewal of our Advisory Agreement.

The part of the incentive fee payable to our investment advisor that relates to our net investment income is computed and paid on income that includes interest income that has been accrued but not yet received in cash. This fee structure may encourage our investment advisor to favor debt financings that provide for deferred interest (PIK interest), rather than current cash payments of interest. Our investment advisor may have an incentive to invest in deferred interest securities in circumstances where it would not have done so but for the opportunity to continue to earn the incentive fee even when the issuers of the deferred interest securities would not be able to make actual cash payments to us on such securities. This risk could be increased because our investment advisor is not obligated to reimburse us for any incentive fees received even if we subsequently incur losses or never receive in cash the deferred interest that was previously accrued.

The incentive fee is based, in part, upon net capital gains realized on our investments. Unlike the portion of the incentive fee based on income, there is no hurdle rate applicable to the portion of the incentive fee based on net capital gains. As a result, our investment advisor may have a tendency to invest more capital in investments that are likely to result in capital gains as compared to income producing securities. Such a practice could result in our investing in more speculative securities than would otherwise be the case, which could result in higher investment losses, particularly during economic downturns.

We may be obligated to pay our investment advisor incentive compensation even if we incur a loss and may pay more than 20% of our net capital gains because we cannot recover payments made in previous years.

Our investment advisor will be entitled to incentive compensation for each fiscal quarter in an amount equal to a percentage of the excess of our pre-incentive fee net investment income for that quarter above a threshold return for that quarter. Our pre-incentive fee net investment income for incentive compensation purposes excludes realized and unrealized capital losses that we may incur in the fiscal quarter, even if such capital losses result in a net loss on our consolidated statement of operations for that quarter. Thus, we may be required to pay our investment advisor incentive compensation for a fiscal quarter even if there is a decline in the value of our portfolio or we incur a net loss for that quarter. Further, if we pay an incentive fee of 20% of our realized capital gains (net of all realized capital losses and unrealized capital depreciation on a cumulative basis) and thereafter experience additional realized capital losses or unrealized capital depreciation, we will not be able to recover any portion of the incentive fee previously paid.

A general increase in interest rates will likely have the effect of making it easier for the investment advisor to receive incentive fees, without necessarily resulting in an increase in our net earnings.

We are currently in a rising interest rate environment. Given the structure of the Investment Advisory Agreement, any general increase in interest rates can be expected to lead to higher interest rates applicable to our debt investments and will likely have the effect of making it easier for the investment advisor to meet the quarterly hurdle rate for payment of income incentive fees under the Investment Advisory Agreement without any additional increase in relative performance on the part of the investment advisor. This may occur without a corresponding increase in distributions to our stockholders. In addition, in view of the catch-up provision applicable to income incentive fees under the Investment Advisory Agreement, the investment advisor could potentially receive a significant portion of the increase in our investment income attributable to such a general increase in interest rates. If that were to occur, our increase in net earnings, if any, would likely be significantly smaller than the relative increase in the investment advisor's income incentive fee resulting from such a general increase in interest rates.

We may have potential conflicts of interest related to obligations that our investment advisor may have to other clients.

Currently, the Company, the Funds, Fidus Credit Opportunities, L.P., Fidus Equity Opportunities Fund, L.P., and Fidus Equity Fund I, L.P. are the only investment vehicles managed by our investment advisor. The Investment Advisory Agreement does not limit our investment advisor's ability to act as an investment advisor to other funds, including other BDCs, or other investment advisory clients. To the extent our investment advisor acts as an investment advisor to other funds or clients, including Fidus Credit Opportunities, L.P., Fidus Equity Opportunities Fund, L.P., and Fidus Equity Fund I, L.P., we may have conflicts of interest with our investment advisor or its other clients that elect to invest in similar types of securities as those in which we invest. Members of our investment advisor's investment committee serve or may serve as officers, directors or principals of entities that operate in the same or a related line of business as we do, or of investment funds or other investment vehicles managed by our investment advisor. In serving in these multiple capacities, they may have obligations to other clients or investors in those entities, the fulfillment of which may not be in the best interests of us or our stockholders. Our investment advisor will seek to allocate investment opportunities among eligible accounts in a manner that is fair and equitable over time and consistent with an allocation policy approved by our board of directors.

To the extent our investment advisor forms affiliates, including Fidus Credit Opportunities, L.P., Fidus Equity Opportunities Fund, L.P., and Fidus Equity Fund I, L.P., we may co-invest on a concurrent basis with such affiliates, subject to compliance with applicable regulations and regulatory guidance and our allocation procedures. While we may co-invest with investment entities managed by our investment advisor or its affiliates, to the extent permitted by the 1940 Act and the rules and regulations thereunder, the 1940 Act imposes significant limits on co-investment. On January 4, 2017, the SEC granted us an exemptive order that expands our ability to co-invest in portfolio companies with certain of our affiliates managed by our investment advisor in a manner consistent with our investment objective, positions, policies, strategies and restrictions as well as regulatory requirements and other pertinent factors, subject to compliance with certain conditions (the "Order"). Pursuant to the Order, we are permitted to co-invest with our affiliates if a "required majority" (as defined in Section 57(o) of the 1940 Act) of our independent directors make certain conclusions in connection with a co-investment transaction, including that (1) the terms of the transactions, including the consideration to be paid, are reasonable and fair to us and our stockholders and do not involve overreaching by us or our stockholders on the part of any person concerned, and (2) the transaction is consistent with the interests of our stockholders and is consistent with our investment objective and strategies. We intend to co-invest, subject to the conditions included in the Order. However, neither we nor our affiliated funds are obligated to invest or co-invest when investment opportunities are referred to us or them.

Our investment advisor or its investment committee may, from time to time, possess material non-public information, limiting our investment discretion.

The investment professionals of our investment advisor may serve as directors of, or in a similar capacity with, companies in which we invest, the securities of which are purchased or sold on our behalf. In the event that material non-public information is obtained with respect to such companies, or we become subject to trading restrictions under the internal trading policies of those companies or as a result of applicable law or regulations, we could be prohibited for a period of time from purchasing or selling the securities of such companies, and this prohibition may have an adverse effect on us.

We may have conflicts related to other arrangements with our investment advisor.

We entered into a license agreement with Fidus Partners, LLC under which Fidus Partners, LLC granted us a non-exclusive (provided that there is not a change in control of Fidus Partners, LLC), royalty-free license to use the name "Fidus." Some of the members of our investment advisor's investment committee and the senior origination professionals of our investment advisor are members of Fidus Partners, LLC. See Item 1. "Business — Management and Other Agreements — License Agreement." In addition, we rent office space from our investment advisor and pay to our investment advisor our allocable portion of overhead and other expenses incurred in performing its obligations under the Administration Agreement, such as our allocable portion of the cost of our chief financial officer and chief compliance officer. This creates conflicts of interest that our board of directors must monitor.

The Funds are licensed by the SBA, and, therefore, are subject to SBA regulations.

The Funds are licensed to operate as SBICs and are regulated by the SBA. Under current SBA regulations, a licensed SBIC can provide capital to eligible "small businesses" that have a tangible net worth not exceeding $24.0 million and an average annual net income after U.S. federal income taxes not exceeding $8.0 million for the two most recent fiscal years. In addition, a licensed SBIC must devote 25% of its investment capital to "smaller enterprises" that have a tangible net worth not exceeding $6.0 million and an average annual net income after U.S. federal income taxes not exceeding $2.0 million for the two most recent fiscal years. The SBA regulations also provide alternative size standard criteria to determine eligibility, which depend on the industry in which the business is engaged and are based on either the number of employees or the gross sales of the business. The SBA regulations permit licensed SBICs to make long term loans to small businesses, invest in the equity securities of such businesses and provide them with consulting and advisory services. The SBA also places certain limitations on the financing terms of investments by SBICs in portfolio companies and prohibits SBICs from providing funds for certain purposes or to businesses in certain prohibited industries. Further, the SBA regulations require that a licensed SBIC be periodically examined and audited by the SBA staff to determine its compliance with the relevant SBA regulations. Compliance with these SBA requirements may cause the Funds to forego attractive investment opportunities that are not permitted under the SBA regulations, and may cause the Funds to make investments they otherwise would not make in order to remain in compliance with these regulations.

Failure to comply with the SBA regulations could result in the loss of the SBIC licenses and the resulting inability to participate in the SBA debenture program. The SBA prohibits, without prior SBA approval, a “change of control” of an SBIC or transfers that would result in any person (or a group of persons acting in concert) owning 10% or more of a class of capital stock of a licensed SBIC. Current SBA regulations provide the SBA with certain rights and remedies if an SBIC violates their terms. A key regulatory metric for SBA is the extent of “Capital Impairment,” which is the extent of realized (and, in certain circumstances, net unrealized) losses compared with the SBIC’s private capital commitments. Interest payments, management fees, organization and other expenses are included in determining “realized losses.” SBA regulations preclude the full amount of “unrealized appreciation” from portfolio companies from being considered when calculating Capital Impairment in certain circumstances. Remedies for regulatory violations are graduated in severity depending on the seriousness of Capital Impairment or other regulatory violations. For minor regulatory infractions, the SBA issues a warning. For more serious infractions, the use of SBA debentures may be limited or prohibited, outstanding debentures can be declared to be immediately due and payable, restrictions on distributions and making new investments may be imposed and management fees may be required to be reduced. In severe cases, the SBA may require the removal of a general partner of an SBIC or its officers, directors, managers or partners, or the SBA may obtain appointment of a receiver for the SBIC.

SBA regulations limit the amount of SBA-guaranteed debt that may be borrowed by an SBIC.

The SBA regulations currently limit the amount that is available to be borrowed by any SBIC and guaranteed by the SBA to 300.0% of an SBIC’s regulatory capital or $175.0 million, whichever is less. For two or more SBICs under common control, the maximum amount of outstanding SBA debentures cannot exceed $350.0 million. If the Funds borrow the maximum amount from the SBA and thereafter require additional capital, our cost of capital may increase, and there is no assurance that we will be able to obtain additional financing on acceptable terms.

Moreover, the Funds’ current status as SBICs does not automatically assure that they will continue to receive funding through the SBA debenture program. Receipt of SBA debenture funding is dependent upon the Funds’ continuing compliance with SBA regulations and policies and there being funding available. The amount of SBA debenture funding available to SBICs is dependent upon annual Congressional authorizations and in the future may be subject to annual Congressional appropriations. There can be no assurance that there will be sufficient SBA debenture funding available at the times desired by the Funds.

The debentures issued by the Funds and guaranteed by the SBA have a maturity of ten years and bear interest semi-annually at fixed rates. Certain of the Funds’ SBA debentures begin to mature in 2026 and will require repayment on or before the respective maturity dates. The Funds will need to generate sufficient cash flow to make required debt payments on such debentures. If the Funds are unable to generate such cash flow, the SBA, as guarantor of the debentures, will have a superior claim to our assets over our stockholders in the event the Funds liquidate or the SBA exercises its remedies under such debentures as the result of a default by the Funds.

The Funds, as SBICs, are limited in their ability to make distributions to us, which could result in us being unable to meet the minimum distribution requirements to maintain our status as a RIC.

In order to maintain our tax treatment as a RIC, we are required to timely distribute to our stockholders on an annual basis 90% of our net ordinary income and net short-term capital gains in excess of net long-term capital losses. For this purpose, our taxable income will include the income of the Funds (and any other entities that are disregarded as separate from us for U.S. federal income tax purposes). The Funds' ability to make distributions to us may be limited by the Small Business Investment Act of 1958. As a result, in order to maintain our tax treatment as a RIC, we may be required to make distributions attributable to the Funds' income without receiving any corresponding cash distributions with respect to such income. We can make no assurances that the Funds will be able to make, or not be limited in making, distributions to us. If we are unable to satisfy the annual distribution requirements, we may fail to maintain our tax treatment as a RIC, which would result in the imposition of corporate-level U.S. federal income tax on our entire taxable income without regard to any distributions made by us. See "We will be subject to U.S. federal income tax at corporate rates if we are unable to maintain our tax treatment as a RIC under Subchapter M of the Code."

Changes in interest rates will affect our cost of capital and net investment income.

In response to market indicators showing a rise in inflation, since March 2022, the Federal Reserve has been rapidly increasing interest rates and has indicated that it may consider additional rate hikes in response to ongoing inflation concerns. Some of our debt investments bear interest at fixed rates and the value of these investments could be negatively affected by increases in market interest rates. In addition, to the extent that we borrow additional funds to make investments, an increase in interest rates would make it more expensive for us to use debt to finance our investments and adversely affect our performance if such increases cause our borrowing costs to rise at a rate in excess of the rate that our investments yield. As a result, a significant increase in market interest rates could both reduce the value of our portfolio investments and increase our cost of capital, which would reduce our net investment income. Rising borrowing costs may contribute to the difficulty of companies in servicing their debt obligations and may lead to increases in default rates. Certain changes in interest rates could have a material adverse effect on the Company and its investments. Moreover, changes in interest rates could have a material negative impact on the financial condition of borrowers, the valuations for loans, the unanticipated repayments of loans, and pressure to renegotiate terms on existing loans. Also, an increase in interest rates available to investors could make an investment in shares of our common stock less attractive if we are not able to increase our distribution rate, which could reduce the value of our common stock. It is possible that the Federal Reserve's tightening cycle also could result in a recession in the United States. Conversely, a decrease in interest rates may have an adverse impact on our returns by requiring us to seek lower yields on our debt investments and by increasing the risk that our portfolio companies will prepay the debt investments, resulting in the need to redeploy capital at potentially lower rates.

Inflation may adversely affect the business, results of operations and financial condition of our portfolio companies, which may, in turn, impact the valuation of such portfolio companies.

Certain of our portfolio companies may be impacted by inflation, which may, in turn, impact the valuation of such portfolio companies. If such portfolio companies are unable to pass any increases in their costs along to their customers, it could adversely affect their results and their ability to pay interest and principal on our loans, particularly if interest rates rise in response to inflation. In addition, any projected future decreases in our portfolio companies' operating results due to inflation could adversely impact the fair value of those investments. Any decreases in the fair value of our investments could result in future unrealized losses and therefore reduce our net assets resulting from operations.

The alternative reference rates that have replaced LIBOR in our credit arrangements and other financial instruments may not yield the same or similar economic results as LIBOR over the life of such transaction.

The London Interbank Offered Rate ("LIBOR") is an index rate that historically was widely used in lending transactions and was a common reference rate for setting the floating interest rate on private loans. LIBOR was typically the reference rate used in floating-rate loans extended to our portfolio companies.

The ICE Benchmark Administration ("IBA") (the entity that is responsible for calculating LIBOR) ceased providing overnight, one, three, six and twelve months USD LIBOR tenors on June 30, 2023. In addition, the United Kingdom's Financial Conduct Authority ("FCA"), which oversees the IBA, now prohibits entities supervised by the FCA from using LIBORs, including USD LIBOR, except in very limited circumstances.

In the United States, the Secured Overnight Financing Rate ("SOFR") is the preferred alternative rate for LIBOR. SOFR is a measure of the cost of borrowing cash overnight, collateralized by U.S. Treasury securities, and is based on directly observable U.S. Treasury-backed repurchase transactions. SOFR is published by the Federal Reserve Bank of New York each U.S. Government Securities Business Day, for transactions made on the immediately preceding U.S. Government Securities Business Day. Alternative reference rates that may replace LIBOR, including SOFR for USD transactions, may not yield the same or similar economic results as LIBOR over the lives of such transactions.

As of the filing date of this Annual Report, substantially all of our loans that referenced LIBOR have been amended to reference the forward-looking term rate published by CME Group Benchmark Administration Limited based on SOFR ("CME Term SOFR") or CME Term SOFR plus a fixed spread adjustment. CME Term SOFR rates are forward-looking rates that are derived by compounding projected overnight SOFR rates over one, three, and six months taking into account the values of multiple consecutive, executed, one-month and three-month CME Group traded SOFR futures contracts and, in some cases, over-the-counter SOFR Overnight Indexed Swaps as an indicator of CME Term SOFR reference rate values. CME Term SOFR and the inputs on which it is based are derived from SOFR. Since CME Term SOFR is a relatively new market rate, there will likely be no established trading market for credit agreements or other financial instruments when they are issued, and an established market may never develop or may not be liquid. Market terms for instruments referencing CME Term SOFR rates may be lower than those of later-issued CME Term SOFR indexed instruments. Similarly, if CME Term SOFR does not prove to be widely used, the trading price of instruments referencing CME Term SOFR may be lower than those of instruments indexed to indices that are more widely used. Further, the composition and characteristics of SOFR and CME Term SOFR are not the same as those of LIBOR. Even with the application of a fixed spread adjustment, LIBOR and CME Term SOFR will not have the same composition and characteristics, and there can be no assurance that the replacement rate, as so adjusted, will be a direct substitute for LIBOR.

There can be no guarantee that SOFR will not be discontinued or fundamentally altered in a manner that is materially adverse to the interests of investors in loans referencing SOFR. If the manner in which SOFR or CME Term SOFR is calculated is changed, that change may result in a reduction of the amount of interest payable on such loans and the trading prices of the SOFR Loans. In addition, there can be no guarantee that loans referencing SOFR or CME Term SOFR will continue to reference those rates until maturity or that, in the future, our loans will reference benchmark rates other than CME Term SOFR. Should any of these events occur, our loans, and the yield generated thereby, could be affected. Specifically, the anticipated yield on our loans may not be fully realized and our loans may be subject to increased pricing volatility and market risk.

Our ability to enter into transactions involving derivatives and unfunded commitment transactions may be limited.

In 2020, the SEC adopted Rule 18f-4 under the 1940 Act, which relates to the use of derivatives and other transactions that create future payment or delivery obligations by BDCs (and other funds that are registered investment companies). Under Rule 18f-4, for which compliance was required beginning in August 2022, BDCs that use derivatives are subject to a value-at-risk leverage limit, certain derivatives risk management program and testing requirements, and requirements related to board reporting. These requirements apply unless the BDC qualifies as a "limited derivatives user," as defined in Rule 18f-4. A BDC that enters into reverse repurchase agreements or similar financing transactions could either (i) comply with the asset coverage requirements of Section 18, as modified by Section 61 of the 1940 Act, when engaging in reverse repurchase agreements or (ii) choose to treat such agreements as derivative transactions under Rule 18f-4. In addition, under Rule 18f-4, a BDC may enter into an unfunded commitment agreement that is not a derivatives transaction, such as an agreement to provide financing to a portfolio company, if the BDC has a reasonable belief, at the time it enters into such an agreement, that it will have sufficient cash and cash equivalents to meet its obligations with respect to all of its unfunded commitment agreements, in each case as it becomes due. If the BDC cannot meet this requirement, it is required to treat the unfunded commitment as a derivatives transaction subject to the aforementioned requirements of Rule 18f-4. Collectively, these requirements may limit our ability to use derivatives and/or enter into certain other financial contracts. We qualify as a "limited derivatives user," and as a result the requirements applicable to us under Rule 18f-4 may limit our ability to use derivatives and enter into certain other financial contracts. However, if we fail to qualify as a limited derivatives user and become subject to the additional requirements under Rule 18f-4, compliance with such requirements may increase cost of doing business, which could have a material adverse effect on our business, financial condition, results of operations and cash flow.

Global economic, political and market conditions may adversely affect our business, results of operations and financial condition, including our revenue growth and profitability.

We and our portfolio companies are subject to regulation by laws at the U.S. federal, state and local levels. These laws and regulations, as well as their interpretation, could change from time to time, including as the result of interpretive guidance or other directives from the U.S. President and others in the executive branch, and new laws, regulations and interpretations could also come into effect. Any such new or changed laws or regulations could have a material adverse effect on our business, and political uncertainty could increase regulatory uncertainty in the near term.

The effects of legislative and regulatory proposals directed at the financial services industry or affecting taxation could negatively impact the operations, cash flows or financial condition of us and our portfolio companies, impose additional costs on us or our portfolio companies, intensify the regulatory supervision of us or our portfolio companies or otherwise adversely affect our business or the business of our portfolio companies. In addition, if we do not comply with applicable laws and regulations, we could lose any licenses that we then hold for the conduct of business and could be subject to civil fines and criminal penalties.

Over the last several years, there also has been an increase in regulatory attention to the extension of credit outside of the traditional banking sector, raising the possibility that some portion of the non-bank financial sector will be subject to new regulation. While it cannot be known at this time whether any regulation will be implemented or what form it will take, increased regulation of non-bank credit extension could negatively impact our operations, cash flows or financial condition, impose additional costs on us, intensify the regulatory supervision of us or otherwise adversely affect our business, financial condition and results of operations.

Actual and proposed changes to the complex system of laws and regulations governing the banking industry further pose risks to the success of our operations, cash flows or financial conditions. Increases to the asset threshold for designating financial institutions as "systemically important financial institutions," as well as proposed changes to the Volcker Rule, are just two examples; the effect of these change and any further rules or regulations are and could be complex and far-reaching, and the changes and any future laws or regulations or changes thereto could negatively impact our operations, cash flows or financial condition, impose additional costs on us, intensify the regulatory supervision of us or otherwise adversely affect our business, financial condition and results of operations.

Until we know what policy changes are made and how those changes impact business and the business of our competitors over the long term, we will not know if, overall, it will benefit from them or be negatively affected by them.

On January 31, 2020, the United Kingdom ended its membership in the European Union, referred to as Brexit. Following the termination of a transition period, the United Kingdom and the European Union entered into a trade and cooperation agreement to govern the future relationship between the parties, which was provisionally applied as of January 1, 2021 and entered into force on May 1, 2021 following ratification by the European Union. With respect to financial services, the agreement leaves decisions on equivalence and adequacy to be determined by each of the United Kingdom and the European Union unilaterally in due course. Such agreement is untested and could lead to ongoing political and economic uncertainty and periods of exacerbated volatility in both the United Kingdom and in wider European and global markets for some time. In addition, on December 24, 2020, the European Union and United Kingdom governments signed a trade deal that became provisionally effective on January 1, 2021 and that now governs the relationship between the United Kingdom and the European Union (the "Trade Agreement"). The Trade Agreement implements significant regulation around trade, transport of goods and travel restrictions between the United Kingdom and the European Union.

Notwithstanding the foregoing, the longer-term economic, legal, political and social implications of Brexit are unclear at this stage and are likely to continue to lead to ongoing political and economic uncertainty and periods of increased volatility in both the United Kingdom and in wider European markets for some time. In particular, Brexit could lead to calls for similar referenda in other European Union jurisdictions, which could cause increased economic volatility in the European and global markets. This mid- to long-term uncertainty could have adverse effects on the economy generally and on our ability to earn attractive returns. This volatility and uncertainty may have an adverse effect on the economy generally and on our ability—and the ability of our portfolio companies—to execute our respective strategies and to receive attractive returns. In particular, currency volatility could mean that our returns are adversely affected by market movements and could make it more difficult, or more expensive, for us to execute prudent currency hedging policies. Potential declines in the value of the British Pound and/or the euro against other currencies, along with the potential downgrading of the United Kingdom's sovereign credit rating, may also have an impact on the performance of any of our portfolio companies located in the United Kingdom or European Union.

We are currently operating in a period of significant capital markets disruption and economic uncertainty, which may have a negative impact on our business, financial condition and operations.

From time to time, capital markets may experience periods of disruption and instability. The U.S. capital markets have experienced extreme volatility and disruption following the global outbreak of COVID-19 that began in December 2019, the conflict between Russia and Ukraine that began in late February 2022, and the ongoing war in the Middle East. Even after the COVID-19 pandemic subsided, the U.S. economy, as well as most other major economies, have continued to experience unpredictable economic conditions, and we anticipate our businesses would be materially and adversely affected by any prolonged economic downturn or recession in the United States and other major markets. In addition, disruptions in the capital markets have increased the spread between the yields realized on risk-free and higher risk securities, resulting in illiquidity in parts of the capital markets.

The current economic conditions have resulted in an adverse impact on the ability of lenders to originate loans, the volume and type of loans originated, the ability of borrowers to make payments and the volume and type of amendments and waivers granted to borrowers and remedial actions taken in the event of a borrower default, each of which could negatively impact the amount and quality of loans available for investment by the Company and returns to the Company, among other things. The U.S. credit markets (in particular for middle-market loans), have experienced the following among other things: (i) increased draws by borrowers on revolving lines of credit and other financing instruments; (ii) increased requests by borrowers for amendments and waivers of their credit agreements to avoid default, increased defaults by such borrowers and/or increased difficulty in obtaining refinancing at the maturity dates of their loans and increased uses of PIK features; and (iii) greater volatility in pricing and spreads and difficulty in valuing loans during periods of increased volatility, and liquidity issues.

These conditions and future market disruptions and/or illiquidity could have an adverse effect on our (and our portfolio companies') business, financial condition, results of operations and cash flows. Ongoing unfavorable economic conditions may increase our funding costs, limit our access to the capital markets or result in a decision by lenders not to extend credit to our portfolio companies and/or us. These events have limited and could continue to limit our investment originations, limit our ability to grow and have a material negative impact on our operating results and the fair values of our debt and equity investments. We may have to access, if available, alternative markets for debt and equity capital, and a severe disruption in the global financial markets, deterioration in credit and financing conditions, continued increase in interest rates or uncertainty regarding U.S. government spending and deficit levels or other global economic conditions could have a material adverse effect on our business, financial condition and results of operations.

While we intend to continue to source and invest in new loan transactions to U.S. middle market companies, we cannot be certain that we will be able to do so successfully or consistently. A lack of suitable investment opportunities may impair our ability to make new investments, and may negatively impact our earnings in decreased dividends to our shareholders.

If economic conditions caused by the current economic conditions continue for an extended period of time, loan delinquencies, loan non-accruals, problem assets, and bankruptcies may increase. In addition, collateral for our loans may decline in value, which could cause loan losses to increase and the net worth and liquidity of loan guarantors could decline, impairing their ability to honor commitments to us. An increase in loan delinquencies and non-accruals or a decrease in loan collateral and guarantor net worth could result in increased costs and reduced income, which would have a material adverse effect on our business, financial condition or results of operations. We continue to observe supply chain interruptions, labor difficulties, commodity inflation and elements of economic and financial market instability both globally and in the United States. We will need to raise additional capital in the future in order to continue to make investments in accordance with our business and investing strategy and to pursue new business opportunities. Ongoing disruptive conditions in the financial industry and the impact of new legislation in response to those conditions could restrict our business operations and could adversely impact our results of operations and financial condition.

In addition, we are required to distribute at least 90% of our net ordinary income and net short-term capital gains in excess of net long-term capital losses, if any, to our shareholders to qualify for the tax benefits available to RICs. As a result, these earnings will not be available to fund new investments. An inability to access the capital markets successfully could limit our ability to grow our business and execute our business strategy fully and could decrease our earnings, if any, which may have a material adverse effect on our business, results of operations and financial performance.

We cannot be certain as to the duration or magnitude of the ongoing economic condition in the markets in which we and our portfolio companies operate and corresponding declines in economic activity that may negatively impact the U.S. economy and the markets for the various types of goods and services provided by U.S. middle market companies. Depending on the duration, magnitude and severity of these conditions and their related economic and market impacts, certain of our portfolio companies may suffer declines in earnings and could experience financial distress, which could cause them to default on their financial obligations to us and their other lenders. In consideration of these and related factors, we have downgraded our internal ratings with respect to certain companies and may make additional downgrades with respect to other portfolio companies in the future as conditions warrant and new information becomes available.

Our business is dependent on bank relationships and recent strain on the banking system may adversely impact us.

The financial markets recently have encountered volatility associated with concerns about the balance sheets of banks, especially small and regional banks that may have significant losses associated with investments that make it difficult to fund demands to withdraw deposits and other liquidity needs. Although the federal government has announced measures to assist these banks and protect depositors, some banks have already been impacted and others may be materially and adversely impacted. Our business is dependent on bank relationships, including small and regional banks, and we are proactively monitoring the financial health of banks with which we (or our portfolio companies) do or may in the future do business. To the extent that our portfolio companies work with banks that are negatively impacted by the foregoing, such portfolio companies' ability to access their own cash, cash equivalents and investments may be threatened. In addition, such affected portfolio companies may not be able to enter into new banking arrangements or credit facilities, or receive the benefits of their existing banking arrangements or facilities. Any such developments could harm our business, financial condition, and operating results, and prevent us from fully implementing our investment plan. Continued strain on the banking system may adversely impact our business, financial condition and results of operations.

We may experience fluctuations in our quarterly operating results.

We could experience fluctuations in our quarterly operating results due to a number of factors, including our ability or inability to make investments in companies that meet our investment criteria, the interest rate payable on the debt securities we acquire, the default rate on such securities, the level of our expenses, variations in and the timing of the recognition of realized and unrealized gains or losses, the degree to which we encounter competition in our markets and general economic conditions. As a result of these factors, results for any period should not be relied upon as being indicative of performance in future periods.

We will be subject to U.S. federal income tax at corporate rates if we are unable to maintain our tax treatment as a RIC under Subchapter M of the Code.

We have elected to be treated and intend to qualify annually as a RIC under Subchapter M of the Code; however, no assurance can be given that we will be able to maintain our RIC tax treatment. To maintain our tax treatment as a RIC under Subchapter M of the Code and to avoid the imposition of U.S. federal income tax on income and gains distributed to our stockholders, we must meet certain requirements, including source-of-income, asset diversification and annual distribution requirements. While we are not subject to U.S. federal income tax on the income and gains we timely distribute to our shareholders, our stockholders will be required to include the amounts of such distributions in income and may be subject to U.S. federal income tax on such amounts. The source-of-income requirement will be satisfied if we derive at least 90% of our gross income for each year from dividends, interest, gains from sale of securities or similar sources. To maintain our tax treatment as a RIC, we must also meet certain asset diversification requirements at the end of each calendar quarter. Failure to meet these requirements may result in our losing our RIC tax treatment or our having to dispose of certain investments in order to prevent the loss of RIC tax treatment. Because most of our investments will be in private or thinly traded public companies, any such dispositions could be made at disadvantageous prices and may result in substantial losses. The annual distribution requirement applicable to RICs generally will be satisfied if we timely distribute at least 90% of our net ordinary income and net short-term capital gains in excess of net long-term capital losses, if any, to our stockholders on an annual basis. In addition, we will be subject to a 4% nondeductible U.S. federal excise tax to the extent that we do not satisfy certain additional minimum distribution requirements on a calendar-year basis. We will be subject, to the extent we use debt financing, to certain asset coverage ratio requirements under the 1940 Act and financial covenants under loan and credit agreements that could, under certain circumstances, restrict us from making annual distributions necessary to maintain our tax treatment as a RIC. If we are unable to obtain cash from other sources, we may fail to maintain our tax treatment as a RIC and, thus, may be subject to U.S. federal income tax on our entire taxable income without regard to any distributions made by us. If we fail to maintain our tax treatment as a RIC for any reason and become subject to U.S. federal income tax at corporate rates, the resulting tax liability could substantially reduce our net assets, the amount of income available for distributions to stockholders and the amount of our distributions and the amount of funds available for new investments. Such a failure could have a material adverse effect on us and our stockholders.

We may not be able to pay you distributions, our distributions may not grow over time, a portion of distributions paid to you may be a return of capital, and investors in our debt securities may not receive all of the interest income to which they are entitled.

We intend to make distributions on a quarterly basis to our stockholders out of assets legally available for distribution. We cannot assure you that we will achieve investment results that will allow us to make a specified level of cash distributions or year-to-year increases in cash distributions. Our ability to pay distributions might be adversely affected by the impact of one or more of the risk factors described in this Annual Report on Form 10-K, including current market conditions described herein. If we violate certain covenants under our existing or future credit facilities or other leverage, we may be limited in our ability to make distributions. All distributions will be made at the discretion of our board of directors and will depend on our earnings, our financial condition, maintenance of RIC tax treatment, compliance with applicable BDC regulations, SBA regulations, state corporate laws affecting the distribution of corporate assets and such other factors as our board of directors may deem relevant from time to time. We cannot assure you that we will make distributions to our stockholders in the future.

The above-referenced restrictions on distributions may also inhibit our ability to make required interest payments to holders of our debt securities, which may cause a default under the terms of our then-existing debt agreements. Such a default could materially increase our cost of raising capital, as well as cause us to incur penalties under the terms of our then-existing debt agreements.

When we make quarterly distributions, we will be required to determine the extent to which such distributions are paid out of current and accumulated earnings and profits, recognized capital gain or capital. To the extent there is a return of capital, an investor receives his or her own invested capital, but reduced by the amount of the Company's expenses and any sales load he or she may have paid. In addition, investors will be required to reduce their adjusted tax basis in our stock for U.S. federal income tax purposes.

We may choose to pay dividends in our own stock, in which case you may be required to pay tax in excess of the cash you receive.

Under certain applicable provisions of the Code and the Treasury regulations and a revenue procedure issued by the IRS, a RIC may treat a distribution of its own stock as fulfilling its RIC distribution requirements if each stockholder may elect to receive his or her entire distribution in either cash or stock of the RIC, subject to a limitation that the aggregate amount of cash to be distributed to all stockholders must be at least 20% of the aggregate declared distribution. If too many stockholders elect to receive their distributions in cash, we must allocate the cash available for distribution among the shareholders electing to receive cash (with the balance of the distribution paid in shares of our common stock). If we qualify as a publicly offered RIC and decide to make any distributions consistent with this revenue procedure that are payable in part in our stock, taxable stockholders receiving such dividends will be required to include the full amount of the dividend (whether received in cash, our stock, or a combination thereof) as ordinary income (or as long-term capital gain to the extent such distribution is properly reported as a capital gain dividend) to the extent of our current and accumulated earnings and profits for U.S. federal income tax purposes. The value of the shares received by a stockholder is treated as income for U.S. federal income tax purposes. A U.S. stockholder may have income from such dividend in excess of any cash received, and thus may be required to obtain cash from other sources to pay any applicable U.S. federal income tax. If a U.S. stockholder sells the stock it received as a dividend in order to pay this tax, the sales proceeds may be less than the amount included in income with respect to the dividend, depending on the market price of our stock at the time of the sale.

Furthermore, with respect to non-U.S. stockholders, we may be required to withhold U.S. tax with respect to such dividends, including in respect of all or a portion of such dividend that is payable in stock. If a significant number of our stockholders determine to sell shares of our stock in order to pay taxes owed on dividends, it may put downward pressure on the trading price of our stock.

Due to current market conditions, we may reduce or defer our dividends and choose to incur US federal excise tax in order preserve cash and maintain flexibility.

As a BDC, we are not required to make any distributions to shareholders other than in connection with our election to be treated for U.S. federal income tax purposes as a RIC under subchapter M of the Code. In order to maintain our tax treatment as a RIC, we generally must distribute to shareholders for each taxable year at least 90% of our investment company taxable income (i.e., net ordinary income plus realized net short-term capital gains in excess of realized net long-term capital losses). If we qualify for taxation as a RIC, we generally will not be subject to U.S. federal income tax on our investment company taxable income and net capital gains (i.e., realized net long-term capital gains in excess of realized net short-term capital losses) that we timely distribute to shareholders. We will be subject to a 4% US federal excise tax on undistributed earnings of a RIC unless we distribute, each calendar year, at least the sum of (i) 98% of our ordinary income for the calendar year, (ii) 98.2% of our capital gains in excess of capital losses for the one-year period ending on October 31 of the calendar year, and (iii) any ordinary income and net capital gains for preceding years that were not distributed during such years and on which we paid no federal income tax.

Under the Code, we may satisfy certain of our RIC distributions with dividends paid after the end of the current year. In particular, if we pay a distribution in January of the following year that was declared in October, November, or December of the current year and is payable to shareholders of record in the current year, referred to as "spillover dividends", the dividend will be treated for all U.S. federal income tax purposes as if it were paid on December 31 of the current year. In addition, under the Code, we may pay dividends, referred to as “spillback dividends,” that are paid during the following taxable year that will allow us to maintain our qualification for taxation as a RIC and eliminate our liability for U.S. federal income tax at corporate rates. Under these spillover dividend procedures, we may defer distribution of income earned during the current year until December of the following year. For example, we may defer distributions of income earned during 2023 until as late as December 31, 2024. If we choose to pay a spillover dividend, we will incur the 4% U.S. federal excise tax on some or all of the distribution.

Due to current market conditions (as described herein), it is possible that we may take certain actions with respect to the timing and amounts of our distributions in order to preserve cash and maintain flexibility. For example, we may reduce our dividends and/or defer our dividends to the following taxable year. If we defer our dividends, we may choose to utilize the spillover dividend rules discussed above and incur the 4% U.S. federal excise tax on such amounts. To further preserve cash, we may combine these reductions or deferrals of dividends with one or more distributions that are payable partially in our stock as discussed above under “We may choose to pay dividends in our own stock, in which case you may be required to pay tax in excess of the cash you receive.”

We may have difficulty paying our required distributions if we recognize income before, or without, receiving cash representing such income.

For U.S. federal income tax purposes, we are required to include in our income certain amounts that we have not yet received in cash, such as OID, which may arise if we receive warrants in connection with the making of a loan or in other circumstances, and contractual PIK interest, which represents contractual interest added to the loan balance and due at the end of the loan term. Such OID, or increases in loan balances as a result of contracted PIK arrangements, will be included in our income before we receive any corresponding cash payments. We also may be required to include in our income certain other amounts that we will not receive in cash.

Since in certain cases we may be required to recognize income before or without receiving cash representing such income, we may have difficulty meeting the requirement to distribute on an annual basis at least 90% of our net ordinary income and net short-term capital gains in excess of net long-term capital losses, if any, to maintain our tax treatment as a RIC. In such a case, we may have to sell some of our investments at times and/or at prices we would not consider advantageous, raise additional debt or equity capital or forgo new investment opportunities to satisfy the annual distribution requirements. In such circumstances, if we are unable to obtain such cash from other sources, we may fail to maintain our tax treatment as a RIC and thus be subject to U.S. federal income tax at corporate rates. See “We will be subject to U.S. federal income tax at corporate rates if we are unable to maintain our tax treatment as a RIC under Subchapter M of the Code.”

If a portfolio company defaults on a loan that is structured to provide accrued interest, it is possible that accrued interest previously used in the calculation of the incentive fee will become uncollectible. Our investment advisor will not be under any obligation to reimburse us for any part of the incentive fee it received that was based on accrued income that we never receive as a result of a default by an entity on the obligation that resulted in the accrual of such income. That part of the incentive fee payable by us that relates to our net investment income will be computed and paid on income that may include interest that has been accrued but not yet received in cash, such as market discount, debt instruments with PIK interest, preferred stock with PIK dividends and zero coupon securities.

To the extent we invest in OID instruments, including PIK loans, zero coupon bonds, and debt securities with attached warrants, investors will be exposed to the risks associated with the inclusion of such non-cash income in taxable and accounting income prior to receipt of cash, including the following risks:

- the interest payments deferred on a PIK loan are subject to the risk that the borrower may default when the deferred payments are due in cash at the maturity of the loan;
- the interest rates on PIK loans are higher to reflect the time-value of money on deferred interest payments and the higher credit risk of borrowers who may need to defer interest payments;
- PIK instruments may have unreliable valuations because the accruals require judgments about ultimate collectability of the deferred payments and the value of the associated collateral;
- an election to defer PIK interest payments by adding them to principal increases our gross assets and, thus, increases future base management fees to the investment advisor and, because interest payments will then be payable on a larger principal amount, the PIK election also increases the investment advisor’s future income incentive fees at a compounding rate;
- market prices of OID instruments are more volatile because they are affected to a greater extent by interest rate changes than instruments that pay interest periodically in cash;
- the deferral of interest on a PIK loan increases its loan-to-value ratio, which is a measure of the riskiness of a loan;
- OID creates the risk of non-refundable cash payments to the investment advisor based on non-cash accruals that may never be realized;
- for U.S. federal income tax purposes, we will be required to make distributions of OID income to shareholders without receiving any cash and such distributions have to be paid from offering proceeds or the sale of assets without investors being given any notice of this fact; and
- the required recognition of OID, including PIK, interest for U.S. federal income tax purposes may have a negative impact on liquidity, because it represents a non-cash component of the our taxable income that must, nevertheless, be distributed in cash to investors to avoid it being subject to U.S. federal income tax.

You may have a current tax liability on distributions you elect to reinvest in our common stock but would not receive cash to pay such tax liability.

If you participate in our dividend reinvestment plan, you will be deemed to have received, and for U.S. federal income tax purposes will be taxed on, the amount reinvested in our common stock to the extent the amount reinvested was not a tax-free return of capital. As a result, unless you are a tax-exempt entity, you may have to use funds from other sources to pay your tax liability on the value of our common stock received as a result of the distribution.

Because we expect to distribute substantially all of our net investment income and net realized capital gains to our stockholders, we will need additional capital to finance our growth, and such capital may not be available on favorable terms or at all.

We have elected to be treated for U.S. federal income tax purposes as a RIC under Subchapter M of the Code. If we continue to meet certain requirements, including source-of-income, asset diversification and distribution requirements, and if we continue to be regulated as a BDC, we will continue to qualify to be taxed as a RIC and therefore will not have to pay U.S. federal income tax at corporate rates on income that we timely distribute to our stockholders, allowing us to substantially reduce or eliminate our U.S. federal income tax liability. As a BDC, we are generally required to meet a coverage ratio of total assets to total senior securities, which includes all of our borrowings (other than the SBA guaranteed debentures) and any preferred stock we may issue in the future, of at least 150% at the time we issue any debt or preferred stock. This requirement limits the amount of our leverage. Because we will continue to need capital to grow our investment portfolio, this limitation may prevent us from incurring debt or issuing preferred stock and require us to raise additional equity at a time when it may be disadvantageous to do so.

While we expect to be able to borrow and to issue additional debt and equity securities, we cannot assure you that debt and equity financing will be available to us on favorable terms, or at all. If additional funds are not available to us, we could be forced to curtail or cease new investment activities, and our net asset value could decline. In addition, as a BDC, we generally are not permitted to issue equity securities priced below net asset value without stockholder approval. At our 2023 Annual Stockholders Meeting on June 8, 2023, our stockholders voted to allow us to issue common stock at a price below net asset value per share for a period of one year ending on the earlier of June 8, 2024 or the date of our 2024 Annual Meeting of Stockholders. We expect to present to our stockholders a similar proposal at our 2024 Annual Meeting of Stockholders. The maximum number of shares issuable below net asset value pursuant to the authority granted by our stockholders that could result in such dilution is limited to 25% of FIC’s then outstanding common stock immediately prior to each such sale. We do not intend to issue shares of our common stock below net asset value unless our board of directors determines that it would be in our stockholders’ best interests to do so. The level of net asset value dilution that could result from such an offering is not limited.

Our board of directors may change our investment objective, operating policies and strategies without prior notice or stockholder approval, the effects of which may be adverse.

Our board of directors has the authority, except as otherwise provided by the 1940 Act, to modify or waive certain of our operating policies and strategies without prior notice and without stockholder approval. Under Maryland law, we also cannot be dissolved without prior stockholder approval except by judicial action. In addition, upon approval of a majority of our stockholders, we may elect to withdraw our status as a BDC. If we, or Fund I, decide to withdraw our election, or if we otherwise fail to maintain our qualification, as a BDC, we may be subject to the substantially greater regulation under the 1940 Act as a closed-end investment company. Compliance with such regulations would significantly decrease our operating flexibility, and could significantly increase our costs of doing business. We cannot predict the effect any changes to our current operating policies and strategies would have on our business, operating results or the value of our common stock. Nevertheless, any such changes could adversely affect our business and impair our ability to make distributions.

Regulations governing our operation as a BDC affect our ability to raise, and the way in which we raise, additional capital that may have a negative effect on our growth.

Our business will require capital to operate and grow. We may acquire such additional capital from the following sources:

Senior Securities. Currently we, through the Funds, issue debentures guaranteed by the SBA and have access to funds under a revolving credit facility. In the future, we may issue debt securities or preferred stock and/or borrow money from banks or other financial institutions, which we refer to collectively as senior securities. As a result of issuing senior securities, we will be exposed to additional risks, including, but not limited to, the following:

- Under the provisions of the 1940 Act, we are permitted, as a BDC, to issue senior securities only in amounts such that our asset coverage, as defined in the 1940 Act, equals at least 150%. If the value of our assets declines, we may be unable to satisfy this requirement. If that happens, we may sell a portion of our investments and, depending on the nature of our leverage, repay a portion of our debt at a time when such sales and/or repayments may be disadvantageous. Further, we will not be permitted to declare or make any distribution to stockholders or repurchase shares until such time as we satisfy this test.
- Any amounts that we use to service our debt or make payments on preferred stock will not be available for distributions to our common stockholders.
- It is likely that any senior securities or other indebtedness we issue will be governed by an indenture or other instrument containing covenants restricting our operating flexibility. Additionally, some of these securities or other indebtedness may be rated by rating agencies, and in obtaining a rating for such securities and other indebtedness, we may be required to abide by operating and investment guidelines that further restrict operating and financial flexibility.
- We and, indirectly, our stockholders will bear the cost of issuing and servicing such securities and other indebtedness.
- Preferred stock or any convertible or exchangeable securities that we issue in the future may have rights, preferences and privileges more favorable than those of our common stock, including separate voting rights and could delay or prevent a transaction or a change in control to the detriment of the holders of our common stock.

Additional Common Stock. Under the provisions of the 1940 Act, we are not generally able to issue and sell our common stock at a price below net asset value per share. We may, however, sell our common stock, warrants, options or rights to acquire our common stock, at a price below the current net asset value of the common stock if our board of directors determines that such sale is in the best interests of our stockholders, and our stockholders approve such sale. At our 2023 Annual Stockholders Meeting on June 8, 2023, our stockholders voted to allow us to issue common stock at a price below net asset value per share for a period of one year ending on the earlier of June 8, 2024 or the date of our 2024 Annual Meeting of Stockholders. We expect to present to our stockholders a similar proposal at our 2024 Annual Meeting of Stockholders. The maximum number of shares issuable below net asset value pursuant to the authority granted by our stockholders that could result in such dilution is limited to 25% of FIC's then outstanding common stock immediately prior to each such sale. We do not intend to sell or otherwise issue shares of our common stock below net asset value unless our board of directors determines that it would be in our stockholders' best interests to do so. The level of net asset value dilution that could result from such an offering is not limited. In any such case, however, the price at which our common stock is to be issued and sold may not be less than a price that, in the determination of our board of directors, closely approximates the market value of such securities (less any distributing commission or discount). We may also make rights offerings to our stockholders at prices per share less than the net asset value per share, subject to applicable requirements of the 1940 Act and the regulations and staff interpretations thereunder. If we raise additional funds by issuing more common stock or senior securities convertible into, or exchangeable for, our common stock, the percentage ownership of our stockholders at that time would decrease, and they may experience dilution. Moreover, we can offer no assurance that we will be able to issue and sell additional equity securities in the future, on favorable terms or at all.

There is uncertainty surrounding potential legal, regulatory and policy changes by the current presidential administration and Congress in the United States that may directly affect financial institutions and the global economy.

Changes in federal policy, including tax policies, and at regulatory agencies are expected to occur over time through policy and personnel changes, which may lead to changes involving the level of oversight and focus on the financial services industry or the tax rates paid by corporate entities. The nature, timing and economic and political effects of potential changes to the current legal and regulatory framework affecting financial institutions remain highly uncertain. Uncertainty surrounding future personnel or policy changes may adversely affect our operating environment and therefore our business, financial condition, results of operations and growth prospects.

Changes in laws or regulations governing our operations may adversely affect our business or cause us to alter our business strategy.

We are subject to regulation at the local, state and federal level. New legislation may be enacted or new interpretations, rulings or regulations could be adopted, including those governing the types of investments we are permitted to make, any of which could harm us and our stockholders, potentially with retroactive effect. In addition, any change to the SBA's current debenture program could have a significant impact on our ability to obtain low-cost leverage and, therefore, our competitive advantage over other funds.

Legal, tax and regulatory changes could occur that may adversely affect us. For example, from time to time the market for private equity transactions has been (and is currently being) adversely affected by a decrease in the availability of senior and subordinated financings for transactions, in part in response to credit market disruptions and/or regulatory pressures on providers of financing to reduce or eliminate their exposure to the risks involved in such transactions.

Additionally, any changes to the laws and regulations governing our operations related to permitted investments may cause us to alter our investment strategy in order to meet our investment objectives. Such changes could result in material differences to the strategies and plans set forth in this Annual Report and may shift our investment focus from the areas of expertise of our investment advisor to other types of investments in which our investment advisor may have little or no expertise or experience. Any such changes, if they occur, could have a material adverse effect on our results of operations and the value of your investment.

We cannot predict how new tax legislation will affect us, our investments, or our stockholders, and any such legislation could adversely affect our business.

Legislative or other actions relating to taxes could have a negative effect on us. The rules dealing with U.S. federal income taxation are constantly under review by persons involved in the legislative process and by the Internal Revenue Service and the U.S. Treasury Department. The Biden Administration has proposed significant changes to the existing U.S. tax rules, and there are a number of proposals in Congress that would similarly modify the existing U.S. tax rules. The likelihood of any such legislation being enacted is uncertain, but new legislation and any U.S. Treasury regulations, administrative interpretations or court decisions interpreting such legislation could significantly and negatively affect our ability to qualify for tax treatment as a RIC or the U.S. federal income tax consequences to us and our investors of such qualification, or could have other adverse consequences. Investors are urged to consult with their tax advisor regarding tax legislative, regulatory, or administrative developments and proposals and their potential effect on an investment in our shares.

Changes to U.S. tariff and import/export regulations may have a negative effect on our portfolio companies and, in turn, harm us.

There has been ongoing discussion and commentary regarding potential significant changes to U.S. trade policies, treaties and tariffs. The current U.S. presidential administration, along with the U.S. Congress, has created significant uncertainty about the future relationship between the United States and other countries with respect to trade policies, treaties and tariffs. These developments, or the perception that any of them could occur, may have a material adverse effect on global economic conditions and the stability of global financial markets, and may significantly reduce global trade and, in particular, trade between the impacted nations and the United States. Any of these factors could depress economic activity and restrict our portfolio companies' access to suppliers or customers and have a material adverse effect on their business, financial condition and results of operations, which in turn would negatively impact us.

Our ability to enter into and exit investment transactions with our affiliates will be restricted.

Except in those instances where we have received prior exemptive relief from the SEC, we will be prohibited under the 1940 Act from knowingly participating in certain transactions with our affiliates without the prior approval of our Independent Directors. We, our investment advisor, the Funds, and Fidus Credit Opportunities, L.P. received exemptive relief from the SEC under the 1940 Act, which permits us to co-invest with other funds managed by our investment advisor or its affiliates in a manner consistent with our investment objective, positions, policies, strategies and restrictions as well as regulatory requirements and other pertinent factors. In addition, any person that owns, directly or indirectly, 5% or more of our outstanding voting securities is deemed our affiliate for purposes of the 1940 Act and we are generally prohibited from buying or selling any security from or to such affiliate, absent the prior approval of our Independent Directors. The 1940 Act also prohibits "joint" transactions with an affiliate, which could include investments in the same portfolio company (whether at the same or different times), without prior approval of our Independent Directors. If a person acquires more than 25% of our voting securities, we will be prohibited from buying or selling any security from or to such person, or entering into joint transactions with such person, absent the prior approval of the SEC. These restrictions could limit or prohibit us from making certain attractive investments that we might otherwise make absent such restrictions.

Our investment advisor can resign on 60 days' notice, and we may not be able to find a suitable replacement within that time, resulting in a disruption in our operations that could adversely affect our financial condition, business and results of operations.

Our investment advisor has the right, under the Investment Advisory Agreement, to resign at any time upon not less than 60 days' written notice, whether we have found a replacement or not. If our investment advisor resigns, we may not be able to find a new investment advisor and administrator or hire internal management with similar expertise and ability to provide the same or equivalent services on acceptable terms within 60 days, or at all. If we are unable to do so quickly, our operations are likely to experience a disruption, our financial condition, business and results of operations as well as our ability to pay distributions are likely to be adversely affected and the market price of our shares may decline. In addition, investment activities are likely to suffer if we are unable to identify and reach an agreement with a single institution or group of executives having the expertise possessed by our investment advisor and its affiliates. Even if we are able to retain comparable management, whether internal or external, the integration of such management and their lack of familiarity with our investment objective may result in additional costs and time delays that may adversely affect our financial condition, business and results of operations.

Our investment advisor can resign from its role as our administrator under the Administration Agreement, and we may not be able to find a suitable replacement, resulting in a disruption in our operations that could adversely affect our financial condition, business and results of operations.

Our investment advisor also has the right to resign under the Administration Agreement, whether we have found a replacement or not. If our investment advisor resigns as our administrator, we may not be able to find a new administrator or hire internal management with similar expertise and ability to provide the same or equivalent services on acceptable terms, or at all. If we are unable to do so quickly, our operations are likely to experience a disruption, our financial condition, business and results of operations as well as our ability to pay distributions are likely to be adversely affected and the market price of our shares may decline. In addition, administrative activities are likely to suffer if we are unable to identify and reach an agreement with a service provider or individuals with the expertise possessed by our investment advisor. Even if we are able to retain a comparable service provider or individuals to perform such services, whether internal or external, their integration into our business and lack of familiarity with our investment objective may result in additional costs and time delays that may adversely affect our financial condition, business and results of operations.

The failure of cybersecurity protection systems, as well as the occurrence of events unanticipated in our disaster recovery systems and management continuity planning, could impair our ability to conduct business effectively.

We, and others in our industry, are the targets of malicious cyber activity. A successful cyber-attack, whether perpetrated by criminal or state-sponsored actors, against us or our service providers, or an accidental disclosure of non-public information could have an adverse effect on our ability to communicate or conduct business, negatively impacting our operations and financial condition. This adverse effect can become particularly acute if those events affect our electronic data processing, transmission, storage, and retrieval systems, or impact the availability, integrity, or confidentiality of our data, especially personal and other confidential information.

We depend heavily upon computer systems to perform necessary business functions. Despite our implementation of a variety of security measures, our computer systems, networks, and data, like those of other companies, could be subject to unauthorized access, acquisition, use, alteration, or destruction, such as from the insertion of malware (including ransomware), physical and electronic break-ins or unauthorized tampering, or system failures and disruptions of our computer systems, networks and data. If one or more of these events occurs, it could potentially jeopardize the confidential, proprietary, personal and other information processed, stored in, and transmitted through our computer systems and networks. Such an attack could cause, among other adverse effects, interruptions or malfunctions in our operations, misstated or unreliable financial data, misappropriation of assets, loss of personal information, liability for stolen information, any of which could result in financial losses, litigation, regulatory enforcement action and penalties, client dissatisfaction or loss, reputational damage, and increased costs associated with mitigation of damages and remediation. We may have to make a significant investment to fix or replace any inoperable or compromised systems or to modify or enhance its cybersecurity controls, procedures and measures. Similarly, the public perception that we or our affiliates may have been the target of a cybersecurity threat, whether successful or not, also could have a material adverse effect on our reputation and lead to financial losses from loss of business, depending on the nature and severity of the threat.

Third parties with which we do business (including vendors that provide us with services) are sources of cybersecurity or other technological risks. We outsource certain functions and these relationships allow for the storage and processing of our information, as well as counterparty, employee, and borrower information. Cybersecurity failures or breaches to our investment adviser and other service providers (including, but not limited to, accountants, custodians, transfer agents and administrators), and the issuers of securities in which we invest, also have the ability to cause disruptions and impact business operations, potentially resulting in financial losses, interference with our ability to calculate its NAV, impediments to trading, the inability of our stockholders to transact business, violations of applicable privacy and other laws, regulatory fines, penalties, reputation damages, reimbursement of other compensation costs, or additional compliance costs. While we engage in actions to reduce our exposure resulting from outsourcing, ongoing threats may result in unauthorized access, acquisition, use, alteration or destruction of data, or other cybersecurity incidents that affects our data, resulting in increased costs and other consequences, as described above. The Company does not control the cybersecurity measures put in place by such third parties, and such third parties could have limited indemnification obligations to the Company and its affiliates. If such a third party fails to adopt or adhere to adequate cybersecurity procedures, or if despite such procedures its networks or systems are breached, information relating to investor transactions and/or personal information of investors may be lost or improperly accessed, used or disclosed. The Company, the Adviser and its affiliates have implemented processes, procedures and internal controls to mitigate cybersecurity risks and cyber intrusions, including in its vendors, but these measures, as well as the Company's increased awareness of the nature and extent of a risk of a cyber-incident, may be ineffective and do not guarantee that a cyber-incident will not occur or that the Company's financial results, operations or confidential information will not be negatively impacted by a cybersecurity or cyber intrusion incident. Substantial costs may be incurred in order to prevent any cyber incidents in the future.

Privacy and information security laws and regulatory changes (including regulations to report material cybersecurity incidents to the SEC), and compliance with those changes, may result in cost increases due to system changes and the development of new administrative processes. In addition, we may be required to expend significant additional resources to modify our protective measures and to investigate and remediate vulnerabilities or other exposures arising from operational and security risks.

Environmental, social and governance factors may adversely affect our business or cause us to alter our business strategy.

Our business faces increasing public scrutiny related to environmental, social and governance ("ESG") activities. We risk damage to our brand and reputation if we fail to act responsibly in a number of areas, such as environmental stewardship, corporate governance and transparency and considering ESG factors in our investment processes. Adverse incidents with respect to ESG activities could impact the value of our brand, the cost of our operations and relationships with investors, all of which could adversely affect our business and results of operations. Additionally, new regulatory initiatives related to ESG could adversely affect our business.

The effect of global climate change may impact the operations of our portfolio companies, which may, in turn, impact the valuation of such portfolio companies.

Climate change creates physical and financial risk and certain portfolio companies may be adversely affected by climate change. For example, the needs of customers of energy companies vary with weather conditions, primarily temperature and humidity. To the extent weather conditions are affected by climate change, energy use could increase or decrease depending on the duration and magnitude of any changes. Increases in the cost of energy could adversely affect the cost of operations of our portfolio companies if the use of energy products or services is material to their business. A decrease in energy use due to weather changes may affect some of our portfolio companies' financial condition through, for example, decreased revenues, which may, in turn, impact the valuation of such portfolio companies. Extreme weather conditions in general require more system backup, adding to costs, and can contribute to increased system stresses, including service interruptions.

In December 2015, the United Nations adopted a climate accord (the "Paris Agreement"), which the United States rejoined in 2021, with the long-term goal of limiting global warming and the short-term goal of significantly reducing greenhouse gas emissions. Additionally, the Inflation Reduction Act of 2022 included several measures designed to combat climate change, including restrictions on methane emissions. As a result, some of our portfolio companies may become subject to new or strengthened regulations or legislation, which could increase their operating costs and/or decrease their revenues, which may, in turn, impact their ability to make payments on our investments and, in turn, the valuation of such portfolio companies.

Risks Relating to Our Investments

Economic recessions or downturns could impair our portfolio companies and harm our operating results.

Many of our portfolio companies are susceptible to economic slowdowns or recessions (including industry specific downturns), elevated levels of inflation, and a rising interest rate environment, and may be unable to repay our debt investments during these periods. In the past, instability in the global capital markets resulted in disruptions in liquidity in the debt capital markets, significant write-offs in the financial services sector, the re-pricing of credit risk in the broadly syndicated credit market and the failure of major domestic and international financial institutions. In particular, in past periods of instability, the financial services sector was negatively impacted by significant write-offs as the value of the assets held by financial firms declined, impairing their capital positions and abilities to lend and invest.

Our portfolio companies may be susceptible to economic downturns or recessions. During these periods, the value of our portfolio may decrease if we are required to write down the values of our investments, and we may have non-performing assets or non-performing assets may increase, and the value of our portfolio is likely to decrease during these periods. Adverse economic conditions also may decrease the value of any collateral securing our loans and decrease the value of our equity investments. A severe recession may further decrease the value of such collateral and result in losses of value in our portfolio and a decrease in revenues, net income and assets. Unfavorable economic conditions also could increase our funding costs, limit our access to the capital markets or result in a decision by lenders not to extend credit to us on terms we deem acceptable. In addition, a prolonged economic downturn or recession could extend our investment time horizon by limiting our ability to achieve timely liquidity events, such as a sale, merger or IPO, or the refinancing of our debt investments, and could ultimately impact our ability to realize anticipated investment returns. These events could prevent us from increasing our investments and adversely impact our operating results.

The occurrence of recessionary conditions and/or negative developments in the domestic and international credit markets may significantly affect the markets in which we do business, the value of our investments, and our ongoing operations, costs and profitability. Any such unfavorable economic conditions, including rising interest rates, also may increase our funding costs, limit our access to capital markets or negatively impact our ability to obtain financing, particularly from the debt markets. In addition, any future financial market uncertainty could lead to financial market disruptions and could further impact our ability to obtain financing. These events could limit our investment originations, limit our ability to grow and negatively impact our operating results and financial condition.

Terrorist attacks, acts of war, or natural disasters may affect any market for our common stock, impact the businesses in which we invest and harm our business, operating results and financial condition.

Portfolio investments may be affected by force majeure events *(i.e.,* events beyond the control of the party claiming that the event has occurred, including, without limitation, acts of God, fire, flood, earthquakes, war, terrorism and labor strikes). Some force majeure events may adversely affect the ability of a party (including a portfolio company or a counterparty to us or a portfolio company) to perform its obligations until it is able to remedy the force majeure event. In addition, the cost to a portfolio company of repairing or replacing damaged assets resulting from such force majeure events could be considerable. Additionally, a major governmental intervention into industry, including the nationalization of an industry or the assertion of control over one or more companies or its assets, could result in a loss to us, including if its investment in such issuer is cancelled, unwound or acquired (which could be without what we consider to be adequate compensation). To the extent we are exposed to investments in portfolio companies that as a group are exposed to such force majeure events, the risks and potential losses to us are enhanced.

The continued threat of global terrorism and the impact of military and other action will likely continue to cause volatility in the economies of certain countries, contribute to increased market volatility and economic uncertainties or deterioration in the United States and worldwide and various aspects thereof, including in prices of commodities. Our portfolio investments may involve significant strategic assets having a national or regional profile. The nature of these assets could expose them to a greater risk of being the subject of a terrorist attack than other assets or businesses. Acts of war could similarly lead to such volatility. For example, in response to the ongoing conflict between Russia and Ukraine, the United States and other countries have imposed sanctions or other restrictive actions against Russia. In addition, the recent outbreak of hostilities in the Middle East and escalating tensions in the region may create volatility and disruption of global markets.

The ramifications of the hostilities and sanctions, however, may not be limited to Russia and the Middle East and Russian and Middle Eastern companies, respectively, but may spill over to and negatively impact other regional and global economic markets (including Europe and the United States), companies in other countries (particularly those that have done business with Russia) and on various sectors, industries and markets for securities and commodities globally, such as oil and natural gas. Any of the above factors, including sanctions, export controls, tariffs, trade wars and other governmental actions, could have a material adverse effect on our business, financial condition, cash flows, and results of operations, and could cause the market value of our common stock to decline. In addition, these market and economic disruptions could negatively impact the operating results of our portfolio companies, which may, in turn, impact the valuation of such portfolio companies, and impact our business, operating resulting and financial condition.

Our investments in certain industry sectors, such as the energy sector, may be subject to significant political, economic and capacity risks that may increase the possibility that we lose all or a part of our investment.

The revenues and profitability of certain portfolio companies may be significantly affected by the future prices of and the demand for oil, natural gas liquids and natural gas, which are inherently uncertain. Investments in energy companies may have significant shortfalls in projected cash flow if prices decline from levels projected at the time the investment is made. Various factors beyond our control could affect energy prices, including worldwide supplies, political instability or armed conflicts in oil, natural gas liquids and natural gas producing regions, the price of foreign imports, the level of consumer demand, the price and availability of alternative fuels, capacity constraints and changes in existing government regulation, taxation and price controls. Energy prices have fluctuated greatly during the past, and energy markets may continue to be volatile.

Changes in healthcare laws and other regulations applicable to some of our portfolio companies' businesses may constrain their ability to offer their products and services.

Changes in healthcare or other laws and regulations applicable to the businesses of some of our portfolio companies may occur that could increase their compliance and other costs of doing business, require significant systems enhancements, or render their products or services less profitable or obsolete, any of which could have a material adverse effect on their results of operations. There has also been an increased political and regulatory focus on healthcare laws in recent years, and new legislation could have a material effect on the business and operations of some of our portfolio companies.

If our portfolio companies are unable to protect their intellectual property rights, our business and prospects could be harmed, and if portfolio companies are required to devote significant resources to protecting their intellectual property rights, the value of our investment could be reduced.

Our future success and competitive position will depend in part upon the ability of our portfolio companies to obtain, maintain and protect proprietary technology used in their products and services. The intellectual property held by our portfolio companies often represents a substantial portion of the collateral securing our investments and/or constitutes a significant portion of the portfolio companies' value and may be available in a downside scenario to repay our loans. Our portfolio companies will rely, in part, on patent, trade secret, and trademark law to protect that technology, but competitors may misappropriate their intellectual property, and disputes as to ownership of intellectual property may arise. Portfolio companies may, from time to time, be required to institute litigation to enforce their patents, copyrights, or other intellectual property rights; protect their trade secrets; determine the validity and scope of the proprietary rights of others; or defend against claims of infringement. Such litigation could result in substantial costs and diversion of resources. Similarly, if a portfolio company is found to infringe or misappropriate a third-party's patent or other proprietary rights, it could be required to pay damages to the third party, alter its products or processes, obtain a license from the third-party, and/or cease activities utilizing the proprietary rights, including making or selling products utilizing the proprietary rights. Any of the foregoing events could negatively affect both the portfolio company's ability to service our debt investment and the value of any related debt and equity securities that we own, as well as any collateral securing our investment.

Cybersecurity risks and cyber incidents may adversely affect our business or the business of our portfolio companies by causing a disruption to our operations or the operations of our portfolio companies, a compromise or corruption of our confidential information or the confidential information of our portfolio companies and/or damage to our business relationships or the business relationships of our portfolio companies, all of which could negatively impact the business, financial condition and operating results of us or our portfolio companies.

A cyber incident is considered to be any adverse event that threatens the confidentiality, integrity or availability of the information resources of us or our portfolio companies. These incidents may be an intentional attack or an unintentional event and could involve gaining unauthorized access to our information systems or those of our portfolio companies for purposes of misappropriating assets, stealing confidential information, corrupting data or causing operational disruption. The result of these incidents may include disrupted operations, misstated or unreliable financial data, liability for stolen assets or information, increased cybersecurity protection and insurance costs, litigation and damage to business relationships. As our and our portfolio companies' reliance on technology has increased, so have the risks posed to our information systems, both internal and those provided by third-party service providers, and the information systems of our portfolio companies. We have implemented processes, procedures and internal controls to help mitigate cybersecurity risks and cyber intrusions, but these measures, as well as our increased awareness of the nature and extent of a risk of a cyber-incident, do not guarantee that a cyber-incident will not occur and/or that our financial results, operations or confidential information will not be negatively impacted by such an incident.

Our investments in portfolio companies may be risky, and we could lose all or part of our investment.

Investing in lower middle-market companies involves a number of significant risks. Among other things, these companies:

- may have limited financial resources and may be unable to meet their obligations under their debt instruments that we hold, which may be accompanied by a deterioration in the value of any collateral and a reduction in the likelihood of us realizing any guarantees from subsidiaries or affiliates of portfolio companies that we may have obtained in connection with our investment;
- may have shorter operating histories, narrower product lines and smaller market shares, which tend to render them more vulnerable to competitors' actions and market conditions, as well as general economic downturns, than larger businesses;
- are more likely to depend on the management talents and efforts of a small group of persons; therefore, the death, disability, resignation or termination of one or more of these persons could have a material adverse impact on our portfolio company and, in turn, on us;
- generally have less predictable operating results, may from time to time be parties to litigation, may be engaged in rapidly changing businesses with products subject to a substantial risk of obsolescence, and may require substantial additional capital to support their operations, finance expansion or maintain their competitive position; and
- generally have less publicly available information about their businesses, operations and financial condition. If we are unable to uncover all material information about these companies, we may not make a fully informed investment decision, and may lose all or part of our investment.

In addition, in the course of providing significant managerial assistance to certain portfolio companies, certain of our management and directors may serve as directors on the boards of such companies. To the extent that litigation arises out of investments in these portfolio companies, our management and directors may be named as defendants in such litigation, which could result in an expenditure of funds (through our indemnification of such officers and directors) and the diversion of management time and resources.

The lack of liquidity in our investments may adversely affect our business.

All of our assets may be invested in illiquid securities, and a substantial portion of our investments in leveraged companies will be subject to legal and other restrictions on resale or will otherwise be less liquid than more broadly traded public securities. The illiquidity of these investments may make it difficult for us to sell such investments when desired. In addition, if we are required to liquidate all or a portion of our portfolio quickly, we may realize significantly less than the value at which we have previously recorded these investments. As a result, we do not expect to achieve liquidity in our investments in the near-term. However, to maintain the elections to be regulated as a BDC and as a RIC, we may have to dispose of investments if they do not satisfy one or more of the applicable criteria under the respective regulatory frameworks. We may also face other restrictions on our ability to liquidate an investment in a portfolio company to the extent that we or our investment advisor have material nonpublic information regarding such portfolio company.

We may not have the funds to make additional investments in our portfolio companies that could impair the value of our portfolio.

After our initial investment in a portfolio company, we may be called upon from time to time to provide additional funds to such company or have the opportunity to increase our investment through the exercise of a warrant to purchase common stock. There is no assurance that we will make, or will have sufficient funds to make, follow-on investments. Any decisions not to make a follow-on investment or any inability on our part to make such an investment may have a negative impact on a portfolio company in need of such an investment, may result in a missed opportunity for us to increase our participation in a successful operation or may reduce the expected yield on the investment. Even if we have sufficient capital to make a desired follow-on investment, we may elect not to make a follow-on investment because we may not want to increase our level of risk, because we prefer other opportunities or because we are inhibited by compliance with BDC requirements, SBA regulations or the desire to maintain our RIC tax treatment. Our ability to make follow-on investments may also be limited by our investment advisor's allocation policy.

Portfolio companies may incur debt that ranks equally with, or senior to, our investments in such companies.

We will invest in second lien and subordinated debt as well as equity issued by lower middle-market companies. The portfolio companies generally have, or may be permitted to incur, other debt that ranks equally with, or senior to, the debt in which we invest. By their terms, such senior debt instruments may entitle the holders to receive payment of interest or principal on or before the dates on which we are entitled to receive payments with respect to the debt instruments in which we invest. Also, in the event of insolvency, liquidation, dissolution, reorganization or bankruptcy of a portfolio company, holders of debt instruments ranking senior to our investment in that portfolio company would typically be entitled to receive payment in full before we receive any distribution. After repaying such senior creditors, such portfolio company may not have any remaining assets to use for repaying its obligation to us. In the case of debt ranking equally with debt instruments in which we invest, we would have to share on an equal basis any distributions with other creditors holding such debt in the event of an insolvency, liquidation, dissolution, reorganization or bankruptcy of the relevant portfolio company.

There may be circumstances where our debt investments could be subordinated to claims of other creditors or could be subject to lender liability claims.

Even though we may have structured certain of our investments as senior loans, if one of our portfolio companies were to go bankrupt, depending on the facts and circumstances, including the extent to which we actually provided managerial assistance to that portfolio company, a bankruptcy court might recharacterize our debt investment and subordinate all or a portion of our claim to that of other creditors. We may also be subject to lender liability claims for actions taken by us with respect to a borrower's business or instances where we exercise control over the borrower. It is possible that we could become subject to a lender's liability claim, including as a result of actions taken in rendering significant managerial assistance.

Second priority liens on collateral securing loans that we make to our portfolio companies may be subject to control by senior creditors with first priority liens. If there is a default, the value of the collateral may not be sufficient to repay in full both the first priority creditors and us.

Certain loans we make to portfolio companies are and will be secured on a second priority basis by the same collateral securing senior secured debt of such companies. The first priority liens on the collateral secure the portfolio company's obligations under any outstanding senior debt and may secure certain other future debt that may be permitted to be incurred by the company under the agreements governing the loans. The holders of obligations secured by the first priority liens on the collateral will generally control the liquidation of and be entitled to receive proceeds from any realization of the collateral to repay their obligations in full before us. In addition, the value of the collateral in the event of liquidation will depend on market and economic conditions, the availability of buyers and other factors. There can be no assurance that the proceeds, if any, from the sale or sales of all of the collateral would be sufficient to satisfy the loan obligations secured by the second priority liens after payment in full of all obligations secured by the first priority liens on the collateral. If such proceeds are not sufficient to repay amounts outstanding under the loan obligations secured by the second priority liens, then we, to the extent not repaid from the proceeds of the sale of the collateral, will only have an unsecured claim against the company's remaining assets, if any.

The rights we may have with respect to the collateral securing the loans we make to portfolio companies with senior debt outstanding may also be limited pursuant to the terms of one or more intercreditor agreements entered into with the holders of senior debt. Under an intercreditor agreement, at any time that obligations having the benefit of the first priority liens are outstanding, any of the following actions that may be taken in respect to the collateral will be at the direction of the holders of the obligations secured by the first priority liens:

- the ability to cause the commencement of enforcement proceedings against the collateral;
- the ability to control the conduct of such proceedings;
- the approval of amendments to collateral documents;
- releases of liens on the collateral; and
- waivers of past defaults under collateral documents.

We may not have the ability to control or direct such actions, even if our rights are adversely affected.

We may hold the debt securities of leveraged companies that may, due to the significant volatility of such companies, enter into bankruptcy proceedings.

Leveraged companies may experience bankruptcy or similar financial distress. The bankruptcy process has a number of significant inherent risks. Many events in a bankruptcy proceeding are the product of contested matters and adversary proceedings and are beyond the control of the creditors. A bankruptcy filing by an issuer may adversely and permanently affect the issuer. If the proceeding is converted to a liquidation, the value of the issuer may not equal the liquidation value that was believed to exist at the time of the investment. The duration of a bankruptcy proceeding is also difficult to predict, and a creditor's return on investment can be adversely affected by delays until the plan of reorganization or liquidation ultimately becomes effective. The administrative costs in connection with a bankruptcy proceeding are frequently high and would be paid out of the debtor's estate prior to any return to creditors. Because the standards for classification of claims under bankruptcy law are vague, our influence with respect to the class of securities or other obligations we own may be lost by increases in the number and amount of claims in the same class or by different classification and treatment. In the early stages of the bankruptcy process, it is often difficult to estimate the extent of, or even to identify, any contingent claims that might be made. In addition, certain claims that have priority by law (for example, claims for taxes) may be substantial.

Any unrealized depreciation we experience on our investment portfolio may be an indication of future realized losses, which could reduce our income available for distribution.

As a BDC, we are required to carry our investments at fair value as determined in good faith by our board of directors. Decreases in the fair values of our investments will be recorded as unrealized depreciation. Any unrealized depreciation in our investment portfolio could be an indication of a portfolio company's inability to meet its repayment obligations to us with respect to the affected investments. This could result in realized losses in the future and ultimately in reductions of our income available for distribution in future periods.

Defaults by our portfolio companies will harm our operating results.

A portfolio company's failure to satisfy financial or operating covenants imposed by us or other lenders could lead to defaults and, potentially, termination of its loans and foreclosure on its assets. This could trigger cross-defaults under other agreements and jeopardize the portfolio company's ability to meet its obligations under the debt or equity securities that we hold. We may incur expenses to the extent necessary to seek recovery upon default or to negotiate new terms, which may include the waiver of certain financial covenants, reduced interest and/or loss of principal, with a defaulting portfolio company.

To the extent OID and PIK-interest constitute a portion of our income, we will be exposed to typical risks associated with such income being required to be included in taxable and accounting income prior to receipt of cash representing such income.

Our investments may include original-issue-discount instruments and contractual PIK-interest arrangements. To the extent OID or PIK-interest constitutes a portion of our income, we are exposed to typical risks associated with such income being required to be included in taxable and accounting income prior to receipt of cash, including the following:

- The higher interest rates of OID and PIK instruments reflect the payment deferral, which results in a higher principal amount at the maturity of the instrument as compared to the original principal amount of the instrument, and increased credit risk associated with these instruments, and OID and PIK instruments generally represent a significantly higher credit risk than coupon loans.

- Even if the accounting conditions for income accrual are met, the borrower could still default when our actual collection is supposed to occur at the maturity of the obligation.

- OID and PIK instruments may have unreliable valuations because their continuing accruals require continuing judgments about the collectability of the deferred payments and the value of any associated collateral. OID and PIK-income may also create uncertainty about the source of our cash distributions.

- To the extent we provide loans with interest-only payments or moderate loan amortization, the majority of the principal payment or amortization of principal may be deferred until loan maturity. Because this debt generally allows the borrower to make a large lump-sum payment of principal at the end of the loan term, there is a risk of loss if the borrower is unable to pay the lump sum or refinance the amount owed at maturity.

- For accounting purposes, any cash distributions to stockholders representing OID and PIK-income are not treated as coming from paid-in capital, even though the cash to pay them comes from the offering proceeds. As a result, despite the fact that a distribution representing OID and PIK-income could be paid out of amounts invested by our stockholders, the 1940 Act does not require that stockholders be given notice of this fact by reporting it as a return of capital.

- In certain cases, we may recognize taxable income before or without receiving corresponding cash payments and, as a result, we may have difficulty meeting the annual distribution requirement necessary to maintain our tax treatment as a RIC.

We do not expect to control many of our portfolio companies.

We do not expect to control many of our portfolio companies, even though we may have board representation or board observation rights, and the debt agreements may contain certain restrictive covenants. As a result, we are subject to the risk that a portfolio company in which we invest may make business decisions with which we disagree and the management of such company, as representatives of the holders of the company's common equity, may take risks or otherwise act in ways that do not serve our interests as debt investors. Due to the lack of liquidity for our investments in private companies in the lower middle-market, we may not be able to dispose of our interests in our portfolio companies as readily as we would like or at an appropriate valuation. As a result, a portfolio company may make decisions that could decrease the value of our portfolio holdings.

We are a non-diversified investment company within the meaning of the 1940 Act; therefore, we are not limited with respect to the proportion of our assets that may be invested in securities of a single issuer.

We are classified as a non-diversified investment company within the meaning of the 1940 Act, which means that we are not limited by the 1940 Act with respect to the proportion of our assets that we may invest in securities of a single issuer. To the extent that we assume large positions in the securities of a small number of issuers, our net asset value may fluctuate to a greater extent than that of a diversified investment company as a result of changes in the financial condition or the market's assessment of the issuer and the aggregate returns we realize may be significantly adversely affected if a small number of investments perform poorly or if we need to write down the value of any one investment. Additionally, while we are not targeting any specific industries, our investments may be concentrated in relatively few industries. As a result, a downturn in any particular industry in which we are invested could also significantly impact the aggregate returns we realize. We may also be more susceptible to any single economic or regulatory occurrence than a diversified investment company. Beyond the asset diversification requirements applicable to RICs, we do not have fixed guidelines for diversification, and our investments could be concentrated in relatively few portfolio companies.

Prepayments of our debt investments by our portfolio companies could adversely impact our results of operations and reduce our return on equity.

We are subject to the risk that the investments we make in our portfolio companies may be repaid prior to maturity. When this occurs, we will generally reinvest these proceeds in temporary investments (cash equivalents), pending future investments in new portfolio companies. These temporary investments will typically have substantially lower yields than the debt being repaid, and we could experience significant delays in reinvesting these amounts. In addition, any future investment of such amounts in a new portfolio company may also be at lower yields than the investment that was repaid. As a result, our results of operations could be materially adversely affected if one or more of our portfolio companies elect to prepay amounts owed to us. Additionally, prepayments could negatively impact our return on equity, which could result in a decline in the market price of our common stock.

We may not realize gains from our equity investments.

Certain investments that we have made in the past and may make in the future include warrants or other equity or equity-related securities. Typically we make non-control equity investments in portfolio companies. Our goal is to realize gains upon our disposition of such equity interests. However, the equity interests we receive may not appreciate in value and, in fact, may decline in value. We also may be unable to realize any value if a portfolio company does not have a liquidity event, such as a sale of the business, recapitalization or public offering, which would allow us to sell the underlying equity interests. We often seek puts or similar rights to give us the right to sell our equity securities back to the portfolio company issuer. We may be unable to exercise these put rights for the consideration provided in our investment documents if the issuer is in financial distress. Accordingly, we may not be able to realize gains from our equity interests, and any gains that we do realize on the disposition of any equity interests may not be sufficient to offset any other losses we experience.

If our primary investments are deemed not to be qualifying assets, we could be precluded from investing in our desired manner or deemed to be in violation of the 1940 Act.

In order to maintain our status as a BDC, we may not acquire any assets other than “qualifying assets” unless, at the time of and after giving effect to such acquisition, at least 70% of our total assets are qualifying assets. We believe that most of the investments that we may acquire in the future will constitute qualifying assets. However, we may be precluded from investing in what we believe are attractive investments if such investments are not qualifying assets for purposes of the 1940 Act. If we do not invest a sufficient portion of our assets in qualifying assets, we could violate the 1940 Act provisions applicable to BDCs and be precluded from making follow-on investments in existing portfolio companies (which could result in the dilution of our position) or required to dispose of investments at inappropriate times in order to come into compliance with the 1940 Act. If we need to dispose of such investments quickly, it could be difficult to dispose of such investments on favorable terms. We may not be able to find a buyer for such investments and, even if we do find a buyer, we may have to sell the investments at a substantial loss. Any such outcomes would have a material adverse effect on our business, financial condition, results of operations and cash flows. Furthermore, any failure to comply with the requirements imposed on BDCs by the 1940 Act could cause the SEC to bring an enforcement action against us and/or expose us to claims of private litigants. If we do not maintain our status as a BDC, we would be subject to regulation as a registered closed-end investment company under the 1940 Act. As a registered closed-end investment company, we would be subject to substantially more regulatory restrictions under the 1940 Act, which would significantly decrease our operating flexibility.

The disposition of our investments may result in contingent liabilities.

A significant portion of our investments involve private securities and we expect that a significant portion of our investments will continue to involve private securities. In connection with the disposition of an investment in private securities, we may be required to make representations about the business and financial affairs of the portfolio company typical of those made in connection with the sale of a business. Additionally, customary terms of such sales agreements generally provide adjustments to the initial purchase price determined on the closing date if the portfolio company's net working capital varies from preliminary amounts utilized in determining the initial purchase price; such adjustments could subsequently result in upward or downward revisions to the initial purchase price and impact our amount of realized gain or loss on sale. We may also be required to indemnify the purchasers of such investment to the extent that any such representations turn out to be inaccurate or with respect to potential liabilities. These arrangements may result in contingent liabilities that ultimately result in funding obligations that we must satisfy through its return of distributions previously made to it.

We may be unable to invest a significant portion of any net proceeds from an offering or from exiting an investment or other capital on acceptable terms, which could harm our financial condition and operating results.

We may be unable to invest the net proceeds of any offering or from exiting an investment or other sources of capital on acceptable terms within the time period that we anticipate or at all. Delays in investing such capital may cause our performance to be worse than that of fully invested BDCs or other lenders or investors pursuing comparable investment strategies.

Depending on market conditions and the amount of the capital involved, it may take us a substantial period of time to invest substantially all the capital in securities meeting our investment objective. During this period, we will invest such capital primarily in short-term securities consistent with our BDC election and our election to be taxed as a RIC, which may produce returns that are significantly lower than the returns which we expect to achieve when our portfolio is fully invested in longer-term investments in pursuit of our investment objective. Any distributions that we pay during such period may be substantially lower than the distributions that we may be able to pay when our portfolio is fully invested. In addition, until such time as the net proceeds of any offering or from exiting an investment or other sources capital are invested in new investments meeting our investment objective, the market price for our common stock may decline.

Our investment advisor's liability is limited under the Investment Advisory Agreement, and we have agreed to indemnify our investment advisor against certain liabilities, which may lead our investment advisor to act in a riskier manner on our behalf than it would when acting for its own account.

Under the Investment Advisory Agreement, our investment advisor does not assume any responsibility to us other than to render the services called for under that agreement, and it is not responsible for any action of our board of directors in following or declining to follow our investment advisor's advice or recommendations. Under the terms of the Investment Advisory Agreement, our investment advisor and its officers, directors, members, managers, partners, stockholders and employees are not liable to us, any subsidiary of ours, our directors, our stockholders or any subsidiary's stockholders or partners for acts or omissions performed in accordance with and pursuant to the Investment Advisory Agreement, except those resulting from acts constituting gross negligence, willful misconduct, bad faith or reckless disregard of our investment advisor's duties under the Investment Advisory Agreement. In addition, we have agreed to indemnify our investment advisor and its officers, directors, members, managers, partners, stockholders and employees from and against any claims or liabilities, including reasonable legal fees and other expenses reasonably incurred, arising out of or in connection with our business and operations or any action taken or omitted on our behalf pursuant to authority granted by the Investment Advisory Agreement, except where attributable to gross negligence, willful misconduct, bad faith or reckless disregard of such person's duties under the Investment Advisory Agreement. These protections may lead our investment advisor to act in a riskier manner when acting on our behalf than it would when acting for its own account.

Risks Relating to Our Common Stock

Shares of closed-end investment companies, including business development companies, frequently trade at a discount to their net asset value.

Shares of closed-end investment companies, including BDCs, frequently trade at a discount from net asset value. This characteristic of closed-end investment companies and BDCs is separate and distinct from the risk that our net asset value per share may decline. We cannot predict whether our common stock will trade at, above or below net asset value. In addition, if our common stock trades below net asset value, we will generally not be able to issue additional common stock at the market price without first obtaining the approval of our stockholders and our Independent Directors. On June 8, 2023 our stockholders voted to allow us to sell or otherwise issue common stock at a price below net asset value per share for a period of one year ending on the earlier of June 8, 2024 or the date of our 2024 Annual Meeting of Stockholders. We expect to present to our stockholders a similar proposal at our 2024 Annual Meeting of Stockholders. Selling or otherwise issuing shares of FIC's common stock below its then current net asset value per share would result in a dilution of FIC's existing common stockholders. The maximum number of shares issuable below net asset value pursuant to the authority granted by our stockholders that could result in such dilution is limited to 25% of FIC's then outstanding common stock immediately prior to each such sale. We do not intend to sell or otherwise issue shares of our common stock below net asset value unless our board of directors determines that it would be in our stockholders' best interests to do so. The level of net asset value dilution that could result from such an offering is not limited.

Market conditions may increase the risks associated with our business and an investment in us.

The current worldwide financial market situation may contribute to increased market volatility, may have long-term effects on the U.S. and worldwide financial markets and may cause economic uncertainties or deterioration in the United States and worldwide. These conditions raised the level of many of the risks described herein and, if repeated or continued, could have an adverse effect on our portfolio companies and on their results of operations, financial conditions, access to credit and capital. The stress in the credit market and upon banks has led other creditors to tighten credit and the terms of credit. In certain cases, senior lenders to our portfolio companies can block payments by our portfolio companies in respect of our loans to such portfolio companies. In turn, these could have adverse effects on our business, financial condition, results of operations, distributions to our stockholders, access to capital, valuation of our assets and our stock price. Notwithstanding any recent gains across either the equity or debt markets, these conditions may continue for a prolonged period of time or worsen in the future.

If, in the future, we sell common stock at a discount to our net asset value per share, stockholders who do not participate in such sale will experience immediate dilution in an amount that may be material.

On June 8, 2023, our stockholders approved our ability to sell or otherwise issue shares of our common stock at a discount from net asset value per share, as long as the cumulative number of shares sold pursuant to such authority does not exceed 25% of our then outstanding common stock immediately prior to each such sale, for a period of one year ending on the earlier of June 8, 2024 or the date of our 2024 Annual Meeting of Stockholders. Our stockholders will be asked to vote on a similar proposal at our 2024 Annual Meeting of Stockholders. If we sell or otherwise issue shares of our common stock at a discount to net asset value, it will pose a risk of dilution to our stockholders. In particular, stockholders who do not purchase additional shares at or below the discounted price in proportion to their current ownership will experience an immediate decrease in net asset value per share (as well as in the aggregate net asset value of their shares if they do not participate at all). These stockholders will also experience a disproportionately greater decrease in their participation in our earnings and assets and their voting power than the increase we experience in our assets, potential earning power and voting interests from such issuances or sale. In addition, such issuances or sales may adversely affect the price at which our common stock trades. For additional information and hypothetical examples of these risks, see "Sales of Common Stock Below Net Asset Value," and for actual dilution illustrations specific to an offering, see the prospectus supplement pursuant to which such sale is made.

Our net asset value may have changed significantly since our last valuation.

Our board of directors determines the fair value of our portfolio investments on a quarterly basis based on input from our investment advisor, our audit committee and, as to certain of our investments, a third party independent valuation firm. While the board of directors will review our net asset value per share in connection with any offering, it will not always have the benefit of input from the independent valuation firm when it does so. The fair value of various individual investments in our portfolio and/or the aggregate fair value of our investments may change significantly over time. If the fair value of our investment portfolio at December 31, 2023 is less than the fair value was at the time of an offering during 2023, then we may record an unrealized loss on our investment portfolio and may report a lower net asset value per share than was reflected in the Selected Consolidated Financial Data and the financial statements included in the prospectus supplement of that offering. If the fair value of our investment portfolio at December 31, 2023 is greater than the fair value at the time of an offering during 2023, we may record an unrealized gain on our investment portfolio and may report a greater net asset value per share than so reflected in the prospectus supplement of that offering. Upon publication of this information in connection with our announcement of operating results for our fiscal year ended December 31, 2023, the market price of our common stock may fluctuate materially, and may be substantially less than the price per share you pay for our common stock in an offering.

The market price of our securities may fluctuate significantly.

The market price and liquidity of the market for shares of our common stock may be significantly affected by numerous factors, some of which are beyond our control and may not be directly related to our operating performance. These factors include:

- significant volatility in the market price and trading volume of securities of BDCs or other companies in our sector, which is not necessarily related to the operating performance of these companies;
- exclusion of our common stock from certain market indices, such as the Russell 2000 Financial Services Index, could reduce the ability of certain institutional investors to own our common stock and could put short term pressure on our common stock;
- changes in regulatory policies or tax guidelines, particularly with respect to RICs, BDCs or SBICs;
- failure to maintain our qualification for RIC tax treatment;
- loss of status as an SBIC for the Funds, or any other SBIC subsidiary we may form;
- distributions that exceed our net investment income and net income as reported according to U.S. GAAP;
- changes or perceived changes in earnings or variations in operating results;
- changes or perceived changes in the value of our portfolio of investments;
- changes in accounting guidelines governing valuation of our investments;
- any shortfall in revenue or net income or any increase in losses from levels expected by investors or securities analysts;
- departure of our investment advisor's key personnel;
- operating performance of companies comparable to us;
- general economic trends and other external factors; and
- loss of a major funding source.

If any of the above and other factors currently unknown to us were to occur, it could have a material adverse effect on the market price of our common stock.

Investing in our securities may involve an above average degree of risk.

The investments we make in accordance with our investment objective may result in a higher amount of risk than alternative investment options and a higher risk of volatility or loss of principal. Our investments in portfolio companies may be highly speculative; therefore, an investment in our securities may not be suitable for someone with lower risk tolerance.

Sales of substantial amounts of our common stock may have an adverse effect on the market price of our common stock.

As of February 27, 2024, we had 30,646,509 shares of common stock outstanding. Sales of substantial amounts of our common stock, or the availability of shares for sale, could adversely affect the prevailing market price of our common stock. If this occurs and continues, it could impair our ability to raise additional capital through the sale of equity securities should we desire to do so.

If we issue preferred stock and/or debt securities, the net asset value and market value of our common stock may become more volatile.

We cannot assure you that the issuance of preferred stock and/or debt securities would result in a higher yield or return to the holders of our common stock. The issuance of preferred stock and/or debt securities would likely cause the net asset value and market value of our common stock to become more volatile. If the distribution rate on the preferred stock, or the interest rate on the debt securities, were to approach the net rate of return on our investment portfolio, the benefit of leverage to the holders of our common stock would be reduced. If the distribution rate on the preferred stock, or the interest rate on the debt securities, were to exceed the net rate of return on our portfolio, the use of leverage would result in a lower rate of return to the holders of common stock than if we had not issued the preferred stock and/or debt securities. Any decline in the net asset value of our investment would be borne entirely by the holders of our common stock. Therefore, if the market value of our portfolio were to decline, the leverage would result in a greater decrease in net asset value to the holders of our common stock than if we were not leveraged through the issuance of preferred stock and/or debt securities. This decline in net asset value would also tend to cause a greater decline in the market price for our common stock.

There is also a risk that, in the event of a sharp decline in the value of our net assets, we would be in danger of failing to maintain required asset coverage ratios which may be required by the preferred stock and/or debt securities or of a downgrade in the ratings of the preferred stock and/or debt securities or our current investment income might not be sufficient to meet the distribution requirements on the preferred stock or the interest payments on the debt securities. In order to counteract such an event, we might need to liquidate investments in order to fund redemption of some or all of the preferred stock and/or debt securities. In addition, we would pay (and the holders of our common stock would bear) all costs and expenses relating to the issuance and ongoing maintenance of the preferred stock and/or debt securities. Holders of preferred stock and/or debt securities may have different interests than holders of common stock and may at times have disproportionate influence over our affairs.

Provisions of the Maryland General Corporation Law and our charter and bylaws could deter takeover attempts and have an adverse effect on the price of our common stock.

The Maryland General Corporation Law contains provisions that may discourage, delay or make more difficult a change in control of us or the removal of our directors. In addition, our board of directors may, without stockholder action, authorize the issuance of shares of stock in one or more classes or series, including preferred stock. Our charter and bylaws contain provisions that limit liability and provide for indemnification of our directors and officers. These provisions and others also may have the effect of deterring hostile takeovers or delaying changes in control or management. We are generally prohibited from engaging in mergers and other business combinations with stockholders that beneficially own 10% or more of the voting power of our outstanding voting stock, or with their affiliates, for five years after the most recent date on which such stockholders became the beneficial owners of 10% or more of the voting power of our outstanding voting stock and thereafter unless our directors and stockholders approve the business combination in the prescribed manner. Maryland law may discourage third parties from trying to acquire control of us and increase the difficulty of consummating such an offer.

We have also adopted measures that may make it difficult for a third party to obtain control of us, including provisions of our charter authorizing our board of directors to classify or reclassify shares of our stock in one or more classes or series and to cause the issuance of additional shares of our stock, including preferred stock. In addition, we have adopted a classified board of directors. A classified board may render a change in control of us or removal of our incumbent management more difficult. These provisions, as well as other provisions of our charter and bylaws, may delay, defer or prevent a transaction or a change in control that might otherwise be in the best interests of our stockholders.

Our business and operation could be negatively affected if we become subject to any securities litigation or shareholder activism, which could cause us to incur significant expense, hinder execution of investment strategy and impact our stock price.

In the past, following periods of volatility in the market price of a company's securities, securities class action litigation has often been brought against that company. Shareholder activism, which could take many forms or arise in a variety of situations, has been increasing in the BDC space recently. While we are currently not subject to any securities litigation or shareholder activism, due to the potential volatility of our stock price and for a variety of other reasons, we may in the future become the target of securities litigation or shareholder activism. Securities litigation and shareholder activism, including potential proxy contests, could result in substantial costs and divert management's and our board of directors' attention and resources from our business. Additionally, such securities litigation and shareholder activism could give rise to perceived uncertainties as to our future, adversely affect our relationships with service providers and make it more difficult to attract and retain qualified personnel. Also, we may be required to incur significant legal fees and other expenses related to any securities litigation and activist shareholder matters. Further, our stock price could be subject to significant fluctuation or otherwise be adversely affected by the events, risks and uncertainties of any securities litigation and shareholder activism.

Item 1B. Unresolved Staff Comments.

Not applicable.

Item 1C. Cybersecurity.

The Company's cybersecurity program is designed to identify, assess, and manage material risks from cybersecurity threats. The Company relies on the Investment Advisor to implement the cybersecurity program. The cyber risk management program involves risk assessments relating to the information systems of the Investment Advisor, incident response training and testing, implementation of security measures, and ongoing monitoring of systems and networks and assessment of the associated risks on an annual basis, including networks on which the Company relies on. The Investment Advisor actively monitors the current threat landscape in an effort to identify material risks arising from new and evolving cybersecurity threats. The Investment Advisor has engaged external experts, including consultants, to evaluate cybersecurity measures and risk management processes. The Company depends on and engages various third parties, including suppliers, vendors, and service providers. The compliance team of the Company and the Investment Advisor will conduct onboarding and ongoing due diligence of each third-party engaged by them, including identify and oversee risks from cybersecurity threats associated with their use of such entities.

Board Oversight of Cybersecurity Risks

The Board has the primary responsibility for overseeing and reviewing the guidelines and policies with respect to the Company's risk management, including risks associated with cybersecurity threats. Certain members of the Company's management will periodically report to the Board, on at least a quarterly basis, on cybersecurity matters, such as the overall state of the Company's cybersecurity program, information on the current threat landscape, and risks from cybersecurity threats and material cybersecurity incidents.

Management's Role in Cybersecurity Risk Management

The Company's management is responsible for assessing and managing material risks from cybersecurity threats, in consultations with cybersecurity consultants engaged by the Investment Advisor. The Company's management is informed about and monitors the prevention, detection, mitigation, and remediation of cybersecurity incidents, including through the receipt of notifications from service providers and reliance on communications with risk management, legal, and/or information technology.

Assessment of Cybersecurity Risk

The potential impact of risks from cybersecurity threats are assessed on an ongoing basis, and how such risks could materially affect the Company's business strategy, operational results, and financial condition are regularly evaluated. During the reporting period, the Company has not identified any risks from cybersecurity threats, including as a result of previous cybersecurity incidents, that the Company believes has materially affected, or are reasonably likely to materially affect, the Company, including the Company's business strategy, operational results, and financial condition.

Item 2. Properties.

We do not own any real estate or other physical properties materially important to our operation. Our headquarters are located at 1603 Orrington Avenue, Suite 1005, Evanston, Illinois 60201, and are provided by our investment advisor pursuant to the Administration Agreement. Our investment advisor also maintains additional office space at 4201 Congress Street, Suite 250, Charlotte, North Carolina 28209, and 1140 Avenue of the Americas, 21st Floor, New York, New York 10036. We believe that our office facilities are suitable and adequate to our business as we contemplate conducting it.

Item 3. Legal Proceedings.

We are not, and our investment advisor is not, currently subject to any material legal proceedings.

Item 4. Mine Safety Disclosures.

Not applicable.

PART II

Item 5. Market for Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities.

Our common stock began trading on June 21, 2011 on the NASDAQ Global Market under the symbol "FDUS." Effective January 3, 2012, our common stock was included in the Nasdaq Global Select Market. The last reported price for our common stock on February 27, 2024 was $19.79 per share. As of February 27, 2024, we had 20 stockholders of record.

Price Range of Common Stock

The following table lists the high and low closing sale price for our common stock, and the closing sale price as a percentage of net asset value, or NAV, on our common stock for each fiscal quarter during the last two most recently completed fiscal years and each full fiscal quarter since the beginning of the current fiscal year.

Period	NAV(1)	High Closing Sales Price	Low Closing Sales Price	Premium / (Discount) of High Sales Price to NAV(2)	Premium / (Discount) of Low Sales Price to NAV(2)
Year Ended December 31, 2024:					
First Quarter (through February 27, 2024)	$ *	$ 20.04	$ 18.79	* %	* %
Year Ended December 31, 2023:					
First Quarter	$ 19.39	$ 20.90	$ 18.29	7.8 %	(5.7) %
Second Quarter	19.13	20.08	18.10	5.0	(5.4)
Third Quarter	19.28	20.98	18.80	8.8	(2.5)
Fourth Quarter	19.37	20.13	17.69	3.9	(8.7)
Year Ended December 31, 2022:					
First Quarter	$ 19.91	$ 20.52	$ 17.02	3.1 %	(14.5) %
Second Quarter	19.80	20.94	16.61	5.8	(16.1)
Third Quarter	19.41	20.62	16.92	6.2	(12.8)
Fourth Quarter	19.43	20.69	16.88	6.5	(13.1)
Year Ended December 31, 2021:					
First Quarter	$ 16.90	$ 15.67	$ 12.78	(7.3) %	(24.4) %
Second Quarter	17.57	17.89	15.70	1.8	(10.6)
Third Quarter	18.31	18.39	16.45	0.4	(10.2)
Fourth Quarter	19.96	18.63	16.97	(6.7)	(15.0)

(1)Net asset value per share is determined as of the last day in the relevant quarter and therefore may not reflect the net asset value per share on the date of the high and low sales prices. The net asset values shown are based on outstanding shares at the end of each period.
(2)Calculated as the difference between the respective high or low closing sales price and the quarter end net asset value divided by the quarter end net asset value.
(3)Represents the regular and special, if applicable, distribution declared in the specified quarter. We have adopted an "opt out" dividend reinvestment plan for our common stockholders. As a result, if we declare a distribution, stockholders' cash distributions will be automatically reinvested in additional shares of our common stock, unless they specifically "opt out" of the dividend reinvestment plan so as to receive cash distributions.
* NAV has not yet been determined.

Shares of BDCs may trade at a market price that is less than the net asset value of those shares. The possibilities that our shares of common stock will trade at a discount from net asset value or at premiums that are unsustainable over the long term are separate and distinct from the risk that our net asset value will decrease. It is not possible to predict whether any common stock offered pursuant to this prospectus supplement will trade at, above, or below net asset value. As of February 27, 2024, our shares of common stock traded at a premium equal to approximately 2.2% of the net assets attributable to those shares based upon our $19.37 net asset value per share as of December 31, 2023. It is not possible to predict whether the shares offered hereby will trade at, above, or below net asset value.

We intend to continue to pay quarterly distributions to our stockholders. Our distributions may include returns of paid-in capital, as well as declared dividends from earnings and profits. Our quarterly distributions, if any, are determined by our board of directors. We have elected, and intend to qualify annually, to be treated as a RIC under Subchapter M of the Code. As long as we qualify for tax treatment as a RIC, we will not be taxed on our investment company taxable income or net capital gain, to the extent that such income or gain is distributed, or deemed to be distributed, to stockholders on a timely basis.

We may not be able to achieve operating results that will allow us to make distributions at a specific level or to increase the amount of these distributions from time to time. If we do not distribute a certain percentage of our income annually, we will suffer adverse tax consequences, including possible loss of our status as a RIC. We cannot assure stockholders that they will receive any distributions at a particular level.

We have adopted a dividend reinvestment plan that provides for reinvestment of our distributions on behalf of our stockholders, unless a stockholder elects to receive cash. As a result, if our board of directors authorizes, and we declare, a cash distribution, then our stockholders who have not "opted out" of our dividend reinvestment plan will have their cash distribution automatically reinvested in additional shares of our common stock, rather than receiving the cash distribution. Under the terms of our dividend reinvestment plan, dividends will primarily be paid in newly issued shares of common stock. However, we reserve the right to purchase shares in the open market in connection with the implementation of the plan. This feature of the plan means that, under certain circumstances, we may issue shares of our common stock at a price below net asset value per share, which could cause our stockholders to experience dilution.

To maintain our tax treatment as a RIC, we generally must, among other things, distribute at least 90% of our net ordinary income and our net short-term capital gains in excess of our net long-term capital losses, if any. In order to avoid certain excise taxes imposed on RICs, we currently intend to distribute during each calendar year an amount at least equal to the sum of (1) 98% of our ordinary income for the calendar year, (2) 98.2% of our capital gain net income for the calendar year and (3) any net ordinary income and capital gain net income that we recognized for preceding years, but were not distributed during such years, and on which we paid no U.S. federal income tax. We may retain for investment some or all of our net capital gain (i.e., net long-term capital gains in excess of net short-term capital losses) and treat such amounts as deemed distributions to our stockholders. If we do this, you will be treated as if you received an actual distribution of the capital gain we retain and then reinvested the net after-tax proceeds in our common stock. You also may be eligible to claim a tax credit (or, in certain circumstances, a tax refund) equal to your allocable share of the tax we paid on the capital gain deemed distributed to you. Please refer to "Business — Election to be Taxed as a RIC" for further information regarding the consequences of our retention of net capital gain. We can offer no assurance that we will achieve results that will permit the payment of any cash distributions and, if we issue senior securities, we will be prohibited from making distributions if doing so causes us to fail to maintain the asset coverage ratios stipulated by the 1940 Act or if distributions are limited by the terms of any of our borrowings. See "Business — Regulation" and "Business — Election to be Taxed as a RIC."

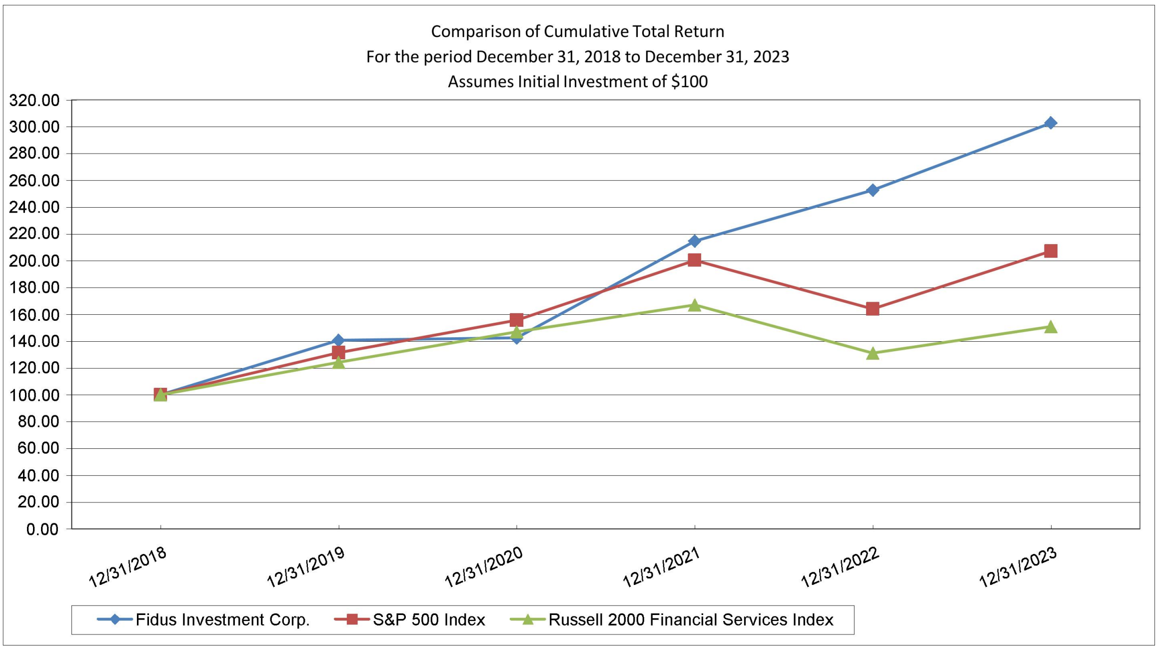
We may make distributions that are payable in cash or shares of our common stock at the election of each stockholder. In accordance with Treasury regulations and published guidance issued by the Internal Revenue Service, a publicly offered RIC may treat distributions of its own stock as counting towards its RIC distribution requirements if each stockholder may elect to receive his, her, or its entire distribution in either cash or stock of the RIC. The IRS has issued a revenue procedure indicating that this rule will apply if the total amount of cash to be distributed is not less than 20% of the total distribution. Under the revenue procedure, if too many stockholders elect to receive their distributions in cash, the cash available for distribution must be allocated among the shareholders electing to receive cash (with the balance of the distribution paid in stock). If we decide to make any distributions that are payable in part in shares of our stock, U.S. stockholders receiving such distributions generally will be required to include the full amount of the distribution (whether received in cash, shares of our stock, or a combination thereof) as ordinary income (or as long-term capital gain to the extent such distribution is properly reported as a capital gain dividend) to the extent of our current and accumulated earnings and profits. As a result, a U.S. stockholder may be required to pay tax with respect to such distributions in excess of any cash received. If a U.S. stockholder sells the stock it receives in order to pay this tax, the sales proceeds may be less than the amount included in income with respect to the distribution, depending on the market price of our stock at the time of the sale. Furthermore, with respect to non-U.S. stockholders, we may be required to withhold U.S. federal tax with respect to such distributions, including in respect of all or a portion of such distributions that are payable in stock. In addition, if a significant number of our stockholders determine to sell shares of our stock in order to pay taxes owed on such distributions, it may put downward pressure on the trading price of shares of our stock.

Distributions in excess of our current and accumulated profits and earnings would be treated first as a return of capital to the extent of the stockholder's adjusted tax basis, and any remaining distributions would be treated as a capital gain. The determination of the tax attributes of our distributions will be made annually as of the end of our fiscal year based upon our taxable income for the full year and distributions paid for the full year. Therefore, a determination made on a quarterly basis may not be representative of the actual tax attributes of our distributions for a full year. Each year, a statement on Form 1099-DIV identifying the source of the distribution will be sent to our U.S. stockholders of record. Our board of directors presently intends to declare and pay quarterly dividends. Our ability to pay dividends could be affected by future business performance, liquidity, capital needs, alternative investment opportunities and loan covenants.

The tax character of distributions declared and paid in 2023 is described in Note 12 to our consolidated financial statements.

Stock Performance Graph

This graph compares the stockholder return on our common stock from December 31, 2018 to December 31, 2023 with that of the Russell 2000 Financial Services Index and the Standard & Poor's 500 Total Return Stock Index. This graph assumes that on December 31, 2018, $100 was invested in our common stock, the Russell 2000 Financial Services Index, and the Standard & Poor's 500 Total Return Stock Index. The graph also assumes the reinvestment of all cash dividends prior to any tax effect. The graph and other information furnished under this Part II Item 5 of this Annual Report shall not be deemed to be "soliciting material" or to be "filed" with the SEC or subject to Regulation 14A or 14C under, or to the liabilities of Section 18 of, the Exchange Act. The stock price performance included in the below graph is not necessarily indicative of future stock performance.



Outstanding Securities

The following table shows our outstanding classes of securities as of December 31, 2023:

(a) Title of Class		(b) Amount Authorized	(c) Amount Held by us or for Our Account		d) Amount Outstanding Exclusive of Amounts Shown Under (c)
Common Stock		100,000,000	70,540		30,438,979
SBA Debentures	$	325.0 million [(1)]	—	$	210.0 million
Credit Facility	$	100.0 million	—	$	—
Notes	$	250.0 million	—	$	250.0 million

(1) For more information regarding our limitations as to SBA debenture issuances, see "Regulation — Small Business Administration Regulations."

Fees and Expenses

The following table is intended to assist you in understanding the costs and expenses that an investor in an offering will bear directly or indirectly. We caution you that some of the percentages indicated in the table below are estimates and may vary. Except where the context suggests otherwise, whenever there is a reference to fees or expenses paid by "you," "us," "the Company" or "Fidus," or that "we" will pay fees or expenses, stockholders will indirectly bear such fees or expenses as investors in us.

Stockholder transaction expenses:		
Sales load (as a percentage of offering price)	-	(1)
Offering Expenses born by us (as a percentage of offering price)	-	(2)
Dividend reinvestment plan expenses	-	(3)
Total stockholder transaction expenses paid by us (as a percentage of offering price)	-	(4)
Annual expenses (as a percentage of net assets attributable to common stock) (5):		
Base management fee	3.15 %	(6)
Incentive fees payable under Investment Advisory Agreement	3.88 %	(7)
Interest payments on borrowed funds	4.24 %	(8)
Other expenses	1.42 %	(9)
Total annual expenses, before base management fee waiver	12.69 %	(10)
Base management fee waiver	(0.06 %)	(11)
Total annual expenses, net of base management fee waiver	12.63 %	(12)

(1)In the event that securities are sold to or through underwriters, a corresponding prospectus supplement will disclose the applicable sales load.
(2)In the event that we conduct an offering of any of our securities, a corresponding prospectus supplement will disclose the estimated offering expenses because they will be ultimately borne by the Company (and indirectly by our stockholders).
(3)The expenses of administering our dividend reinvestment plan are included in other expenses.
(4)Total stockholder transaction expenses may include a sales load and will be disclosed in a future prospectus supplement, if any.
(5)Net assets attributable to common stock equals average net assets, which is calculated as the average of the net assets balances as of each quarter end during the year ended December 31, 2023 and the prior year end.
(6)Our base management fee is 1.75% of the average value of our total assets (other than cash and cash equivalents but including assets purchased with borrowed amounts). This item represents actual base management fees incurred for the year ended December 31, 2023. We may from time to time decide it is appropriate to change the terms of the Investment Advisory Agreement. Under the 1940 Act, any material change to our Investment Advisory Agreement must be submitted to stockholders for approval. The 3.15% reflected in the table is calculated on our net assets (rather than our total assets). See Item 1. "Business — Management and Other Agreements—Investment Advisory Agreement."
(7)This item represents actual fees incurred on pre-incentive fee net investment income (income incentive fee) and actual fees payable for the capital gains incentive fee for the year ended December 31, 2023. The capital gains incentive fee payable as of December 31, 2023 is $3.5 million. For the year ended December 31, 2023, we accrued capital gains incentive fees (reversal) of $2.4 million in accordance with U.S. GAAP, which equals 0.46% of average net assets attributable to common stock; such amount has not been included in the estimated expenses figure reflected in the table above.

The incentive fee consists of two parts:

The first, payable quarterly in arrears, equals 20.0% of our pre-incentive fee net investment income, expressed as a rate of return on the value of our net assets, (including interest that is accrued but not yet received in cash), subject to a 2.0% quarterly (8.0% annualized) hurdle rate and a "catch-up" provision measured as of the end of each calendar quarter. Under this provision, in any calendar quarter, our investment advisor receives no incentive fee until our pre-incentive fee net investment income equals the hurdle rate of 2.0% but then receives, as a "catch-up," 100.0% of our pre-incentive fee net investment income with respect to that portion of such pre-incentive fee net investment income, if any, that exceeds the hurdle rate but is less than 2.5%. The effect of this provision is that, if pre-incentive fee net investment income exceeds 2.5% in any calendar quarter, our investment advisor will receive 20.0% of our pre-incentive fee net investment income as if a hurdle rate did not apply.

The second part, payable annually in arrears, equals 20.0% of our realized capital gains net of realized capital losses and unrealized capital depreciation, if any, on a cumulative basis from inception through the end of the fiscal year (or upon the termination of the Investment Advisory Agreement, as of the termination date), less the aggregate amount of any previously paid capital gain incentive fees. In accordance with U.S. GAAP, we accrue the capital gains incentive fee in our consolidated financial statements considering the fair value of investments on that date (i.e., the amount of fee which would be payable under a hypothetical liquidation based on the fair value of investments as of that date), which differs from the calculation of the amount payable in cash by the inclusion of unrealized capital appreciation.

See Item 1. "Business — Management and Other Agreements—Investment Advisory Agreement."

(8)As of December 31, 2023, we had outstanding SBA debentures of $210.0 million; we had $250.0 million outstanding of our Notes; we had no outstanding borrowings under our senior secured revolving credit agreement with certain lenders party thereto and ING Capital, LLC, as administrative agent (the "Credit Facility"), which has a total commitment of $100.0 million. Interest payments on borrowed funds is based on estimated annual interest and fee expenses on outstanding SBA debentures and the Notes and outstanding borrowings under the Credit Facility as of December 31, 2023 with a weighted average stated interest rate of 4.346% as of that date. We also pay a commitment fee between 0.5% and 2.675% per annum based the unutilized commitment under our Credit Facility. We have estimated the annual interest expense on borrowed funds and caution you that our actual interest expense will depend on prevailing interest rates and our rate of borrowing, which may be substantially higher than the estimate provided in this table.
(9)Other expenses represent our estimated annual operating expenses, as a percentage of net assets attributable to common shares estimated for the current year, including professional fees, directors' fees, insurance costs, expenses of our dividend reinvestment plan and payments under the Administration Agreement based on our allocable portion of overhead and other expenses incurred by our administrator. See Item 1. "Business — Management and Other Agreements—Administration Agreement." Other expenses exclude interest payments on borrowed funds, income tax (provision) benefit from realized gains on investment, income tax (provision) from deemed distribution of long term capital gains, and for issuances of debt securities or preferred stock, interest payments on debt securities and distributions with respect to preferred stock. "Other expenses" are based on actual other expenses for the year ended December 31, 2023.
(10)"Total annual expenses, before base management fee waiver" as a percentage of consolidated net assets attributable to common stock are higher than the total annual expenses percentage would be for a company that is not leveraged. We borrow money to leverage our net assets and increase our total assets.
(11)The Board of Directors accepted a voluntary, non-contractual, and unconditional waiver from the Investment Advisor to exclude any investments recorded as secured borrowings as defined under GAAP from the base management fee payable as of December 31, 2023. The base management fee waived as of December 31, 2023 is $0.3 million.
(12)The SEC requires that the "total annual expenses, net of base management fee waiver" percentage be calculated as a percentage of net assets (defined as total assets less total liabilities), rather than the total assets, including assets that have been purchased with borrowed amounts. If the "total annual expenses, net of base management fee waiver" percentage were calculated instead as a percentage of average consolidated total assets, our "total annual expenses, net of base management fee waiver" would be 6.56% of average consolidated total assets.

Example

The following example demonstrates the projected dollar amount of total cumulative expenses over various periods with respect to a hypothetical investment in us. In calculating the following expense amounts, we have assumed we would have no additional leverage, that none of our assets are cash or cash equivalents and that our annual operating expenses would remain at the levels set forth in the table above. Transaction expenses are not included in the following example.

	1 year	3 years	5 years	10 years
You would pay the following expenses on a $1,000 investment, assuming a 5% annual return	$ 122	$ 337	$ 522	$ 872
You would pay the following expenses on a $1,000 investment, assuming a 5.0% annual return resulting entirely from net realized capital gains (all of which is subject to our incentive fee on capital gains)	$ 130	$ 359	$ 549	$ 898

The foregoing table is to assist you in understanding the various costs and expenses that an investor in our common stock will bear directly or indirectly. While the example assumes, as required by the SEC, a 5.0% annual return, our performance will vary and may result in a return greater or less than 5.0%. Assuming a 5.0% annual return, the incentive fee under the Investment Advisory Agreement would either not be payable or have an insignificant impact on the expense amounts shown above. If we achieve sufficient returns on our investments, including through the realization of capital gains, to trigger an incentive fee of a material amount, our expenses, and returns to our investors, would be higher. In addition, while the example assumes reinvestment of all distributions at net asset value, if our board of directors authorizes and we declare a cash dividend, participants in our dividend reinvestment plan who have not otherwise elected to receive cash will receive a number of shares of our common stock, determined by dividing the total dollar amount of the distribution payable to a participant by the market price per share of our common stock at the close of trading on the valuation date for the distribution. See “Part II, Item 5” for additional information regarding our dividend reinvestment plan.

This example and the expenses in the table above should not be considered a representation of our future expenses, and actual expenses (including the cost of debt, if any, and other expenses) may be greater or less than those shown.

Recent Sales of Unregistered Securities

We did not engage in any sales of unregistered securities during the fiscal year ended December 31, 2023.

Issuer Purchases of Equity Securities

We have an open market stock repurchase program (the “Stock Repurchase Program”) under which we may acquire up to $5.0 million of our outstanding common stock. Under the Stock Repurchase Program, we may, but are not obligated to, repurchase outstanding common stock in the open market from time to time provided that we comply with the prohibitions under our insider trading policies and the requirements of Rule 10b-18 of the Securities Exchange Act of 1934, as amended, including certain price, market value and timing constraints. The timing, manner, price and amount of any share repurchases will be determined by our management, in its discretion, based upon the evaluation of economic and market conditions, stock price, capital availability, applicable legal and regulatory requirements and other corporate considerations. On October 30, 2023, the Board extended the Stock Repurchase Program through December 31, 2024, or until the approved dollar amount has been used to repurchase shares. The Stock Repurchase Program does not require us to repurchase any specific number of shares and the Company cannot assure that any shares will be repurchased under the Stock Repurchase Program. The Stock Repurchase Program may be suspended, extended, modified, or discontinued at any time. We did not make any repurchases of common stock during the years ended December 31, 2023, 2022, and 2021. Refer to Note 9 to our consolidated financial statements for additional information concerning stock repurchases.

Item 6. Reserved

Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations.

The following discussion and analysis of our financial condition and results of operations should be read in conjunction with "Selected Consolidated Financial Data," FIC's consolidated financial statements and related notes appearing elsewhere in this annual report on Form 10-K ("Annual Report"). The information contained in this section contains forward-looking statements that involve risk and uncertainties. Please see "Risk Factors" and "Special Note Regarding Forward-Looking Statements" for a discussion of the uncertainties, risks and assumptions associated with these statements.

Except as otherwise specified, references to "we," "us," "our," "Fidus" and "FIC" refer to Fidus Investment Corporation and its consolidated subsidiaries.

Overview

General and Corporate Structure

We provide customized debt and equity financing solutions to lower middle-market companies, which we define as U.S. based companies having revenues between $10.0 million and $150.0 million. Our investment objective is to provide attractive risk-adjusted returns by generating both current income from our debt investments and capital appreciation from our equity related investments. Our investment strategy includes partnering with business owners, management teams and financial sponsors by providing customized financing for ownership transactions, recapitalizations, strategic acquisitions, business expansion and other growth initiatives. We seek to maintain a diversified portfolio of investments in order to help mitigate the potential effects of adverse economic events related to particular companies, regions or industries.

FIC was formed as a Maryland corporation on February 14, 2011. We completed our initial public offering, or IPO, in June 2011. On June 20, 2011, FIC acquired all of the limited partnership interests of Fund I and membership interests of Fidus Mezzanine Capital GP, LLC, its general partner, resulting in Fund I becoming our wholly-owned SBIC subsidiary. Immediately following the acquisition, we and Fund I elected to be treated as business development companies, or BDCs, under the 1940 Act and our investment activities have been managed by Fidus Investment Advisors, LLC, our investment advisor, and supervised by our board of directors, a majority of whom are independent of us. On March 29, 2013, we commenced operations of a second wholly-owned subsidiary, Fund II. On April 18, 2018, we commenced operations of a third wholly-owned subsidiary, Fund III.

Fund II and Fund III received their SBIC licenses on May 28, 2013, and March 21, 2019, respectively. We plan to continue to operate the Funds as SBICs, subject to SBA approval, and to utilize the proceeds of the sale of SBA-guaranteed debentures to enhance returns to our stockholders. As of September 9, 2019, Fund I completed a wind-down plan, relinquished its SBIC license, and can no longer issue additional SBA debentures. We have also made, and continue to make, investments directly through FIC. We believe that utilizing FIC and the Funds as investment vehicles provides us with access to a broader array of investment opportunities.

We have certain wholly-owned subsidiaries (the "Taxable Subsidiaries"), each of which generally holds one or more of our portfolio investments listed on the consolidated schedules of investments, that have elected to be treated as corporations for U.S. federal income tax purposes and are thus subject to U.S. federal income tax at corporate rates. The Taxable Subsidiaries are consolidated for financial reporting purposes, such that our consolidated financial statements reflect our investment in the portfolio company investments owned by the Taxable Subsidiaries. The purpose of the Taxable Subsidiaries is to permit us to hold equity investments in portfolio companies that are taxed as partnerships for U.S. federal income tax purposes (such as entities organized as limited liability companies ("LLCs") or other forms of pass through entities) while complying with the "source-of-income" requirements contained in the RIC tax provisions. The Taxable Subsidiaries are not consolidated with us for U.S. federal corporate income tax purposes, and each Taxable Subsidiary will be subject to U.S. federal corporate income tax on its taxable income. Any such income or expense is reflected in the consolidated statements of operations.

Revenues

We generate revenue in the form of interest and fee income on debt investments and dividends, if any, on equity investments. Our debt investments, whether in the form of second lien, subordinated or first lien loans, typically have terms of five to seven years and most bear interest at fixed or variable rates. In some instances, we receive payments on our debt investments based on scheduled amortization of the outstanding balances. In addition, we may receive repayments of some of our debt investments prior to their scheduled maturity dates, which may include prepayment penalties. The frequency or volume of these repayments fluctuates significantly from period to period. Our portfolio activity may reflect the proceeds of sales of securities. In some cases, our investments provide for deferred interest payments or PIK interest. The principal amount of debt investments and any accrued but unpaid interest generally become due at the maturity date. In addition, we may generate revenue in the form of commitment, origination, amendment, or structuring fees and fees for providing managerial assistance. Debt investment origination fees, OID and market discount or premium, if any, are capitalized, and we accrete or amortize such amounts into interest income. We record prepayment penalties on debt investments as fee income when earned. Interest and dividend income is recorded on the accrual basis to the extent that we expect to collect such amounts. Interest is accrued daily based on the outstanding principal amount and the contractual terms of the debt investment. Dividend income is recorded as dividends are declared or at the point an obligation exists for the portfolio company to make a distribution, and is generally recognized when received. Distributions of earnings from portfolio companies are evaluated to determine if the distribution is a distribution of earnings or a return of capital. Distributions of earnings are included in dividend income while a return of capital is recorded as a reduction in the cost basis of the investment. Estimates are adjusted as necessary after the relevant tax forms are received from the portfolio company. Debt investments or preferred equity investments (for which we are accruing PIK dividends) are placed on non-accrual status when principal, interest or dividend payments become materially past due, or when there is reasonable doubt that principal, interest or dividends will be collected. Interest and dividend payments received on non-accrual investments may be recognized as interest or dividend income or may be applied to the investment principal balance based on management's judgment. Non-accrual investments are restored to accrual status when past due principal, interest or dividends are paid and, in management's judgment, payments are likely to remain current. See "Critical Accounting Policies and Use of Estimates – Revenue Recognition."

We recognize realized gains or losses on investments based on the difference between the net proceeds from the disposition and the cost basis of the investment, without regard to unrealized gains or losses previously recognized. We record current period changes in fair value of investments that are measured at fair value as a component of the net change in unrealized appreciation (depreciation) on investments in the consolidated statements of operations.

Expenses

All investment professionals of the Investment Advisor and/or its affiliates, when and to the extent engaged in providing investment advisory and management services to us, and the compensation and routine overhead expenses allocable to personnel who provide these services to us, are provided and paid for by the Investment Advisor and not by us. We bear all other out-of-pocket costs and expenses of our operations and transactions, including, without limitation, those relating to:

- organization;
- calculating our net asset value (including the cost and expenses of any independent valuation firm);
- fees and expenses incurred by our investment advisor under the Investment Advisory Agreement or payable to third parties, including agents, consultants or other advisors, in monitoring financial and legal affairs for us and in monitoring our investments and performing due diligence on our prospective portfolio companies or otherwise relating to, or associated with, evaluating and making investments, including "dead deal" costs;
- interest payable on debt, if any, incurred to finance our investments;
- offerings of our common stock and other securities;
- investment advisory fees and management fees;
- administration fees and expenses, if any, payable under the Administration Agreement (including payments under the Administration Agreement between us and our investment advisor based upon our allocable portion of our investment advisor's overhead in performing its obligations under the Administration Agreement, including rent and the allocable portion of the cost of our officers, including our chief compliance officer, our chief financial officer, and their respective staffs);
- transfer agent, dividend agent and custodial fees and expenses;
- federal and state registration fees;
- all costs of registration and listing our shares on any securities exchange;
- U.S. federal, state and local taxes;
- Independent Directors' fees and expenses;
- costs of preparing and filing reports or other documents required by the SEC or other regulators including printing costs;
- costs of any reports, proxy statements or other notices to stockholders, including printing and mailing costs;
- our allocable portion of any fidelity bond, directors and officers/errors and omissions liability insurance, and any other insurance premiums;

- direct costs and expenses of administration, including printing, mailing, long distance telephone, copying, secretarial and other staff, independent auditors and outside legal costs;
- proxy voting expenses; and
- all other expenses reasonably incurred by us or our investment advisor in connection with administering our business.

Portfolio Composition, Investment Activity and Yield

During the years ended December 31, 2023 and 2022, we invested $336.7 million and $333.8 million, respectively, in debt and equity investments, including 16 and 19 new portfolio companies, respectively. During the years ended December 31, 2023 and 2022, we received proceeds from sales or repayments, including principal, return of capital dividends and net realized gains (losses), of $258.8 million and $194.0 million, respectively, including exits of twelve and twelve portfolio companies, respectively. The following table summarizes investment purchases and sales and repayments of investments by type for the years ended December 31, 2023 and 2022 (dollars in millions).

	Purchases of Investments				Sales and Repayments of Investments			
	2023		2022		2023		2022	
First Lien Debt(1)	$ 245.7	73.0 %	$ 189.1	56.7 %	$ 122.7	47.4 %	$ 87.6	45.1 %
Second Lien Debt	25.0	7.4	68.0	20.3	81.7	31.6	23.8	12.3
Subordinated Debt	42.0	12.5	66.6	20.0	10.3	4.0	2.0	1.0
Equity	24.0	7.1	10.1	3.0	44.1	17.0	78.7	40.6
Warrants	—	—	—	—	—	—	1.9	1.0
Total	$ 336.7	100.0 %	$ 333.8	100.0 %	$ 258.8	100.0 %	$ 194.0	100.0 %

(1) For the years ended December 31, 2023 and 2022, includes unitranche securities, which account for 27.1% and 36.5% of purchases, respectively. For the years ended December 31, 2023 and 2022, includes unitranche securities, which account for 2.6% and 25.9% of repayments, respectively.

As of December 31, 2023, the fair value of our investment portfolio totaled $957.9 million and consisted of 81 active portfolio companies and one portfolio company that has sold its underlying operations. As of December 31, 2023, 46 portfolio companies' debt investments bore interest at a variable rate, which represented $629.3 million, or 75.6%, of our debt investment portfolio on a fair value basis, and the remainder of our debt investment portfolio was comprised of fixed-rate investments. Overall, the portfolio had net unrealized appreciation of $21.3 million as of December 31, 2023. As of December 31, 2023, our average active portfolio company investment at amortized cost was $11.6 million, which excludes investments in the one portfolio company that has sold its underlying operations.

As of December 31, 2022, the fair value of our investment portfolio totaled $860.3 million and consisted of 76 active portfolio companies and two portfolio companies that have sold their underlying operations. As of December 31, 2022, 43 portfolio companies' debt investments bore interest at a variable rate, which represented $522.9 million, or 70.6%, of our debt investment portfolio on a fair value basis, and the remainder of our debt investment portfolio was comprised of fixed rate investments. Overall, the portfolio had net unrealized appreciation of $31.6 million as of December 31, 2022. As of December 31, 2022, our average active portfolio company investment at amortized cost was $10.9 million, which excludes investments in the two portfolio companies that have sold their underlying operations.

The weighted average yield on debt investments as of December 31, 2023 and 2022 was 14.2% and 13.8%, respectively. The weighted average yield of our debt investments is not the same as a return on investment for our stockholders but, rather, relates to a portion of our investment portfolio and is calculated before the payment of all of our and our subsidiaries' fees and expenses. The weighted average yields were computed using the effective interest rates for debt investments at cost as of December 31, 2023 and 2022, including the accretion of OID and debt investment origination fees, but excluding investments on non-accrual status, if any.

The following table shows the portfolio composition by investment type at fair value and cost and as a percentage of total investments (dollars in millions):

	Fair Value				Cost			
	December 31, 2023		December 31, 2022		December 31, 2023		December 31, 2022	
First Lien Debt(1)	$ 578.1	60.3 %	$ 456.1	53.0 %	$ 577.7	61.6 %	$ 453.6	54.7 %
Second Lien Debt	119.5	12.5	182.9	21.3	148.8	15.9	213.7	25.8
Subordinated Debt	135.2	14.1	101.5	11.8	135.4	14.5	100.6	12.1
Equity	120.3	12.6	117.7	13.7	71.7	7.7	57.9	7.0
Warrants	4.8	0.5	2.1	0.2	3.0	0.3	2.9	0.4
Total	$ 957.9	100.0 %	$ 860.3	100.0 %	$ 936.6	100.0 %	$ 828.7	100.0 %

(1) Includes unitranche investments, which account for 37.6% and 38.5% of our portfolio on a fair value and cost basis as of December 31, 2023, respectively. Includes unitranche investments, which account for 42.1% and 43.4% of our portfolio on a fair value and cost basis as of December 31, 2022, respectively.

The following table shows portfolio composition by geographic region at fair value and cost and as a percentage of total investments (dollars in millions). The geographic composition is determined by the location of the corporate headquarters of the portfolio company, which may not be indicative of the primary source of the portfolio company's business.

	Fair Value				Cost			
	December 31, 2023		December 31, 2022		December 31, 2023		December 31, 2022	
United States								
Midwest	$ 112.6	11.8 %	$ 180.6	21.0 %	$ 75.4	8.1 %	$ 132.2	16.0 %
Southeast	292.4	30.6	265.9	31.0	286.3	30.5	258.4	31.1
Northeast	181.4	18.9	127.4	14.8	176.4	18.8	134.9	16.3
West	172.7	18.0	151.5	17.6	191.5	20.5	161.9	19.5
Southwest	186.3	19.4	122.5	14.2	194.5	20.8	128.9	15.6
Canada	12.5	1.3	12.4	1.4	12.5	1.3	12.4	1.5
Total	$ 957.9	100.0 %	$ 860.3	100.0 %	$ 936.6	100.0 %	$ 828.7	100.0 %

The following table shows the detailed industry composition of our portfolio at fair value and cost as a percentage of total investments:

	Fair Value		Cost	
Name	December 31, 2023	December 31, 2022	December 31, 2023	December 31, 2022
Information Technology Services	33.7 %	33.3 %	36.0 %	35.4 %
Business Services	11.5	12.2	11.4	12.2
Healthcare Products	8.4	10.5	5.3	5.8
Component Manufacturing	8.0	5.7	8.2	6.1
Transportation Services	5.1	5.5	5.1	5.6
Utilities: Services	4.7	1.3	4.7	1.4
Building Products Manufacturing	4.6	4.7	5.2	5.5
Retail	4.3	2.4	4.3	3.9
Consumer Services	3.2	—	3.2	—
Healthcare Services	3.2	2.5	3.0	2.5
Aerospace & Defense Manufacturing	2.4	5.7	2.5	5.4
Promotional Products	2.3	3.0	2.2	3.0
Specialty Distribution	2.3	6.4	1.8	5.6
Environmental Industries	2.1	2.5	2.4	2.6
Consumer Products	1.8	1.6	1.9	1.7
Oil & Gas Services	1.3	1.5	1.4	1.6
Industrial Cleaning & Coatings	1.1	1.2	1.3	1.6
Restaurants	— (1)	— (1)	0.1	0.1
Total	100.0 %	100.0 %	100.0 %	100.0 %

(1) Percentage is less than 0.1% of respective total.

Portfolio Asset Quality

In addition to various risk management and monitoring tools, the Investment Advisor uses an internally developed investment rating system to characterize and monitor the credit profile and our expected level of returns on each investment in our portfolio. We use a five-level numeric rating scale. The following is a description of the conditions associated with each investment rating:

- Investment Rating 1 is used for investments that involve the least amount of risk in our portfolio. The portfolio company is performing above expectations, the debt investment is expected to be paid in the near term and the trends and risk factors are favorable, and may include an expected capital gain on the equity investment.
- Investment Rating 2 is used for investments that involve a level of risk similar to the risk at the time of origination. The portfolio company is performing substantially within our expectations and the risk factors are neutral or favorable. Each new portfolio investment enters our portfolio with Investment Rating 2.
- Investment Rating 3 is used for investments performing below expectations and indicates the investment's risk has increased somewhat since origination. The portfolio company requires closer monitoring, but we expect a full return of principal and collection of all interest and/or dividends.
- Investment Rating 4 is used for investments performing materially below expectations and the risk has increased materially since origination. The investment has the potential for some loss of investment return, but we expect no loss of principal.

- Investment Rating 5 is used for investments performing substantially below our expectations and the risks have increased substantially since origination. We expect some loss of principal.

We also have observed, and continue to observe, supply chain disruptions, labor and resource shortages, commodity inflation, elements of financial market instability (including high interest rates), an uncertain economic outlook for the United States (which may include a recession), and elements of geopolitical instability (including the ongoing war in Ukraine, U.S. and China relations, and ongoing conflict in the Middle East). In the event that the U.S. economy enters into a protracted recession, it is possible that the results of certain U.S. middle market companies could experience deterioration. We are closely monitoring the effect of such market volatility may have on our portfolio companies and our investment activities. We also are maintaining close communications with our portfolio companies and have also increased oversight of credits in vulnerable industries to mitigate any decline in loan performance and reduce credit risk.

The following table shows the distribution of our investments on the 1 to 5 investment rating scale at fair value and cost as of December 31, 2023 and 2022 (dollars in millions):

	Fair Value				Cost			
Investment Rating	December 31, 2023		December 31, 2022		December 31, 2023		December 31, 2022	
1	$ 85.2	8.9%	$ 84.4	9.8%	$ 29.7	3.2%	$ 26.9	3.2%
2	774.7	80.9	699.4	81.3	764.0	81.5	682.9	82.4
3	87.2	9.1	73.9	8.6	97.4	10.4	94.4	11.4
4	10.5	1.1	0.3	—	34.3	3.7	1.6	0.2
5	0.3	—	2.3	0.3	11.2	1.2	22.9	2.8
Total	$ 957.9	100.0%	$ 860.3	100.0%	$ 936.6	100.0%	$ 828.7	100.0%

Based on our investment rating system, the weighted average rating of our portfolio as of December 31, 2023 and 2022 was 2.0 and 2.0, respectively, on a fair value basis and 2.2 and 2.2, respectively, on a cost basis.

Non-Accrual

As of December 31, 2023 and December 31, 2022, we had debt investments in three and four portfolio companies, respectively on non-accrual status (dollars in millions):

	December 31, 2023		December 31, 2022	
Portfolio Company	Fair Value	Cost	Fair Value	Cost
EBL, LLC (EbLens)	$ — (2)	$ — (2)	$ —	$ 9.3
US GreenFiber, LLC	—	5.2	—	5.2
K2 Merger Agreement Agent, LLC (fka K2 Industrial Services, Inc.)	— (2)	— (2)	2.1	2.4
Allredi, LLC (fka Marco Group International OpCo, LLC)	— (3)	— (3)	8.2	10.3
Suited Connector LLC	4.3	15.9	— (1)	— (1)
Virtex Enterprises, LP	5.3	10.9	— (1)	— (1)
Total	$ 9.6	$ 32.0	$ 10.3	$ 27.2

(1) Portfolio company debt investment was not on non-accrual status as of December 31, 2022.
(2) Portfolio company debt investment was not held as of December 31, 2023.
(3) Portfolio company debt investment was not on non-accrual status as of December 31, 2023.

Discussion and Analysis of Results of Operations

Comparison of fiscal years ended December 31, 2023, 2022, and 2021

Investment Income

Below is a summary of the changes in total investment income for the years ended December 31, 2023, 2022, and 2021, as well as a comparison of those periods year-over-year (dollars in millions, percent change calculated based on underlying dollar amounts in thousands):

	Years Ended December 31,			2023 vs. 2022		2022 vs. 2021	
	2023	2022	2021	$ Change	% Change (1)	$ Change	% Change (1)
Interest income	$ 109.9	$ 82.3	$ 73.1	$ 27.6	33.5 %	$ 9.2	12.7 %
Payment-in-kind interest income	6.6	1.7	4.3	4.9	298.9 %	(2.6)	(61.3 %)
Dividend income	1.2	1.6	2.6	(0.4)	(24.7 %)	(1.0)	(38.7 %)
Fee income	9.5	8.0	10.4	1.5	18.4 %	(2.4)	(23.5 %)
Interest on idle funds	2.9	0.5	-	2.4	436.3 %	0.5	NM
Total investment income	$ 130.1	$ 94.1	$ 90.4	$ 36.0	38.2 %	$ 3.7	4.1 %

(1) NM = Not meaningful
(2) Percent change calculated based on underlying dollar amounts in thousands as presented on the consolidated statements of operations.

For the year ended December 31, 2023, total investment income was $130.1 million, an increase of $36.0 million or 38.2%, from the $94.1 million of total investment income for the year ended December 31, 2022. As reflected in the table above, the increase is primarily attributable to the following:

•$32.5 million increase in total interest income (which includes a $4.9 million increase in PIK interest income) resulting from an increase in average debt investment balances outstanding and a higher weighted average yield on debt investment balances outstanding during 2023 as compared to 2022.

•$0.4 million decrease in dividend income, during 2023 as compared to 2022, due to decreased levels of distributions received from equity investments.

•$1.5 million increase in fee income resulting from an increase in origination, management, and prepayment fee income during 2023 as compared to 2022.

•$2.4 million increase in interest on idle funds due to an increase in average cash balances and the weighted average interest on cash balances outstanding during 2023 as compared to 2022.

For the year ended December 31, 2022, total investment income was $94.1 million, an increase of $3.7 million or 4.1%, from the $90.4 million of total investment income for the year ended December 31, 2021. As reflected in the table above, the increase is primarily attributable to the following:

•$6.6 million increase in total interest income (which includes a $2.6 million decrease in payment-in-kind interest income) resulting from an increase in average debt investment balances outstanding and a higher weighted average yield on debt investment balances outstanding, partially offset by repayments of PIK debt investments and an increase in PIK investments on non-accrual,, during 2022 as compared to 2021.

•$1.0 million decrease in dividend income, during 2022 as compared to 2021, due to decreased levels of distributions received from equity investments.

•$2.4 million decrease in fee income resulting from a decrease in origination, management, and prepayment fee income during 2022 as compared to 2021.

Expenses

Below is a summary of the changes in total expenses, including income tax provision, for the years ended December 31, 2023, 2022, and 2021, as well as a comparison of those periods year-over-year (dollars in millions, percent change calculated based on underlying dollar amounts in thousands):

	Years Ended December 31,			2023 vs. 2022		2022 vs. 2021	
	2023	2022	2021	$ Change	% Change (1)	$ Change	% Change (1)
Interest and financing expenses	$ 22.7	$ 18.7	$ 19.2	$ 4.0	21.9 %	$ (0.5)	(2.6 %)
Base management fee	16.3	14.6	12.9	1.7	11.8 %	1.7	13.2 %
Incentive fee - income	16.5	8.3	10.3	8.2	98.7 %	(2.0)	(19.0 %)
Incentive fee - capital gains	2.4	(0.4)	18.2	2.8	(656.7 %)	(18.6)	(102.4 %)
Administrative service expenses	2.4	1.9	1.7	0.5	23.7 %	0.2	10.6 %
Professional fees	3.0	2.5	1.9	0.5	18.0 %	0.6	29.7 %
Other general and administrative expenses	1.0	0.9	0.8	0.1	3.7 %	0.1	13.6 %
Total expenses, before base management fee waiver	64.3	46.5	65.0	17.8	38.3 %	(18.5)	(28.5 %)
Base management fee waiver	(0.3)	(0.3)	(0.2)	-	NM	(0.1)	71.6 %
Total expenses, net of base management fee waiver before income tax provision	64.0	46.2	64.8	17.8	38.5 %	(18.6)	(28.8 %)
Income tax provision	1.0	1.4	0.5	(0.4)	(27.1 %)	0.9	177.4 %
Total expenses, including income tax provision	$ 65.0	$ 47.6	$ 65.3	$ 17.4	36.6 %	$ (17.7)	(27.2 %)

(1) NM = Not meaningful
(2) Percent change calculated based on underlying dollar amounts in thousands as presented on the consolidated statements of operations.

For the year ended December 31, 2023, total expenses, including income tax provision, were $65.0 million, an increase of $17.4 million or 36.6%, from the $47.6 million of total expenses, including income tax provision, for the year ended December 31, 2022. As reflected in the table above, the decrease is primarily attributable to the following:

- •$4.0 million increase in interest and financing expenses due an increase in SBA debentures outstanding in 2023 and an increase in weighted average interest rate on borrowings during 2023 as compared to 2022.
- •$1.7 million net increase in base management fee, including the base management fee waiver, due to higher average total assets during 2023 as compared to 2022.
- •$8.2 million net increase in the income incentive fee due to an increase in pre-incentive fee income during 2023, as compared to the same period in 2022.
- •$2.8 million increase in the capital gains incentive fee due to a $22.6 million increase in net gain on investments (net realized gains (losses) plus net change in unrealized appreciation (depreciation) on investments) during 2023, as compared to the same period in 2022.
- •$0.5 million increase in professional fees due to increased legal costs related to dead deal expenses and the equity at-the-market offering (the "ATM Program"), as well as increased audit and valuation expenses during 2023 as compared to 2022.

For the year ended December 31, 2022, total expenses, including income tax provision, were $47.6 million, a decrease of $17.7 million or 27.2%, from the $65.3 million of total expenses, including income tax provision, for the year ended December 31, 2021. As reflected in the table above, the decrease is primarily attributable to the following:

- •$0.5 million decrease in interest and financing expenses due to the redemption of the higher interest bearing February 2024 Notes (as defined below) and November 2024 Notes (as defined below) and duplicative interest expense in the first quarter of 2021, partially offset by an increase in SBA debentures outstanding in 2022 and an increase in weighted average interest rate on borrowings, during 2022 as compared to 2021.
- •$1.7 million net increase in base management fee, including the base management fee waiver due to higher average total assets.
- •$2.0 million net decrease in the income incentive fee due to excess cash from repayments that had not yet been reinvested in yielding assets resulting in being in the 'catch-up' portion of the income incentive fee during the first half of 2022.
- •$18.6 million decrease in the capital gains incentive fee due to a $97.1 million decrease in net gain on investments (net realized gains (losses) plus net change in unrealized appreciation (depreciation) on investments) during 2022, as compared to the same period in 2021.
- •$0.6 million increase in professional fees due to increased legal costs for the ATM Program, as well as increased audit and tax compliance expenses during 2022 as compared to 2021, some of which is timing related to expenses for the 2022 audit and tax returns.

Net Investment Income

Net investment income was $65.1 million, $46.5 million, and $25.1 million for the years ended December 31, 2023, 2022, and 2021, respectively.

Net investment income increased by $18.6 million, or 39.9%, during fiscal 2023 as compared to fiscal 2022, as a result of the $36.0 million increase in total investment income, partially offset by the $17.4 million increase in total expenses, including the base management fee waivers and income tax provision.

Net investment income increased by $21.4 million, or 85.3%, during fiscal 2022 as compared to fiscal 2021, as a result of the $17.7 million decrease in total expenses, including the base management fee waiver and income tax provision, and the $3.7 million increase in total investment income.

Net Gain (Loss) on Investments

For the year ended December 31, 2023, the total net realized gain/(loss) on investments, before income tax (provision)/benefit, was $24.1 million. Income tax (provision)/benefit from realized gains on investments was $(1.7) million for the year ended December 31, 2023. We realize a gain/(loss) on our equity investments primarily when we either sell our equity investment or the underlying portfolio company is sold. Significant realized gains (losses) for the year ended December 31, 2023 are summarized below (dollars in millions):

Portfolio Company	Realization Event (1)	Net Realized Gains (Losses)
The Tranzonic Companies	Escrow distribution	0.1
Rhino Assembly Company, LLC	Exit of portfolio company	2.8
ECM Industries, LLC	Exit of portfolio company	2.7
Frontline Food Services, LLC (f/k/a Accent Food Services, LLC)	Escrow distribution	0.5
EBL, LLC (EbLens)	Exit of portfolio company	(11.5)
FAR Research Inc.	Escrow distribution	0.1
Ipro Tech, LLC	Exit of portfolio company	0.4
Hallmark Health Care Solutions, Inc.	Partial sale of equity investment	9.2
K2 Merger Agreement Agent, LLC (fka K2 Industrial Services, Inc.)	Exit of portfolio company	(0.8)
NGT Acquisition Holdings, LLC (dba Techniks Industries)	Exit of portfolio company	(0.4)
Power Grid Components, Inc.	Exit of portfolio company	9.4
Road Safety Services, Inc.	Exit of portfolio company	3.9
Mirage Trailers LLC	Escrow distribution	0.4
Aeronix Inc.	Exit of portfolio company	4.9
Comply365, LLC	Partial sale of equity investment	2.2
Oaktree Medical Centre, P.C. (dba Pain Management Associates)	Escrow distribution	0.2
Net realized gain (loss) on investments		24.1
Income tax (provision) benefit from realized gains on investments		(1.7)
Net realized gain (loss), net of income tax provision, on investments		$ 22.4

(1) As it relates to realization events, we define an 'exit' of a portfolio company as situations where we have completely exited our position in all of the portfolio company's securities and no longer carry the portfolio company on our consolidated schedule of investments. We define a 'sale' of a portfolio company, distinguished from an exit, as situations where the underlying operations of a portfolio company have been sold, but where we retain a residual ownership interest in the legacy entity (we generally distinguish these residual portfolio company investments from 'active' portfolio company investments). We define a 'partial sale' of a portfolio company, as situations where the underlying operations of a portfolio company have been sold, but where we retain a residual ownership interest in the new acquiring entity.

For the year ended December 31, 2022, the total net realized gain/(loss) on investments, before income tax (provision)/benefit was $65.6 million. Income tax (provision)/benefit from realized gains on investments was $(1.8) million for the year ended December 31, 2022. We realize a gain/(loss) on our equity investments primarily when we either sell our equity investment or the underlying portfolio company is sold. Significant realized gains (losses) for the year ended December 31, 2022 are summarized below (dollars in millions):

Portfolio Company	Realization Event (1)	Net Realized Gains (Losses)
Pfanstiehl, Inc.	Partial sale of equity investment	24.3
Pinnergy, Ltd.	Sale of equity investment	15.3
SES Investors, LLC (dba SES Foam)	Exit of portfolio company	9.0
SpendMend LLC	Exit of portfolio company	6.3
Bandon Fitness (Texas), Inc.	Exit of portfolio company	3.2
TransGo, LLC	Exit of portfolio company	1.9
Palisade Company, LLC	Exit of portfolio company	1.9
Midwest Transit Equipment, Inc.	Exit of portfolio company	1.5
The Tranzonic Companies	Exit of portfolio company	1.4
AVC Investors, LLC (dba Auveco)	Exit of portfolio company	0.8
OMC Investors, LLC (dba Ohio Medical Corporation)	Exit of portfolio company	0.7
CRS Solutions Holdings, LLC (dba CRS Texas)	Sale of portfolio company	0.4
Mirage Trailers LLC	Exit of portfolio company	0.3
Frontline Food Services, LLC (f/k/a Accent Food Services, LLC)	Exit of portfolio company	0.2
FDS Avionics Corp.	Escrow liability release	0.2
Mesa Line Services, LLC	Exit of portfolio company	0.2
Revenue Management Solutions, LLC	Exit of portfolio company	0.1
Pool & Electrical Products, LLC	Escrow distribution	0.1
Spectra A&D Acquisition, Inc. (fka FDS Avionics Corp.)	Escrow distribution	(0.1)
Hilco Plastics Holdings, LLC (dba Hilco Technologies)	Exit of portfolio company	(0.4)
Xeeva, Inc.	Exit of portfolio company	(1.7)
Net realized gain (loss) on investments		65.6
Income tax (provision) benefit from realized gains on investments		(1.8)
Net realized gain (loss), net of income tax provision, on investments		$ 63.8

(1) As it relates to realization events, we define an 'exit' of a portfolio company as situations where we have completely exited our position in all of the portfolio company's securities and no longer carry the portfolio company on our consolidated schedule of investments. We define a 'sale' of a portfolio company, distinguished from an exit, as situations where the underlying operations of a portfolio company have been sold, but where we retain a residual ownership interest in the legacy entity (we generally distinguish these residual portfolio company investments from 'active' portfolio company investments). We define a 'partial sale' of a portfolio company, as situations where the underlying operations of a portfolio company have been sold, but where we retain a residual ownership interest in the new acquiring entity.

For the year ended December 31, 2021, the total net realized gain/(loss) on investments, before income tax (provision)/benefit was $55.8 million. Income tax (provision)/benefit from realized gains on investments was $(2.1) million for the year ended December 31, 2021. We realize a gain/(loss) on our equity investments primarily when we either sell our equity investment or the underlying portfolio company is sold. Significant realized gains (losses) for the year ended December 31, 2021 are summarized below (dollars in millions):

Portfolio Company	**Realization Event** [(1)]		**Net Realized Gains (Losses)**
Mesa Line Services, LLC	Sale of portfolio company	$	20.4
Pool & Electrical Products, LLC	Sale of portfolio company		9.1
Revenue Management Solutions, LLC	Exit of portfolio company		6.4
LNG Indy, LLC (dba Kinetrex Energy)	Exit of portfolio company		4.6
Worldwide Express Operations, LLC	Sale of portfolio company		3.0
BCM One Group Holdings, Inc.	Sale of portfolio company		2.5
Wheel Pros, Inc.	Exit of portfolio company		2.0
Alzheimer's Research and Treatment Center, LLC	Exit of portfolio company		1.8
Allied 100 Group, Inc.	Exit of portfolio company		1.8
Software Technology, LLC	Exit of portfolio company		1.4
Specialized Elevator Services Holdings, LLC	Exit of portfolio company		1.3
Spectra A&D Acquisition, Inc. (fka FDS Avionics Corp.)	Sale of portfolio company		1.0
Rohrer Corporation	Exit of portfolio company		0.9
B&B Roadway and Security Solutions, LLC	Sale of portfolio company		0.2
Fiber Materials, Inc.	Exit of portfolio company		0.1
New Era Technology, Inc.	Exit of portfolio company		0.1
Pugh Lubricants, LLC	Sale of portfolio company		0.1
Hilco Plastics Holdings, LLC (dba Hilco Technologies)	Exit of portfolio company		(0.9)
Net realized gain (loss) on investments			55.8
Income tax provision from realized gains on investments			(2.1)
Net realized gain (loss), net of income tax provision, on investments		$	53.7

(1) As it relates to realization events, we define an 'exit' of a portfolio company as situations where we have completely exited our position in all of the portfolio company's securities and no longer carry the portfolio company on our consolidated schedule of investments. We define a 'sale' of a portfolio company, distinguished from an exit, as situations where the underlying operations of a portfolio company have been sold, but where we retain a residual ownership interest in the legacy entity (we generally distinguish these residual portfolio company investments from 'active' portfolio company investments). We define a 'partial sale' of a portfolio company, as situations where the underlying operations of a portfolio company have been sold, but where we retain a residual ownership interest in the new acquiring entity.

During the years ended December 31, 2023, 2022, and 2021, we recorded a net change in unrealized appreciation (depreciation) on investments attributable to the following (dollars in millions):

	Year Ended December 31,					
Unrealized Appreciation (Depreciation)		**2023**		**2022**		**2021**
Exit, sale or restructuring of investments	$	(7.5)	$	(60.1)	$	(9.0)
Fair value adjustments to debt investments		(10.5)		(20.8)		(5.5)
Fair value adjustments to equity investments		7.6		15.2		56.0
Net change in unrealized appreciation (depreciation)	$	(10.4)	$	(65.7)	$	41.5

Net Increase in Net Assets Resulting From Operations

Net increase in net assets resulting from operations was $77.1 million, $35.8 million, and $116.1 million for the years ended December 31, 2023, 2022, and 2021, respectively, as a result of the events described above.

Liquidity and Capital Resources

As of December 31, 2023, we had $119.1 million in cash and cash equivalents and our net assets totaled $589.5 million. We believe that our current cash and cash equivalents on hand, our Credit Facility, our continued access to SBA-guaranteed debentures, and our anticipated cash flows from investments will provide adequate capital resources with which to operate and finance our investment business and make distributions to our stockholders for at least the next 12 months. We intend to generate additional cash primarily from the future offerings of securities (including the ATM Program) and future borrowings, as well as cash flows from operations, including income earned from investments in our portfolio companies. On both a short-term and long-term basis, our primary use of funds will be investments in portfolio companies and cash distributions to our stockholders. In light of current market conditions, we will continually evaluate our overall liquidity position and take proactive steps to maintain that position based on the current circumstances. This "Financial Liquidity and Capital Resources" section should be read in conjunction with the notes of our consolidated financial statements.

Cash Flows

For the year ended December 31, 2023, we experienced a net increase in cash and cash equivalents in the amount of $56.7 million. During that period, we used $(29.5) million of cash from operating activities, which included proceeds received from sales and repayments of investments of $258.9 million, which were offset by the funding of $336.7 million of investments. During the same period, we received net proceeds from the ATM Program of $110.3 million and proceeds from the issuances of SBA debentures of $62.0 million, which were partially offset by repayments of SBA debentures of $5.0 million, cash dividends paid to stockholders of $78.3 million, and the payment of deferred financing costs related to our debt financings of $1.8 million.

For the year ended December 31, 2022, we experienced a net decrease in cash and cash equivalents in the amount of $(107.1) million. During that period, we used $(105.5) million of cash from operating activities, which included proceeds received from sales and repayments of investments of $194.0 million, which were offset by the funding of $333.8 million of investments. During the same period, we received net proceeds from the ATM Program of $5.8 million and proceeds from the issuances of SBA debentures of $76.0 million, which were partially offset by repayments of SBA debentures of $30.0 million, cash dividends paid to stockholders of $49.1 million, and the payment of deferred financing costs related to our debt financings of $3.5 million.

For the year ended December 31, 2021, we experienced a net increase in cash and cash equivalents in the amount of $45.1 million. During that period, we were provided $167.9 million of cash from operating activities, which included proceeds received from sales and repayments of investments of $472.8 million, which were partially offset by the funding of $346.7 million of investments. During the same period, we received proceeds from the issuances of SBA debentures of $23.5 million and proceeds from the issuance of our November 2026 Notes (as defined below) of $125.0 million; which were partially offset by repayments of Public Notes (as defined below) of $182.3 million, repayments of SBA debentures of $63.5 million, cash dividends paid to stockholders of $39.1 million, and the payment of deferred financing costs related to our debt financings of $4.0 million.

Capital Resources

We anticipate that we will continue to fund our investment activities on a long-term basis through a combination of additional debt and equity capital.

SBA Debentures

The Funds are licensed to operate as SBICs, and have the ability to issue debentures guaranteed by the SBA at favorable interest rates. Under the SBA regulations, an SBIC can have outstanding at any time debentures guaranteed by the SBA in an amount up to twice its regulatory capital. The SBA regulations currently limit the amount that is available to be borrowed by any SBIC and guaranteed by the SBA to 300% of an SBIC's regulatory capital or $175.0 million, whichever is less. For two or more SBICs under common control, the maximum amount of outstanding SBA debentures cannot exceed $350.0 million. SBA debentures have fixed interest rates that approximate prevailing 10-year Treasury Note rates plus a spread and have a maturity of ten years with interest payable semi-annually. The principal amount of the SBA debentures is not required to be paid before maturity but may be pre-paid at any time. As of December 31, 2023, Fund II and Fund III had $35.0 million and $175.0 million of outstanding SBA debentures, respectively. Fund II has commenced a wind-down plan and can no longer issue additional SBA debentures. Subject to SBA regulatory requirements and approval of an additional SBIC licensed fund, we may access up to $140.0 million of additional SBA debentures under the SBIC debenture program. The SBA may limit the amount that may be drawn each year under these commitments, and each issuance of leverage is conditioned on the Company's full compliance, as determined by the SBA, with the terms and conditions under SBA regulations. For more information on the SBA debentures, please refer to Note 6 to our consolidated financial statements.

Credit Facility

On June 16, 2014, we entered into a senior secured revolving credit agreement (the "Credit Agreement" and the senior secured revolving credit facility, the “Credit Facility”) with ING Capital LLC (“ING”), as the administrative agent, collateral agent, and lender. The Credit Facility is secured by certain portfolio investments held by us, but portfolio investments held by the Funds are not collateral for the Credit Facility. On April 24, 2019, we entered into an Amended & Restated Senior Secured Revolving Credit Agreement (the “Amended Credit Agreement”) among us, as borrower, the lenders party thereto, and ING, as administrative agent. On June 26, 2020, we entered into an amendment to the Amended Credit Agreement that, among other changes, modified certain financial covenants. On August 17, 2022, the Company entered into a second amendment to the Amended Credit Agreement (“Second Amendment”). The Second Amendment, among other things: (i) changed the underlying benchmark used to compute interest under the Amended Credit Agreement to the Secured Overnight Financing Rate (SOFR) from the London Interbank Offered Rate (LIBOR); (ii) reduced the applicable margin from 3.00% to 2.675% on SOFR loans prior to satisfying certain step-down conditions, and from 2.675% to 2.50% after satisfying certain step-down conditions, with commensurate reductions in the applicable margins for base rate loans; (iii) provided for a loan commitment availability period ending on August 17, 2026; (iv) extended the maturity date to August 17, 2027 from April 24, 2023; and (v) amended certain financial covenants, including (a) amending the asset coverage ratio to no less than 1.50 to 1.00 from no less than 2.00 to 1.00 (on a regulatory basis); and (b) requiring the Company to maintain a senior asset coverage ratio of no less than 2.00 to 1.00.

We pay a commitment fee that varies depending on the size of the unused portion of the Credit Facility: 2.500% to 2.675% per annum on the unused portion of the Credit Facility at or below 35% of the commitments and 0.50% per annum on any remaining unused portion of the Credit Facility between the total commitments and the 35% minimum utilization. The Credit Facility is secured by a first priority security interest in all of our assets, excluding the assets of our SBIC subsidiaries.

Amounts available to borrow under the Credit Facility are subject to a minimum borrowing/collateral base that applies an advance rate to certain investments held by us, excluding investments held by the Funds. We are subject to limitations with respect to the investments securing the Credit Facility, including, but not limited to, restrictions on sector concentrations, loan size, payment frequency and status and collateral interests, as well as restrictions on portfolio company leverage, which may also affect the borrowing base and therefore amounts available to borrow.

We have made customary representations and warranties and we are required to comply with various covenants, reporting requirements and other customary requirements for similar credit facilities. These covenants are subject to important limitations and exceptions that are described in the documents governing the Credit Facility. As of December 31, 2023, we were in compliance in all material respects with the terms of the Credit Agreement and there were no borrowings outstanding under the Credit Facility.

Notes

On February 2, 2018, we closed the public offering of $43.5 million in aggregate principal amount of our 5.875% notes due 2023, or the “2023 Notes.” On February 22, 2018, the underwriters exercised their option to purchase an additional $6.5 million in aggregate principal of the 2023 Notes. The total net proceeds to us from the 2023 Notes, including the exercise of the underwriters’ option, after deducting underwriting discounts of $1.5 million and offering expenses of $0.4 million, were $48.1 million. On January 19, 2021, we redeemed $50.0 million in the aggregate principal amount on the issued and outstanding 2023 Notes, resulting in a realized loss on extinguishment of debt of $0.8 million.

On February 8, 2019, we closed the public offering of $60.0 million in aggregate principal amount of our 6.000% notes due 2024, or the “February 2024 Notes”. On February 19, 2019, the underwriters exercised their option to purchase an additional $9.0 million in aggregate principal of the February 2024 Notes. The total net proceeds to us from the February 2024 Notes, including the exercise of the underwriters’ option, after deducting underwriting discounts of $2.1 million and offering expenses of $0.4 million, were $66.5 million. On February 16, 2021, the Company redeemed $50.0 million of the $69.0 million in aggregate principal amount on the February 2024 Notes, resulting in a realized loss on extinguishment of debt of $1.1 million. On November 2, 2021, we fully redeemed the remaining $19.0 million in aggregate principal amount on the issued and outstanding February 2024 Notes, resulting in a realized loss on extinguishment of debt of $0.3 million.

On October 16, 2019, we closed the public offering of $55.0 million in aggregate principal amount of our 5.375% notes due 2024, or the “November 2024 Notes” (and collectively with the 2023 Notes and the February 2024 Notes, the “Public Notes”). On October 23, 2019, the underwriters exercised their option to purchase an additional $8.3 million in aggregate principal of the November 2024 Notes. The total net proceeds to us from the November 2024 Notes, including the exercise of the underwriters’ option, after deducting underwriting discounts of $1.9 million and offering expenses of $0.3 million, were $61.1 million. On November 2, 2021, we fully redeemed the $63.3 million in aggregate principal amount on the issued and outstanding November 2024 Notes, resulting in a realized loss on extinguishment of debt of $1.3 million.

On December 23, 2020, we closed the offering of $125.0 million in aggregate principal amount of our 4.75% notes due 2026, or the “January 2026 Notes”. The total net proceeds to us from the January 2026 Notes, based on a public offering price of 100.00% of par, after deducting underwriting discounts of $2.5 million and offering expenses of $0.4 million, were $122.1 million. The January 2026 Notes will mature on January 31, 2026 and bear interest at a rate of 4.75%. The January 2026 Notes may be redeemed in whole or in part at any time or from time to time at our option subject to a make whole provision if redeemed before October 31, 2025 (the date falling three months prior to maturity" and at par thereafter. Interest on the January 2026 Notes is payable on January 31 and July 31 of each year. We do not intend to list the January 2026 Notes on any securities exchange or automated dealer quotation system. As of December 31, 2023, the outstanding principal balance of the January 2026 Notes was $125.0 million.

On October 8, 2021, we closed the offering of $125.0 million in aggregate principal amount of our 3.50% notes due 2026, or the “November 2026 Notes” (collectively with the January 2026 Notes, the “Notes”). The total net proceeds to us from the November 2026 Notes, based on a public offering price of 99.996% of par, after deducting underwriting discounts of $2.5 million and offering expenses of $0.3 million, were $122.2 million. The November 2026 Notes will mature on November 15, 2026 and bear interest at a rate of 3.50%. The November 2026 Notes may be redeemed in whole or in part at any time or from time to time at our option subject to a make whole provision if redeemed before August 15, 2026 (the date falling three months prior to maturity) and at par thereafter. Interest on the November 2026 Notes is payable on May 15 and November 15 of each year. We do not intend to list the November 2026 Notes on any securities exchange or automated dealer quotation system. As of December 31, 2023, the outstanding principal balance of the November 2026 Notes was $125.0 million.

Each of the Notes are unsecured obligations and rank pari passu with our existing and future unsecured indebtedness; effectively subordinated to all of our existing and future secured indebtedness; and structurally subordinated to all existing and future indebtedness and other obligations of any of our subsidiaries, financing vehicles, or similar facilities we may form in the future, with respect to claims on the assets of any such subsidiaries, financing vehicles, or similar facilities, including the Credit Facility.

Secured Borrowing

As of December 31, 2023, the carrying value of secured borrowings totaled $15.9 million and the fair value of the associated loans included in investments was $15.8 million. As of December 31, 2022, carrying value of secured borrowings totaled $16.9 million and the fair value of the associated loans included in investments was $16.9 million. These secured borrowings were created as a result of our completion of partial loan sales of certain unitranche loan assets that did not meet the definition of a “participating interest.” As a result, sale treatment was not permitted and these partial loan sales were treated as secured borrowings. The weighted average interest rate on our secured borrowings was approximately 9.407% and 7.786% as of December 31, 2023 and 2022, respectively.

As of December 31, 2023, the weighted average stated interest rates for our SBA debentures and Notes were 4.226% and 4.125%, respectively. As of December 31, 2023, we had $100.0 million of unutilized commitment under our Credit Facility and we were subject to a 1.261% fee on such amount. As of December 31, 2023, the weighted average stated interest rate on total debt outstanding was 4.346%.

As a BDC, we are generally required to meet an asset coverage ratio of at least 150% (defined as the ratio which the value of our consolidated total assets, less all consolidated liabilities and indebtedness not represented by senior securities, bears to the aggregate amount of senior securities representing indebtedness), which includes borrowings and any preferred stock we may issue in the future. This requirement limits the amount that we may borrow. On April 29, 2019, our Board, including a majority of the independent directors, approved a minimum asset coverage ratio of 150% under Sections 18(a)(1) and 18(a)(2) of the 1940 Act, effective as of April 29, 2020. We have received exemptive relief from the U.S. Securities and Exchange Commission (“SEC”) to allow us to exclude the senior securities issued by the Funds from the definition of senior securities in the 150% asset coverage requirement applicable to the Company under the 1940 Act, which, in turn, will enable us to fund more investments with debt capital.

As a BDC, we are generally not permitted to issue and sell our common stock at a price below net asset value per share. We may, however, sell our common stock, or warrants, options or rights to acquire our common stock, at a price below the then-current net asset value per share of our common stock if the Board, including the independent directors, determines that such sale is in the best interests of us and our stockholders, and if our stockholders approve such sale. On June 8, 2023, our stockholders voted to allow us to sell or otherwise issue common stock at a price below net asset value per share for a period of one year ending on the earlier of June 8, 2024 or the date of our 2024 Annual Meeting of Stockholders. Our stockholders specified that the cumulative number of shares sold in each offering during the one-year period ending on the earlier of June 8, 2024 or the date of our 2024 Annual Meeting of Stockholders may not exceed 25% of our outstanding common stock immediately prior to each such sale.

Equity ATM Program

On November 10, 2022, the Company established the at-the-market program (the “ATM Program”), pursuant to which the Company may offer and sell, from time to time through Raymond James & Associates, Inc. and B. Riley Securities, Inc., each as sales agents, shares of the Company's common stock having an aggregate offering price of up to $50.0 million. On August 11, 2023, the Company increased the maximum amount of shares to be sold through the ATM Program to $150.0 million from $50.0 million. Cumulative to date, the Company has sold 5,970,743 shares of common stock under the ATM Program at a weighted-average price of $19.72, raising $117.8 million of gross proceeds. Net proceeds were $116.2 million after commissions to the sales agents on sales sold. As of December 31, 2023, the Company had $32.2 million available under the ATM Program.

Stock Repurchase Program

We have an open market stock repurchase program (the “Stock Repurchase Program”) under which we may acquire up to $5.0 million of our outstanding common stock. Under the Stock Repurchase Program, we may, but are not obligated to, repurchase outstanding common stock in the open market from time to time provided that we comply with the prohibitions under our insider trading policies and the requirements of Rule 10b-18 of the Securities Exchange Act of 1934, as amended, including certain price, market value and timing constraints. The timing, manner, price and amount of any share repurchases will be determined by our management, in its discretion, based upon the evaluation of economic and market conditions, stock price, capital availability, applicable legal and regulatory requirements and other corporate considerations. On October 30, 2023, the Board extended the Stock Repurchase Program through December 31, 2024, or until the approved dollar amount has been used to repurchase shares. The Stock Repurchase Program does not require us to repurchase any specific number of shares and we cannot assure that any shares will be repurchased under the Stock Repurchase Program. The Stock Repurchase Program may be suspended, extended, modified or discontinued at any time. We did not make any repurchases of common stock during the years ended December 31, 2023, 2022, and 2021. Refer to Note 8 to our consolidated financial statements for additional information concerning stock repurchases.

Critical Accounting Policies and Use of Estimates

The preparation of financial statements in accordance with GAAP requires management to make certain estimates and assumptions affecting amounts reported in the financial statements. We have identified investment valuation, revenue recognition, and transfers of financial assets as our most critical accounting policies and estimates. We continuously evaluate our policies and estimates, including those related to the matters described below. These estimates are based on the information that is currently available to us and on various other assumptions that we believe to be reasonable under the circumstances. Actual results could differ materially from those estimates under different assumptions or conditions. A discussion of our critical accounting policies follows.

Valuation of Portfolio Investments

As a BDC, we report our assets and liabilities at fair value at all times consistent with GAAP and the 1940 Act. Accordingly, we are required to periodically determine the fair value of all of our portfolio investments.

Our investments generally consist of illiquid securities including debt and equity investments in lower middle-market companies. Investments for which market quotations are readily available are valued at such market quotations. Because we expect that there will not be a readily available market for substantially all of the investments in our portfolio, we value substantially all of our portfolio investments at fair value as determined in good faith by our board of directors using a documented valuation policy and consistently applied valuation process. Due to the inherent uncertainty of determining the fair value of investments that do not have a readily available market quotation, the fair value of our investments may differ significantly from the values that would have been used had a readily available market quotation existed for such investments, and the difference could be material.

With respect to investments for which market quotations are not readily available, our board of directors undertakes a multi-step valuation process each quarter, as described below:

- our quarterly valuation process begins with each portfolio company or investment being initially evaluated and rated by the investment professionals of the Investment Advisor responsible for the portfolio investment;
- preliminary valuation conclusions are then documented and discussed with the investment committee of the Investment Advisor;
- our board of directors engages one or more independent valuation firm(s) to conduct independent appraisals of a selection of our portfolio investments for which market quotations are not readily available. Each portfolio company investment is generally appraised by the valuation firm(s) at least once every calendar year and each new portfolio company investment is appraised at least once in the twelve-month period following the initial investment. In certain instances, we may determine that it is not cost-effective, and as a result it is not in our stockholders’ best interest, to request the independent appraisal of certain portfolio company investments. Such instances include, but are not limited to, situations where we determine that the fair value of the portfolio company investment is relatively insignificant to the fair value of the total portfolio;

- the audit committee of the Board reviews the preliminary valuations of the Investment Advisor and of the independent valuation firm(s) and responds and supplements the valuation recommendations to reflect any comments; and
- our board of directors discusses the valuations and determines the fair value of each investment in our portfolio in good faith, based on the input of the Investment Advisor, the independent valuation firm(s) and the audit committee.

In making the good faith determination of the value of portfolio investments, we start with the cost basis of the security. The transaction price is typically the best estimate of fair value at inception. When evidence supports a subsequent change to the carrying value from the original transaction price, adjustments are made to reflect the expected exit values.

Our Board consulted with the independent third-party valuation firm(s) in arriving at our determination of fair value for 18 and 16 of our portfolio company investments representing 29.9% and 29.5% of the total portfolio investments at fair value (exclusive of new portfolio company investments made during the three months ended December 31, 2023 and 2022, respectively) as of December 31, 2023 and 2022, respectively;

Consistent with the policies and methodologies adopted by the Board, we perform detailed valuations of our debt and equity investments, including an analysis on the Company's unfunded debt investment commitments, using both the market and income approaches as appropriate. Under the market approach, we typically use the enterprise value methodology to determine the fair value of an investment. There is no one methodology to estimate enterprise value and, in fact, for any one portfolio company, enterprise value is generally best expressed as a range of values, from which we derive a single estimate of enterprise value. Under the income approach, we typically prepare and analyze discounted cash flow models to estimate the present value of future cash flows of either an individual debt investment or of the underlying portfolio company itself.

We evaluate investments in portfolio companies using the most recent portfolio company financial statements and forecasts. We also consult with the portfolio company's senior management to obtain further updates on the portfolio company's performance, including information such as industry trends, new product development and other operational issues.

For our debt investments, the primary valuation technique used to estimate the fair value is the discounted cash flow method. However, if there is deterioration in credit quality or a debt investment is in workout status, we may consider other methods in determining the fair value, including the value attributable to the debt investment from the enterprise value of the portfolio company or the proceeds that would be received in a liquidation analysis. Our discounted cash flow models estimate a range of fair values by applying an appropriate discount rate to the future cash flow streams of our debt investments, based on future interest and principal payments as set forth in the associated debt investment agreements. We prepare a weighted average cost of capital for use in the discounted cash flow model for each investment, based on factors including, but not limited to: current pricing and credit metrics for similar proposed or executed investment transactions of private companies; the portfolio company's historical financial results and outlook; and the portfolio company's current leverage and credit quality as compared to leverage and credit quality as of the date the investment was made. We may also consider the following factors when determining the fair value of debt investments: the portfolio company's ability to make future scheduled payments; prepayment penalties and other fees; estimated remaining life; the nature and realizable value of any collateral securing such debt investment; and changes in the interest rate environment and the credit markets that generally may affect the price at which similar investments may be made. We estimate the remaining life of our debt investments to generally be the legal maturity date of the instrument, as we generally intend to hold debt investments to maturity. However, if we have information available to us that the debt investment is expected to be repaid in the near term, we would use an estimated remaining life based on the expected repayment date.

For our equity investments, including equity securities and warrants, we generally use a market approach, including valuation methodologies consistent with industry practice, to estimate the enterprise value of portfolio companies. Typically, the enterprise value of a private company is based on multiples of EBITDA, net income, revenues, or in limited cases, book value. In estimating the enterprise value of a portfolio company, we analyze various factors consistent with industry practice, including but not limited to original transaction multiples, the portfolio company's historical and projected financial results, applicable market trading and transaction comparables, applicable market yields and leverage levels, the nature and realizable value of any collateral, the markets in which the portfolio company does business, and comparisons of financial ratios of peer companies that are public.

We may also utilize an income approach when estimating the fair value of our equity investments, either as a primary methodology if consistent with industry practice or if the market approach is otherwise not applicable, or as a supporting methodology to corroborate the fair value ranges determined by the market approach. We typically prepare and analyze discounted cash flow models based on projections of the future free cash flows (or earnings) of the portfolio company. We consider various factors, including but not limited to the portfolio company's projected financial results, applicable market trading and transaction comparables, applicable market yields and leverage levels, the markets in which the portfolio company does business, and comparisons of financial ratios of peer companies that are public.

Determination of fair value involves subjective judgments and estimates. Accordingly, the notes to our consolidated financial statements express the uncertainties with respect to the possible effect of such valuations, and any changes in such valuations, on the consolidated financial statements.

Revenue Recognition

Investments and related investment income. Realized gains or losses on investments are recorded upon the sale or disposition of a portfolio investment and are calculated as the difference between the net proceeds from the sale or disposition and the cost basis of the investment, without regard to unrealized appreciation or depreciation previously recognized. Net change in unrealized appreciation or depreciation on the consolidated statements of operations includes changes in the fair value of investments from the prior period, as determined by the Board through the application of our valuation policy, as well as reclassifications of any prior period unrealized appreciation or depreciation on exited investments to realized gains or losses on investments.

Interest and dividend income. Interest and dividend income are recorded on the accrual basis to the extent that we expect to collect such amounts. Interest is accrued daily based on the outstanding principal amount and the contractual terms of the debt. Dividend income is recorded as dividends are declared or at the point an obligation exists for the portfolio company to make a distribution, and is generally recognized when received. Distributions from portfolio companies are evaluated to determine if the distribution is a distribution of earnings or a return of capital. Distributions of earnings are included in dividend income while a return of capital is recorded as a reduction in the cost basis of the investment. Estimates are adjusted as necessary after the relevant tax forms are received from the portfolio company.

PIK income. Certain of our investments contain a PIK income provision. The PIK income, computed at the contractual rate specified in the applicable investment agreement, is added to the principal balance of the investment, rather than being paid in cash, and recorded as interest or dividend income, as applicable, on the consolidated statements of operations. Generally, PIK can be paid-in-kind or all in cash. We stop accruing PIK income when there is reasonable doubt that PIK income will be collected. PIK income that has been contractually capitalized to the principal balance of the investment prior to the non-accrual designation date is not reserved against interest or dividend income, but rather is assessed through the valuation of the investment (with corresponding adjustments to unrealized depreciation, as applicable). PIK income is included in our taxable income and, therefore, affects the amount we are required to pay to our stockholders in the form of dividends in order to maintain our tax treatment as a RIC, even though we have not yet collected the cash.

Non-accrual. Debt investments or preferred equity investments (for which we are accruing PIK dividends) are placed on non-accrual status when principal, interest or dividend payments become materially past due, or when there is reasonable doubt that principal, interest or dividends will be collected. Any original issue discount and market discount are no longer accreted to interest income as of the date the loan is placed on full non-accrual status. Interest and dividend payments received on non-accrual investments may be recognized as interest or dividend income or applied to the investment principal balance based on management's judgment. Non-accrual investments are restored to accrual status when past due principal, interest or dividends are paid and, in management's judgment, are likely to remain current.

Warrants. In connection with our debt investments, we will sometimes receive warrants or other equity-related securities (Warrants). We determine the cost basis of Warrants based upon their respective fair values on the date of receipt in proportion to the total fair value of the debt and Warrants received. Any resulting difference between the face amount of the debt and its recorded fair value resulting from the assignment of value to the Warrants is treated as OID and accreted into interest income using the effective interest method over the term of the debt investment. Upon the prepayment of a debt investment, any unaccreted OID is accelerated into interest income.

Fee income. All transaction fees earned in connection with our investments are recognized as fee income and are generally non-recurring. Such fees typically include fees for services, including structuring and advisory services, provided to portfolio companies. We recognize income from fees for providing such structuring and advisory services when the services are rendered or the transactions are completed. Upon the prepayment of a debt investment, any prepayment penalties are recorded as fee income when earned.

We also typically receive debt investment origination or closing fees in connection with investments. Such debt investment origination and closing fees are capitalized as unearned income and offset against investment cost basis on our consolidated statements of assets and liabilities and accreted into interest income over the term of the investment. Upon the prepayment of a debt investment, any unaccreted debt investment origination and closing fees are accelerated into interest income.

Transfers of Financial Assets

Partial loan and equity sales. We follow the guidance in ASC 860, *Transfers and Servicing,* when accounting for loan (debt investment) participations, equity assignments and other partial loan sales. Such guidance requires a participation, assignment or other partial loan or equity sale to meet the definition of a "participating interest," as defined in the guidance, in order for sale treatment to be allowed. Participations, assignments or other partial loan or equity sales which do not meet the definition of a participating interest should remain on our consolidated statements of assets and liabilities and the proceeds recorded as a secured borrowing until the definition is met.

Recently Issued Accounting Standard

In December 2023, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") No. 2023-09, "Improvements to Income Tax Disclosures (Topic 740)," which requires disclosure of additional information pertaining to income taxes. Such changes include disclosing i) a reconciliation of the effective tax rate to statutory rate for federal, state, and foreign income taxes and ii) taxes paid (net of refunds received) should be disaggregated for federal, state and foreign taxes. The guidance is effective for annual reporting periods beginning after December 15, 2024. We are currently evaluating the impact this ASU will have on our consolidated financial position or disclosures, but we do not expect the impact to be material.

Related Party Transactions

We have entered into a number of business relationships with affiliated or related parties, including the following:

- We have entered into the Investment Advisory Agreement with Fidus Investment Advisors, LLC, as our investment advisor. Pursuant to the Investment Advisory Agreement, our investment advisor manages our day-to-day operating and investing activities. We pay our investment advisor a fee for its services under the Investment Advisory Agreement consisting of two components — a base management fee and an incentive fee. See Note 5 to our consolidated financial statements.

- Fidus Group Holdings, LLC ("Holdings"), a limited liability company organized under the laws of Delaware, is the parent company of Fidus Investment Advisors. Edward H. Ross, our Chairman and Chief Executive Officer, and Thomas C. Lauer, our President, are managers of Holdings.

- We entered into the Administration Agreement with Fidus Investment Advisors, LLC to provide us with the office facilities and administrative services necessary to conduct day-to-day operations. See Note 5 to our consolidated financial statements.

- We entered into a license agreement with Fidus Partners, LLC, pursuant to which Fidus Partners, LLC has granted us a non-exclusive, royalty-free license to use the name "Fidus."

- The Investment Advisor, in consultation with the Board, agreed to voluntarily waive $0.3 million, $0.3 million, and $0.2 million of the base management fees on any assets accounted for as secured borrowings as defined under GAAP for the years ended December 31, 2023, 2022, and 2021 respectively.

In connection with the IPO and our election to be regulated as a BDC, we applied for and received exemptive relief from the SEC on March 27, 2012 to allow us to take certain actions that would otherwise be prohibited by the 1940 Act, as applicable to BDCs. Effective June 30, 2014, pursuant to exemptive relief from the SEC, we are permitted to exclude the senior securities issued by Fund II and Fund III from the definition of senior securities in the asset coverage requirement applicable to the Company under the 1940 Act.

While we may co-invest with investment entities managed by the Investment Advisor or its affiliates, to the extent permitted by the 1940 Act and the rules and regulations thereunder, the 1940 Act imposes significant limits on co-investment. On January 4, 2017, the SEC staff has granted us relief sought in an exemptive order that expands our ability to co-invest in portfolio companies with other funds managed by the Investment Advisor or its affiliates ("Affiliated Funds") in a manner consistent with our investment objective, positions, policies, strategies and restrictions as well as regulatory requirements and other pertinent factors, subject to compliance with certain conditions (the "Order"). Pursuant to the Order, we are permitted to co-invest with our affiliates if a "required majority" (as defined in Section 57(o) of the 1940 Act) or the Independent Directors make certain conclusions in connection with a co-investment transaction, including that (1) the terms of the transactions, including the consideration to be paid, are reasonable and fair to us and our stockholders and do not involve overreaching by us or our stockholders on the part of any person concerned, and (2) the transaction is consistent with the interests of our stockholders and is consistent with our investment objective and strategies. However, neither we nor our affiliates are obligated to invest or co-invest when investment opportunities are referred to us or them.

In addition, we and our Investment Advisor have each adopted a joint code of ethics pursuant to Rule 17j-1 under the 1940 Act that governs the conduct of our and the Investment Advisor's officers, directors and employees. Additionally, the Investment Advisor has adopted a code of ethics pursuant to Rule 204A-1 under the Advisers Act of 1940, as amended, and in accordance with Rule 17j-1(c) under the 1940 Act. We have also adopted a code of business conduct that is applicable to all officers, directors and employees of Fidus and our Investment Advisor. Our officers and directors also remain subject to the duties imposed by both the 1940 Act and the Maryland General Corporation Law.

Recent Developments

On January 3, 2024, we invested $5.0 million in first lien debt, $1.5 million in preferred equity, and committed up to $2.5 million in first lien debt of Janus Health Technologies, Inc., a leading provider of SaaS-based revenue cycle management solutions to healthcare systems and outsourced RCM service providers.

On January 8, 2024, we exited our debt and equity investments in Applied Data Corporation. We received payment in full of $21.5 million on our first lien debt, which included a prepayment fee. We received a distribution on our common and preferred equity investments for a realized gain of approximately $1.5 million.

On February 13, 2024, our Board declared a regular quarterly dividend of $0.43 per share and a supplemental dividend of $0.22 per share payable March 27, 2024, to stockholders of record as of March 20, 2024.

On February 23, 2024, we invested $10.0 million in first lien debt, $0.5 million in common equity, and committed up to $1.0 million in first lien debt of a leading provider of professional food service sales and marketing service.

On February 28, 2024, we repaid $35.0 million of SBA debentures with a weighted average interest rate of 3.187% which would have matured on dates ranging from March 2026 to September 2027.

For the period from January 1, 2024, to February 28, 2024, we sold a total of 207,530 shares of our common stock under the ATM Program for gross proceeds of approximately $4.1 million and net proceeds of approximately $4.1 million, after deducting commissions to the sales agents on shares sold and offering expenses.

Item 7A. Quantitative and Qualitative Disclosures About Market Risk.

We are subject to financial market risks, including changes in interest rates. Changes in interest rates affect both our cost of funding and the valuation of our investment portfolio. Uncertainty with respect to the rising interest rates, inflationary pressures, the Russia-Ukraine war and the conflict in the Middle East and the failure of financial institutions introduced significant volatility in the financial markets, and the effects of this volatility has materially impacted and could continue to materially impact our market risks. Our risk management systems and procedures are designed to identify and analyze our risk, to set appropriate policies and limits and to continually monitor these risks and limits by means of reliable administrative and information systems and other policies and programs. The prices of securities held by us may decline in response to certain events, including those directly involving the companies in which we invest and conditions affecting the general economy, including: overall market changes, including an increase in market volatility; legislative reform; local, regional, national or global political, social or economic instability; and interest rate volatility, including the replacement of LIBOR with alternate rates and rising interest rates.

In the future, our investment income may also be affected by changes in various interest rates, including changes in alternate rates and prime rates, to the extent of any debt investments that include floating interest rates. Since March 2022, the Federal Reserve has been rapidly raising interest rates and has indicated that it may consider additional rate hikes in response to ongoing inflation concerns. In a rising interest rate environment, our cost of funds would increase, which could reduce our net investment income if there is not a corresponding increase in interest income generated by our investment portfolio. It is possible that the Federal Reserve's tightening cycle could result the United States into a recession, which would likely decrease interest rates. A prolonged reduction in interest rates will reduce our gross investment income and could result in a decrease in our net investment income if such decreases in base rates, such as SOFR are not offset by a corresponding increase in the spread over such base rate that we earn on any portfolio investments, a decrease in in our operating expenses, including with respect to our income incentive fee, or a decrease in the interest rate of our floating interest rate liabilities tied to such base rate. See Item 1A. "Risk Factors – Changes in interest rates will affect our cost of capital and net investment income" and "Risk Factors – Inflation may adversely affect the business, results of operations and financial condition of our portfolio companies, which may, in turn, impact the valuation of such portfolio companies.

As of December 31, 2023 and 2022, 46 and 43 portfolio companies' debt investments, respectively, bore interest at a variable rate, which represented $629.3 million and $522.9 million of our portfolio on a fair value basis, respectively, and the remainder of our debt portfolio was comprised entirely of fixed rate investments. Our pooled SBA debentures and our Notes bear interest at fixed rates. Our Credit Facility bears interest, at our election, at a rate per annum equal to (a) 2.675% on SOFR loans prior to satisfying certain step-down conditions (or 2.50% after satisfying certain step-down conditions, with commensurate reductions in the applicable margins for base rate loans). We pay a commitment fee that varies depending on the size of the unused portion of the Credit Facility: 2.500% to 2.675% per annum on the unused portion of the Credit Facility at or below 35% of the commitments and 0.50% per annum on any remaining unused portion of the Credit Facility between the total commitments and the 35% minimum utilization. The Credit Agreement relating to the Credit Facility contains certain covenants, including a minimum asset coverage ratio of 1.50 to 1.00 (on a regulatory basis) and a senior asset coverage ratio of no less than 2.00 to 1.00. The Credit Facility is secured by a first priority security interest in all of our assets, excluding the assets of our SBIC subsidiaries.

Because we currently borrow, and plan to borrow in the future, money to make investments, our net investment income is dependent upon the difference between the rate at which we borrow funds and the rate at which we invest the funds borrowed. Accordingly, there can be no assurance that a significant change in market interest rates will not have a material adverse effect on our net investment income. In periods of rising interest rates, our cost of funds would increase, which could reduce our net investment income if there is not a corresponding increase in interest income generated by our investment portfolio.

The following table shows the approximate annualized increase or decrease in the components of net investment income due to hypothetical base rate changes in interest rates, assuming no changes in our investments and borrowings as of December 31, 2023 (dollars in millions):

Basis Point Increase (Decrease)	Interest Income Increase (Decrease) (1) (2)	Interest Expense Increase (Decrease) (4)	Net Increase (Decrease)	Net Investment Income (3)
(200)	$ (12.8)	$ (0.3)	$ (12.5)	$ (10.0)
(150)	(9.6)	(0.2)	(9.4)	(7.5)
(100)	(6.4)	(0.2)	(6.2)	(5.0)
(50)	(3.2)	(0.1)	(3.1)	(2.5)
50	3.2	0.1	3.1	2.5
100	6.5	0.2	6.3	5.0
150	9.7	0.2	9.5	7.6
200	12.9	0.3	12.6	10.1
250	16.1	0.4	15.7	12.6
300	19.4	0.5	18.9	15.1

(1) Certain of our variable rate debt investments have a SOFR or PRIME interest rate floor, which lessens the impact of decreases in interest rates.

(2) Interest income calculated assuming three-month SOFR rate and PRIME rate as of December 31, 2023.

(3) Includes the impact of income incentive fee at 20.0% on net increase (decrease) in net interest.

(4) As of December 31, 2023, we did not have any borrowings outstanding under our Credit Facility.

Item 8. Consolidated Financial Statements and Supplementary Data.

Index to Consolidated Financial Statements

Report of Independent Registered Public Accounting Firm

Stockholders and Board of Directors of
Fidus Investment Corporation and Subsidiaries

Opinion on the Financial Statements
We have audited the accompanying consolidated statements of assets and liabilities of Fidus Investment Corporation and Subsidiaries (the Company), including the consolidated schedules of investments, as of December 31, 2023 and 2022, the related consolidated statements of operations, changes in net assets, and cash flows for each of the three years in the period ended December 31, 2023, and the related notes, which include the senior securities table, to the consolidated financial statements (collectively, the financial statements). In our opinion, the financial statements present fairly, in all material respects, the financial position of the Company as of December 31, 2023 and 2022, and the results of its operations, changes in net assets, and cash flows for each of the three years in the period ended December 31, 2023, in conformity with accounting principles generally accepted in the United States of America.

Basis for Opinion
These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on the Company's financial statements based on our audits. We are a public accounting firm registered with the Public Company Accounting Oversight Board (United States) (PCAOB) and are required to be independent with respect to the Company in accordance with U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement, whether due to error or fraud. The Company is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. As part of our audits we are required to obtain an understanding of internal control over financial reporting but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control over financial reporting. Accordingly, we express no such opinion.

Our audits included performing procedures to assess the risks of material misstatement of the financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements. Our procedures included confirmation of securities owned as of December 31, 2023 and 2022, by correspondence with the custodians, portfolio companies or agents or by other appropriate procedures where replies from custodians, portfolio companies or agents were not received. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the financial statements. We believe that our audits provide a reasonable basis for our opinion.

Critical Audit Matter
The critical audit matter communicated below is a matter arising from the current period audit of the consolidated financial statements that was communicated or required to be communicated to the audit committee and that: (1) relate to accounts or disclosures that are material to the financial statements and (2) involved our especially challenging, subjective, or complex judgments. The communication of a critical audit matter does not alter in any way our opinion on the financial statements, taken as a whole, and we are not, by communicating the critical audit matter below, providing separate opinions on the critical audit matter or on the accounts or disclosures to which it relates.

Valuation of Level 3 Investments

As discussed in Notes 2 and 4 to the consolidated financial statements, the Company measures substantially all of its investments at fair value using unobservable inputs and assumptions as there is no readily available market value. Due to the use of unobservable inputs in determining fair value, these investments are classified as level 3 within the fair value hierarchy and total $957,649 thousand as of December 31, 2023.

We identified the valuation of level 3 investments as a critical audit matter because of certain significant assumptions management makes in determining the estimate, including the selected valuation techniques, revenue or EBITDA multiples, and discount rates. Auditing management's valuation techniques and assumptions of revenue and EBITDA multiples and the discount rate involved a high degree of auditor judgment and increased audit effort, including the use of valuation specialists, as changes in these assumptions could have a significant impact on the fair value of the level 3 investments.

Our audit procedures related to the Company's valuation of level 3 investments included the following, among others:

- We evaluated the appropriateness of management’s valuation techniques, such as the discounted cash flow or enterprise value, and management’s asset coverage analysis. We also evaluated whether assumptions used by management, including revenue, EBITDA, or asset coverage multiples, and discount rates, were reasonable by comparing and calibrating these inputs to purchase data and market information obtained from external sources while considering portfolio company specific factors like performance. For a selection of investments, we utilized valuation specialists to perform this evaluation.

- For a select number of investments, we developed an independent fair value estimate which was compared to management’s estimate.

- We evaluated the Company’s historical ability to estimate fair value by comparing the fair value as estimated by management against sale transactions, taking into consideration changes in market or investment specific factors, where applicable and available.

/s/ RSM US LLP

We have served as the Company's auditor since 2007.

Chicago, Illinois
February 29, 2024

FIDUS INVESTMENT CORPORATION
Consolidated Statements of Assets and Liabilities
(in thousands, except shares and per share data)

	December 31, 2023	December 31, 2022
ASSETS		
Investments, at fair value:		
Control investments (cost: $6,832 and $17,915, respectively)	$ —	$ —
Affiliate investments (cost: $46,485 and $55,804, respectively)	83,876	101,590
Non-control/non-affiliate investments (cost: $883,312 and $754,974, respectively)	874,030	758,739
Total investments, at fair value (cost: $936,629 and $828,693, respectively)	957,906	860,329
Cash and cash equivalents	119,131	62,350
Interest receivable	11,965	11,826
Prepaid expenses and other assets	1,896	1,455
Total assets	$ 1,090,898	$ 935,960
LIABILITIES		
SBA debentures, net of deferred financing costs (Note 6)	$ 204,472	$ 148,476
Notes, net of deferred financing costs (Note 6)	247,243	246,128
Borrowings under Credit Facility, net of deferred financing costs (Note 6)	(1,082)	(1,380)
Secured borrowings	15,880	16,880
Accrued interest and fees payable	5,924	4,747
Base management fee payable, net of base management fee waiver – due to affiliate	4,151	3,769
Income incentive fee payable – due to affiliate	4,570	3,035
Capital gains incentive fee payable – due to affiliate	17,509	22,659
Administration fee payable and other – due to affiliate	789	576
Taxes payable	1,227	9,937
Accounts payable and other liabilities	741	790
Total liabilities	$ 501,424	$ 455,617
Commitments and contingencies (Note 7)		
NET ASSETS		
Common stock, $0.001 par value (100,000,000 shares authorized, 30,438,979 and 24,727,788 shares issued and outstanding at December 31, 2023 and December 31, 2022, respectively)	$ 31	$ 25
Additional paid-in capital	504,298	395,916
Total distributable earnings	85,145	84,402
Total net assets	589,474	480,343
Total liabilities and net assets	$ 1,090,898	$ 935,960
Net asset value per common share	$ 19.37	$ 19.43

See Notes to Consolidated Financial Statements.

FIDUS INVESTMENT CORPORATION
Consolidated Statements of Operations
(in thousands, except shares and per share data)

	Years Ended December 31, 2023	2022	2021
Investment Income:			
Interest income			
Control investments	$ —	$ —	$ 3,735
Affiliate investments	4,026	3,464	2,695
Non-control/non-affiliate investments	105,921	78,880	66,648
Total interest income	109,947	82,344	73,078
Payment-in-kind interest income			
Control investments	—	—	2,117
Affiliate investments	—	30	368
Non-control/non-affiliate investments	6,634	1,633	1,809
Total payment-in-kind interest income	6,634	1,663	4,294
Dividend income			
Control investments	—	—	568
Affiliate investments	519	725	1,172
Non-control/non-affiliate investments	696	889	895
Total dividend income	1,215	1,614	2,635
Fee income			
Control investments	—	—	1,872
Affiliate investments	65	457	385
Non-control/non-affiliate investments	9,385	7,525	8,174
Total fee income	9,450	7,982	10,431
Interest on idle funds	2,864	534	8
Total investment income	130,110	94,137	90,446
Expenses:			
Interest and financing expenses	22,749	18,665	19,164
Base management fee	16,288	14,568	12,874
Incentive fee - income	16,529	8,318	10,266
Incentive fee (reversal) - capital gains	2,405	(432)	18,196
Administrative service expenses	2,353	1,902	1,719
Professional fees	2,906	2,463	1,899
Other general and administrative expenses	1,031	994	875
Total expenses before base management fee waiver	64,261	46,478	64,993
Base management fee waiver	(287)	(302)	(176)
Total expenses, net of base management fee waiver	63,974	46,176	64,817
Net investment income before income taxes	66,136	47,961	25,629
Income tax provision (benefit)	1,030	1,412	509
Net investment income	65,106	46,549	25,120
Net realized and unrealized gains (losses) on investments:			
Net realized gains (losses):			
Control investments	(11,458)	48	20,521
Affiliate investments	546	39,833	124
Non-control/non-affiliate investments	34,983	25,754	35,163
Total net realized gain (loss) on investments	24,071	65,635	55,808
Income tax (provision) benefit from realized gains on investments	(1,662)	(1,841)	(2,057)
Income tax (provision) from deemed distribution of long term capital gains	—	(8,568)	—
Net change in unrealized appreciation (depreciation):			
Control investments	11,083	(13,233)	34
Affiliate investments	(8,395)	(35,979)	32,207
Non-control/non-affiliate investments	(13,047)	(16,490)	9,255
Total net change in unrealized appreciation (depreciation) on investments	(10,359)	(65,702)	41,496
Net gain (loss) on investments	12,050	(10,476)	95,247
Realized losses on extinguishment of debt	(23)	(251)	(4,263)
Net increase (decrease) in net assets resulting from operations	$ 77,133	$ 35,822	$ 116,104
Per common share data:			
Net investment income per share-basic and diluted	$ 2.47	$ 1.90	$ 1.03
Net increase in net assets resulting from operations per share — basic and diluted	$ 2.93	$ 1.46	$ 4.75
Dividends declared per share	$ 2.88	$ 2.00	$ 1.60
Weighted average number of shares outstanding — basic and diluted	26,365,269	24,468,172	24,437,400

See Notes to Consolidated Financial Statements.

FIDUS INVESTMENT CORPORATION
Consolidated Statements of Changes in Net Assets
(in thousands, except shares)

	Common Stock		Additional	Total	
	Number of shares	Par value	paid-in capital	distributable earnings	Total net assets
Balances at December 31, 2020	24,437,400	$ 24	$ 363,982	$ 46,754	$ 410,760
Net investment income	—	—	—	25,120	25,120
Net realized gain (loss) on investments, net of taxes	—	—	—	53,751	53,751
Net unrealized appreciation (depreciation) on investments	—	—	—	41,496	41,496
Realized losses on extinguishment of debt	—	—	—	(4,263)	(4,263)
Dividends declared	—	—	—	(39,100)	(39,100)
Tax reclassification of stockholders' equity in accordance with generally accepted accounting principles	—	—	(2,175)	2,175	—
Balances at December 31, 2021	24,437,400	$ 24	$ 361,807	$ 125,933	$ 487,764
Public offering of common stock, net of expenses	290,388	1	5,808	—	5,809
Net investment income	—	—	—	46,549	46,549
Net realized gain (loss) on investments, net of taxes	—	—	—	63,794	63,794
Net unrealized appreciation (depreciation) on investments	—	—	—	(65,702)	(65,702)
Realized losses on extinguishment of debt	—	—	—	(251)	(251)
Dividends declared	—	—	—	(49,052)	(49,052)
Deemed distribution of long term capital gains	—	—	32,233	(40,801)	(8,568)
Tax reclassification of stockholders' equity in accordance with generally accepted accounting principles	—	—	(3,932)	3,932	—
Balances at December 31, 2022	24,727,788	$ 25	$ 395,916	$ 84,402	$ 480,343
Public offering of common stock, net of expenses	5,680,355	6	110,319	—	110,325
Shares issued under dividend reinvestment plan	30,836	0 *	603	—	603
Net investment income	—	—	—	65,106	65,106
Net realized gain (loss) on investments, net of taxes	—	—	—	22,409	22,409
Net unrealized appreciation (depreciation) on investments	—	—	—	(10,359)	(10,359)
Realized losses on extinguishment of debt				(23)	(23)
Dividends declared	—	—	—	(78,930)	(78,930)
Tax reclassification of stockholders' equity in accordance with generally accepted accounting principles	—	—	(2,540)	2,540	—
Balances at December 31, 2023	30,438,979	$ 31	$ 504,298	$ 85,145	$ 589,474

*amount is greater than zero but less than one

See Notes to Consolidated Financial Statements.

FIDUS INVESTMENT CORPORATION
Consolidated Statements of Cash Flows
(in thousands)

	Years Ended December 31, 2023	2022	2021
Cash Flows from Operating Activities:			
Net increase (decrease) in net assets resulting from operations	$ 77,133	$ 35,822	$ 116,104
Adjustments to reconcile net increase (decrease) in net assets resulting from operations to net cash provided by (used for) operating activities:			
Net change in unrealized (appreciation) depreciation on investments	10,359	65,702	(41,496)
Net realized (gain) loss on investments	(24,071)	(65,635)	(55,808)
Interest and dividend income paid-in-kind	(6,634)	(1,663)	(4,399)
Accretion of original issue discount	(461)	(242)	(755)
Accretion of loan origination fees	(2,504)	(1,625)	(2,512)
Purchase of investments	(336,741)	(333,846)	(346,737)
Proceeds from sales and repayments of investments	258,875	193,980	472,782
Proceeds from loan origination fees	3,600	2,124	2,670
Realized losses on extinguishment of debt	23	251	4,263
Amortization of deferred financing costs	2,146	2,104	2,215
Amortization of deferred equity financing costs	60	3	—
Changes in operating assets and liabilities:			
Interest receivable	(139)	(3,595)	(683)
Prepaid expenses and other assets	(501)	(1,045)	602
Accrued interest and fees payable	1,177	79	1,168
Base management fee payable, net of base management fee waiver – due to affiliate	382	634	(109)
Income incentive fee payable – due to affiliate	1,535	413	12
Capital gains incentive fee (reversal) – due to (from) affiliate	(5,150)	(6,568)	18,196
Administration fee payable and other – due to (from) affiliate	213	(92)	92
Taxes payable	(8,710)	7,527	2,135
Accounts payable and other liabilities	(49)	135	161
Net cash provided by (used for) operating activities	(29,457)	(105,537)	167,901
Cash Flows from Financing Activities:			
Proceeds from common stock offerings, net of expenses	110,325	5,809	—
Proceeds received from SBA debentures	62,000	76,000	23,500
Repayments of SBA debentures	(5,000)	(30,000)	(63,500)
Proceeds received from issuance of Notes	—	—	125,000
Principal payments on Notes	—	—	(182,250)
Proceeds received from (repayments of) Secured Borrowings, net	(1,000)	(757)	17,637
Payment of deferred financing costs	(1,760)	(3,530)	(4,079)
Dividends paid to stockholders, including expenses	(78,327)	(49,052)	(39,100)
Net cash provided by (used for) financing activities	86,238	(1,530)	(122,792)
Net increase (decrease) in cash and cash equivalents	56,781	(107,067)	45,109
Cash and cash equivalents:			
Beginning of period	62,350	169,417	124,308
End of period	$ 119,131	$ 62,350	$ 169,417
Supplemental information and non-cash activities:			
Cash payments for interest	$ 19,426	$ 16,482	$ 15,781
Cash payments for taxes, net of tax refunds received	$ 11,402	$ 4,294	$ 431

See Notes to Consolidated Financial Statements.

FIDUS INVESTMENT CORPORATION
Consolidated Schedule of Investments
December 31, 2023
(in thousands, except shares)

Portfolio Company (a)(b) Investment Type (c)	Industry	Variable Index Spread / Floor (d)	Rate (e) Cash/PIK	Investment Date (f)	Maturity	Principal Amount	Cost	Fair Value (g)	Percent of Net Assets
Control Investments (t)									
US GreenFiber, LLC (n)	Building Products Manufacturing								
Second Lien Debt (j)(y)			10.00%/3.00%	7/3/2014	8/30/2024	$ 5,226	$ 5,223	$ —	
Common Equity (2,522 units) (h)(j)				7/3/2014			585	—	
Common Equity (425,508 units) (j)				8/30/2019			1	—	
Common Equity (1,022,813 units) (h)(j)				7/1/2020			1,023	—	
							6,832	—	0 %
Total Control Investments							$ 6,832	$ —	0 %
Affiliate Investments (l)									
Applegate Greenfiber Intermediate Inc. (fka US GreenFiber, LLC)	Building Products Manufacturing								
Subordinated Debt (j)			10.00%/0.00%	12/31/2021	12/31/2027	$ 9,602	$ 9,602	$ 9,602	
Common Equity (5,690 units) (h)(j)				12/31/2021			5,690	6,708	
Common Equity (7,113 units) (h)(j)				12/31/2021			7,113	8,280	
Common Equity (2,012 units) (h)(j)				12/31/2021			-	-	
							22,405	24,590	4 %
Medsurant Holdings, LLC	Healthcare Services								
Preferred Equity (84,997 units) (h)(j)				4/12/2011			644	1,305	
Warrant (252,588 units) (h)(j)(m)				4/12/2011			2,258	4,625	
							2,902	5,930	1 %
Pfanstiehl, Inc.	Healthcare Products								
Common Equity (2,550 units) (j)				3/29/2013			255	33,321	6 %
Spectra A&D Acquisition, Inc. (fka FDS Avionics Corp.)	Aerospace & Defense Manufacturing								
First Lien Debt (k)(ag)		(S + 5.75%) / (1.00%)	11.36%/0.00%	2/12/2021	2/11/2026	15,000	14,952	14,003	
Common Equity (12,035 units) (j)				8/25/2021			1,204	111	
Common Equity (38,493 units) (j)				12/16/2022			2,609	—	
Common Equity (6,783 units) (j)				7/10/2023			686	686	
Common Equity (4,663 units) (j)				9/16/2022			472	521	
							19,923	15,321	2 %
Steward Holding LLC (dba Steward Advanced Materials)	Aerospace & Defense Manufacturing								
Common Equity (1,000,000 units)				11/12/2015			1,000	4,714	1 %
Total Affiliate Investments							$ 46,485	$ 83,876	14 %
Non-control/Non-affiliate Investments									
2KDirect, Inc. (dba iPromote)	Information Technology Services								
First Lien Debt (k)(at)		(S + 7.25%) / (0.50%)	12.80%/0.00%	6/25/2021	6/25/2026	$ 10,815	$ 10,772	$ 10,815	
First Lien Debt (j)(aa)		(S + 7.25%) / (0.50%)	9.05%/0.00%	7/30/2021	6/25/2026	3,328	3,328	3,328	
Common Equity (1,000,000 units)				6/25/2021			1,000	616	
							15,100	14,759	3 %
301 Edison Holdings Inc. (dba LGG Industrial)	Specialty Distribution								
First Lien Debt (j)			11.75%/1.50%	11/14/2023	11/13/2028	13,027	12,868	12,868	
Preferred Equity (518,135 units) (j)				11/14/2023			1,000	1,000	
							13,868	13,868	2 %
Acendre Midco, Inc.	Information Technology Services								
First Lien Debt (j)		(S + 7.75%) / (0.50%)	13.41%/0.00%	10/6/2021	10/6/2026	5,459	5,450	5,459	
First Lien Debt (j)		(S + 7.75%) / (0.50%)	13.41%/0.00%	10/6/2021	10/6/2026	12,406	12,369	12,406	
Revolving Loan ($250 unfunded commitment) (i)(j)		(S + 7.75%) / (0.50%)	13.41%/0.00%	10/6/2021	10/6/2026	750	750	750	
Common Equity (500,000 shares) (j)				10/6/2021			371	475	
Warrant (150,000 shares) (j)(m)				10/6/2021			128	143	
Preferred Equity (77,016 shares) (j)				9/26/2022			88	143	
							19,156	19,376	3 %
Ad Info Parent, Inc. (dba MediaRadar)	Information Technology Services								
First Lien Debt (j)		(S + 6.25%) / (1.00%)	11.75%/0.00%	11/1/2023	9/16/2029	12,500	12,431	12,432	
Revolving Loan ($1,442 unfunded commitment) (i)(j)		(S + 6.25%) / (1.00%)	11.75%/0.00%	11/1/2023	9/16/2029	—	(8)	—	
Preferred Equity (1,250,000 units) (j)				11/1/2023			1,250	1,250	
							13,673	13,682	2 %
Aldinger Company	Business Services								
First Lien Debt (ae)		(S + 6.50%) / (2.00%)	11.89%/0.00%	6/30/2023	6/29/2029	13,780	13,683	13,780	
Common Equity (7,883 units)				6/30/2023			—	205	
Preferred Equity (7,883 units)				6/30/2023			788	788	
							14,471	14,773	3 %
Allredi, LLC (fka Marco Group International OpCo, LLC)	Industrial Cleaning & Coatings								
Second Lien Debt			5.00%/10.00%	3/2/2020	9/2/2026	11,415	11,362	9,924	
Common Equity (570,636 units) (h)(j)				7/21/2017			637	127	
Common Equity (39,443 units) (h)(j)				11/24/2021			22	32	
Common Equity (524,624units) (h)(j)				8/3/2023			45	109	
							12,066	10,192	2 %
American AllWaste LLC (dba WasteWater Transport Services)	Environmental Industries								
First Lien Debt (j)(p)		(S + 6.50%) / (1.00%)	12.16%/0.00%	6/28/2021	6/28/2026	21,183	21,008	19,634	
First Lien Debt (j)(o)		(S + 4.00%) / (1.00%)	9.66%/0.00%	6/28/2021	6/28/2026	330	330	304	
Preferred Equity (500 units) (h)(j)				5/31/2018			500	—	
Preferred Equity (207 units) (h)(j)				8/6/2019			250	—	
Preferred Equity (141 units) (h)(j)				11/2/2020			171	—	
Preferred Equity (74 units) (h)(j)				12/29/2021			97	—	
							22,356	19,938	3 %
AmeriWater, LLC	Component Manufacturing								
First Lien Debt (af)		(S + 6.25%) / (1.00%)	11.60%/0.00%	7/8/2022	7/8/2027	7,613	7,580	7,613	
Subordinated Debt (j)			7.00%/7.00%	7/8/2022	1/8/2028	2,220	2,213	2,220	
Common Equity (1,000 units) (h)(j)				7/8/2022			1,000	1,203	
							10,793	11,036	2 %
AOM Intermediate Holdco, LLC (dba AllOver Media)	Information Technology Services								
Common Equity (1,232 units) (h)(j)				2/1/2022			1,372	1,600	0 %
APM Intermediate Holdings, LLC (dba Artistic Paver Manufacturing, Inc.)	Building Products Manufacturing								
First Lien Debt (ai)		(S + 7.00%) / (2.00%)	12.39%/0.00%	11/8/2022	11/8/2027	18,200	18,093	18,047	
Common Equity (1,200 units) (h)(j)				11/8/2022			1,200	1,323	
							19,293	19,370	3 %
Applied Data Corporation	Information Technology Services								
First Lien Debt (k)(v)		(S + 6.25%) / (1.50%)	11.84%/0.00%	11/6/2020	11/6/2025	21,505	21,434	21,505	
Common Equity (24 units)				11/6/2020			66	1,260	
Preferred Equity (1,184,711 units)				11/6/2020			1,185	1,460	
							22,685	24,225	4 %
Auto CRM LLC (dba Dealer Holdings)	Information Technology Services								
First Lien Debt (am)		(P + 5.50%) / (3.25%)	14.00%/0.85%	10/1/2021	10/1/2026	7,647	7,606	7,647	
Subordinated Debt			0.00%/14.50%	10/1/2021	12/31/2026	677	674	677	
Common Equity (500 units) (j)				10/1/2021			500	237	
							8,780	8,561	1 %

Bad Boy Mowers JV Acquisition, LLC	Consumer Products

Subordinated Debt (k)			9.00%/4.50%	11/9/2023	11/9/2030	13,087	13,006	13,007	
Preferred Equity (13,000 units) (j)				11/9/2023			1,300	1,300	
							14,306	14,307	2 %
Barefoot Mosquito and Pest Control, LLC	Consumer Services								
First Lien Debt (k)		(S + 7.00%) / (2.00%)	12.37%/0.00%	12/22/2023	12/22/2029	29,000	28,822	28,822	
Revolving Loan ($1,500 unfunded commitment) (i)(j)		(S + 7.00%) / (2.00%)	12.37%/0.00%	12/22/2023	12/22/2029	—	—	—	
Common Equity (3,974 units) (h)(j)				12/22/2023			—	—	
Preferred Equity (15,000 units) (h)(j)				12/22/2023			1,500	1,500	
							30,322	30,322	5 %
BCM One Group Holdings, Inc.	Information Technology Services								
Subordinated Debt (j)			11.75%/0.00%	11/17/2021	11/17/2028	18,333	18,201	18,333	3 %
Bedford Precision Parts LLC	Specialty Distribution								
Common Equity (500,000 units) (h)(j)				3/12/2019			484	377	0 %
BP Thrift Buyer, LLC (dba myUnique and Ecothrift)	Retail								
First Lien Debt (j)(al)		(S + 5.75%) / (1.50%)	11.14%/0.00%	9/13/2022	9/13/2027	20,000	19,657	20,000	
First Lien Debt (j)		(S + 5.75%) / (1.50%)	8.89%/0.00%	5/12/2023	9/13/2027	1,911	1,911	1,911	
Common Equity (1,000 units) (j)				9/13/2022			960	1,432	
							22,528	23,343	4 %
BurgerFi International, LLC (dba BurgerFi) (ad)	Restaurants								
Common Equity (14,201 units) (j)(ao)				11/3/2022			521	12	
Preferred Equity (9,787 units) (j)(ao)				11/3/2022			49	245	
							570	257	0 %
Cardback Intermediate, LLC (dba Chargeback Gurus)	Information Technology Services								
First Lien Debt (j)(ah)		(S + 6.50%) / (0.75%)	12.16%/0.00%	8/10/2021	8/10/2026	11,734	11,693	11,734	
Common Equity (495 shares) (j)				8/10/2021			125	—	
Preferred Equity (495 shares) (j)				8/10/2021			125	243	
							11,943	11,977	2 %
Choice Technology Solutions, LLC (dba Choice Merchant Solutions, LLC)	Information Technology Services								
First Lien Debt (j)		(S + 7.25%) / (1.00%)	12.89%/0.00%	4/1/2022	4/1/2027	8,500	8,469	8,500	
Revolving Loan ($1,000 unfunded commitment) (i)(j)		(S + 6.25%) / (1.00%)	11.89%/0.00%	4/1/2022	4/1/2027	—	—	—	
Preferred Equity (500,000 units) (h)(j)				8/21/2023			500	688	
							8,969	9,188	2 %
CIH Intermediate, LLC	Business Services								
Subordinated Debt (k)			10.00%/1.00%	3/3/2022	3/3/2028	13,891	13,797	13,891	
Common Equity (563 shares) (j)				3/3/2022			400	1,396	
Preferred Equity (563 shares) (j)				3/3/2022			400	921	
							14,597	16,208	3 %
Comply365, LLC	Aerospace & Defense Manufacturing								
Common Equity (868,922 units)				12/22/2023			2,576	2,576	0 %
CRS Solutions Holdings, LLC (dba CRS Texas)	Business Services								
Common Equity (574,929 units) (h)(j)				6/28/2022			272	50	0 %
CTM Group, Inc.	Business Services								
First Lien Debt		(S + 6.75%) / (1.00%)	12.29%/0.00%	2/28/2023	11/30/2026	7,940	7,816	7,940	
Subordinated Debt			11.50%/2.00%	2/28/2023	11/30/2027	2,034	2,014	2,034	
Common Equity (400,000 units)				2/28/2023			400	485	
							10,230	10,459	2 %
Dataguise, Inc.	Information Technology Services								
Subordinated Debt (j)			11.00%/2.00%	12/30/2022	11/23/2027	21,875	21,835	21,875	
Common Equity (909 shares) (j)				12/31/2020			1,500	1,311	
							23,335	23,186	4 %
Dealerbuilt Acquisition, LLC	Information Technology Services								
First Lien Debt (ac)		(S + 5.75%) / (4.00%)	11.15%/1.00%	7/21/2023	7/21/2026	13,130	13,048	13,048	
Subordinated Debt (j)			7.50%/7.50%	7/21/2023	1/21/2027	5,172	5,145	5,145	
Common Equity (1,000 Units) (h)(j)				7/21/2023			—	—	
Preferred Equity (1,000 Units) (h)(j)				7/21/2023			1,000	1,000	
							19,193	19,193	3 %
Detechtion Holdings, LLC	Information Technology Services								
First Lien Debt (k)		(S + 5.75%) / (2.25%)	11.14%/2.00%	6/21/2023	6/21/2028	17,689	17,597	17,689	
Subordinated Debt (j)			0.00%/14.00%	6/21/2023	6/21/2028	2,154	2,144	2,154	
Common Equity (500,000 units) (h)(j)				6/21/2023			500	538	
							20,241	20,381	3 %
Diversified Search LLC	Business Services								
First Lien Debt (k)(r)		(S + 6.50%) / (1.00%)	12.11%/0.00%	2/7/2019	9/30/2025	24,155	24,083	24,155	
Common Equity (573 units) (h)(j)				2/7/2019			552	436	
							24,635	24,591	4 %
Education Incites, LLC (dba Acceleration Academies)	Business Services								
Second Lien Debt			12.75%/0.00%	10/31/2022	10/29/2027	6,000	5,978	6,000	1 %
Elements Brands, LLC	Consumer Products								
First Lien Debt			12.25%/0.00%	12/31/2020	6/30/2024	1,525	1,517	1,525	
Revolving Loan (j)			12.25%/0.00%	12/31/2020	6/30/2024	1,500	1,497	1,500	
							3,014	3,025	1 %
Fishbowl Solutions, LLC	Information Technology Services								
First Lien Debt (ar)		(S + 7.75%) / (1.00%)	13.40%/0.00%	3/25/2022	3/25/2027	14,174	14,103	14,174	2 %
Global Plasma Solutions, Inc.	Component Manufacturing								
Subordinated Debt (j)			0.00%/18.80%	3/31/2023	3/18/2024	208	208	208	
Common Equity (947 shares) (j)				9/21/2018			52	48	
							260	256	0 %
GMP HVAC, LLC (dba McGee Heating & Air, LLC)	Utilities: Services								
First Lien Debt (j)		(S + 7.00%) / (2.00%)	12.38%/0.00%	12/8/2023	12/8/2028	3,000	2,983	2,983	
Revolving Loan ($1,000 unfunded commitment) (i)(j)		(S + 7.00%) / (2.00%)	12.38%/0.00%	12/8/2023	12/8/2028	—	(6)	—	
Preferred Equity (1,000 units) (h)(j)				12/8/2023			1,000	1,000	
							3,977	3,983	1 %
GP&C Operations, LLC (dba Garlock Printing and Converting)	Component Manufacturing								
Common Equity (515,625 units) (h)(j)				1/22/2021			516	427	0 %
Green Cubes Technology, LLC (dba Green Cubes)	Information Technology Services								
First Lien Debt (j)		(S + 13.00%) / (0.00%)	18.53%/0.00%	12/17/2021	12/17/2024	12,000	11,977	12,000	2 %
Gurobi Optimization, LLC	Information Technology Services								
Common Equity (3 shares)				12/19/2017			563	3,255	1 %
Haematologic Technologies, Inc.	Healthcare Services								
First Lien Debt (x)		(S + 8.25%) / (2.00%)	13.85%/0.00%	10/11/2019	10/11/2024	5,385	5,378	5,329	
Common Equity (630 units) (h)(j)				10/11/2019			630	—	
Common Equity (89 units) (h)(j)				6/26/2023			89	42	
							6,097	5,371	1 %
Hallmark Health Care Solutions, Inc.	Healthcare Services								
Common Equity (3,645,752units) (j)				9/18/2023			3,645	3,646	1 %
Healthfuse, LLC	Healthcare Services								
Preferred Equity (197,980 units)				11/13/2020			749	1,721	0 %
Hub Acquisition Sub, LLC (dba Hub Pen)	Promotional products								
Second Lien Debt (k)			12.50%/1.00%	4/25/2023	6/30/2028	20,140	19,880	20,140	
Common Equity (5,837 units)				3/23/2016			390	1,385	
Common Equity (637 units) (j)				8/7/2023			102	151	

Preferred Equity (868 units) (j)		10/16/2020		154	309	
				20,526	21,985	4 %
IBH Holdings, LLC (fka Inflexxion, Inc.)	Business Services					
Common Equity (150,000 units)		6/20/2018		—	9	0 %

ISI PSG Holdings, LLC (dba Incentive Solutions, Inc.)	Business Services								
First Lien Debt (j)(aj)		(S + 7.50%) / (0.50%)	13.00%/0.00%	4/5/2021	4/5/2026	11,517	11,470	11,517	
First Lien Debt (j)(an)		(S + 7.50%) / (0.50%)	9.50%/0.00%	6/30/2021	4/5/2026	12,222	12,221	12,168	
Common Equity (256,964 units) (h)(j)				4/5/2021			500	553	
							24,191	24,238	4 %
The Kyjen Company, LLC (dba Outward Hound)	Consumer Products								
Common Equity (855 shares) (j)				12/8/2017			933	7	0 %
Level Education Group, LLC (dba CE4Less)	Business Services								
First Lien Debt (ak)		(S + 5.75%) / (2.00%)	11.41%/0.00%	4/1/2021	4/1/2026	4,622	4,604	4,622	
Common Equity (1,000,000 units) (j)				4/1/2021			1,000	1,458	
							5,604	6,080	1 %
LifeSpan Biosciences, Inc.	Healthcare Products								
Subordinated Debt (j)			11.50%/0.00%	3/19/2021	9/19/2026	16,000	15,959	15,102	
Common Equity (100 shares) (j)				3/19/2021			1,000	442	
							16,959	15,544	3 %
Magenta Buyer LLC (dba Trellix)	Information Technology Services								
Second Lien Debt (j)		(S + 8.25%) / (0.75%)	13.89%/0.00%	7/19/2022	7/27/2029	7,182	6,864	5,103	1 %
MBS Opco, LLC (dba Marketron)	Information Technology Services								
First Lien Debt (j)		(S + 8.50%) / (1.50%)	14.16%/0.00%	9/29/2022	9/28/2026	27,000	26,907	27,000	5 %
MDME Holding Corp.	Healthcare Products								
First Lien Debt		(S + 6.25%) / (1.00%)	11.75%/0.00%	8/31/2023	8/3/2027	11,893	11,806	11,806	
Common Equity (4,735 units) (j)				9/18/2023			—	—	
Preferred Equity (12,500 units) (j)				9/18/2023			1,250	1,250	
							13,056	13,056	2 %
Micronics Filtration Holdings, Inc. (dba Micronics Engineered Filtration Group, Inc.)	Component Manufacturing								
First Lien Debt (j)(as)		(S + 5.50%) / (0.50%)	10.84%/0.00%	2/17/2022	2/17/2027	20,636	19,873	20,636	
First Lien Debt (au)		(S + 5.50%) / (0.50%)	10.84%/0.00%	2/17/2022	2/17/2027	9,364	9,314	9,364	
Common Equity (14,400 units) (j)				2/17/2022			1,440	5,440	
							30,627	35,440	7 %
Netbase Solutions, Inc. (dba Netbase Quid)	Information Technology Services								
First Lien Debt (k)(ap)		(P + 4.00%) / (3.25%)	12.50%/0.00%	11/18/2021	11/18/2025	16,708	16,650	16,459	3 %
NWS Technologies, LLC	Utilities: Services								
First Lien Debt (u)		(S + 8.00%) / (2.50%)	13.39%/0.00%	6/20/2023	6/16/2028	17,000	16,773	17,000	
Common Equity (1 unit) (h)(j)				6/20/2023			1,125	946	
Preferred Equity (0.375 units) (h)(j)				6/20/2023			375	387	
							18,273	18,333	3 %
OnePath Systems, LLC	Information Technology Services								
First Lien Debt (s)		(S + 7.50%) / (1.00%)	12.83%/0.00%	9/30/2022	9/30/2027	11,000	10,938	11,000	
Common Equity (732,542 shares) (j)				9/30/2022			500	704	
							11,438	11,704	2 %
Palmetto Moon, LLC	Retail								
Common Equity (499 units) (j)				11/3/2016			265	306	0 %
Pinnergy, Ltd.	Oil & Gas Services								
Subordinated Debt (j)			9.00%/0.00%	6/30/2022	6/30/2027	12,850	12,798	12,850	2 %
Pool & Electrical Products, LLC	Specialty Distribution								
Common Equity (15,000 units) (h)(j)				10/28/2020			549	4,649	1 %
PowerGrid Services Acquisition, LLC	Utilities: Services								
Second Lien Debt (j)		(S + 9.50%) / (1.00%)	15.15%/0.00%	9/21/2021	3/21/2029	10,831	10,793	10,831	
Common Equity (5,341 units) (h)(j)				9/21/2021			534	561	
							11,327	11,392	2 %
Prime AE Group, Inc.	Business Services								
First Lien Debt (j)(ab)		(S + 7.25%) / (2.00%)	12.72%/0.00%	11/25/2019	11/25/2024	5,833	5,798	5,833	
Preferred Equity (900,000 shares) (j)				11/25/2019			900	348	
							6,698	6,181	1 %
Puget Collision, LLC	Retail								
First Lien Debt (k)		(S + 8.50%) / (1.00%)	13.84%/0.00%	4/28/2023	9/12/2027	17,546	17,465	17,546	4 %
QED Technologies International, Inc.	Component Manufacturing								
First Lien Debt (q)		(S + 6.25%) / (1.50%)	11.14%/0.50%	3/1/2023	3/1/2028	17,348	17,240	17,348	
Common Equity (140 shares) (j)				2/28/2023			1,402	1,923	
							18,642	19,271	3 %
Quest Software US Holdings Inc.	Information Technology Services								
Second Lien Debt (j)		(S + 7.50%) / (0.50%)	13.03%/0.00%	3/1/2022	2/1/2030	20,000	19,450	14,927	3 %
R1 Holdings, LLC (dba RoadOne IntermodaLogistics)	Transportation services								
First Lien Debt ($1,596 unfunded commitment) (j)(w)		(S + 6.25%) / (1.00%)	11.72%/0.00%	12/30/2022	12/30/2028	6,343	6,162	6,343	
Subordinated Debt ($417 unfunded commitment) (j)(w)			8.75%/5.00%	12/30/2022	6/30/2029	1,403	1,363	1,403	
Common Equity (280,000 units) ($70 unfunded commitment) (j)				12/30/2022			280	317	
							7,805	8,063	1 %
Sonicwall US Holdings, Inc.	Information Technology Services								
Second Lien Debt (j)		(S + 7.50%) / (0.00%)	13.01%/0.00%	9/6/2022	5/18/2026	3,581	3,391	3,356	1 %
Suited Connector LLC	Information Technology Services								
Second Lien Debt (j)(y)			0.00%/12.00%	10/29/2021	6/1/2028	16,000	15,933	4,324	
Common Equity (56,382 units) (h)(j)				12/1/2021			836	—	
							16,769	4,324	1 %
Tedia Company, LLC	Healthcare Products								
First Lien Debt (j)		(S + 7.75%) / (1.00%)	13.41%/0.00%	3/4/2022	3/4/2027	15,600	15,545	15,600	
Revolving Loan ($2,400 unfunded commitment) (j)(i)		(S + 7.75%) / (1.00%)	13.41%/0.00%	3/4/2022	3/4/2027	—	(14)	—	
Subordinated Debt (j)			7.25%/7.25%	3/4/2022	9/4/2027	2,857	2,847	2,727	
Preferred Equity (1,000 units) (h)(j)				3/4/2022			1,000	432	
							19,378	18,759	3 %
Tiger Calcium Services Inc. (aq)	Transportation services								
Second Lien Debt (j) (ao)			12.50%/0.00%	12/21/2022	5/31/2025	12,500	12,464	12,500	2 %
UBEO, LLC	Business Services								
Common Equity (705,000 units) (h)(j)				4/3/2018			655	1,935	0 %
United Biologics, LLC	Healthcare Services								
Preferred Equity (98,377 units) (h)(j)				4/1/2012			1,008	—	
Warrant (57,469 units) (j)(m)				3/5/2012			566	—	
							1,574	—	0 %
US Fertility Enterprises, LLC	Healthcare Services								
Subordinated Debt (j)			0.00%/13.75%	5/19/2023	6/1/2028	13,614	13,284	13,614	2 %
USG AS Holdings, LLC	Utilities: Services								
First Lien Debt (j)		(S + 8.50%) / (2.50%)	14.04%/0.00%	2/23/2023	2/23/2028	10,000	9,917	10,000	
Common Equity (Units N/A) (j)				2/21/2023			455	959	
							10,372	10,959	2 %
Virginia Tile Company, LLC	Specialty Distribution								
Common Equity (17 units) (j)				12/19/2014			181	1,330	0 %
Virtex Enterprises, LP	Component Manufacturing								
Second Lien Debt (y)		(S + 9.75%) / (2.50%)	5.46%/9.75%	4/13/2022	6/30/2026	11,002	10,906	5,340	

Subordinated Debt		(S + 4.00%) / (2.50%)	9.46%/0.00%	9/20/2023	12/31/2025	359	357	331	
							11,263	5,671	1 %
White Label Communication, LLC	Information Technology Services								
First Lien Debt (j)		(S + 6.25%) / (1.00%)	11.66%/0.00%	10/11/2023	10/11/2029	17,500	17,405	17,405	
Common Equity (536units) (h)(j)				10/11/2023			—	—	
Preferred Equity (5,000 units) (h)(j)				10/11/2023			500	500	

							17,905	17,905	3 %
Winona Foods, Inc.	Specialty Distribution								
First Lien Debt (j)		(S + 11.00%) / (6.00%)	12.00%/5.00%	12/13/2023	6/13/2027	2,005	1,976	1,976	0 %
Wonderware Holdings, LLC (dba CORE Business Technologies)	Information Technology Services								
First Lien Debt (k)(z)		(S + 7.00%) / (1.00%)	12.59%/0.00%	2/10/2021	2/9/2026	8,316	8,291	8,316	1 %
Worldwide Express Operations, LLC	Transportation services								
Second Lien Debt (j)		(S + 7.00%) / (0.75%)	12.61%/0.00%	8/2/2021	7/26/2029	27,497	26,562	27,116	
Common Equity (795,000units) (j)				7/21/2021			795	776	
Common Equity (752,380 units) (h)(j)				7/26/2021			225	607	
							27,582	28,499	5 %
Zonkd, LLC	Component Manufacturing								
First Lien Debt (j)		(S + 10.00%) / (1.00%)	16.63%/0.00%	3/18/2022	3/18/2027	4,300	4,152	4,300	
Common Equity (4,987 units) (h)(j)				3/18/2022			154	457	
							4,306	4,757	1 %
Total Non-control/Non-affiliate Investments							$ 883,312	$ 874,030	149 %
Total Investments							$ 936,629	$ 957,906	163 %
Money market funds (included in cash and cash equivalents)									
Goldman Sachs Financial Square Treasury Obligation Institution CUSIP (38141W323) (ad)							$ 114,556	$ 114,556	19 %
Total money market funds							$ 114,556	$ 114,556	19 %
Total Investments and Money Market Funds							$ 1,051,185	$ 1,072,462	182 %

(a) See Note 3 to the consolidated financial statements for portfolio composition by geographic location.
(b) Equity ownership may be held in shares or units of companies related to the portfolio companies.
(c) All debt investments are income producing, unless otherwise indicated. Equity investments are non-income producing unless otherwise noted.
(d) Variable rate investments bear interest at a rate indexed to Prime (P) or SOFR (S), which are reset monthly, bimonthly, quarterly, or semi-annually. Certain variable rate investments also include a Prime or SOFR interest rate floor. For each investment, the Company has provided the spread over the reference rate and the Prime or SOFR floor, if any, as of December 31, 2023.
(e) Rate includes the cash interest or dividend rate and paid-in-kind interest or dividend rate, if any, as of December 31, 2023. Generally, payment-in-kind interest can be paid-in-kind or all in cash.
(f) Investment date represents the date of the initial investment in the security.
(g) Except as otherwise noted, the Company's investment portfolio is comprised of debt and equity securities of privately held companies for which quoted prices falling within the categories of Level 1 and Level 2 inputs are not available. Therefore, the Company values all of its portfolio investments at fair value, as determined in good faith by the board of directors, using significant unobservable Level 3 inputs.
(h) Investment is held by a taxable subsidiary of the Company.
(i) The disclosed commitment represents the unfunded amount as of December 31, 2023. The Company is earning 0.50% interest on the unfunded balance of the commitment. The interest rate disclosed represents the rate which will be earned if the commitment is funded.
(j) Investment pledged as collateral for the Credit Facility and, as a result, is not directly available to the creditors of the Company to satisfy any obligations of the Company other than the Company's obligations under the Credit Facility (see Note 6 to the consolidated financial statements).
(k) The portion of the investment not held by the Funds is pledged as collateral for the Credit Facility and, as a result, is not directly available to the creditors of the Company to satisfy any obligations of the Company other than the Company's obligations under the Credit Facility (see Note 6 to the consolidated financial statements).
(l) As defined in the 1940 Act, the Company is deemed to be an "Affiliated Person" of this portfolio company because it owns 5% or more of the portfolio company's outstanding voting securities or it has the power to exercise control over the management or policies of such portfolio company. Transactions in which the issuer was an Affiliated Person are detailed in Note 3 to the consolidated financial statements.
(m) Warrants entitle the Company to purchase a predetermined number of shares or units of common equity, and are non-income producing. The purchase price and number of shares are subject to adjustment under certain conditions until the expiration date, if any.
(n) Investment in portfolio company that has sold its operations and is in the process of winding down.
(o) The Company sold a participating interest of approximately $0.3 million in aggregate principal amount of the portfolio company's first lien senior secured term loan. As the transaction did not qualify as a "true sale" in accordance with U.S. generally accepted accounting principles ("GAAP"), the Company recorded a corresponding secured borrowing in the Consolidated Statements of Assets and Liabilities.
(p) In addition to the interest earned based on the stated interest rate of this security, the Company is entitled to receive an additional interest amount of 4.83% on its "last out" tranche of the portfolio company's senior term debt, which was previously syndicated into "first out" and "last out" tranches, whereby the "first out" tranche will have priority as to the "last out" tranche with respect to payments of principal, interest and any other amounts due thereunder.
(q) In addition to the interest earned based on the stated interest rate of this security, the Company is entitled to receive an additional interest amount of 3.09% on its "last out" tranche of the portfolio company's senior term debt, which was previously syndicated into "first out" and "last out" tranches, whereby the "first out" tranche will have priority as to the "last out" tranche with respect to payments of principal, interest and any other amounts due thereunder.
(r) In addition to the interest earned based on the stated interest rate of this security, the Company is entitled to receive an additional interest amount of 3.22% on its "last out" tranche of the portfolio company's senior term debt, which was previously syndicated into "first out" and "last out" tranches, whereby the "first out" tranche will have priority as to the "last out" tranche with respect to payments of principal, interest and any other amounts due thereunder.
(s) In addition to the interest earned based on the stated interest rate of this security, the Company is entitled to receive an additional interest amount of 2.19% on its "last out" tranche of the portfolio company's senior term debt, which was previously syndicated into "first out" and "last out" tranches, whereby the "first out" tranche will have priority as to the "last out" tranche with respect to payments of principal, interest and any other amounts due thereunder.
(t) As defined in the 1940 Act, the Company is deemed to be both an "Affiliated Person" of and "Control" this portfolio company because it owns 25% or more of the portfolio company's outstanding voting securities or it has the power to exercise control over the management or policies of such portfolio company. Transactions in which the issuer was both an Affiliated Person and a portfolio company that the Company is deemed to Control are detailed in Note 3 to the consolidated financial statements.

(u) In addition to the interest earned based on the stated interest rate of this security, the Company is entitled to receive an additional interest amount of 2.33% on its “last out” tranche of the portfolio company’s senior term debt, which was previously syndicated into “first out” and “last out” tranches, whereby the “first out” tranche will have priority as to the “last out” tranche with respect to payments of principal, interest and any other amounts due thereunder.
(v) In addition to the interest earned based on the stated interest rate of this security, the Company is entitled to receive an additional interest amount of 2.63% on its “last out” tranche of the portfolio company’s senior term debt, which was previously syndicated into “first out” and “last out” tranches, whereby the “first out” tranche will have priority as to the “last out” tranche with respect to payments of principal, interest and any other amounts due thereunder.
(w) The disclosed commitment represents the unfunded amount as of December 31, 2023. The Company is earning 1.00% interest on the unfunded balance of the commitment. The interest rate disclosed represents the rate earned on the outstanding, funded balance of the commitment.
(x) In addition to the interest earned based on the stated interest rate of this security, the Company is entitled to receive an additional interest amount of 2.37% on its “last out” tranche of the portfolio company’s senior term debt, which was previously syndicated into “first out” and “last out” tranches, whereby the “first out” tranche will have priority as to the “last out” tranche with respect to payments of principal, interest and any other amounts due thereunder.
(y) Investment was on non-accrual status as of December 31, 2023.
(z) In addition to the interest earned based on the stated interest rate of this security, the Company is entitled to receive an additional interest amount of 4.60% on its “last out” tranche of the portfolio company’s senior term debt, which was previously syndicated into “first out” and “last out” tranches, whereby the “first out” tranche will have priority as to the “last out” tranche with respect to payments of principal, interest and any other amounts due thereunder.
(aa) The Company sold a participating interest of approximately $4.0 million in aggregate principal amount of the portfolio company’s first lien senior secured term loan. As the transaction did not qualify as a “true sale” in accordance with U.S. generally accepted accounting principles (“GAAP”), the Company recorded a corresponding secured borrowing in the Consolidated Statements of Assets and Liabilities.
(ab) In addition to the interest earned based on the stated interest rate of this security, the Company is entitled to receive an additional interest amount of 7.72% on its “last out” tranche of the portfolio company’s senior term debt, which was previously syndicated into “first out” and “last out” tranches, whereby the “first out” tranche will have priority as to the “last out” tranche with respect to payments of principal, interest and any other amounts due thereunder.
(ac) In addition to the interest earned based on the stated interest rate of this security, the Company is entitled to receive an additional cash interest amount of 3.75% and PIK interest amount of 0.82% on its “last out” tranche of the portfolio company’s senior term debt, which was previously syndicated into “first out” and “last out” tranches, whereby the “first out” tranche will have priority as to the “last out” tranche with respect to payments of principal, interest and any other amounts due thereunder.
(ad) This investment is classified as a Level 1 investment. For further detail on the fair value measurements, see Note 4 to the consolidated financial statements.
(ae) In addition to the interest earned based on the stated interest rate of this security, the Company is entitled to receive an additional interest amount of 1.20% on its “last out” tranche of the portfolio company’s senior term debt, which was previously syndicated into “first out” and “last out” tranches, whereby the “first out” tranche will have priority as to the “last out” tranche with respect to payments of principal, interest and any other amounts due thereunder.
(af) In addition to the interest earned based on the stated interest rate of this security, the Company is entitled to receive an additional interest amount of 3.28% on its “last out” tranche of the portfolio company’s senior term debt, which was previously syndicated into “first out” and “last out” tranches, whereby the “first out” tranche will have priority as to the “last out” tranche with respect to payments of principal, interest and any other amounts due thereunder.
(ag) In addition to the interest earned based on the stated interest rate of this security, the Company is entitled to receive an additional interest amount of 4.44% on its “last out” tranche of the portfolio company’s senior term debt, which was previously syndicated into “first out” and “last out” tranches, whereby the “first out” tranche will have priority as to the “last out” tranche with respect to payments of principal, interest and any other amounts due thereunder.
(ah) In addition to the interest earned based on the stated interest rate of this security, the Company is entitled to receive an additional interest amount of 1.62% on its “last out” tranche of the portfolio company’s senior term debt, which was previously syndicated into “first out” and “last out” tranches, whereby the “first out” tranche will have priority as to the “last out” tranche with respect to payments of principal, interest and any other amounts due thereunder.
(ai) In addition to the interest earned based on the stated interest rate of this security, the Company is entitled to receive an additional interest amount of 3.36% on its “last out” tranche of the portfolio company’s senior term debt, which was previously syndicated into “first out” and “last out” tranches, whereby the “first out” tranche will have priority as to the “last out” tranche with respect to payments of principal, interest and any other amounts due thereunder.
(aj) In addition to the interest earned based on the stated interest rate of this security, the Company is entitled to receive an additional interest amount of 4.11% on its “last out” tranche of the portfolio company’s senior term debt, which was previously syndicated into “first out” and “last out” tranches, whereby the “first out” tranche will have priority as to the “last out” tranche with respect to payments of principal, interest and any other amounts due thereunder.
(ak) In addition to the interest earned based on the stated interest rate of this security, the Company is entitled to receive an additional interest amount of 3.47% on its “last out” tranche of the portfolio company’s senior term debt, which was previously syndicated into “first out” and “last out” tranches, whereby the “first out” tranche will have priority as to the “last out” tranche with respect to payments of principal, interest and any other amounts due thereunder.
(al) In addition to the interest earned based on the stated interest rate of this security, the Company is entitled to receive an additional interest amount of 5.04% on its “last out” tranche of the portfolio company’s senior term debt, which was previously syndicated into “first out” and “last out” tranches, whereby the “first out” tranche will have priority as to the “last out” tranche with respect to payments of principal, interest and any other amounts due thereunder.
(am) In addition to the interest earned based on the stated interest rate of this security, the Company is entitled to receive an additional interest amount of 3.23% on its “last out” tranche of the portfolio company’s senior term debt, which was previously syndicated into “first out” and “last out”

tranches, whereby the “first out” tranche will have priority as to the “last out” tranche with respect to payments of principal, interest and any other amounts due thereunder.
(an) The Company sold a participating interest of approximately $13.5 million in aggregate principal amount of the portfolio company’s first lien senior secured term loan. As the transaction did not qualify as a “true sale” in accordance with U.S. generally accepted accounting principles (“GAAP”), the Company recorded a corresponding secured borrowing in the Consolidated Statements of Assets and Liabilities.
(ao) The investment is treated as a non-qualifying asset under Section 55(a) of the Investment Company Act of 1940, as amended (the “1940 Act”). Under the 1940 Act, the Company can not acquire any non-qualifying asset unless, at the time the acquisition is made, qualifying assets represent at least 70% of the Company's total assets. As of December 31, 2023, total non-qualifying assets at fair value represented 1.17% of the Company's total assets calculated in accordance with the 1940 Act.
(ap) In addition to the interest earned based on the stated interest rate of this security, the Company is entitled to receive an additional cash interest amount of 2.00% on its “last out” tranche of the portfolio company’s senior term debt, which was previously syndicated into “first out” and “last out” tranches, whereby the “first out” tranche will have priority as to the “last out” tranche with respect to payments of principal, interest and any other amounts due thereunder.
(aq) The headquarters of this portfolio company is located in Canada.
(ar) In addition to the interest earned based on the stated interest rate of this security, the Company is entitled to receive an additional interest amount of 3.11% on its “last out” tranche of the portfolio company’s senior term debt, which was previously syndicated into “first out” and “last out” tranches, whereby the “first out” tranche will have priority as to the “last out” tranche with respect to payments of principal, interest and any other amounts due thereunder.
(as) In addition to the interest earned based on the stated interest rate of this security, the Company is entitled to receive an additional interest amount of 2.80% on its “last out” tranche of the portfolio company’s senior term debt, which was previously syndicated into “first out” and “last out” tranches, whereby the “first out” tranche will have priority as to the “last out” tranche with respect to payments of principal, interest and any other amounts due thereunder.
(at) In addition to the interest earned based on the stated interest rate of this security, the Company is entitled to receive an additional interest amount of 2.55% on its “last out” tranche of the portfolio company’s senior term debt, which was previously syndicated into “first out” and “last out” tranches, whereby the “first out” tranche will have priority as to the “last out” tranche with respect to payments of principal, interest and any other amounts due thereunder.
(au) In addition to the interest earned based on the stated interest rate of this security, the Company is entitled to receive an additional interest amount of 2.80% on its “last out” tranche of the portfolio company’s senior term debt, which was previously syndicated into “first out” and “last out” tranches, whereby the “first out” tranche will have priority as to the “last out” tranche with respect to payments of principal, interest and any other amounts due thereunder.

FIDUS INVESTMENT CORPORATION
Consolidated Schedule of Investments
December 31, 2022
(in thousands, except shares)

Portfolio Company (a)(b) Investment Type (c)	Industry	Variable Index Spread / Floor (d)	Rate (e) Cash/PIK	Investment Date (f)	Maturity	Principal Amount	Cost	Fair Value (g)	Percent of Net Assets
Control Investments (t)									
EBL, LLC (EbLens)	Retail								
Second Lien Debt (j)(y)			0.00%/13.00%	10/3/2022	10/3/2025	$ 9,350	$ 9,332	$ —	
Common Equity (75,000 units) (j)				7/13/2017			750	—	
Common Equity (375 units) ($375 unfunded commitment) (j)				10/3/2022			1,000	—	
							11,082	—	0 %
US GreenFiber, LLC (n)	Building Products Manufacturing								
Second Lien Debt (j)(y)			10.00%/3.00%	7/3/2014	8/30/2024	5,226	5,223	—	
Common Equity (2,522 units) (h)(j)				7/3/2014			586	—	
Common Equity (425,508 units) (j)				8/30/2019			1	—	
Common Equity (1,022,813 units) (h)(j)				7/1/2020			1,023	—	
							6,833	—	0 %
Total Control Investments							$ 17,915	$ —	0 %
Affiliate Investments (l)									
Applegate Greenfiber Intermediate Inc. (fka US GreenFiber, LLC)	Building Products Manufacturing								
Subordinated Debt (j)			10.00%/0.00%	12/31/2021	12/31/2027	$ 9,602	$ 9,602	$ 9,602	
Common Equity (5,690 units) (h) (j)				12/31/2021			5,690	5,897	
Common Equity (7,113 units) (h) (j)				12/31/2021			7,113	7,669	
Common Equity (2,012 units) (h) (j)				12/31/2021			-	-	
							22,405	23,168	4 %
Medsurant Holdings, LLC	Healthcare Services								
Preferred Equity (84,997 units) (h)(j)				4/12/2011			716	591	
Warrant (252,588 units) (h)(j)(m)				4/12/2011			2,258	1,949	
							2,974	2,540	1 %
Pfanstiehl, Inc.	Healthcare Products								
Subordinated Debt (j)			10.00%/0.00%	8/2/2022	8/2/2027	10,000	9,954	9,954	
Common Equity (2,550 units) (j)				3/29/2013			255	42,038	
							10,209	51,992	11 %
Spectra A&D Acquisition, Inc. (fka FDS Avionics Corp.)	Aerospace & Defense Manufacturing								
First Lien Debt (k)(ag)		(L + 5.50%) / (1.00%)	10.23%/0.00%	2/12/2021	2/11/2026	15,000	14,931	14,999	
Common Equity (12,035 units) (j)				8/25/2021			1,204	1,204	
Common Equity (38,493 units) (j)				12/16/2022			2,609	2,443	
Common Equity (4,663 units) (j)				9/16/2022			472	472	
							19,216	19,118	4 %
Steward Holding LLC (dba Steward Advanced Materials)	Aerospace & Defense Manufacturing								
Common Equity (1,000,000 units)				11/12/2015			1,000	4,772	1 %
Total Affiliate Investments							$ 55,804	$ 101,590	21 %
Non-control/Non-affiliate Investments									
2KDirect, Inc. (dba iPromote)	Information Technology Services								
First Lien Debt (k)(at)		(L + 6.75%) / (0.50%)	11.48%/0.00%	6/25/2021	6/25/2026	$ 11,558	$ 11,497	$ 11,560	
First Lien Debt (j)(aa)		(L + 6.75%) / (0.50%)	11.48%/0.00%	7/30/2021	6/25/2026	3,556	3,556	3,556	
Common Equity (1,000,000 units)				6/25/2021			1,000	477	
							16,053	15,593	3 %
Acendre Midco, Inc.	Information Technology Services								
First Lien Debt (j)		(S + 7.75%) / (0.50%)	12.30%/0.00%	10/6/2021	10/6/2026	5,500	5,488	5,500	
First Lien Debt (j)		(S + 7.75%) / (0.50%)	12.30%/0.00%	10/6/2021	10/6/2026	12,500	12,450	12,500	
Revolving Loan ($1,000 unfunded commitment) (j)(i)		(S + 7.50%) / (0.50%)	12.30%/0.00%	10/6/2021		—	—	—	
Common Equity (500,000 shares) (j)				10/6/2021			371	433	
Warrant (150,000 shares) (j)(m)				10/6/2021			129	130	
Preferred Equity (77,016 shares) (j)				9/26/2022			88	143	
							18,526	18,706	4 %
Aeronix Inc.	Aerospace & Defense Manufacturing								
First Lien Debt (ai)		(L + 5.88%) / (0.50%)	10.63%/0.00%	6/11/2021	6/11/2026	14,250	14,184	14,250	
Common Equity (549 units)				6/11/2021			593	779	
							14,777	15,029	4 %
Allredi, LLC (fka Marco Group International OpCo, LLC)	Industrial Cleaning & Coatings								
Second Lien Debt (y)			12.50%/2.25%	3/2/2020	9/2/2026	10,345	10,281	8,144	
Common Equity (570,636 units) (h)(j)				7/21/2017			637	98	
Common Equity (39,443 units) (h)(j)				11/24/2021			22	55	
							10,940	8,297	2 %
American AllWaste LLC (dba WasteWater Transport Services)	Environmental Industries								
First Lien Debt (j)(p)		(L + 6.15%) / (1.00%)	9.82%/0.00%	6/28/2021	6/28/2026	20,500	20,329	20,500	
First Lien Debt (j)(o)		(L + 3.75%) / (1.00%)	7.42%/0.00%	6/28/2021	6/28/2026	330	330	325	
Preferred Equity (500 units) (h)(j)				5/31/2018			500	547	
Preferred Equity (207 units) (h)(j)				8/6/2019			250	264	
Preferred Equity (141 units) (h)(j)				11/2/2020			171	180	
Preferred Equity (74 units) (h)(j)				12/29/2021			97	101	
							21,677	21,917	5 %
AmeriWater, LLC	Component Manufacturing								
First Lien Debt (af)		(S + 6.25%) / (1.00%)	9.81%/0.00%	7/8/2022	7/8/2027	7,704	7,662	7,662	
Subordinated Debt (j)			7.00%/7.00%	7/8/2022	1/8/2028	2,069	2,060	2,060	
Common Equity (1,000 units) (h)(j)				7/8/2022			1,000	1,000	
							10,722	10,722	2 %
AOM Intermediate Holdco, LLC (dba AllOver Media)	Information Technology Services								
First Lien Debt (aq)		(S + 6.50%) / (0.75%)	10.31%/0.00%	2/1/2022	2/1/2027	10,000	9,940	10,000	
Common Equity (750 units) (h)(j)				2/1/2022			750	741	
							10,690	10,741	2 %
APM Intermediate Holdings, LLC (dba Artistic Paver Manufacturing, Inc.)	Building Products Manufacturing								
First Lien Debt (av)		(S + 7.00%) / (2.00%)	11.21%/0.00%	11/8/2022	11/8/2027	15,000	14,890	14,890	
Common Equity (1,200 units) (h)(j)				11/8/2022			1,200	1,200	
							16,090	16,090	4 %
Applied Data Corporation	Information Technology Services								
First Lien Debt (k)(v)		(S + 6.25%) / (1.50%)	10.07%/0.00%	11/6/2020	11/6/2025	19,005	18,916	19,005	
Common Equity (24 units)				11/6/2020			66	465	
Preferred Equity (1,184,711 units)				11/6/2020			1,185	1,364	
							20,167	20,834	5 %
Auto CRM LLC (dba Dealer Holdings)	Information Technology Services								
First Lien Debt (au)		(P + 5.50%) / (3.25%)	13.00%/0.85%	10/1/2021	10/1/2026	7,581	7,525	7,581	
Subordinated Debt			0.00%/12.75%	10/1/2021	12/31/2026	587	584	587	
Common Equity (500 units) (j)				10/1/2021			500	471	
							8,609	8,639	2 %
BCM One Group Holdings, Inc.	Information Technology Services								
Subordinated Debt (j)			10.25%/0.00%	11/17/2021	11/17/2028	11,333	11,279	11,333	2 %
Bedford Precision Parts LLC	Specialty Distribution								

Common Equity (500,000 units) (h)(j)	3/12/2019	484	486	0 %

BP Thrift Buyer, LLC (dba myUnique and Ecothrift)	Retail								
First Lien Debt (j)(al)		(S + 5.75%) / (1.50%)	9.31%/0.00%	9/13/2022	9/13/2027	20,000	19,564	19,564	
Common Equity (1,000 units) (j)				9/13/2022			1,000	1,000	
							20,564	20,564	4 %
Cardback Intermediate, LLC (dba Chargeback Gurus)	Information Technology Services								
First Lien Debt (j)(ah)		(L + 6.50%) / (0.75%)	10.24%/0.00%	8/10/2021	8/10/2026	12,541	12,485	12,541	
Common Equity (495 shares) (j)				8/10/2021			125	33	
Preferred Equity (495 shares) (j)				8/10/2021			125	277	
							12,735	12,851	3 %
Cardboard Box LLC (dba Anthony's Coal Fired Pizza) (ad)	Restaurants								
Common Equity (14,201 units) (j)(ao)				11/3/2022			521	18	
Preferred Equity (9,787 units) (j)(ao)				11/3/2022			96	292	
							617	310	0 %
Choice Technology Solutions, LLC (dba Choice Merchant Solutions, LLC)	Information Technology Services								
First Lien Debt (j)		(S + 7.25%) / (1.00%)	11.06%/0.00%	4/1/2022	4/1/2027	8,500	8,460	8,500	
Revolving Loan ($1,000 unfunded commitment) (i)(j)		(S + 6.25%) / (1.00%)	10.06%/0.00%	4/1/2022	4/1/2027	—	—	—	
							8,460	8,500	2 %
CIH Intermediate, LLC	Business Services								
Subordinated Debt (k)			10.00%/1.00%	3/3/2022	3/3/2028	13,751	13,634	13,751	
Common Equity (563 shares) (j)				3/3/2022			400	425	
Preferred Equity (563 shares) (j)				3/3/2022			400	853	
							14,434	15,029	3 %
Combined Systems, Inc.	Aerospace & Defense Manufacturing								
First Lien Debt		(L + 11.00%) / (2.00%)	17.74%/0.00%	1/31/2020	1/31/2025	4,890	4,866	4,890	
First Lien Debt		(L + 11.00%) / (2.00%)	18.75%/0.00%	12/22/2022	2/15/2023	475	475	475	
Revolving Loan ($162 unfunded commitment) (j)(ac)		(L + 10.00%) / (2.00%)	16.74%/0.00%	1/31/2020	1/31/2025	3,838	3,828	3,838	
							9,169	9,203	2 %
Comply365, LLC	Aerospace & Defense Manufacturing								
Common Equity (1,000,000 units)				12/11/2020			627	1,143	0 %
CRS Solutions Holdings, LLC (dba CRS Texas)	Business Services								
Common Equity (Class A Units) (574,929 units) (h)(j)				6/28/2022			272	212	0 %
Dataguise, Inc.	Information Technology Services								
Subordinated Debt (j)			11.00%/3.00%	12/30/2022	11/23/2027	20,763	20,712	20,714	
Common Equity (909 shares) (j)				12/31/2020			1,500	569	
							22,212	21,283	5 %
Diversified Search LLC	Business Services								
First Lien Debt (k)(r)		(S + 6.50%) / (1.00%)	10.32%/0.00%	2/7/2019	2/7/2024	24,155	24,041	24,155	
Common Equity (573 units) (h)(j)				2/7/2019			552	1,102	
							24,593	25,257	5 %
ECM Industries, LLC	Component Manufacturing								
Common Equity (1,000,000 units) (h)(j)				4/30/2020			221	1,633	0 %
Education Incites, LLC (dba Acceleration Academies)	Business Services								
Second Lien Debt			12.75%/0.00%	10/31/2022	10/29/2027	6,000	5,971	5,971	1 %
Elements Brands, LLC	Consumer Products								
First Lien Debt			12.25%/0.00%	12/31/2020	6/30/2024	1,775	1,755	1,775	
Revolving Loan (j)			12.25%/0.00%	12/31/2020	6/30/2024	1,500	1,490	1,500	
							3,245	3,275	1 %
Fishbowl Solutions, LLC	Information Technology Services								
First Lien Debt (ar)		(S + 7.75%) / (1.00%)	12.57%/0.00%	3/25/2022	3/25/2027	14,428	14,335	14,427	3 %
Global Plasma Solutions, Inc.	Component Manufacturing								
Common Equity (947 shares) (j)				9/21/2018			52	283	0 %
GP&C Operations, LLC (dba Garlock Printing and Converting)	Component Manufacturing								
First Lien Debt (w)		(L + 8.25%) / (1.00%)	13.01%/0.00%	1/22/2021	1/22/2026	11,000	10,899	11,000	
Common Equity (515,625 units) (h)(j)				1/22/2021			516	313	
							11,415	11,313	3 %
Green Cubes Technology, LLC (dba Green Cubes)	Information Technology Services								
First Lien Debt (j)		(L + 13.00%) / (0.00%)	17.77%/0.00%	12/17/2021	12/17/2024	13,000	12,952	13,000	3 %
Gurobi Optimization, LLC	Information Technology Services								
Common Equity (3 shares)				12/19/2017			605	2,381	0 %
Haematologic Technologies, Inc.	Healthcare Services								
First Lien Debt (x)		(L + 8.25%) / (2.00%)	12.98%/0.00%	10/11/2019	10/11/2024	5,378	5,363	5,378	
Common Equity (630 units) (h)(j)				10/11/2019			630	415	
							5,993	5,793	1 %
Hallmark Health Care Solutions, Inc.	Healthcare Services								
First Lien Debt (j)(ae)		(L + 7.25%) / (1.50%)	10.99%/0.00%	12/4/2020	12/4/2025	8,361	8,323	8,361	
Common Equity (750,000 units) (j)				12/4/2020			750	3,517	
							9,073	11,878	3 %
Healthfuse, LLC	Healthcare Services								
Preferred Equity (197,980 units)				11/13/2020			748	1,376	0 %
Hub Acquisition Sub, LLC (dba Hub Pen)	Promotional products								
Second Lien Debt (k)			12.50%/1.00%	3/23/2016	12/15/2023	25,007	25,005	25,006	
Common Equity (3,750 units)				3/23/2016			62	708	
Preferred Equity (868 units) (j)				10/16/2020			153	218	
							25,220	25,932	5 %
IBH Holdings, LLC (fka Inflexxion, Inc.)	Business Services								
Common Equity (150,000 units)				6/20/2018			—	346	0 %
Ipro Tech, LLC	Information Technology Services								
First Lien Debt (j)(u)		(S + 7.00%) / (1.00%)	11.69%/1.00%	6/30/2020	7/28/2025	19,773	19,083	19,773	
Preferred Equity (682,075 units) (j)				7/28/2021			682	1,023	
							19,765	20,796	4 %
ISI PSG Holdings, LLC (dba Incentive Solutions, Inc.)	Business Services								
First Lien Debt (j)(aj)		(L + 7.50%) / (0.50%)	11.17%/0.00%	4/5/2021	4/5/2026	12,175	12,106	12,175	
First Lien Debt (j)(an)		(L + 7.50%) / (0.50%)	11.17%/0.00%	6/30/2021	4/5/2026	12,994	12,994	12,994	
Common Equity (256,964 units) (h)(j)				4/5/2021			500	666	
							25,600	25,835	5 %
K2 Merger Agreement Agent, LLC (fka K2 Industrial Services, Inc.) (n)	Industrial Cleaning & Coatings								
Second Lien Debt (j) (y)			0.00%/10.00%	1/28/2019	1/28/2025	2,368	2,368	2,123	0 %
The Kyjen Company, LLC (dba Outward Hound)	Consumer Products								
Common Equity (855 shares) (j)				12/8/2017			933	110	0 %
Level Education Group, LLC (dba CE4Less)	Business Services								
First Lien Debt (ak)		(L + 6.75%) / (0.50%)	10.49%/0.00%	4/1/2021	4/1/2026	5,165	5,138	5,165	
Common Equity (1,000,000 units) (j)				4/1/2021			1,000	1,263	
							6,138	6,428	1 %
LifeSpan Biosciences, Inc.	Healthcare Products								
Subordinated Debt (j)			11.50%/0.00%	3/19/2021	9/19/2026	16,000	15,946	15,418	
Common Equity (100 shares) (j)				3/19/2021			1,000	605	
							16,946	16,023	3 %
Magenta Buyer LLC (dba Trellix)	Information Technology Services								
Second Lien Debt (j)		(L + 8.25%) / (0.75%)	12.98%/0.00%	7/19/2022	7/27/2029	7,182	6,809	7,126	1 %

MBS Opco, LLC (dba Marketron)	Information Technology Services								
First Lien Debt (j)		(S + 8.50%) / (1.50%)	13.34%/0.00%	9/29/2022	9/28/2026	27,000	26,873	26,873	6 %

Micronics Filtration Holdings, Inc. (dba Micronics Engineered Filtration Group, Inc.)	Component Manufacturing								
First Lien Debt (k) (as)		(S + 5.50%) / (0.50%)	9.32%/0.00%	2/17/2022	2/17/2027	11,223	11,154	11,223	
Common Equity (14,400 units) (j)				2/17/2022			1,440	3,173	
							12,594	14,396	3 %
Mobilewalla, Inc.	Information Technology Services								
First Lien Debt (j)		(L + 11.50%) / (0.50%)	16.26%/0.00%	12/17/2021	12/17/2024	5,715	5,696	5,715	1 %
Netbase Solutions, Inc. (dba Netbase Quid)	Information Technology Services								
First Lien Debt ($3,300 unfunded commitment) (i)(k)(ap)		(P + 4.00%) / (3.25%)	11.50%/0.00%	11/18/2021	11/18/2025	16,708	16,618	16,852	4 %
NGT Acquisition Holdings, LLC (dba Techniks Industries)	Component Manufacturing								
Common Equity (378 units) (j)				5/24/2017			500	121	0 %
OnePath Systems, LLC	Information Technology Services								
First Lien Debt (s)		(S + 7.50%) / (1.00%)	12.08%/0.00%	9/30/2022	9/30/2027	11,000	10,922	10,922	
Common Equity (732,542 shares) (j)				9/30/2022			500	500	
							11,422	11,422	3 %
Palmetto Moon, LLC	Retail								
Common Equity (499 units) (j)				11/3/2016			265	453	0 %
Pinnergy, Ltd.	Oil & Gas Services								
Subordinated Debt (j)			9.00%/0.00%	6/30/2022	6/30/2027	13,000	12,933	13,000	3 %
Pool & Electrical Products, LLC	Specialty Distribution								
Common Equity (15,000 units) (h)(j)				10/28/2020			549	4,835	1 %
Power Grid Components, Inc.	Specialty Distribution								
Second Lien Debt (k)			11.00%/0.50%	4/12/2018	12/2/2025	17,734	17,689	17,734	
Preferred Equity (392 shares) (j)				4/12/2018			392	624	
Preferred Equity (48 shares) (j)				12/2/2019			48	77	
Common Equity (10,622 shares) (j)				4/12/2018			462	1,776	
							18,591	20,211	4 %
PowerGrid Services Acquisition, LLC	Utilities: Services								
Second Lien Debt (j)		(L + 9.50%) / (1.00%)	14.23%/0.00%	9/21/2021	3/21/2029	10,831	10,786	10,831	
Common Equity (5,341 units) (h)(j)				9/21/2021			534	588	
							11,320	11,419	2 %
Prime AE Group, Inc.	Business Services								
First Lien Debt (j)		(S + 6.75%) / (2.00%)	11.59%/0.00%	11/25/2019	11/25/2024	5,833	5,760	5,833	
Preferred Equity (900,000 shares) (j)				11/25/2019			900	404	
							6,660	6,237	1 %
Quest Software US Holdings Inc.	Information Technology Services								
Second Lien Debt (j)		(S + 7.50%) / (0.50%)	11.79%/0.00%	3/1/2022	2/1/2030	20,000	19,360	15,002	3 %
R1 Holdings, LLC (dba RoadOne IntermodaLogistics)	Transportation services								
First Lien Debt ($2,489 unfunded commitment) (j)(ac)		(S + 6.25%) / (1.00%)	10.83%/0.00%	12/30/2022	12/30/2028	5,511	5,309	5,309	
Subordinated Debt ($417 unfunded commitment) (j)(ac)			8.75%/5.00%	12/30/2022	6/30/2029	1,334	1,287	1,287	
Common Equity (280,000 units) ($70 unfunded commitment) (j)				12/30/2022			280	280	
							6,876	6,876	1 %
Rhino Assembly Company, LLC	Specialty Distribution								
Second Lien Debt (k)			11.50%/0.00%	8/11/2017	2/11/2026	14,851	14,837	14,851	
Common Equity (Class A Units) (10,915 units) (h)(j)				8/11/2017			1,125	2,379	
Preferred Equity (Units N/A) (h)(j)				12/10/2020			268	307	
Common Equity (Class F Units) (710 units) (h)(j)				12/10/2020			—	—	
							16,230	17,537	4 %
Road Safety Services, Inc.	Business Services								
Second Lien Debt			11.25%/2.00%	9/18/2018	9/18/2025	15,842	15,810	15,842	
Common Equity (779 units)				9/18/2018			1,121	1,558	
							16,931	17,400	4 %
Sonicwall US Holdings, Inc.	Information Technology Services								
Second Lien Debt (j)		(L + 7.50%) / (0.00%)	12.20%/0.00%	9/6/2022	5/18/2026	4,774	4,508	4,733	1 %
Suited Connector LLC	Information Technology Services								
Second Lien Debt (j)			12.00%/0.00%	10/29/2021	6/1/2028	16,000	15,933	10,726	
Common Equity (7,500 units) (h)(j)				12/1/2021			750	12	
							16,683	10,738	2 %
Tedia Company, LLC	Healthcare Products								
First Lien Debt (j)		(S + 7.75%) / (1.00%)	11.57%/0.00%	3/4/2022	3/4/2027	15,600	15,527	15,600	
Revolving Loan ($2,400 unfunded commitment) (j)(i)		(S + 7.75%) / (1.00%)	11.57%/0.00%	3/4/2022	3/4/2027	1,600	1,581	1,600	
Delayed Draw Commitment ($3,000 unfunded commitment) (j)(ac)		(S + 7.75%) / (1.00%)	11.57%/0.00%	3/4/2022	3/4/2027	—	(14)	—	
Subordinated Debt (j)			7.25%/7.25%	3/4/2022	9/4/2027	2,656	2,643	3,750	
Preferred Equity (Series A) (1,000 units) (h)(j)				3/4/2022			1,000	1,792	
							20,737	22,742	5 %
Tiger Calcium Services Inc. (aw)	Transportation services								
Second Lien Debt (j) (ao)			12.50%/0.00%	12/21/2022	5/31/2025	12,500	12,438	12,438	3 %
UBEO, LLC	Business Services								
Common Equity (705,000 units) (h)(j)				4/3/2018			655	1,504	0 %
United Biologics, LLC	Healthcare Services								
Preferred Equity (98,377 units) (h)(j)				4/1/2012			1,008	—	
Warrant (57,469 units) (j)(m)				3/5/2012			565	—	
							1,573	—	0 %
Virginia Tile Company, LLC	Specialty Distribution								
Common Equity (17 units) (j)				12/19/2014			79	845	0 %
Virtex Enterprises, LP	Component Manufacturing								
Second Lien Debt		(S + 9.75%) / (1.00%)	14.48%/0.00%	4/13/2022	10/13/2027	11,002	10,906	5,887	1 %
Western's Smokehouse, LLC	Consumer Products								
First Lien Debt (j)(ab)		(S + 6.50%) / (1.50%)	11.21%/0.00%	2/28/2020	12/23/2024	9,616	9,554	9,615	
Delayed Draw Commitment ($2,702 unfunded commitment) (j)(i)(ax)		(S + 5.00%) / (1.50%)	9.71%/0.00%	6/29/2022	12/23/2024	798	791	798	
							10,345	10,413	2 %
Winona Foods, Inc.	Specialty Distribution								
First Lien Debt (j)(am)		(L + 12.00%) / (1.00%)	16.75%/0.00%	4/1/2021	4/1/2026	4,000	3,907	4,000	
First Lien Debt		(L + 13.00%) / (1.00%)	17.75%/0.00%	4/1/2021	4/1/2026	7,000	6,966	7,000	
							10,873	11,000	2 %
Wonderware Holdings, LLC (dba CORE Business Technologies)	Information Technology Services								
First Lien Debt (k)(z)		(L + 7.25%) / (1.00%)	11.97%/0.00%	2/10/2021	2/9/2026	8,316	8,279	8,316	2 %
Worldwide Express Operations, LLC	Transportation services								
Second Lien Debt (j)		(L + 7.00%) / (0.75%)	11.73%/0.00%	8/2/2021	7/26/2029	27,497	26,398	26,534	
Common Equity (795,000units) (j)				7/21/2021			795	942	
Common Equity (752,380 units) (h)(j)				7/26/2021			225	892	
							27,418	28,368	6 %
Zonkd, LLC	Component Manufacturing								
First Lien Debt (j)		(L + 10.00%) / (1.00%)	15.76%/0.00%	3/18/2022	3/18/2027	5,000	4,807	4,610	
Common Equity (4,987 units) (h)(j)				3/18/2022			169	8	
							4,976	4,618	1 %
Total Non-control/Non-affiliate Investments							$ 754,974	$ 758,739	158 %

Total Investments	$ 828,693	$ 860,329	179 %

Money market funds (included in cash and cash equivalents)			
Goldman Sachs Financial Square Treasury Obligation Institution CUSIP (38141W323) (ad)	$ 61,076	$ 61,076	13 %
Total money market funds	$ 61,076	$ 61,076	13 %
Total Investments and Money Market Funds	$ 889,769	$ 921,405	192 %

(a) See Note 3 to the consolidated financial statements for portfolio composition by geographic location.
(b) Equity ownership may be held in shares or units of companies related to the portfolio companies.
(c) All debt investments are income producing, unless otherwise indicated.
Equity investments are non-income producing unless otherwise noted.
(d) Variable rate investments bear interest at a rate indexed to LIBOR (L), Prime (P) or SOFR (S), which are reset monthly, bimonthly, quarterly, or semi-annually. Certain variable rate investments also include a LIBOR, Prime or SOFR interest rate floor. For each investment, the Company has provided the spread over the reference rate and the LIBOR, Prime or SOFR floor, if any, as of December 31, 2022.
(e) Rate includes the cash interest or dividend rate and paid-in-kind interest or dividend rate, if any, as of December 31, 2022. Generally, payment-in-kind interest can be paid-in-kind or all in cash.
(f) Investment date represents the date of the initial investment in the security.
(g) Except as otherwise noted, the Company's investment portfolio is comprised of debt and equity securities of privately held companies for which quoted prices falling within the categories of Level 1 and Level 2 inputs are not available. Therefore, the Company values all of its portfolio investments at fair value, as determined in good faith by the board of directors, using significant unobservable Level 3 inputs.
(h) Investment is held by a taxable subsidiary of the Company.
(i) The disclosed commitment represents the unfunded amount as of December 31, 2022. The Company is earning 0.50% interest on the unfunded balance of the commitment. The interest rate disclosed represents the rate which will be earned if the commitment is funded.
(j) Investment pledged as collateral for the Credit Facility and, as a result, is not directly available to the creditors of the Company to satisfy any obligations of the Company other than the Company's obligations under the Credit Facility (see Note 6 to the consolidated financial statements).
(k) The portion of the investment not held by the Funds is pledged as collateral for the Credit Facility and, as a result, is not directly available to the creditors of the Company to satisfy any obligations of the Company other than the Company's obligations under the Credit Facility (see Note 6 to the consolidated financial statements).
(l) As defined in the 1940 Act, the Company is deemed to be an "Affiliated Person" of this portfolio company because it owns 5% or more of the portfolio company's outstanding voting securities or it has the power to exercise control over the management or policies of such portfolio company. Transactions in which the issuer was an Affiliated Person are detailed in Note 3 to the consolidated financial statements.
(m) Warrants entitle the Company to purchase a predetermined number of shares or units of common equity, and are non-income producing. The purchase price and number of shares are subject to adjustment under certain conditions until the expiration date, if any.
(n) Investment in portfolio company that has sold its operations and is in the process of winding down.
(o) The Company sold a participating interest of approximately $0.3 million in aggregate principal amount of the portfolio company's first lien senior secured term loan. As the transaction did not qualify as a "true sale" in accordance with U.S. generally accepted accounting principles ("GAAP"), the Company recorded a corresponding secured borrowing in the Consolidated Statements of Assets and Liabilities.
(p) In addition to the interest earned based on the stated interest rate of this security, the Company is entitled to receive an additional interest amount of 3.76% on its "last out" tranche of the portfolio company's senior term debt, which was previously syndicated into "first out" and "last out" tranches, whereby the "first out" tranche will have priority as to the "last out" tranche with respect to payments of principal, interest and any other amounts due thereunder.
(q) Warrant entitles the Company to purchase 4.79% of the outstanding principal of Junior Subordinated Notes prior to exercise, and is non-income producing.
(r) In addition to the interest earned based on the stated interest rate of this security, the Company is entitled to receive an additional interest amount of 4.24% on its "last out" tranche of the portfolio company's senior term debt, which was previously syndicated into "first out" and "last out" tranches, whereby the "first out" tranche will have priority as to the "last out" tranche with respect to payments of principal, interest and any other amounts due thereunder.
(s) In addition to the interest earned based on the stated interest rate of this security, the Company is entitled to receive an additional interest amount of 2.32% on its "last out" tranche of the portfolio company's senior term debt, which was previously syndicated into "first out" and "last out" tranches, whereby the "first out" tranche will have priority as to the "last out" tranche with respect to payments of principal, interest and any other amounts due thereunder.
(t) As defined in the 1940 Act, the Company is deemed to be both an "Affiliated Person" of and "Control" this portfolio company because it owns 25% or more of the portfolio company's outstanding voting securities or it has the power to exercise control over the management or policies of such portfolio company. Transactions in which the issuer was both an Affiliated Person and a portfolio company that the Company is deemed to Control are detailed in Note 3 to the consolidated financial statements.
(u) In addition to the interest earned based on the stated interest rate of this security, the Company is entitled to receive an additional cash interest amount of 2.93% and PIK interest amount of 0.98% on its "last out" tranche of the portfolio company's senior term debt, which was previously syndicated into "first out" and "last out" tranches, whereby the "first out" tranche will have priority as to the "last out" tranche with respect to payments of principal, interest and any other amounts due thereunder.
(v) In addition to the interest earned based on the stated interest rate of this security, the Company is entitled to receive an additional interest amount of 3.11% on its "last out" tranche of the portfolio company's senior term debt, which was previously syndicated into "first out" and "last out" tranches, whereby the "first out" tranche will have priority as to the "last out" tranche with respect to payments of principal, interest and any other amounts due thereunder.
(w) In addition to the interest earned based on the stated interest rate of this security, the Company is entitled to receive an additional interest amount of 7.11% on its "last out" tranche of the portfolio company's senior term debt, which was previously syndicated into "first out" and "last out" tranches, whereby the "first out" tranche will have priority as to the "last out" tranche with respect to payments of principal, interest and any other amounts due thereunder.

(x) In addition to the interest earned based on the stated interest rate of this security, the Company is entitled to receive an additional interest amount of 2.73% on its “last out” tranche of the portfolio company’s senior term debt, which was previously syndicated into “first out” and “last out” tranches, whereby the “first out” tranche will have priority as to the “last out” tranche with respect to payments of principal, interest and any other amounts due thereunder.
(y) Investment was on non-accrual status as of December 31, 2022.
(z) In addition to the interest earned based on the stated interest rate of this security, the Company is entitled to receive an additional interest amount of 4.45% on its “last out” tranche of the portfolio company’s senior term debt, which was previously syndicated into “first out” and “last out” tranches, whereby the “first out” tranche will have priority as to the “last out” tranche with respect to payments of principal, interest and any other amounts due thereunder.
(aa) The Company sold a participating interest of approximately $4.0 million in aggregate principal amount of the portfolio company’s first lien senior secured term loan. As the transaction did not qualify as a “true sale” in accordance with U.S. generally accepted accounting principles (“GAAP”), the Company recorded a corresponding secured borrowing in the Consolidated Statements of Assets and Liabilities.
(ab) In addition to the interest earned based on the stated interest rate of this security, the Company is entitled to receive an additional interest amount of 1.77% on its “last out” tranche of the portfolio company’s senior term debt, which was previously syndicated into “first out” and “last out” tranches, whereby the “first out” tranche will have priority as to the “last out” tranche with respect to payments of principal, interest and any other amounts due thereunder.
(ac) The disclosed commitment represents the unfunded amount as of December 31, 2022. The Company is earning 1.00% interest on the unfunded balance of the commitment. The interest rate disclosed represents the rate earned on the outstanding, funded balance of the commitment.
(ad) This investment is classified as a Level 1 investment. For further detail on the fair value measurements, see Note 4 to the consolidated financial statements.
(ae) In addition to the interest earned based on the stated interest rate of this security, the Company is entitled to receive an additional interest amount of 3.53% on its “last out” tranche of the portfolio company’s senior term debt, which was previously syndicated into “first out” and “last out” tranches, whereby the “first out” tranche will have priority as to the “last out” tranche with respect to payments of principal, interest and any other amounts due thereunder.
(af) In addition to the interest earned based on the stated interest rate of this security, the Company is entitled to receive an additional interest amount of 3.28% on its “last out” tranche of the portfolio company’s senior term debt, which was previously syndicated into “first out” and “last out” tranches, whereby the “first out” tranche will have priority as to the “last out” tranche with respect to payments of principal, interest and any other amounts due thereunder.
(ag) In addition to the interest earned based on the stated interest rate of this security, the Company is entitled to receive an additional interest amount of 4.54% on its “last out” tranche of the portfolio company’s senior term debt, which was previously syndicated into “first out” and “last out” tranches, whereby the “first out” tranche will have priority as to the “last out” tranche with respect to payments of principal, interest and any other amounts due thereunder.
(ah) In addition to the interest earned based on the stated interest rate of this security, the Company is entitled to receive an additional interest amount of 1.63% on its “last out” tranche of the portfolio company’s senior term debt, which was previously syndicated into “first out” and “last out” tranches, whereby the “first out” tranche will have priority as to the “last out” tranche with respect to payments of principal, interest and any other amounts due thereunder.
(ai) In addition to the interest earned based on the stated interest rate of this security, the Company is entitled to receive an additional interest amount of 4.65% on its “last out” tranche of the portfolio company’s senior term debt, which was previously syndicated into “first out” and “last out” tranches, whereby the “first out” tranche will have priority as to the “last out” tranche with respect to payments of principal, interest and any other amounts due thereunder.
(aj) In addition to the interest earned based on the stated interest rate of this security, the Company is entitled to receive an additional interest amount of 4.11% on its “last out” tranche of the portfolio company’s senior term debt, which was previously syndicated into “first out” and “last out” tranches, whereby the “first out” tranche will have priority as to the “last out” tranche with respect to payments of principal, interest and any other amounts due thereunder.
(ak) In addition to the interest earned based on the stated interest rate of this security, the Company is entitled to receive an additional interest amount of 4.83% on its “last out” tranche of the portfolio company’s senior term debt, which was previously syndicated into “first out” and “last out” tranches, whereby the “first out” tranche will have priority as to the “last out” tranche with respect to payments of principal, interest and any other amounts due thereunder.
(al) In addition to the interest earned based on the stated interest rate of this security, the Company is entitled to receive an additional interest amount of 5.62% on its “last out” tranche of the portfolio company’s senior term debt, which was previously syndicated into “first out” and “last out” tranches, whereby the “first out” tranche will have priority as to the “last out” tranche with respect to payments of principal, interest and any other amounts due thereunder.
(am) In addition to the interest earned based on the stated interest rate of this security, the Company is entitled to receive an additional interest amount of 5.72% on its “last out” tranche of the portfolio company’s senior term debt, which was previously syndicated into “first out” and “last out” tranches, whereby the “first out” tranche will have priority as to the “last out” tranche with respect to payments of principal, interest and any other amounts due thereunder.
(an) The Company sold a participating interest of approximately $13.5 million in aggregate principal amount of the portfolio company’s first lien senior secured term loan. As the transaction did not qualify as a “true sale” in accordance with U.S. generally accepted accounting principles (“GAAP”), the Company recorded a corresponding secured borrowing in the Consolidated Statements of Assets and Liabilities.
(ao) The investment is treated as a non-qualifying asset under Section 55(a) of the Investment Company Act of 1940, as amended (the “1940 Act”). Under the 1940 Act, the Company can not acquire any non-qualifying asset unless, at the time the acquisition is made, qualifying assets represent at least 70% of the Company's total assets. As of December 31, 2022, total non-qualifying assets at fair value represented 1.36% of the Company's total assets calculated in accordance with the 1940 Act.
(ap) In addition to the interest earned based on the stated interest rate of this security, the Company is entitled to receive an additional cash interest amount of 1.25% on its “last out” tranche of the portfolio company’s senior term debt, which was previously syndicated into “first out” and “last out” tranches, whereby the “first out” tranche will have priority as to the “last out” tranche with respect to payments of principal, interest and any other amounts due thereunder.

(aq) In addition to the interest earned based on the stated interest rate of this security, the Company is entitled to receive an additional interest amount of 4.68% on its "last out" tranche of the portfolio company's senior term debt, which was previously syndicated into "first out" and "last out" tranches, whereby the "first out" tranche will have priority as to the "last out" tranche with respect to payments of principal, interest and any other amounts due thereunder.
(ar) In addition to the interest earned based on the stated interest rate of this security, the Company is entitled to receive an additional interest amount of 2.72% on its "last out" tranche of the portfolio company's senior term debt, which was previously syndicated into "first out" and "last out" tranches, whereby the "first out" tranche will have priority as to the "last out" tranche with respect to payments of principal, interest and any other amounts due thereunder.
(as) In addition to the interest earned based on the stated interest rate of this security, the Company is entitled to receive an additional interest amount of 4.76% on its "last out" tranche of the portfolio company's senior term debt, which was previously syndicated into "first out" and "last out" tranches, whereby the "first out" tranche will have priority as to the "last out" tranche with respect to payments of principal, interest and any other amounts due thereunder.
(at) In addition to the interest earned based on the stated interest rate of this security, the Company is entitled to receive an additional interest amount of 2.21% on its "last out" tranche of the portfolio company's senior term debt, which was previously syndicated into "first out" and "last out" tranches, whereby the "first out" tranche will have priority as to the "last out" tranche with respect to payments of principal, interest and any other amounts due thereunder.
(au) In addition to the interest earned based on the stated interest rate of this security, the Company is entitled to receive an additional interest amount of 3.26% on its "last out" tranche of the portfolio company's senior term debt, which was previously syndicated into "first out" and "last out" tranches, whereby the "first out" tranche will have priority as to the "last out" tranche with respect to payments of principal, interest and any other amounts due thereunder.
(av) In addition to the interest earned based on the stated interest rate of this security, the Company is entitled to receive an additional interest amount of 3.50% on its "last out" tranche of the portfolio company's senior term debt, which was previously syndicated into "first out" and "last out" tranches, whereby the "first out" tranche will have priority as to the "last out" tranche with respect to payments of principal, interest and any other amounts due thereunder.
(aw) The headquarters of this portfolio company is located in Canada.
(ax) In addition to the interest earned based on the stated interest rate of this security, the Company is entitled to receive an additional interest amount of 5.75% on its "last out" tranche of the portfolio company's senior term debt, which was previously syndicated into "first out" and "last out" tranches, whereby the "first out" tranche will have priority as to the "last out" tranche with respect to payments of principal, interest and any other amounts due thereunder.

See Notes to Consolidated Financial Statements.

Note 1. Organization and Nature of Business

Fidus Investment Corporation ("FIC," and together with its subsidiaries, the "Company"), a Maryland corporation, operates as an externally managed, closed-end, non-diversified business development company ("BDC") under the Investment Company Act of 1940, as amended ("1940 Act"). FIC completed its initial public offering, or IPO, in June 2011. In addition, for U.S. federal income tax purposes, the Company has elected, and intends to qualify annually, to be treated as a regulated investment company ("RIC") under Subchapter M of the Internal Revenue Code of 1986, as amended (the "Code").

The Company provides customized debt and equity financing solutions to lower middle-market companies, and may make investments directly or through its two wholly-owned investment company subsidiaries, Fidus Mezzanine Capital II, L.P. ("Fund II") and Fidus Mezzanine Capital III, L.P. ("Fund III") (collectively, Fund II and Fund III are referred to as the "Funds"). The Funds are licensed by the U.S. Small Business Administration (the "SBA") as small business investment companies ("SBIC"). The SBIC licenses allow the Funds to obtain leverage by issuing SBA-guaranteed debentures ("SBA debentures"), subject to the issuance of leverage commitments by the SBA and other customary procedures. As SBICs, the Funds are subject to regulations of and oversight by the SBA under the Small Business Investment Act of 1958, as amended (the "SBIC Act"), concerning, among other things, the size and nature of the companies in which they may invest and the structure of those investments.

We believe that utilizing both FIC and the Funds as investment vehicles provides us with access to a broader array of investment opportunities. Given our access to lower cost capital through the SBA's SBIC debenture program, we expect that we will continue to make investments through the Funds until the earlier of the end of the Funds' investment period, if applicable, or the Funds reach their borrowing limit under the program. For two or more SBICs under common control, the maximum amount of outstanding SBA debentures cannot exceed $350,000.

Fund II and Fund III are not registered under the 1940 Act and rely on the exclusion from the definition of investment company contained in Section 3(c)(7) of the 1940 Act.

The Company pays a quarterly base management fee and an incentive fee to Fidus Investment Advisors, LLC, our investment advisor (the "Investment Advisor" or "Fidus Investment Advisors") under an investment advisory agreement (the "Investment Advisory Agreement").

Note 2. Significant Accounting Policies

Basis of presentation: The accompanying consolidated financial statements of the Company have been prepared in accordance with generally accepted accounting principles in the United States of America ("GAAP") pursuant to the requirements for reporting on Form 10-K, Accounting Standards Codification ("ASC") 946, *Financial Services – Investment Companies* ("ASC 946"), and Articles 6 and 10 of Regulation S-X. In the opinion of management, the consolidated financial statements reflect all adjustments and reclassifications that are necessary for the fair presentation of financial results as of and for the periods presented. Certain prior period amounts have been reclassified to conform to the current period presentation.

During fiscal year ended December 31, 2022, the Company elected to change the manner in which it presents residual investments in portfolio companies that have sold their operations and are in the process of winding down. These investments similar to escrow receivables are now included in prepaid expenses and other assets whereas previously they were included as a component of investments, at fair value, on the consolidated statements of assets and liabilities until the security was legally extinguished or relinquished. There is no change in historical net increase in net assets resulting from operations due to this change in presentation.

Use of estimates: The preparation of the consolidated financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the consolidated financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

Consolidation: Pursuant to Article 6 of Regulation S-X and ASC 946, the Company will generally not consolidate its investments in a company other than an investment company subsidiary or a controlled operating company whose business consists of providing services to the Company. As a result, the consolidated financial statements of the Company include only the accounts of the Company and its wholly-owned subsidiaries, including the Funds. All significant intercompany balances and transactions have been eliminated.

Investment risks: The Company's investments are subject to a variety of risks. These risks may include, but are not limited to the following:

- *Market risk* - In contrast to investment-grade bonds (the market prices of which change primarily as a reaction to changes in interest rates), the market prices of high-yield bonds (which are also affected by changes in interest rates) are influenced much more by credit factors and financial results of the issuer as well as general economic factors that influence the financial markets as a whole. The portfolio companies in which the Company invests may be unseasoned, unprofitable and/or have little established operating history or earnings. These companies may also lack technical, marketing, financial, and other resources or may be dependent upon the success of one product or service, a unique distribution channel, or the effectiveness of a manager or management team, as compared to larger, more established entities. The failure of a single product, service or distribution channel, or the loss or the ineffectiveness of a key executive or executives within the management team may have a materially adverse impact on such companies. Furthermore, these companies may be more vulnerable to competition and to overall economic conditions than larger, more established entities.

- *Credit risk* - Credit risk represents the risk that the Company would incur if the counterparties failed to perform pursuant to the terms of their agreements with the Company. Issues of high-yield debt securities in which the Company invests are more likely to default on interest or principal than are issues of investment-grade securities.

- *Liquidity risk* - Liquidity risk represents the possibility that the Company may not be able to sell its investments quickly or at a reasonable price (given the lack of an established market).

- *Interest rate risk* - Interest rate risk represents the likelihood that a change in interest rates could have an adverse impact on the fair value of an interest-bearing financial instrument.

- *Prepayment risk* - Certain of the Company's debt investments allow for prepayment of principal without penalty. Downward changes in market interest rates may cause prepayments to occur at a faster than expected rate, thereby effectively shortening the maturity of the debt investments and making the instrument less likely to be an income producing instrument through the stated maturity date.

- *Off-Balance sheet risk* - Some of the Company's financial instruments contain off-balance sheet risk. Generally, these financial instruments represent future commitments to purchase other financial instruments at defined terms at defined future dates. See Note 7 for further details.

Fair value of financial instruments: The Company measures and discloses fair value with respect to substantially all of its financial instruments in accordance with ASC Topic 820 — *Fair Value Measurements and Disclosures* ("ASC Topic 820"). ASC Topic 820 defines fair value, establishes a framework used to measure fair value, and requires disclosures for fair value measurements, including the categorization of financial instruments into a three-level hierarchy based on the transparency of valuation inputs. See Note 4 to the consolidated financial statements for further discussion regarding the fair value measurements and hierarchy.

Investment classification: The Company classifies its investments in accordance with the requirements of the 1940 Act. Under the 1940 Act, "Control Investments" are defined as investments in those companies where the Company owns more than 25% of the voting securities of such company or has rights to maintain greater than 50% of the board representation. Under the 1940 Act, "Affiliate Investments" are defined as investments in those companies where the Company owns between 5% and 25% of the voting securities of such company. "Non-Control/Non-Affiliate Investments" are those that neither qualify as Control Investments nor Affiliate Investments.

Segments: In accordance with ASC Topic 280 — *Segment Reporting*, the Company has determined that it has a single reporting segment and operating unit structure.

Cash and cash equivalents: Cash and cash equivalents are highly liquid investments with an original maturity of three months or less at the date of acquisition. The Company places its cash in financial institutions and, at times, such balances may be in excess of the Federal Deposit Insurance Corporation insurance limits. The Company does not believe its cash balances are exposed to any significant credit risk.

Deferred financing costs: Deferred financing costs consist of fees and expenses paid in connection with the SBA debentures, the Credit Facility and the Notes (as defined in Note 6). Deferred financing costs are capitalized and amortized to interest and financing expenses over the term of the debt agreement using the effective interest method. Unamortized deferred financing costs are presented as an offset to the corresponding debt liabilities on the consolidated statements of assets and liabilities.

Realized losses on extinguishment of debt: Upon the repayment of debt obligations which are deemed to be extinguishments, the difference between the principal amount due at maturity, adjusted for any unamortized deferred financing costs, is recognized as a loss (i.e., the unamortized deferred financing costs are recognized as a loss upon extinguishment of the underlying debt obligation).

Deferred offering costs: Deferred offering costs include registration expenses related to the shelf registration statement filing pursuant to which the Company may offer its securities, from time to time, in one or more offerings. These expenses primarily consist of U.S. Securities and Exchange Commission ("SEC") registration fees, legal fees and accounting fees incurred. These expenses are included in prepaid expenses and other assets on the consolidated statements of assets and liabilities. Upon the completion of an equity offering or a debt offering, the deferred expenses are charged to additional paid-in capital or deferred financing costs, respectively. If no offering is completed prior to the expiration of the registration statement, the deferred costs are charged to expense.

Realized gains or losses and unrealized appreciation or depreciation on investments: Realized gains or losses on investments are recorded upon the sale or disposition of a portfolio investment and are calculated as the difference between the net proceeds from the sale or disposition and the cost basis of the investment, without regard to unrealized appreciation or depreciation previously recognized. Net change in unrealized appreciation or depreciation on the consolidated statements of operations includes changes in the fair value of investments from the prior period, as determined in good faith by the Company's board of directors (the "Board") through the application of the Company's valuation policy, as well as reclassifications of any prior period unrealized appreciation or depreciation on exited investments to realized gains or losses on investments.

Interest and dividend income: Interest and dividend income are recorded on the accrual basis to the extent that the Company expects to collect such amounts. Interest is accrued daily based on the outstanding principal amount and the contractual terms of the debt. Dividend income is recorded as dividends are declared or at the point an obligation exists for the portfolio company to make a distribution, and is generally recognized when received. Distributions from portfolio companies are evaluated to determine if the distribution is a distribution of earnings or a return of capital. Distributions of earnings are included in dividend income while a return of capital is recorded as a reduction in the cost basis of the investment. Estimates are adjusted as necessary after the relevant tax forms are received from the portfolio company.

PIK income: Certain of the Company's investments contain a payment-in-kind ("PIK") income provision. The PIK income, computed at the contractual rate specified in the applicable investment agreement, is added to the principal balance of the investment, rather than being paid in cash, and recorded as interest or dividend income, as applicable, on the consolidated statements of operations. Generally, PIK can be paid-in-kind or all in cash. The Company stops accruing PIK income when there is reasonable doubt that PIK income will be collected. PIK income that has been contractually capitalized to the principal balance of the investment prior to the non-accrual designation date is not reserved against interest or dividend income, but rather is assessed through the valuation of the investment (with corresponding adjustments to unrealized depreciation, as applicable). PIK income is included in the Company's taxable income and, therefore, affects the amount the Company is required to pay to shareholders in the form of dividends in order to maintain the Company's tax treatment as a RIC, even though the Company has not yet collected the cash.

Non-accrual: Debt investments or preferred equity investments (for which the Company is accruing PIK dividends) are placed on non-accrual status when principal, interest or dividend payments become materially past due, or when there is reasonable doubt that principal, interest or dividends will be collected. Any original issue discount and market discount are no longer accreted to interest income as of the date the loan is placed on full non-accrual status. Interest and dividend payments received on non-accrual investments may be recognized as interest or dividend income or may be applied to the investment principal balance based on management's judgment. Non-accrual investments are restored to accrual status when past due principal, interest or dividends are paid and, in management's judgment, payments are likely to remain current.

Origination and closing fees: The Company also typically receives debt investment origination or closing fees in connection with such investments. Such debt investment origination and closing fees are capitalized as unearned income and offset against investment cost basis on the consolidated statements of assets and liabilities and accreted into interest income over the life of the investment. Upon the prepayment of a debt investment, any unaccreted debt investment origination and closing fees are accelerated into interest income.

Warrants: In connection with the Company's debt investments, the Company will sometimes receive warrants or other equity-related securities from the borrower ("Warrants"). The Company determines the cost basis of Warrants based upon their respective fair values on the date of receipt in proportion to the total fair value of the debt and Warrants received. Any resulting difference between the face amount of the debt and its recorded fair value resulting from the assignment of value to the Warrants is treated as original issue discount ("OID"), and accreted into interest income using the effective interest method over the term of the debt investment. Upon the prepayment of a debt investment, any unaccreted OID is accelerated into interest income.

Fee income: Transaction fees earned in connection with the Company's investments are recognized as fee income and are generally non-recurring. Such fees typically include fees for services, including structuring and advisory services, provided to portfolio companies. The Company recognizes income from fees for providing such structuring and advisory services when the services are rendered or the transactions are completed. Upon the prepayment of a debt investment, any prepayment penalties are recorded as fee income when earned.

Partial loan and equity sales: The Company follows the guidance in ASC 860, *Transfers and Servicing,* when accounting for loan (debt investment) participations, equity assignments and other partial loan sales. Such guidance requires a participation, assignment or other partial loan or equity sale to meet the definition of a "participating interest," as defined in the guidance, in order for sale treatment to be allowed. Participations, assignments or other partial loan or equity sales which do not meet the definition of a participating interest should remain on the Company's consolidated statements of assets and liabilities and the proceeds recorded as a secured borrowing until the definition is met. For these partial loan sales, the interest earned on the entire loan balance is recorded within "interest income" and the interest earned by the buyer in the partial loan sale is recorded within "interest and financing expenses" in the accompanying consolidated statements of operations.

Income taxes: The Company has elected, and intends to qualify annually, to be treated for U.S. federal income tax purposes as a RIC under Subchapter M of the Code, which will generally relieve the Company from U.S. federal income taxes with respect to all income distributed to stockholders. To maintain the tax treatment of a RIC, the Company generally is required to timely distribute to its stockholders at least 90% of "investment company taxable income," as defined by Subchapter M of the Code, each year. Depending on the level of taxable income earned in a tax year, the Company may choose to carry forward taxable income in excess of current year distributions into the next tax year; however, the Company will pay a 4% excise tax if it does not distribute at least 98% of the current year's ordinary income. Any such carryover taxable income must be distributed through a dividend declared prior to the later of the date on which the final tax return related to the year in which the Company generated such taxable income is filed or the 15th day of the 10th month following the close of such taxable year. In addition, the Company will be subject to U.S. federal excise tax if it does not distribute at least 98.2% of its net capital gains realized, computed for any one year period ending October 31.

In the future, the Funds may be limited by provisions of the SBIC Act and SBA regulations governing SBICs from making certain distributions to FIC that may be necessary to enable FIC to make the minimum distributions required to maintain the tax treatment of a RIC.

The Company has certain wholly-owned subsidiaries (the "Taxable Subsidiaries") that have elected to be treated as corporations for U.S. federal income tax purposes and are thus subject to U.S. federal income tax at corporate rates, each of which generally holds one or more of the Company's portfolio investments listed on the consolidated schedules of investments. The Taxable Subsidiaries are consolidated for financial reporting purposes, such that the Company's consolidated financial statements reflect the Company's investment in the portfolio company investments owned by the Taxable Subsidiaries. The purpose of the Taxable Subsidiaries is to permit the Company to hold equity investments in portfolio companies that are taxed as partnerships for U.S. federal income tax purposes (such as entities organized as limited liability companies ("LLCs") or other forms of pass through entities) while complying with the "source-of-income" requirements contained in the RIC tax provisions. The Taxable Subsidiaries are not consolidated with the Company for U.S. federal corporate income tax purposes, and each Taxable Subsidiary will be subject to U.S. federal corporate income tax on its taxable income. Any such income or expense is reflected in the consolidated statements of operations.

U.S. federal income tax regulations differ from GAAP, and as a result, distributions in accordance with tax regulations may differ from net investment income and realized gains recognized under GAAP. Differences may be permanent or temporary. Permanent differences may arise as a result of, among other items, a difference in the book and tax basis of certain assets and nondeductible U.S. federal income taxes. Temporary differences arise when certain items of income, expense, gain or loss are recognized at some time in the future.

ASC Topic 740 — *Accounting for Uncertainty in Income Taxes* ("ASC Topic 740") provides guidance for how uncertain tax positions should be recognized, measured, presented and disclosed in the consolidated financial statements. ASC Topic 740 requires the evaluation of tax positions taken in the course of preparing the Company's tax returns to determine whether the tax positions are "more-likely-than-not" to be respected by the applicable tax authorities. Tax benefits of positions not deemed to meet the more-likely-than-not threshold would be recorded as a tax expense in the current year. It is the Company's policy to recognize accrued interest and penalties related to uncertain tax benefits included in the income tax provision, if any. There were no material uncertain income tax positions at December 31, 2023 and 2022. The Company's tax returns are generally subject to examination by U.S. federal and most state tax authorities for a period of three years from the date the respective returns are filed, and, accordingly, the Company's 2020 through 2022 tax years remain subject to examination.

Dividends to stockholders: Dividends to stockholders are recorded on the record date with respect to such distributions. The amount, if any, to be distributed to stockholders, is determined by the Board each quarter and is generally based upon the earnings estimated by management. Net realized capital gains, if any, may be distributed at least annually, although the Company may decide to retain such capital gains for investment.

The determination of the tax attributes for the Company's distributions is made annually, and is based upon the Company's taxable income and distributions paid to its stockholders for the full year. Ordinary dividend distributions from a RIC do not qualify for the preferential tax rate on qualified dividend income from domestic corporations and qualified foreign corporations, except to the extent that the RIC received the income in the form of qualifying dividends from domestic corporations and qualified foreign corporations. The tax characterization of the Company's distributions generally includes both ordinary income and capital gains but may also include qualified dividends or return of capital.

The Company has adopted a dividend reinvestment plan ("DRIP") that provides for the reinvestment of dividends on behalf of its stockholders, unless a stockholder has elected to receive dividends in cash. As a result, if the Company declares a cash dividend, the Company's stockholders who have not "opted out" of the DRIP at least two days prior to the dividend payment date will have their cash dividend automatically reinvested into additional shares of the Company's common stock. The Company has the option to satisfy the share requirements of the DRIP through the issuance of new shares of common stock or through open market purchases of common stock by the DRIP plan administrator. Newly issued shares are valued based upon the final closing price of the Company's common stock on a date determined by the Board. Shares purchased in the open market to satisfy the DRIP requirements will be valued based upon the average price of the applicable shares purchased by the DRIP plan administrator before any associated brokerage or other costs. See Note 9 to the consolidated financial statements regarding dividend declarations and distributions.

Earnings and net asset value per share: The earnings per share calculations for the years ended December 31, 2023, 2022 and 2021, are computed utilizing the weighted average shares outstanding for the period. Net asset value per share is calculated using the number of shares outstanding as of the end of the period.

Stock Repurchase Program: The Company has an open market stock repurchase program (the "Stock Repurchase Program") under which the Company may acquire up to $5,000 of its outstanding common stock. Under the Stock Repurchase Program, the Company may, but is not obligated to, repurchase outstanding common stock in the open market from time to time provided that the Company complies with the prohibitions under its insider trading policies and the requirements of Rule 10b-18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), including certain price, market value and timing constraints. The timing, manner, price and amount of any share repurchases will be determined by the Company's management, in its discretion, based upon the evaluation of economic and market conditions, stock price, capital availability, applicable legal and regulatory requirements and other corporate considerations. On October 30, 2023, the Board extended the Stock Repurchase Program through December 31, 2024, or until the approved dollar amount has been used to repurchase shares. The Stock Repurchase Program does not require the Company to repurchase any specific number of shares and the Company cannot assure that any shares will be repurchased under the Stock Repurchase Program. The Stock Repurchase Program may be suspended, extended, modified or discontinued at any time. The Company did not make any repurchases of common stock during the years ended December 31, 2023, 2022, and 2021. Refer to Note 8 for additional information concerning stock repurchases.

Recent accounting pronouncement: In December 2023, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") No. 2023-09, "Improvements to Income Tax Disclosures (Topic 740)," which requires disclosure of additional information pertaining to income taxes. Such changes include disclosing i) a reconciliation of the effective tax rate to statutory rate for federal, state, and foreign income taxes and ii) taxes paid (net of refunds received) should be disaggregated for federal, state and foreign taxes. The guidance is effective for annual reporting periods beginning after December 15, 2024 and may be applied on a prospective or retrospective basis. We are currently evaluating the impact this ASU will have on our consolidated financial position or disclosures, but we do not expect the impact to be material.

Note 3. Portfolio Company Investments

The Company's portfolio investments principally consist of secured and unsecured debt, equity warrants and direct equity investments primarily in privately held companies. The debt investments may or may not be secured by either a first or second lien on the assets of the portfolio company. The debt investments generally bear interest at fixed rates or variable rates, and generally mature between five and seven years from the original investment. In connection with a debt investment, the Company also may receive nominally priced equity warrants and/or make a direct equity investment in the portfolio company. The Company's warrants or equity investments may be investments in a holding company related to the portfolio company. In addition, the Company periodically makes equity investments in its portfolio companies organized as LLCs or other forms of pass-through entities through Taxable Subsidiaries. In both situations, the investment is generally reported under the name of the operating company on the consolidated schedules of investments.

As of December 31, 2023, the Company had active investments in 81 portfolio companies and residual investments in one portfolio company that has sold its underlying operations. The aggregate fair value of the total portfolio was $957,906 and the weighted average effective yield on the Company's debt investments was 14.2% as of such date. As of December 31, 2023, the Company held equity investments in 79.3% of its portfolio companies and the average fully diluted equity ownership in those portfolio companies was 3.0%.

As of December 31, 2022, the Company had active investments in 76 portfolio companies and residual investments in two portfolio companies that have sold their underlying operations. The aggregate fair value of the total portfolio was $860,329 and the weighted average effective yield on the Company's debt investments was 13.8% as of such date. As of December 31, 2022, the Company held equity investments in 74.4% of its portfolio companies and the average fully diluted equity ownership in those portfolio companies was 4.0%.

The weighted average yield of the Company's debt investments is not the same as a return on investment for its stockholders but, rather, relates to a portion of the Company's investment portfolio and is calculated before the payment of all of the Company's and its subsidiaries' fees and expenses. The weighted average yields were computed using the effective interest rates for debt investments at cost as of December 31, 2023 and 2022, including accretion of OID and debt investment origination fees, but excluding investments on non-accrual status and investments recorded as a secured borrowing, if any.

Purchases of debt and equity investments for the years ended December 31, 2023, 2022 and 2021 totaled $336,741, $333,846, and $346,737, respectively. Proceeds from sales and repayments, including principal, return of capital distributions and realized gains, of portfolio investments for the years ended December 31, 2023, 2022 and 2021 totaled $258,875, $193,980, and $472,782 respectively.

Investments by type with corresponding percentage of total portfolio investments consisted of the following:

	Fair Value				Cost			
	December 31, 2023		December 31, 2022		December 31, 2023		December 31, 2022	
First Lien Debt[(1)]	$ 578,140	60.3 %	$ 456,105	53.0 %	$ 577,684	61.6 %	$ 453,585	54.7 %
Second Lien Debt	119,561	12.5	182,948	21.3	148,806	15.9	213,654	25.8
Subordinated Debt	135,173	14.1	101,456	11.8	135,447	14.5	100,634	12.1
Equity	120,264	12.6	117,741	13.7	71,740	7.7	57,868	7.0
Warrants	4,768	0.5	2,079	0.2	2,952	0.3	2,952	0.4
Total	$ 957,906	100.0 %	$ 860,329	100.0 %	$ 936,629	100.0 %	$ 828,693	100.0 %

(1) Includes unitranche investments, which account for 37.6% and 38.5% of our portfolio on a fair value and cost basis as of December 31, 2023, respectively. Includes unitranche investments, which account for 42.1% and 43.4% of our portfolio on a fair value and cost basis as of December 31, 2022, respectively.

The following table shows portfolio composition by geographic region at fair value and cost and as a percentage of total investments. The geographic composition is determined by the location of the corporate headquarters of the portfolio company, which may not be indicative of the primary source of the portfolio company's business.

	Fair Value				Cost			
	December 31, 2023		December 31, 2022		December 31, 2023		December 31, 2022	
United States								
Midwest	$ 112,607	11.8 %	$ 180,556	21.0 %	$ 75,436	8.1 %	$ 132,177	16.0 %
Southeast	292,408	30.6	265,902	31.0	286,329	30.5	258,373	31.1
Northeast	181,412	18.9	127,427	14.8	176,389	18.8	134,897	16.3
West	172,705	18.0	151,487	17.6	191,545	20.5	161,935	19.5
Southwest	186,274	19.4	122,519	14.2	194,466	20.8	128,873	15.6
Canada	12,500	1.3	12,438	1.4	12,464	1.3	12,438	1.5
Total	$ 957,906	100.0 %	$ 860,329	100.0 %	$ 936,629	100.0 %	$ 828,693	100.0 %

The following table shows portfolio composition by type and by geographic region at fair value as a percentage of net assets.

By Type	December 31, 2023	December 31, 2022
First Lien Debt	98.1 %	95.0 %
Second Lien Debt	20.3	38.1
Subordinated Debt	22.9	21.1
Equity	20.4	24.5
Warrants	0.8	0.4
Total	162.5 %	179.1 %

By Geographic Region	December 31, 2023	December 31, 2022
United States		
Midwest	19.1 %	37.6 %
Southeast	49.6	55.4
Northeast	30.8	26.5
West	29.3	31.5
Southwest	31.6	25.5
Canada	2.1	2.6
Total	162.5 %	179.1 %

As of December 31, 2023 and 2022, the Company had no portfolio company investments that represented more than 10% of the total investment portfolio on a fair value or cost basis. As of December 31, 2023, the Company and no investments that exceeded 5% of totals assets. As of December 31, 2022, the Company's investment in Pfanstiehl, Inc. totaled $51,992 or 5.6% of total assets.

As of December 31, 2023 and 2022, the Company had debt investments in three and four portfolio companies, respectively, on non-accrual status:

Portfolio Company	December 31, 2023 Fair Value	December 31, 2023 Cost	December 31, 2022 Fair Value	December 31, 2022 Cost
EBL, LLC (EbLens)	$ — (2)	$ — (2)	$ —	$ 9,332
US GreenFiber, LLC	—	5,223	—	5,223
K2 Merger Agreement Agent, LLC (fka K2 Industrial Services, Inc.)	— (2)	— (2)	2,123	2,368
Allredi, LLC (fka Marco Group International OpCo, LLC)	— (3)	— (3)	8,144	10,281
Suited Connector LLC	4,324	15,933	— (1)	— (1)
Virtex Enterprises, LP	5,340	10,906	— (1)	— (1)
Total	$ 9,664	$ 32,062	$ 10,267	$ 27,204

(1) Debt investment in portfolio company was not on non-accrual status as of December 31, 2022.
(2) Portfolio company debt investment was not held as of December 31, 2023.
(3) Portfolio company debt investment was not on non-accrual status as of December 31, 2023.

Consolidated Schedule of Investments In and Advances To Affiliates

The table below represents the fair value of control and affiliate investments as of December 31, 2022 and any additions and reductions made to such investments during the year ended December 31, 2023, including the total investment income earned on such investments during the period.

Portfolio Company [1]	December 31, 2023 Principal Amount - Debt Investments	December 31, 2022 Fair Value	Gross Additions [2]	Gross Reductions [3]	December 31, 2023 Fair Value	Net Realized Gains (Losses) [4]	Net Change in Unrealized Appreciation (Depreciation)	Year Ended December 31, 2023 Interest Income	Payment-in-kind Interest Income	Dividend Income	Fee Income
Control Investments											
EBL, LLC (EbLens)	$ —	$ —	$ 11,458	$ (11,458)	$ —	$ (11,458)	$ 11,083	$ —	$ —	$ —	$ —
US GreenFiber, LLC	5,226	—	—	—	—	—	—	—	—	—	—
Total Control Investments	$ 5,226	$ —	$ 11,458	$ (11,458)	$ —	$ (11,458)	$ 11,083	$ —	$ —	$ —	$ —
Affiliate Investments											
Applegate Greenfiber Intermediate Inc. (fka US GreenFiber, LLC)	$ 9,602	$ 23,168	$ 1,422	$ —	$ 24,590	$ —	$ 1,422	$ 974	$ —	$ —	$ —
Medsurant Holdings, LLC	—	2,540	3,463	(73)	5,930	—	3,463	—	—	—	—
Pfanstiehl, Inc.	—	51,992	46	(18,717)	33,321	—	(8,717)	673	—	347	—
Spectra A&D Acquisition, Inc. (fka FDS Avionics Corp.)	15,000	19,118	2,208	(6,005)	15,321	—	(4,505)	2,379	—	—	65
Steward Holding LLC (dba Steward Advanced Materials)	—	4,772	-	(58)	4,714	—	(58)	—	—	172	—
Total Affiliate Investments	$ 24,602	$ 101,590	$ 7,139	$ (24,853)	$ 83,876	$ —	$ (8,395)	$ 4,026	$ —	$ 519	$ 65

(1) The investment type, industry, ownership detail for equity investments, interest rate and maturity date for debt investments, and if the investment is income producing is disclosed in the consolidated schedule of investments.
(2) Gross additions include increases in the cost basis of investments resulting from new portfolio investments, follow-on investments, accrued PIK interest and PIK dividend income, accretion of OID and origination fees, and net unrealized appreciation recognized during the period. Gross additions also include transfers of portfolio companies into the control or affiliate classification during the period, as applicable.
(3) Gross reductions include decreases in the cost basis of investments resulting from principal repayments or sales and net unrealized (depreciation) recognized during the period. Gross reductions also include transfers of portfolio companies out of the control or affiliate classification during the period, as applicable.
(4) The schedule does not reflect realized gains or losses on escrow receivables for investments which were previously exited and were not held during the period presented. Gains and losses on escrow receivables are classified in the consolidated statements of operations according to the control classification at the time the investment was exited. Escrow receivables are presented in prepaid expenses and other assets on the consolidated statements of assets and liabilities.

The table below represents the fair value of control and affiliate investments as of December 31, 2021 and any additions and reductions made to such investments during the year ended December 31, 2022, including the total investment income earned on such investments during the period.

Portfolio Company [1]	December 31, 2022 Principal Amount - Debt Investments	December 31, 2021 Fair Value	Gross Additions [2]	Gross Reductions [3]	December 31, 2022 Fair Value	Net Realized Gains (Losses) [4]	Net Change in Unrealized Appreciation (Depreciation)	Year Ended December 31, 2022 Interest Income	Payment-in-kind Interest Income	Dividend Income	Fee Income
Control Investments											
EBL, LLC (EbLens) [5]	$ 9,350	$ —	$ 19,628	$ (19,628)	$ —	$ —	$ (11,083)	$ —	$ —	$ —	$ —
Hilco Plastics Holdings, LLC (dba Hilco Technologies)	—	—	353	(353)	$ —	(352)	—	—	—	—	—
Mesa Line Services, LLC	—	2,151	193	(2,344)	—	194	(2,150)	—	—	—	—
US GreenFiber, LLC	5,226	—	—	—	—	—	—	—	—	—	—
Total Control Investments	$ 14,576	$ 2,151	$ 20,174	$ (22,325)	$ —	$ (158)	$ (13,233)	$ —	$ —	$ —	$ —
Affiliate Investments											
Applegate Greenfiber Intermediate Inc. (fka US GreenFiber, LLC)	$ 9,602	$ 22,405	$ 13,566	$ (12,803)	$ 23,168	$ —	$ 763	$ 973	$ —	$ —	$ —
FAR Research Inc.	—	28	—	(28)	—	—	(28)	—	—	—	—
Medsurant Holdings, LLC	—	3,662	—	(1,122)	2,540	—	(1,122)	—	—	—	—
Mirage Trailers LLC	—	10,675	355	(11,030)	—	324	(1,694)	248	29	—	132
Pfanstiehl, Inc.	10,000	57,639	34,335	(39,982)	51,992	24,330	(15,432)	421	—	—	150
Pinnergy, Ltd. [6]	—	21,178	15,300	(36,478)	—	15,300	(18,177)	—	—	656	—
Spectra A&D Acquisition, Inc. (fka FDS Avionics Corp.)	15,000	18,359	5,487	(4,728)	19,118	(121)	(1,723)	1,822	—	—	175
Steward Holding LLC (dba Steward Advanced Materials)	—	3,338	1,434	—	4,772	—	1,434	—	1	69	—
Total Affiliate Investments	$ 34,602	$ 137,284	$ 70,477	$ (106,171)	$ 101,590	$ 39,833	$ (35,979)	$ 3,464	$ 30	$ 725	$ 457

(1) The investment type, industry, ownership detail for equity investments, interest rate, maturity date, and if the investment is income producing is disclosed in the consolidated schedule of investments.

(2) Gross additions include increases in the cost basis of investments resulting from new portfolio investments, follow-on investments, accrued PIK interest and PIK dividend income, accretion of OID and origination fees, and net unrealized appreciation recognized during the period. Gross additions also include transfers of portfolio companies into the control or affiliate classification during the period, as applicable.

(3) Gross reductions include decreases in the cost basis of investments resulting from principal repayments or sales and net unrealized (depreciation) recognized during the period. Gross reductions also include transfers of portfolio companies out of the control or affiliate classification during the period, as applicable.

(4) The schedule does not reflect realized gains or losses on escrow receivables for investments which were previously exited and were not held during the period presented. Gains and losses on escrow receivables are classified in the consolidated statements of operations according to the control classification at the time the investment was exited. Escrow receivables are presented in prepaid expenses and other assets on the consolidated statements of assets and liabilities.

(5) Portfolio company was transferred to Control investments from Non-control/Non-affiliate investments during the year ended December 31, 2022.

(6) Portfolio company was transferred to Non-control/Non-affiliate investments from Affiliate investments during the year ended December 31, 2022.

Note 4. Fair Value Measurements

Investments

The Board has established and documented processes and methodologies for determining the fair values of portfolio company investments on a recurring basis in accordance with ASC Topic 820 and consistent with the requirements of the 1940 Act. Fair value is the price, determined at the measurement date, that would be received in the sale of an asset or paid to transfer a liability in an orderly transaction between market participants. Where available, fair value is based on observable market prices or parameters, or derived from such prices or parameters. Where observable prices or inputs are not available or reliable, valuation techniques described below are applied. Under ASC Topic 820, portfolio investments recorded at fair value in the consolidated financial statements are classified within the fair value hierarchy based upon the level of judgment associated with the inputs used to measure their value, as defined below:

Level 1 — Inputs are unadjusted, quoted prices in active markets for identical assets as of the measurement date.

Level 2 — Inputs include quoted prices for similar assets in active markets, or that are quoted prices for identical or similar assets in markets that are not active and inputs that are observable, either directly or indirectly, for substantially the full term, if applicable, of the investment.

Level 3 — Inputs include those that are both unobservable and significant to the overall fair value measurement.

An investment's categorization within the valuation hierarchy is based upon the lowest level of input that is significant to the fair value measurement. The Company's investment portfolio is comprised entirely of debt and equity securities of privately held companies for which quoted prices falling within the categories of Level 1 and Level 2 inputs are not available, with the exception of money market funds and one portfolio company, which are valued using Level 1 inputs as of December 31, 2023. Therefore, the Company values such portfolio investments at fair value, as determined in good faith by the Board, using Level 3 inputs with the exception of money market funds and one portfolio company, that was valued using Level 1 inputs as of December 31, 2023. The degree of judgment exercised by the Board in determining fair value is greatest for investments classified as Level 3 inputs. Due to the inherent uncertainty of determining the fair values of investments that do not have readily available market quotations, the Board's estimate of fair values may differ significantly from the values that would have been used had a ready market for the securities existed, and those differences may be material. In addition, changes in the market environment, portfolio company performance and other events that may occur over the lives of the investments may cause the amounts ultimately realized on these investments to be materially different than the valuations currently assigned.

With respect to investments for which market quotations are not readily available, the Board undertakes a multi-step valuation process each quarter, as described below:

- the quarterly valuation process begins with each portfolio company or investment being initially evaluated and rated by the investment professionals of the Investment Advisor responsible for the portfolio investment;
- preliminary valuation conclusions are then documented and discussed with the investment committee of the Investment Advisor;
- the Board engages one or more independent valuation firm(s) to conduct independent appraisals of a selection of our portfolio investments for which market quotations are not readily available. Each portfolio company investment is generally appraised by the valuation firm(s) at least once every calendar year and each new portfolio company investment is appraised at least once in the twelve-month period following the initial investment. In certain instances, the Company may determine that it is not cost-effective, and as a result it is not in the Company's stockholders' best interest, to request the independent appraisal of certain portfolio company investments. Such instances include, but are not limited to, situations where the Company determines that the fair value of the portfolio company investment is relatively insignificant to the fair value of the total portfolio.
- the audit committee of the Board reviews the preliminary valuations of the Investment Advisor and of the independent valuation firm(s) and responds and supplements the valuation recommendations to reflect any comments; and

- the Board discusses these valuations and determines the fair value of each investment in our portfolio in good faith, based on the input of the Investment Advisor, the independent valuation firm(s) and the audit committee.

In making the good faith determination of the value of portfolio investments, the Board starts with the cost basis of the security. The transaction price is typically the best estimate of fair value at inception. When evidence supports a subsequent change to the carrying value from the original transaction price, adjustments are made to reflect the expected exit values.

The Board consulted with the independent third-party valuation firm(s) in arriving at our determination of fair value for 18 and 16 of our portfolio company investments representing 29.9% and 29.5% of the total portfolio investments at fair value (exclusive of new portfolio company investments made during the three months ended December 31, 2023 and 2022, respectively) as of December 31, 2023 and 2022, respectively.

Consistent with the policies and methodologies adopted by the Board, the Company performs detailed valuations of its debt and equity investments, including an analysis on the Company's unfunded debt investment commitments, using both the market and income approaches as appropriate. Under the market approach, the Company typically uses the enterprise value methodology to determine the fair value of an investment. There is no one methodology to estimate enterprise value and, in fact, for any one portfolio company, enterprise value is generally best expressed as a range of values, from which the Company derives a single estimate of enterprise value. Under the income approach, the Company typically prepares and analyzes discounted cash flow models to estimate the present value of future cash flows of either an individual debt investment or of the underlying portfolio company itself.

The Company evaluates investments in portfolio companies using the most recent portfolio company financial statements and forecasts. The Company also consults with the portfolio company's senior management to obtain further updates on the portfolio company's performance, including information such as industry trends, new product development and other operational issues.

For the Company's debt investments the primary valuation technique used to estimate the fair value is the discounted cash flow method. However, if there is deterioration in credit quality or a debt investment is in workout status, the Company may consider other methods in determining the fair value, including the value attributable to the debt investment from the enterprise value of the portfolio company or the proceeds that would be received in a liquidation analysis. The Company's discounted cash flow models estimate a range of fair values by applying an appropriate discount rate to the future cash flow streams of its debt investments, based on future interest and principal payments as set forth in the associated debt investment agreements. The Company prepares a weighted average cost of capital for use in the discounted cash flow model for each investment, based on factors including, but not limited to: current pricing and credit metrics for similar proposed or executed investment transactions of private companies; the portfolio company's historical financial results and outlook; and the portfolio company's current leverage and credit quality as compared to leverage and credit quality as of the date the investment was made. The Company may also consider the following factors when determining the fair value of debt investments: the portfolio company's ability to make future scheduled payments; prepayment penalties and other fees; estimated remaining life; the nature and realizable value of any collateral securing such debt investment; and changes in the interest rate environment and the credit markets that generally may affect the price at which similar investments may be made. The Company estimates the remaining life of its debt investments to generally be the legal maturity date of the instrument, as the Company generally intends to hold its debt investments to maturity. However, if the Company has information available to it that the debt investment is expected to be repaid in the near term, it would use an estimated remaining life based on the expected repayment date.

For the Company's equity investments, including equity securities and warrants, the Company generally uses a market approach, including valuation methodologies consistent with industry practice, to estimate the enterprise value of portfolio companies. Typically, the enterprise value of a private company is based on multiples of EBITDA, net income, revenues, or in limited cases, book value. In estimating the enterprise value of a portfolio company, the Company analyzes various factors consistent with industry practice, including but not limited to original transaction multiples, the portfolio company's historical and projected financial results, applicable market trading and transaction comparables, applicable market yields and leverage levels, the nature and realizable value of any collateral, the markets in which the portfolio company does business, and comparisons of financial ratios of peer companies that are public.

The Company may also utilize an income approach when estimating the fair value of its equity investments, either as a primary methodology if consistent with industry practice or if the market approach is otherwise not applicable, or as a supporting methodology to corroborate the fair value ranges determined by the market approach. The Company typically prepares and analyzes discounted cash flow models based on projections of the future free cash flows (or earnings) of the portfolio company. The Company considers various factors, including, but not limited to, the portfolio company's projected financial results, applicable market trading and transaction comparables, applicable market yields and leverage levels, the markets in which the portfolio company does business, and comparisons of financial ratios of peer companies that are public.

The following tables present fair value measurements of investments by major class according to the fair value hierarchy:

	December 31, 2023			
	Level 1	Level 2	Level 3	Total
First Lien Debt	$ —	$ —	$ 578,140	$ 578,140
Second Lien Debt	—	—	119,561	119,561
Subordinated Debt	—	—	135,173	135,173
Equity	257	—	120,007	120,264
Warrants	—	—	4,768	4,768
Money Market Funds	114,556	—	—	114,556
Total	$ 114,813	$ —	$ 957,649	$ 1,072,462

	December 31, 2022			
	Level 1	Level 2	Level 3	Total
First Lien Debt	$ —	$ —	$ 456,105	$ 456,105
Second Lien Debt	—	—	182,948	182,948
Subordinated Debt	—	—	101,456	101,456
Equity	310	—	117,431	117,741
Warrants	—	—	2,079	2,079
Money Market Funds	61,076	—	—	61,076
Total	$ 61,386	$ —	$ 860,019	$ 921,405

The Company reviews the fair value hierarchy classifications on a quarterly basis. Reclassifications impacting Level 3 of the fair value hierarchy are reported as transfers in or out of the Level 3 category as of the beginning of the quarter in which the reclassifications occur. There were no transfers among Levels 1, 2, and 3 during the years ended December 31, 2023 and 2022.

The following tables present a reconciliation of the beginning and ending balances for fair valued investments measured using significant unobservable inputs (Level 3) for the years ended December 31, 2023 and 2022:

	First Lien Debt	Second Lien Debt	Subordinated Debt	Equity	Warrants	Total
Balance, December 31, 2021	$ 354,922	$ 158,815	$ 36,064	$ 165,762	$ 3,204	$ 718,767
Net realized gains (losses) on investments	(1,717)	—	—	65,817	1,535	65,635
Net change in unrealized appreciation (depreciation) on investments	904	(20,948)	753	(45,610)	(754)	(65,655)
Purchase of investments	189,149	67,998	66,516	10,183	—	333,846
Proceeds from sales and repayments of investments	(87,622)	(23,731)	(2,000)	(78,721)	(1,906)	(193,980)
Interest and dividend income paid-in-kind	597	651	415	—	—	1,663
Proceeds from loan origination fees	(1,566)	(208)	(350)	—	—	(2,124)
Accretion of loan origination fees	1,412	155	58	—	—	1,625
Accretion of original issue discount	26	216	—	—	—	242
Balance, December 31, 2022	$ 456,105	$ 182,948	$ 101,456	$ 117,431	2,079	$ 860,019
Net realized gains (losses) on investments	—	(10,168)	178	34,061	-	24,071
Net change in unrealized appreciation (depreciation) on investments	(2,064)	1,461	(1,096)	(11,343)	2,689	(10,353)
Purchase of investments	245,741	25,000	42,041	23,959	—	336,741
Proceeds from sales and repayments of investments	(122,680)	(81,719)	(10,328)	(44,101)	—	(258,828)
Interest and dividend income paid-in-kind	1,516	1,770	3,348	—	—	6,634
Proceeds from loan origination fees	(2,647)	(331)	(622)	—	—	(3,600)
Accretion of loan origination fees	2,101	214	189	—	—	2,504
Accretion of original issue discount	68	386	7	—	—	461
Balance, December 31, 2023	$ 578,140	$ 119,561	$ 135,173	$ 120,007	$ 4,768	$ 957,649

Net change in unrealized appreciation/(depreciation) of $(12,219) and $(28,524) for the years ended December 31, 2023 and 2022, respectively, was attributable to Level 3 investments held at December 31, 2023 and 2022, respectively.

The following tables summarize the significant unobservable inputs by valuation technique used to determine the fair value of the Company's Level 3 debt and equity investments as of December 31, 2023 and 2022. The tables are not intended to be all-inclusive, but instead capture the significant unobservable inputs relevant to the Company's determination of fair values.

		Fair Value at December 31, 2023	Valuation Techniques	Unobservable Inputs	Range (weighted average)[1]
Debt investments:					
First Lien Debt	$	573,140	Discounted cash flow	Weighted average cost of capital	9.4% - 23.4% (15.6%)
		5,000	Enterprise value	Asset Coverage	1.3x - 1.3x (1.3x)
Second Lien Debt		119,561	Discounted cash flow [2]	Weighted average cost of capital	12.7% - 30.0% (16.1%)
Subordinated Debt		134,965	Discounted cash flow	Weighted average cost of capital	10.3% - 16.4% (13.4%)
		208	Enterprise value	EBITDA multiples	6.0x - 6.0x (6.0x)
Equity investments:					
Equity		112,008	Enterprise value	EBITDA multiples	4.0x - 32.5x (9.5x)
		7,999	Enterprise value	Revenue multiples	0.7x - 9.5x (7.5x)
Warrants		4,625	Enterprise value	EBITDA multiples	6.0x - 6.0x (6.0x)
		143	Enterprise value	Revenue multiples	4.5x - 4.5x (4.5x)

(1) Unobservable inputs were weighted by the relative fair value of the instruments.
(2) Includes $50.5 million of debt investments which were valued using a trading discount to par.

		Fair Value at December 31, 2022	Valuation Techniques	Unobservable Inputs	Range (weighted average)[1]
Debt investments:					
First Lien Debt	$	441,830	Discounted cash flow	Weighted average cost of capital	8.9% - 21.9% (15.5%)
		11,000	Enterprise value	Asset Coverage	1.1x - 1.1x (1.1x)
		3,275	Enterprise value	Revenue multiples	4.3x - 4.3x (4.3x)
Second Lien Debt		180,825	Discounted cash flow [2]	Weighted average cost of capital	11.7% - 25.0% (14.5%)
		-	Enterprise value	EBITDA multiples	5.0x - 5.0x (5.0x)
		2,123	Enterprise value	Asset Coverage	0.8x - 0.8x (0.8x)
Subordinated Debt		97,706	Discounted cash flow	Weighted average cost of capital	10.0% - 15.2% (12.5%)
		3,750	Enterprise value	EBITDA multiples	8.5x - 8.5x (8.5x)
Equity investments:					
Equity		111,808	Enterprise value	EBITDA multiples	4.0x - 16.8x (8.1x)
		5,623	Enterprise value	Revenue multiples	0.9x - 7.8x (6.4x)
Warrants		1,949	Enterprise value	EBITDA multiples	6.0x - 6.0x (6.0x)
		130	Enterprise value	Revenue multiples	4.5x - 4.5x (4.5x)

(1) Unobservable inputs were weighted by the relative fair value of the instruments.
(2) Includes $18.0 million of debt investments which were valued using a trading discount to par.

The significant unobservable input used in determining the fair value under the discounted cash flow technique is the weighted average cost of capital of each security. Significant increases (or decreases) in this input would likely result in significantly lower (or higher) fair value estimates.

The significant unobservable inputs used in determining fair value under the enterprise value technique are revenue and EBITDA multiples, as well as asset coverage. Significant increases (or decreases) in these inputs could result in significantly higher (or lower) fair value estimates.

Other Financial Assets and Liabilities

ASC Topic 820 requires disclosure of the fair value of financial instruments for which it is practical to estimate such value. The Company believes that the carrying amounts of its other financial instruments such as cash and cash equivalents, interest receivable and accounts payable and other liabilities approximate the fair value of such items due to the short maturity of such instruments. The Company’s borrowings under the Credit Facility (as defined in Note 6), the SBA debentures, and the Notes (as defined in Note 6) are recorded at their respective carrying values.

The following tables summarize the carrying value and fair value of the Company’s debt obligations as of December 31, 2023 and 2022:

	December 31, 2023[5]		December 31, 2022[5]	
	Carrying Value [1]	Fair Value	Carrying Value [1]	Fair Value
SBA debentures [2]	$ 210,000	$ 210,000	$ 153,000	$ 153,000
Credit Facility borrowings [3]	—	—	—	—
January 2026 Notes [4]	125,000	113,682	125,000	111,854
November 2026 Notes [4]	125,000	106,103	125,000	103,963
Total	$ 460,000	$ 429,785	$ 403,000	$ 368,817

(1)Carrying value represents the outstanding principal balance of the debt obligation.
(2)The fair value of the SBA debentures is estimated by discounting the remaining payments using current market rates for similar instruments and considering such factors as the legal maturity date and the ability of market participants to prepay the debentures, which are Level 3 inputs under ASC Topic 820.
(3)The fair value of borrowings under the Credit Facility, if valued under ASC Topic 820, are based on a market yield approach and current interest rates, which are Level 3 inputs to the market yield model.
(4)The fair value of the January 2026 Notes (as defined in Note 6) and the November 2026 Notes (as defined in Note 6) are estimated by discounting the remaining payments using current market rates for similar instruments and considering such factors as the legal maturity date, which are Level 3 inputs under ASC Topic 820.
(5)Totals exclude $15,880 and $16,880 of Secured Borrowings as of December 31, 2023 and December 31, 2022, respectively.

The following table summarizes the inputs used to value the Company's debt obligations if measured at fair value as of December 31, 2023 and 2022:

	Fair Value	
Valuation Inputs	December 31, 2023	December 31, 2022
Level 1	$ —	$ —
Level 2	—	—
Level 3	429,785	368,817
Total	$ 429,785	$ 368,817

Note 5. Related Party Transactions

Investment Advisory Agreement: The Company has entered into an Investment Advisory Agreement with the Investment Advisor. On June 8, 2023, the Board approved the renewal of the Investment Advisory Agreement for the period from June 20, 2023 through June 20, 2024. Pursuant to the Investment Advisory Agreement and subject to the overall supervision of the Board, the Investment Advisor provides investment advisory services to the Company. For providing these services, the Investment Advisor receives a fee, consisting of two components — a base management fee and an incentive fee.

The base management fee is calculated at an annual rate of 1.75% based on the average value of total assets (other than cash or cash equivalents, but including assets purchased with borrowed amounts) at the end of the two most recently completed calendar quarters. The Board of Directors accepted a voluntary, non-contractual, and unconditional waiver from the Investment Advisor to exclude any investments recorded as secured borrowings as defined under GAAP from the base management fee payable effective April 1, 2021. The base management fee is payable quarterly in arrears. The base management fee under the Investment Advisory Agreement for the years ended December 31, 2023, 2022 and 2021 totaled $16,288, $14,568, and $12,874, respectively. The base management fee waiver was $287, $302, and $176 for the years ended December 31, 2023, 2022, and 2021 respectively. As of December 31, 2023 and 2022, the base management fee payable (net of the base management fee waiver) was $4,151 and $3,769, respectively.

The incentive fee consists of two parts. The first part is calculated and payable quarterly in arrears based on the Company's pre-incentive fee net investment income for the quarter. Pre-incentive fee net investment income means interest income, dividend income and any other income (including any other fees such as commitment, origination, structuring, diligence and consulting fees or other fees that the Company receives from portfolio companies but excluding fees for providing managerial assistance) accrued during the calendar quarter, minus operating expenses for the quarter (including the base management fee, any expenses payable under the Administration Agreement (defined below) and any interest expense and dividends paid on any outstanding preferred stock, but excluding the incentive fee and excise taxes on realized gains). Pre-incentive fee net investment income includes, in the case of investments with a deferred interest feature (such as market discount, original issue discount, debt instruments with PIK income, preferred stock with PIK dividends and zero-coupon securities), and accrued income the Company has not yet received in cash. The Investment Advisor is not under any obligation to reimburse the Company for any part of the incentive fee it receives that was based on accrued interest that the Company never collects.

Pre-incentive fee net investment income does not include any realized capital gains, taxes associated with such realized capital gains, realized capital losses or unrealized capital appreciation or depreciation. Because of the structure of the incentive fee, it is possible that the Company may pay an incentive fee in a quarter where the Company incurs a loss. For example, if the Company generates pre-incentive fee net investment income in excess of the hurdle rate (as defined below) for a quarter, the Company will pay the applicable incentive fee even if the Company has incurred a loss in that quarter due to a net loss on investments.

Pre-incentive fee net investment income, expressed as a rate of return on the value of the Company's net assets (defined as total assets less indebtedness and before taking into account any incentive fees payable during the period) at the end of the immediately preceding calendar quarter, is compared to a fixed "hurdle rate" of 2.0% per quarter. Under conditions such as the current rising interest rate environment, the Company may be able to invest funds in debt instruments that provide for a higher return, which would increase the Company's pre-incentive fee net investment income and make it easier for the Investment Advisor to surpass the fixed hurdle rate and receive an incentive fee based on such net investment income.

The Company pays the Investment Advisor an incentive fee with respect to pre-incentive fee net investment income in each calendar quarter as follows:

- no incentive fee in any calendar quarter in which the pre-incentive fee net investment income does not exceed the hurdle rate of 2.0%;
- 100.0% of the Company's pre-incentive fee net investment income with respect to that portion of such pre-incentive fee net investment income, if any, that exceeds the hurdle rate but is less than 2.5% in any calendar quarter. This portion of the pre-incentive fee net investment income (which exceeds the hurdle rate but is less than 2.5%) is referred to as the "catch-up" provision. The catch-up is meant to provide the Investment Advisor with 20.0% of the pre-incentive fee net investment income as if a hurdle rate did not apply if this net investment income exceeds 2.5% in any calendar quarter; and
- 20.0% of the amount of the Company's pre-incentive fee net investment income, if any, that exceeds 2.5% in any calendar quarter.

The sum of the calculations above equals the income incentive fee. The income incentive fee is appropriately prorated for any period of less than three months and adjusted for any share issuances or repurchases during the calendar quarter. The income incentive fee for the years ended December 31, 2023, 2022 and 2021 totaled $16,529, $8,318, and $10,266, respectively. As of December 31, 2023 and 2022, the income incentive fee payable was $4,570 and $3,035, respectively.

The second part of the incentive fee is a capital gains incentive fee that is determined and paid in arrears as of the end of each fiscal year (or upon termination of the Investment Advisory Agreement, as of the termination date), and equals 20.0% of the net capital gains as of the end of the fiscal year. In determining the capital gains incentive fee to be paid in cash to the Investment Advisor, the Company calculates the cumulative aggregate realized capital gains and losses since the Formation Transactions (realized capital gains and losses include realized gains and losses on investments, net of income tax provision from realized gains on investments, realized losses on extinguishment of debt, but excluding income tax (provision) benefit from deemed distribution of long term capital gains), and the aggregate unrealized capital depreciation on investments as of the date of the calculation. At the end of the applicable year, the amount of capital gains that serves as the basis for the calculation of the capital gains incentive fee to be paid equals the cumulative aggregate realized capital gains on investments, less cumulative aggregate tax (provision) benefit on realized gains (losses), less cumulative aggregate realized capital losses on investments, less aggregate unrealized capital depreciation on investments, and less cumulative aggregate realized losses on extinguishment of debt. If this number is positive at the end of such year, then the capital gains incentive fee to be paid in cash for such year equals 20.0% of such amount, less the aggregate amount of any capital gains incentive fees paid in all prior years. As of December 31, 2023 and 2022, the capital gains incentive fee payable in cash was $3,537 and $7,556, respectively (as cumulative aggregate realized capital gains and losses on investments exceeded aggregate unrealized capital depreciation on investments plus realized losses on extinguishment of debt). The aggregate amount of capital gains incentive fees paid from the IPO through December 31, 2023 was $14,040.

In addition, the Company accrues, but does not pay in cash, a capital gains incentive fee in connection with any unrealized capital appreciation on investments, as applicable. If, on a cumulative basis, the sum of (i) net realized gains/(losses) on investments, net of income tax (provision) benefit from realized gains on investments plus (ii) net unrealized appreciation/(depreciation) on investments plus (iii) realized losses on extinguishment of debt decreases during a period, the Company will reverse any excess capital gains incentive fee previously accrued such that the amount of capital gains incentive fee accrued is no more than 20.0% of the sum of (i) net realized gains/(losses) on investments, net of income tax (provision) benefit from realized gains on investments plus (ii) net unrealized appreciation/(depreciation) on investments plus (iii) realized losses on extinguishment of debt. The capital gains incentive fee accrued (reversed) during the years ended December 31, 2023, 2022 and 2021 was $2,405, $(432), and $18,196, respectively. As of December 31, 2023 and 2022, the accrued capital gains incentive fee payable was $17,509 and $22,659, respectively.

Unless terminated earlier as described below, the Investment Advisory Agreement will continue in effect from year to year if approved annually by the Board or by the affirmative vote of the holders of a majority of the Company's outstanding voting securities, and, in either case, if also approved by a majority of the directors who are not "interested persons" of the Company, as such term is defined under Section 2(a)(19) of the 1940 Act (the "Independent Directors"). The Investment Advisory Agreement automatically terminates in the event of its assignment, as defined in the 1940 Act, by the Investment Advisor and may be terminated by either party without penalty upon not less than 60 days' written notice to the other. The Investment Advisory Agreement may be terminated at any time, without the payment of any penalty, upon 60 days' written notice, by the vote of holders of a majority of the outstanding voting securities of the Company or the vote of the Board.

Administration Agreement: The Company also entered into an administration agreement (the "Administration Agreement") with the Investment Advisor. On June 8, 2023, the Board approved the renewal of the Administration Agreement for the period from June 20, 2023 through June 20, 2024. Under the Administration Agreement, the Investment Advisor furnishes the Company with office facilities and equipment, provides clerical, bookkeeping, and record keeping services at such facilities and provides the Company with other administrative services necessary to conduct its day-to-day operations. The Company reimburses the Investment Advisor for the allocable portion of overhead expenses incurred in performing its obligations under the Administration Agreement, including rent and the Company's allocable portion of the cost of its chief financial officer and chief compliance officer and their respective staffs. Under the Administration Agreement, the Investment Advisor also provides managerial assistance to those portfolio companies on the Company's behalf to those portfolio companies that have accepted the Company's offer to provide such assistance and the Company reimburses the Investment Advisor for fees and expenses incurred with providing such services. In addition, the Company reimburses the Investment Advisor for fees and expenses incurred while performing due diligence on the Company's prospective portfolio companies, including "dead deal" expenses. Under the Administration Agreement, administrative service expenses for the years ended December 31, 2023, 2022 and 2021 were $2,353, $1,902 and $1,719, respectively. As of December 31, 2023 and 2022, the accrued administrative service expense payable was $993 and $700, respectively.

Note 6. Debt

Revolving Credit Facility: On June 16, 2014, FIC entered into a senior secured revolving credit agreement (the "Credit Agreement" and the senior secured revolving credit facility, the "Credit Facility") with ING Capital LLC ("ING"), as the administrative agent, collateral agent, and lender. The Credit Facility is secured by certain portfolio investments held by the Company, but portfolio investments held by the Funds are not collateral for the Credit Facility. On April 24, 2019, the Company entered into an Amended & Restated Senior Secured Revolving Credit Agreement (the "Amended Credit Agreement") among the Company, as borrower, the lenders party thereto, and ING, as administrative agent. On June 26, 2020, the Company entered into an amendment to the Amended Credit Agreement that, among other changes, modified certain financial covenants. On August 17, 2022, the Company entered into a second amendment to the Amended Credit Agreement ("Second Amendment"). The Second Amendment, among other things: (i) changed the underlying benchmark used to compute interest under the Amended Credit Agreement to SOFR from LIBOR; (ii) reduced the applicable margin from 3.00% to 2.675% on SOFR loans prior to satisfying certain step-down conditions, and from 2.675% to 2.50% after satisfying certain step-down conditions, with commensurate reductions in the applicable margins for base rate loans; (iii) provided for a loan commitment availability period ending on August 17, 2026; (iv) extended the maturity date to August 17, 2027 from April 24, 2023; and (v) amended certain financial covenants, including (a) amending the asset coverage ratio to no less than 1.50 to 1.00 from no less than 2.00 to 1.00 (on a regulatory basis); and (b) requiring the Company to maintain a senior asset coverage ratio of no less than 2.00 to 1.00.

The Company pays a commitment fee that varies depending on the size of the unused portion of the Credit Facility: 2.500% to 2.675% per annum on the unused portion of the Credit Facility at or below 35% of the commitments and 0.50% per annum on any remaining unused portion of the Credit Facility between the total commitments and the 35% minimum utilization. The Credit Facility is secured by a first priority security interest in all of our assets, excluding the assets of our SBIC subsidiaries.

Amounts available to borrow under the Credit Facility are subject to a minimum borrowing/collateral base that applies an advance rate to certain investments held by the Company, excluding investments held by the Funds. The Company is subject to limitations with respect to the investments securing the Credit Facility, including, but not limited to, restrictions on sector concentrations, loan size, payment frequency and status and collateral interests, as well as restrictions on portfolio company leverage, which may also affect the borrowing base and therefore amounts available to borrow.

The Company has made customary representations and warranties and is required to comply with various covenants, reporting requirements and other customary requirements for similar credit facilities. These covenants are subject to important limitations and exceptions that are described in the documents governing the Credit Facility. As of December 31, 2023 and 2022, the Company was in compliance in all material respects with the terms of the Credit Agreement.

SBA debentures: The Company uses debenture leverage provided through the SBA to fund a portion of its investment purchases.

Under the SBA debenture program, the SBA commits to purchase debentures issued by SBICs; such debentures have 10-year terms with the entire principal balance due at maturity and are guaranteed by the SBA. Interest on SBA debentures is payable semi-annually on March 1 and September 1. As of December 31, 2023 and 2022, approved and unused SBA debenture commitments were zero and $37,000, respectively. The SBA may limit the amount that may be drawn each year under these commitments, and each issuance of leverage is conditioned on the Company's full compliance, as determined by the SBA, with the terms and conditions under SBA regulations.

As of December 31, 2023 and 2022, the Company's issued and outstanding SBA debentures mature as follows:

Pooling Date (1)	**Maturity Date**	**Fixed Interest Rate**	**December 31, 2023**	**December 31, 2022**
3/25/2015	3/1/2025	3.277 %	$ -	1,500
3/23/2016	3/1/2026	3.267	500	1,500
3/23/2016	3/1/2026	3.249	-	2,500
9/21/2016	9/1/2026	2.793	500	500
9/20/2017	9/1/2027	3.260	1,000	1,000
9/20/2017	9/1/2027	3.190	33,000	33,000
9/25/2019	9/1/2029	2.377	7,500	7,500
3/25/2020	3/1/2030	2.172	6,000	6,000
9/22/2021	9/1/2031	1.398	11,500	11,500
3/23/2022	3/1/2032	3.209	43,500	43,500
9/21/2022	9/1/2032	4.533	17,500	17,500
3/22/2023	3/1/2033	5.439	4,000	4,000
3/22/2023	3/1/2033	5.341	3,000	3,000
3/22/2023	3/1/2033	5.341	3,000	3,000
3/22/2023	3/1/2033	5.439	5,000	5,000
3/22/2023	3/1/2033	5.439	5,000	5,000
3/22/2023	3/1/2033	5.341	7,000	7,000
3/22/2023	3/1/2033	5.341	4,000	—
9/20/2023	9/1/2033	5.861	8,000	—
9/20/2023	9/1/2033	5.861	12,000	—
9/20/2023	9/1/2033	5.861	5,000	—
9/20/2023	9/1/2033	5.861	8,000	—
9/20/2023	9/1/2033	5.735	3,000	—
(2)	(2)	(2)	3,000	—
(2)	(2)	(2)	12,000	—
(2)	(2)	(2)	2,000	—
(2)	(2)	(2)	2,000	—
(2)	(2)	(2)	3,000	—
Total outstanding SBA debentures			$ 210,000	$ 153,000

(1) The SBA has two scheduled pooling dates for debentures (in March and in September). Certain debentures funded during the reporting periods may not be pooled until the subsequent pooling date.

(2) The Company issued $3,000, $12,000, $2,000, $2,000, and $3,000 in SBA debentures that will pool in March 2024. Until the pooling date, the debentures bear interest at a fixed rate interim interest rate of 6.083%, 6.026%, 6.009%, 5.991%, and 5.980%, respectively.

Notes: On February 2, 2018, the Company closed the public offering of $43,478 in aggregate principal amount of its 5.875% notes due 2023, or the "2023 Notes." On February 22, 2018, the underwriters exercised their option to purchase an additional $6,522 in aggregate principal of the 2023 Notes. The total net proceeds to the Company from the 2023 Notes, including the exercise of the underwriters' option, after deducting underwriting discounts of $1,500 and offering expenses of $438, were $48,062. On January 19, 2021, the Company redeemed $50,000 in aggregate principal amount of the issued and outstanding 2023 Notes, resulting in a realized loss on extinguishment of debt of $794.

On February 8, 2019, the Company closed the public offering of $60,000 in aggregate principal amount of its 6.000% notes due 2024, or the "February 2024 Notes". On February 19, 2019, the underwriters exercised their option to purchase an additional $9,000 in aggregate principal of the February 2024 Notes. The total net proceeds to the Company from the February 2024 Notes, including the exercise of the underwriters' option, after deducting underwriting discounts of $2,070 and offering expenses of $409, were $66,521. On February 16, 2021, the Company redeemed $50,000 of the $69,000 aggregate principal amount on the February 2024 Notes, resulting in a realized loss on extinguishment of debt of $1,081. On November 2, 2021, the Company fully redeemed the remaining $19,000 in aggregate principal amount on the issued and outstanding February 2024 Notes, resulting in a realized loss on extinguishment of debt of $313.

On October 16, 2019, the Company closed the public offering of $55,000 in aggregate principal amount of its 5.375% notes due 2024, or the "November 2024 Notes" (and collectively with the 2023 Notes and February 2024 Notes, the "Public Notes" and collectively with the February 2024 Notes, the "2024 Notes"). On October 23, 2019, the underwriters exercised their option to purchase an additional $8,250 in aggregate principal of the November 2024 Notes. The total net proceeds to the Company from the November 2024 Notes, including the exercise of the underwriters' option, after deducting underwriting discounts of $1,898 and offering expenses of $300, were $61,053. On November 2, 2021, the Company fully redeemed $63,250 in aggregate principal amount on the issued and outstanding November 2024 Notes, resulting in a realized loss on extinguishment of debt of $1,311.

On December 23, 2020, the Company closed the offering of $125,000 in aggregate principal amount of its 4.75% notes due 2026, or the "January 2026 Notes". The total net proceeds to the Company from the January 2026 Notes, based on a public offering price of 100.00% of par, after deducting underwriting discounts of $2,500 and offering expenses of $400, were $122,100. The January 2026 Notes will mature on January 31, 2026 and bear interest at a rate of 4.75%. The January 2026 Notes may be redeemed in whole or in part at any time or from time to time at our option subject to a make whole provision if redeemed before October 31, 2025 (the date falling three months prior to maturity) and at par thereafter. Interest on the January 2026 Notes is payable on January 31 and July 31 of each year. The Company does not intend to list the January 2026 Notes on any securities exchange or automated dealer quotation system.

On October 8, 2021, the Company closed the offering of $125,000 in aggregate principal amount of its 3.50% notes due 2026, or the "November 2026 Notes" (collectively with the Public Notes and the January 2026 Notes, the "Notes"). The total net proceeds to the Company from the November 2026 Notes, based on a public offering price of 99.996% of par, after deducting underwriting discounts of $2,505 and offering expenses of $400, were $122,095. The November 2026 Notes will mature on November 15, 2026 and bear interest at a rate of 3.50%. The November 2026 Notes may be redeemed in whole or in part at any time or from time to time at our option subject to a make whole provision if redeemed before August 15, 2026 (the date falling three months prior to maturity) and at par thereafter. Interest on the November 2026 Notes is payable on May 15 and November 15 of each year. The Company does not intend to list the November 2026 Notes on any securities exchange or automated dealer quotation system.

Each of the Notes are unsecured obligations of the Company and rank pari passu with the Company's existing and future unsecured indebtedness; effectively subordinated to all of the Company's existing and future secured indebtedness; and structurally subordinated to all existing and future indebtedness and other obligations of any of its subsidiaries, financing vehicles, or similar facilities the Company may form in the future, with respect to claims on the assets of any such subsidiaries, financing vehicles, or similar facilities, including the Credit Facility.

Secured Borrowing

As of December 31, 2023 and December 31, 2022, the carrying value of secured borrowings totaled $15,880 and $16,880, respectively, and the fair value of the associated loans included in investments was $15,800 and $16,875, respectively. These secured borrowings were created as a result of our completion of partial loan sales of certain unitranche loan assets that did not meet the definition of a "participating interest." As a result, sale treatment was not permitted and these partial loan sales were treated as secured borrowings. The weighted average interest rate on our secured borrowings was approximately 9.4% and 7.8% as of December 31, 2023 and 2022, respectively.

Senior Securities

As of December 31, 2023, and December 31, 2022, the aggregate amount outstanding of the senior securities (including secured borrowings) issued by the Company was $265,880 and $266,880, respectively, for which our asset coverage was 321.7% and 280.0% respectively. The SBA debentures are excluded from the definition "senior securities" in the asset coverage requirement applicable to the Company under the 1940 Act pursuant to exemptive relief granted to us by the SEC on June 30, 2014. The asset coverage ratio for a class of senior securities representing indebtedness is calculated as our consolidated total assets, less all liabilities and indebtedness not represented by senior securities, divided by total senior securities representing indebtedness.

Interest and Financing Expenses

Interest and fees related to the Company's debt for the years ended December 31, 2023, 2022 and 2021 that are included in interest and financing expenses on the consolidated statements of operations, were as follows:

	Year Ended December 31, 2023				
	SBA debentures	**Credit Facility**	**Secured Borrowings**	**Notes**	**Total**
Stated interest expense	$ 6,914	$ 1,739	$ 1,637	$ 10,313	$ 20,603
Amortization of deferred financing costs	733	297	-	1,116	2,146
Total interest and financing expenses	$ 7,647	$ 2,036	$ 1,637	$ 11,429	$ 22,749
Weighted average stated interest rate, period end	4.226 %	N/A (1)	9.407 %	4.125 %	4.346 %
Unused commitment fee rate, period end	N/A	1.261 %(1)	N/A	N/A	1.261 %

	Year Ended December 31, 2022				
	SBA debentures	Credit Facility	Secured Borrowings	Notes	Total
Stated interest expense	$ 3,747	$ 1,424	$ 1,078	$ 10,312	$ 16,561
Amortization of deferred financing costs	598	394	-	1,112	2,104
Total interest and financing expenses	$ 4,345	$ 1,818	$ 1,078	$ 11,424	$ 18,665
Weighted average stated interest rate, period end	3.479 %	N/A (1)	7.786 %	4.125 %	4.037 %
Unused commitment fee rate, period end	N/A	1.200 %(1)	N/A	N/A	1.200 %

	Year Ended December 31, 2021				
	SBA debentures	Credit Facility	Secured Borrowings	Notes	Total
Stated interest expense	$ 3,810	$ 1,467	$ 427	$ 11,245	$ 16,949
Amortization of deferred financing costs	532	453	-	1,230	2,215
Total interest and financing expenses	$ 4,342	$ 1,920	$ 427	$ 12,475	$ 19,164
Weighted average stated interest rate, period end	2.676 %	N/A (1)	4.392 %	4.125 %	3.724 %
Unused commitment fee rate, period end	N/A	1.375 %(1)	N/A	N/A	1.375 %

(1)Reflects the effective rate as of year end

Realized Losses on Extinguishment of Debt

During the years ended December 31, 2023, 2022, and 2021, the Company prepaid $5,000, $30,000, and $63,500 of SBA debentures, respectively, which were scheduled to mature on dates ranging from 2025 to 2028. During the year ended December 31, 2021, the Company redeemed $50,000 and $132,250 of the issued and outstanding 2023 Notes and 2024 Notes, respectively. As a result of the prepayments, the Company recognized realized losses on extinguishment of debt of $23, $251, and $4,263 respectively, equal to the write-off of the related unamortized deferred financing costs, during the years ended December 31, 2023, 2022, and 2021.

Deferred Financing Costs

Deferred financing costs are amortized into interest and financing expenses on the consolidated statements of operations using the effective interest method, over the term of the respective financing instrument. Deferred financing costs related to the SBA debentures, the Credit Facility, and the Notes as of December 31, 2023 and 2022 were as follows:

	December 31, 2023				December 31, 2022			
	SBA debentures	Credit Facility	Notes	Total	SBA debentures	Credit Facility	Notes	Total
SBA debenture commitment fees	$ 3,250	$ -	$ -	$ 3,250	$ 3,000	$ -	$ -	$ 3,000
SBA debenture leverage fees	7,899	-	-	7,899	6,389	-	-	6,389
Credit Facility upfront fees	-	4,417	-	4,417	-	4,417	-	4,417
Notes underwriting discounts	-	-	5,005	5,005	-	-	5,005	5,005
Notes debt issue costs	-	-	685	685	-	-	685	685
Total deferred financing costs	11,149	4,417	5,690	21,256	9,389	4,417	5,690	19,496
Less: accumulated amortization	(5,621)	(3,335)	(2,933)	(11,889)	(4,865)	(3,037)	(1,818)	(9,720)
Unamortized deferred financing costs	$ 5,528	$ 1,082	$ 2,757	$ 9,367	$ 4,524	$ 1,380	$ 3,872	$ 9,776

Unamortized deferred financing costs are presented as a direct offset to the SBA debentures, the Credit Facility, and the Notes liabilities on the consolidated statements of assets and liabilities. The following table summarizes the outstanding debt net of unamortized deferred financing costs as of December 31, 2023 and 2022:

	December 31, 2023(1)				December 31, 2022			
	SBA debentures	Credit Facility	Notes	Total	SBA debentures	Credit Facility	Notes	Total
Outstanding debt	$ 210,000	$ -	$ 250,000	$ 460,000	$ 153,000	$ -	$ 250,000	$ 403,000
Less: unamortized deferred financing costs	(5,528)	(1,082)	(2,757)	(9,367)	(4,524)	(1,380)	(3,872)	(9,776)
Debt, net of deferred financing costs	$ 204,472	$ (1,082)	$ 247,243	$ 450,633	$ 148,476	$ (1,380)	$ 246,128	$ 393,224

(1) Total excludes $15,880 and $16,880 of Secured Borrowings as of December 31, 2023 and 2022, respectively.

As of December 31, 2023, the Company's debt liabilities are scheduled to mature as follows (1):

Year	SBA debentures	Credit Facility (2)	Secured Borrowings	Notes	Total
2024	$ —	$ —	$ —	$ —	$ —
2025	—	—	—	—	—
2026	1,000	—	15,880	250,000	266,880
2027	34,000	—	—	—	34,000
2028	—	—	—	—	—
Thereafter	175,000	—	—	—	175,000
Total	$ 210,000	$ —	$ 15,880	$ 250,000	$ 475,880

(1)The table above presents scheduled maturities of the Company’s outstanding debt liabilities as of a point in time pursuant to the terms of those instruments. The timing of actual repayments of outstanding debt liabilities may not ultimately correspond with the scheduled maturity dates depending on the terms of the underlying instruments and the potential for earlier prepayments.
(2)The Company’s Credit Facility matures on August 17, 2027. As of December 31, 2023, there were no outstanding borrowings under the Credit Facility.

Information about our senior securities is shown in the following table for the years indicated in the table, unless otherwise noted.

Class and Year		Total Amount Outstanding Exclusive of Treasury Securities (1)		Asset Coverage per Unit (2)(5)		Involuntary Liquidation Preference per Unit (3)		Average Market Value per Unit (4)
		(dollars in thousands)						
SBA debentures								
2014	$	173,500	$	**	$	*	$	N/A
2015		213,500		**		*		N/A
2016		224,000		**		*		N/A
2017		231,300		**		*		N/A
2018		191,000		**		*		N/A
2019		157,500		**		*		N/A
2020		147,000		**		*		N/A
2021		107,000		**		*		N/A
2022		153,000		**		*		N/A
2023		210,000		**		*		N/A
Credit Facility								
2014	$	10,000	$	25,326	$	*	$	N/A
2015		15,500		16,959		*		N/A
2016		-		N/A		*		N/A
2017		11,500		35,198		*		N/A
2018		36,500		5,659		*		N/A
2019		25,000		2,989		*		N/A
2020		-		2,337		*		N/A
2021		-		2,822		*		N/A
2022		-		2,800		*		N/A
2023		-		3,217		*		N/A
2023 Notes(6)								
2018	$	50,000	$	5,659	$	*	$	25.74
2019		50,000		2,989		*		25.81
2020		50,000		2,337		*		24.12
February 2024 Notes(6)								
2019	$	69,000	$	2,989	$	*	$	25.97
2020		69,000		2,337		*		24.60
November 2024 Notes(6)								
2019	$	63,250	$	2,989	$	*	$	25.75
2020		63,250		2,337		*		23.20
January 2026 Notes								
2020	$	125,000	$	2,337	$	*	$	N/A
2021		125,000		2,822		*		N/A
2022		125,000		2,800		*		N/A
2023		125,000		3,217		*		N/A
November 2026 Notes								
2021	$	125,000	$	2,822	$	*	$	N/A
2022		125,000		2,800		*		N/A
2023		125,000		3,217		*		N/A
Secured Borrowings								
2021	$	17,637	$	2,822	$	*	$	N/A

2022	16,880	2,800	*	N/A
2023	15,880	3,217	*	N/A

(1) Total amount of each class of senior securities outstanding at the end of the period presented.
(2) Asset coverage per unit is the ratio of the carrying value of our total consolidated assets, less all liabilities and indebtedness not represented by senior securities, to the aggregate amount of senior securities representing indebtedness. Asset coverage per unit is expressed in terms of dollar amounts per $1,000 of indebtedness.
(3) The amount to which such class of senior security would be entitled upon the involuntary liquidation of the issuer in preference to any security junior to it. The "*" indicates information which the SEC expressly does not require to be disclosed for certain types of senior securities.
(4) Not applicable to SBA debentures, Credit Facility, January 2026 Notes, the November 2026 Notes and Secured Borrowings because these senior securities are not registered for public trading. The average market value per unit for the Public Notes is based on the average of the closing market price as of each quarter end during the fiscal year and the prior year end, as applicable, and is expressed per $1,000 of indebtedness. The January 2026 Notes and the November 2026 Notes were issued in minimum denominations of $2,000 and integral multiples of $1,000 in excess thereof.
(5) We have excluded our SBA debentures from the asset coverage calculation pursuant to the exemptive relief granted by the SEC in June 2014 that permits us to exclude the senior securities issued by the Funds from the definition of senior securities in the asset coverage requirement applicable to us under the 1940 Act.
(6) Our 2023 Notes were repaid in full on January 19, 2021. Our February 2024 Notes and our November 2024 Notes were repaid in full on November 2, 2021.

Note 7. Commitments and Contingencies

Commitments: The Company had outstanding commitments to portfolio companies to fund various undrawn revolving loans, other debt investments and capital commitments totaling $9,675 and $16,915 as of December 31, 2023 and 2022, respectively. Such outstanding commitments are summarized in the following table:

	December 31, 2023		December 31, 2022	
Portfolio Company - Investment	**Total Commitment**	**Unfunded Commitment**	**Total Commitment**	**Unfunded Commitment**
Acendre Midco, Inc. - Revolving Loan	$ 1,000	$ 250	$ 1,000	$ 1,000
Ad Info Parent, Inc. (dba MediaRadar) - Revolving Loan	1,442	1,442	—	—
Barefoot Mosquito and Pest Control, LLC - Revolving Loan	1,500	1,500	—	—
Choice Technology Solutions, LLC (dba Choice Merchant Solutions, LLC) - Revolving Loan	1,000	1,000	1,000	1,000
Combined Systems, Inc. - Revolving Loan	—	—	4,000	162
EBL, LLC (EbLens) - Common Equity (Units)	—	—	375	375
Elements Brands, LLC - Revolving Loan	1,500	—	1,500	—
GMP HVAC, LLC (dba McGee Heating & Air, LLC) - Revolving Loan	1,000	1,000	—	—
Netbase Solutions, Inc. (dba Netbase Quid) - First Lien Debt (last out)	—	—	300	300
Netbase Solutions, Inc. (dba Netbase Quid) - First Lien Debt (last out)	—	—	3,000	3,000
R1 Holdings, LLC (dba RoadOne IntermodaLogistics) - First Lien Debt	2,489	1,596	2,489	2,489
R1 Holdings, LLC (dba RoadOne IntermodaLogistics) - Senior Subordinated Debt	417	417	417	417
R1 Holdings, LLC (dba RoadOne IntermodaLogistics) - Common Equity	70	70	70	70
Tedia Company, LLC - Revolving Loan	2,400	2,400	4,000	2,400
Tedia Company, LLC - Delayed Draw Term Loan	—	—	3,000	3,000
Western's Smokehouse, LLC - Delayed Draw Term Loan	—	—	3,500	2,702
Total	$ 12,818	$ 9,675	$ 24,651	$ 16,915

Additional detail for each of the commitments above is provided in the Company's consolidated schedules of investments. As of December 31, 2023 and 2022, the Company had sufficient liquidity coverage to satisfy these unfunded commitments. Cash and cash equivalents were $119,131 and $62,350 and available borrowings under the Credit Facility were $100,000 and $100,000 as of December 31, 2023 and 2022, respectively.

The commitments are generally subject to the borrowers meeting certain criteria such as compliance with financial and non-financial covenants, which may limit such borrower's ability to draw on a revolving loan or delayed draw loan. Since commitments may expire without being drawn upon, the total commitment amount does not necessarily represent future cash requirements.

Indemnifications: In the normal course of business, the Company enters into contracts and agreements that contain a variety of representations and warranties that provide indemnifications under certain circumstances. In addition, in connection with the disposition of an investment in a portfolio company, the Company may be required to make representations about the business and financial affairs of such portfolio company typical of those made in connection with the sale of a business. The Company may also be required to indemnify the purchasers of such investment to the extent that any such representations are inaccurate. The Company's maximum exposure under these arrangements is unknown, as this would involve future claims that may be made against the Company that have not yet occurred. The Company expects the risk of future obligation under these indemnifications to be remote.

Legal proceedings: In the normal course of business, the Company may be subject to legal and regulatory proceedings that are generally incidental to its ongoing operations. While the outcome of any such legal proceedings cannot be predicted with certainty, the Company does not believe any such legal proceedings will have a material adverse effect on the Company's consolidated financial statements.

Note 8. Common Stock

Public Offerings of Common Stock

The following table summarizes the cumulative total shares issued, net proceeds received, and weighted average offering price in public offerings of the Company's common stock since the IPO in June 2011, except for the issuances under the ATM Program as described further below.

Period	Cumulative Number of Shares	Cumulative Gross Proceeds		Cumulative Underwriting Fees and Commissions and Offering Costs (1)		Weighted Average Offering Price	
Cumulative since IPO	14,388,414	$	236,597	$	8,989	$	16.44

(1) Fidus Investment Advisors, LLC agreed to bear a cumulative of $1,925 of underwriting fees and commissions and offering costs associated with these offerings (such amounts are not included in the number reported above). All such payments made by Fidus Investment Advisors, LLC are not subject to reimbursement by the Company.

Equity ATM Program

On November 10, 2022, the Company established the at-the-market program (the "ATM Program"), pursuant to which the Company may offer and sell, from time to time through Raymond James & Associates, Inc. and B. Riley Securities, Inc., each as sales agents, shares of the Company's common stock having an aggregate offering price of up to $50,000. On August 11, 2023, the Company increased the maximum amount of shares to be sold through the ATM Program to $150,000 from $50,000. The gross proceeds raised, the related sales agent commissions and the offering expenses, the net proceeds raised, and the average price at which shares were issued under the ATM Program for the years ended December 31, 2023 and 2022 are as follows:

Year Ended December 31, 2022	Number of Shares		Average Offering Price		Gross Proceeds		Underwriting Fees and Commissions		Net Proceeds
January 1, 2022 through March 31, 2022	-	$	-	$	-	$	-	$	-
April 1, 2022 through June 30, 2022	-		-		-		-		-
July 1, 2022 through September 30, 2022	-		-		-				-
October 1, 2022 through December 31, 2022	290,388		20.32		5,900		89		5,811
Total	290,388	$	20.32	$	5,900	$	89	$	5,811
Year Ended December 31, 2023									
January 1, 2023 through March 31, 2023	260,610	$	20.68	$	5,389	$	81	$	5,308
April 1, 2023 through June 30, 2023	246,574		19.93		4,914		74		4,840
July 1, 2023 through September 30, 2023	3,187,661		19.54		62,277		779		61,498
October 1, 2023 through December 31, 2023	1,985,510		19.79		39,292		553		38,739
Total	5,680,355	$	19.69	$	111,872	$	1,487	$	110,385

Cumulative to date, the Company has sold 5,970,743 shares of common stock under the ATM Program at a weighted-average price of $19.72, raising $117,772 of gross proceeds. Net proceeds were $116,196 after commissions to the sales agents on shares sold. As of December 31, 2023, the Company had $32,228 available under the ATM Program. No shares were issued during the year ended December 31, 2021.

Stock Repurchase Program

As described in Note 2, the Company has a Stock Repurchase Program under which the Company may acquire up to $5,000 of its outstanding common stock. The Company did not make any repurchases of common stock during the years ended December 31, 2023, 2022 and 2021.

DRIP Program

The Company issued 30,836 shares of common stock under the DRIP during the year ended December 31, 2023. No shares under the DRIP were issued during the years ended December 31, 2022 and 2021. Refer to Note 9 for additional information regarding the issuance of shares under the DRIP.

The Company had 30,438,979 and 24,727,788 shares of common stock outstanding as of December 31, 2023 and 2022, respectively.

Note 9. Dividends and Distributions

The Company's dividends and distributions are recorded on the record date. The following table summarizes the dividends paid during the last three fiscal years.

Date Declared	Record Date	Payment Date	Amount Per Share	Total Distribution	Cash Distribution	DRIP Shares Value	DRIP Shares	DRIP Share Issue Price
Year Ended December 31, 2021:								
2/09/2021	3/12/2021	3/26/2021	$ 0.31	$ 7,575	$ 7,575	$ — (3)	— (3)	—
2/09/2021 (2)	3/12/2021	3/26/2021	0.07	1,711	1,711	— (3)	— (3)	—
5/03/2021	6/14/2021	6/28/2021	0.31	7,576	7,576	— (3)	— (3)	—
5/03/2021 (2)	6/14/2021	6/28/2021	0.08	1,955	1,955	— (3)	— (3)	—
8/02/2021	9/14/2021	9/28/2021	0.32	7,820	7,820	— (3)	— (3)	—
8/02/2021 (2)	9/14/2021	9/28/2021	0.06	1,466	1,466	— (3)	— (3)	—
8/02/2021 (1)	9/14/2021	9/28/2021	0.04	977	977	— (3)	— (3)	—
11/01/2021	12/3/2021	12/17/2021	0.32	7,820	7,820	— (3)	— (3)	—
11/01/2021 (2)	12/3/2021	12/17/2021	0.04	978	978	— (3)	— (3)	—
11/01/2021 (1)	12/3/2021	12/17/2021	0.05	1,222	1,222	— (3)	— (3)	—
			$ 1.60	$ 39,100	$ 39,100	$ —	—	
Year Ended December 31, 2022:								
2/15/2022	3/11/2022	3/25/2022	$ 0.36	$ 8,797	$ 8,797	$ — (3)	— (3)	—
2/15/2022 (2)	3/11/2022	3/25/2022	0.17	4,154	4,154	— (3)	— (3)	—
5/02/2022	6/10/2022	6/24/2022	0.36	8,797	8,797	— (3)	— (3)	—
5/02/2022 (2)	6/10/2022	6/24/2022	0.07	1,712	1,712	— (3)	— (3)	—
8/01/2022	9/9/2022	9/23/2022	0.36	8,797	8,797	— (3)	— (3)	—
8/01/2022 (2)	9/9/2022	9/23/2022	0.07	1,711	1,711	— (3)	— (3)	—
8/01/2022	12/2/2022	12/16/2022	0.36	8,902	8,902	— (3)	— (3)	—
8/01/2022 (2)	12/2/2022	12/16/2022	0.07	1,731	1,731	— (3)	— (3)	—
11/03/2022 (2)	12/2/2022	12/16/2022	0.08	1,978	1,978	— (3)	— (3)	—
11/03/2022 (1)	12/2/2022	12/16/2022	0.10	2,473	2,473	— (3)	— (3)	—
			$ 2.00	$ 49,052	$ 49,052	$ —	—	
Year Ended December 31, 2023:								
2/15/2023	3/22/2023	3/29/2023	$ 0.41	$ 10,245	$ 10,245	$ — (3)	— (3)	—
2/15/2023 (2)	3/22/2023	3/29/2023	0.15	3,748	3,748	— (3)	— (3)	—
2/15/2023 (1)	3/22/2023	3/29/2023	0.10	2,499	2,499	— (3)	— (3)	—
5/02/2023	6/21/2023	6/28/2023	0.41	10,340	9,987	353	18,061	19.56
5/02/2023 (2)	6/21/2023	6/28/2023	0.19	4,792	4,628	164	8,370	19.56
5/02/2023 (1)	6/21/2023	6/28/2023	0.10	2,522	2,436	86	4,405	19.56
8/01/2023	9/20/2023	9/27/2023	0.41	11,666	11,666	— (3)	— (3)	—
8/01/2023 (2)	9/20/2023	9/27/2023	0.21	5,975	5,975	— (3)	— (3)	—
8/01/2023 (1)	9/20/2023	9/27/2023	0.10	2,845	2,845	— (3)	— (3)	—
10/30/2023	12/20/2023	12/27/2023	0.43	13,061	13,061	— (3)	— (3)	—
10/30/2023 (2)	12/20/2023	12/27/2023	0.27	8,200	8,200	— (3)	— (3)	—
10/30/2023 (1)	12/20/2023	12/27/2023	0.10	3,037	3,037	— (3)	— (3)	—
			$ 2.88	$ 78,930	$ 78,327	$ 603	30,836	

(1) Special dividend

(2) Supplemental dividend

(3) Except for the shares issued pursuant to the DRIP as reflected in the table above, during the years ended December 31, 2023, 2022, and 2021, the Company directed the DRIP plan administrator to repurchase shares on the open market in order to satisfy the DRIP obligation to deliver shares of common stock in lieu of issuing new shares. Accordingly, the Company purchased and reissued shares to satisfy the DRIP obligation as follows:

Year Ended December 31, 2021:	Number of Shares Purchased and Reissued	Average Price Paid Per Share	Total Amount Paid
January 1, 2021 through March 31, 2021	15,562	$ 15.62	$ 243
April 1, 2021 through June 30, 2021	17,042	17.20	293
July 1, 2021 through September 30, 2021	18,201	17.82	324
October 1, 2021 through December 31, 2021	18,283	17.42	318
Total	69,088	$ 17.05	$ 1,178

Year Ended December 31, 2022:	Number of Shares Purchased and Reissued	Average Price Paid Per Share	Total Amount Paid
January 1, 2022 through March 31, 2022	20,380	$ 20.51	$ 418
April 1, 2022 through June 30, 2022	20,233	17.89	362
July 1, 2022 through September 30, 2022	21,114	17.08	360
October 1, 2022 through December 31, 2022	23,026	18.99	437
Total	84,753	$ 18.61	$ 1,577

Year Ended December 31, 2023:	Number of Shares Purchased and Reissued	Average Price Paid Per Share	Total Amount Paid
January 1, 2023 through March 31, 2023	25,512	$ 19.22	$ 490
April 1, 2023 through June 30, 2023	—	—	—
July 1, 2023 through September 30, 2023	39,962	19.21	768
October 1, 2023 through December 31, 2023	45,047	19.83	893
Total	110,521	$ 19.46	$ 2,151

Note 10. Financial Highlights

The following is a schedule of financial highlights for the years ended December 31, 2023 to 2014:

	Years Ended December 31,				
	2023	2022	2021	2020	2019
Per share data:					
Net asset value at beginning of period	$ 19.43	$ 19.96	$ 16.81	$ 16.85	$ 16.47
Net investment income [1]	2.47	1.90	1.03	1.62	1.31
Net realized gain (loss) on investments, net of tax (provision) [1]	0.85	2.61	2.19	(0.06)	(0.05)
Taxes paid on deemed distributions[1]	-	(0.35)	-	-	-
Net unrealized appreciation (depreciation) on investments [1]	(0.39)	(2.69)	1.70	(0.27)	0.74
Realized losses on extinguishment of debt [1]	-	(0.01)	(0.17)	(0.01)	(0.02)
Total increase from investment operations [1]	2.93	1.46	4.75	1.28	1.98
Accretive (dilutive) effect of share issuances and repurchases	0.02	0.02	-	0.01	-
Dividends declared to stockholders	(2.37)	(1.19)	(1.60)	(1.33)	(1.60)
Distributions from capital gains	(0.51)	(0.81)	-	-	-
Other [2]	(0.13)	(0.01)	-	-	-
Net asset value at end of period	$ 19.37	$ 19.43	$ 19.96	$ 16.81	$ 16.85
Market value at end of period	$ 19.69	$ 19.03	$ 17.98	$ 13.10	$ 14.84
Shares outstanding at end of period	30,438,979	24,727,788	24,437,400	24,437,400	24,463,119
Weighted average shares outstanding during the period	26,365,269	24,468,172	24,437,400	24,442,431	24,463,119
Net assets at end of period	$ 589,474	$ 480,343	$ 487,764	$ 410,760	$ 412,310
Average net assets [6]	$ 517,287	$ 482,594	$ 437,690	$ 392,866	$ 404,284
Ratios to average net assets:					
Total expenses [4][10]	12.9%	12.0%	15.4%	11.8%	11.2%
Net investment income [5]	12.6%	9.6%	5.7%	10.1%	7.9%
Total return based on market value [3]	17.8%	17.7%	53.9%	1.0%	37.6%
Total return based on net asset value [8]	15.1%	7.3%	28.3%	7.6%	12.0%
Portfolio turnover ratio	28.3%	23.9%	47.7%	25.8%	17.2%
Supplemental Data:					
Average debt outstanding [7]	$ 455,053	$ 397,244	$ 380,997	$ 385,350	$ 319,050
Average debt per share [1]	$ 17.26	$ 16.24	$ 15.59	$ 15.77	$ 13.04

	Years Ended December 31,				
	2018	2017	2016	2015	2014
Per share data:					
Net asset value at beginning of period	$ 16.05	$ 15.76	$ 15.17	$ 15.16	$ 15.35
Net investment income [(1)]	1.43	1.44	1.45	1.64	1.62
Net realized gain (loss) on investments, net of tax (provision) [(1)]	(0.45)	0.67	(0.77)	0.58	(1.18)
Taxes paid on deemed distributions[(1)]	-	-	-	-	-
Net unrealized appreciation (depreciation) on investments [(1)]	1.05	(0.23)	1.59	(0.62)	0.92
Realized losses on extinguishment of debt [(1)]	(0.01)	(0.01)	-	-	-
Total increase from investment operations [(1)]	2.02	1.87	2.27	1.60	1.36
Accretive (dilutive) effect of share issuances and repurchases	0.01	0.02	(0.05)	0.02	0.19
Dividends declared to stockholders	(1.60)	(1.60)	(1.60)	(1.60)	(0.97)
Distributions from capital gains	-	-	-	-	(0.75)
Other [(2)]	(0.01)	-	(0.03)	(0.01)	(0.02)
Net asset value at end of period	$ 16.47	$ 16.05	$ 15.76	$ 15.17	$ 15.16
Market value at end of period	$ 11.69	$ 15.18	$ 15.73	$ 13.69	$ 14.85
Shares outstanding at end of period	24,463,119	24,507,940	22,446,076	16,300,732	16,051,037
Weighted average shares outstanding during the period	24,471,730	23,527,188	18,283,715	16,201,449	14,346,438
Net assets at end of period	$ 402,985	$ 393,273	$ 353,785	$ 247,362	$ 243,263
Average net assets [(6)]	$ 398,440	$ 376,292	$ 289,453	$ 245,706	$ 222,737
Ratios to average net assets:					
Total expenses [(4)(10)]	10.7%	9.8%	11.7%	11.3%	10.3%
Net investment income [(5)]	8.8%	9.0%	9.2%	10.8%	10.5%
Total return based on market value [(3)]	(15.8%)	3.2%	23.8%	2.4%	(23.8%)
Total return based on net asset value [(8)]	12.6%	11.9%	15.0%	10.6%	8.9%
Portfolio turnover ratio	29.5%	29.5%	29.3%	22.5%	18.9%
Supplemental Data:					
Average debt outstanding [(7)]	$ 271,560	$ 219,920	$ 221,200	$ 199,340	$ 152,700
Average debt per share [(1)]	$ 11.10	$ 9.35	$ 12.10	$ 12.30	$ 10.64

(1) Weighted average per share data.

(2) Represents the impact of different share amounts used in calculating per share data as a result of calculating certain per share data based on weighted average shares outstanding during the period and certain per share data based on the shares outstanding as of a period end or transaction date, or other rounding.

(3) Total return based on market value equals the change in the market value of the Company's common stock per share during the period divided by the market value per share at the beginning of the period, and assumes reinvestment of dividends at prices obtained by our dividend reinvestment plan during the period. The return does not reflect any sales load that may be paid by an investor.

(4) The total expenses to average net assets ratio is calculated using i) the "total expenses, net of income incentive fee and base management fee waiver", ii) the "income tax (provision) benefit", iii) the "income tax (provision) benefit from realized gains on investments, and iv) income tax (provision) from deemed distribution of long term capital gains" captions as presented on the consolidated statements of operations.

(5) The net investment income to average net assets ratio is calculated using the net investment income caption as presented on the consolidated statements of operations, which includes incentive fee.

(6) Average net assets is calculated as the average of the net asset balances as of each quarter end during the fiscal year and the prior year end.

(7) Average debt outstanding is calculated as the average of the outstanding debt balances, including secured borrowings, as of each quarter end during the fiscal year and the prior year end.

(8) Total return based on net asset value per share equals the change in net asset value per share during the period, plus dividends paid per share during the period, less other non-operating changes during the period, and divided by beginning net asset value per share for the period. Non-operating changes include any items that affect net asset value per share other than increase from investment operations, such as the effects of share issuances and repurchases and other miscellaneous items.

(9) There was no incentive fee waived for the years ended December 31, 2023, 2022 and 2021, The ratio of waived incentive fees to average net assets was (0.11)% for the year ended December 31, 2020. There was no incentive fee waived for the years ended December 31, 2019 through 2014.

(10) The following is a schedule of supplemental expense ratios to average net assets:

	Years Ended December 31,				
Ratio to average net assets:	2023	2022	2021	2020	2019
Expenses other than incentive fee [(4)]	9.2%	10.4%	8.9%	10.1%	8.5%
Incentive fee, net of incentive fee waiver [(4)(9)]	3.7%	1.6%	6.5%	1.7%	2.7%
Total expenses [(4)]	12.9%	12.0%	15.4%	11.8%	11.2%

	Years Ended December 31,				
Ratio to average net assets:	2018	2017	2016	2015	2014
Expenses other than incentive fee [(4)]	7.6%	6.9%	8.1%	8.7%	8.1%
Incentive fee, net of incentive fee waiver [(4)(9)]	3.1%	2.9%	3.6%	2.6%	2.2%
Total expenses [(4)]	10.7%	9.8%	11.7%	11.3%	10.3%

Ratio to average net assets:	Years Ended December 31, 2023	2022	2021	2020	2019
Total expenses, before base management fee waiver (4)	12.9 %	12.1 %	15.4 %	11.8 %	11.2 %
Base management fee waiver (4)(9)	0.0 %	(0.1 %)	0.0 %	0.0 %	0.0 %
Total expenses (4)	12.9 %	12.0 %	15.4 %	11.8 %	11.2 %

Ratio to average net assets:	Years Ended December 31, 2018	2017	2016	2015	2014
Total expenses, before base management fee waiver (4)	10.7 %	9.8 %	11.7 %	11.3 %	10.3 %
Base management fee waiver (4)(9)	0.0 %	0.0 %	0.0 %	0.0 %	0.0 %
Total expenses (4)	10.7 %	9.8 %	11.7 %	11.3 %	10.3 %

Note 11. Selected Quarterly Financial Data (unaudited)

	March 31, 2023	June 30, 2023	September 30, 2023	December 31, 2023
Total investment income	$ 29,056	$ 30,558	$ 34,185	$ 36,311
Net investment income	14,723	16,784	16,660	16,939
Net increase in net assets from operations	15,489	10,915	24,299	26,430
Net investment income per share(1)	$ 0.59	$ 0.67	$ 0.63	$ 0.58
Net increase in net assets from operations per share(1)	$ 0.62	$ 0.44	$ 0.91	$ 0.91
Net asset value per share at end of period	$ 19.39	$ 19.13	$ 19.28	$ 19.37

	March 31, 2022	June 30, 2022	September 30, 2022	December 31, 2022
Total investment income	$ 20,518	$ 21,153	$ 24,992	$ 27,474
Net investment income	10,338	11,008	12,719	12,484
Net increase in net assets from operations	11,690	7,981	11,428	4,723
Net investment income per share(1)	$ 0.42	$ 0.45	$ 0.52	$ 0.51
Net increase in net assets from operations per share(1)	$ 0.48	$ 0.33	$ 0.47	$ 0.19
Net asset value per share at end of period	$ 19.91	$ 19.80	$ 19.41	$ 19.43

	March 31, 2021	June 30, 2021	September 30, 2021	December 31, 2021
Total investment income	$ 23,290	$ 21,826	$ 21,229	$ 24,101
Net investment income	11,081	6,473	5,118	2,448
Net increase in net assets from operations	11,538	25,886	28,442	50,238
Net investment income per share(1)	$ 0.45	$ 0.26	$ 0.21	$ 0.10
Net increase in net assets from operations per share(1)	$ 0.47	$ 1.06	$ 1.16	$ 2.06
Net asset value per share at end of period	$ 16.90	$ 17.57	$ 18.31	$ 19.96

(1) Per share amounts are calculated using the weighted average shares outstanding for the period. Due to rounding, the sum of the quarters may not equal the annual calculation on a per share basis.

Note 12. Income Taxes

The Company has elected to be treated for U.S. federal income tax purposes as a RIC, whereby the Company generally will not be subject to U.S. federal income tax at corporate rates on any net ordinary income or capital gains that the Company timely distributes to its stockholders as dividends. The Company must generally distribute at least 90% of its investment company taxable income to maintain its RIC status. As part of maintaining RIC status, undistributed taxable income pertaining to a given fiscal year may be distributed up to 12 months subsequent to the end of that fiscal year, provided such dividends are declared prior to the due date for filing of the federal income tax return (including extensions) for the prior year, the 15th day of the 10th month following the prior tax year. Such taxable income carried forward to the next tax year will be subject to excise tax equal to 4% of the amount by which (i) 98% of the Company's ordinary income recognized during a calendar year and (ii) 98.2% of the Company's net capital gains, as defined by Subchapter M of the Code, recognized for the one year period ending October 31st of a calendar year exceeds the respective distributions for the year. Excise tax is included as a component of income tax provision and income tax (provision) on realized gains on investments, depending on the character of the underlying taxable income (ordinary or capital gains), on the consolidated statements of operations.

The Taxable Subsidiaries hold certain portfolio investments for the Company. The Taxable Subsidiaries are consolidated for financial reporting purposes, and the portfolio investments held by the Taxable Subsidiaries are included in the Company's consolidated financial statements. The principal purpose of the Taxable Subsidiaries is to permit the Company to hold equity investments in portfolio companies which are "pass through" entities for U.S. federal income tax purposes in order to comply with the "source-of-income" requirements contained in the RIC tax provisions of Subchapter M of the Code. The Taxable Subsidiaries are not consolidated with the Company for U.S. federal corporate income tax purposes, and each Taxable Subsidiary is subject to U.S. federal corporate income tax on its taxable income. The Taxable Subsidiaries are taxed as corporations and do not intend to qualify as a RIC pursuant to Subchapter M of the Code. As corporations, the Taxable Subsidiaries are obligated to pay U.S. federal, state and local income tax on taxable income, as applicable. Income earned and gains realized on the investment or investments held by the Taxable Subsidiary are taxable to such subsidiary. A tax provision for ordinary income, if any, is shown as income tax provision in the consolidated statements of operations of the Company. A tax provision for realized and unrealized gains on investments is included as a reduction of realized and unrealized gains (losses) on investments in the consolidated statements of operations of the Company. For the years ended December 31, 2023, 2022, and 2021, the Taxable Subsidiaries were subject to a 21% U.S. federal income tax rate. The Company classifies interest and penalties, if any, as a component of income tax provision on the consolidated statements of operations. Income tax expense at the Taxable Subsidiaries is included as a component of the income tax provisions, depending on the character of the underlying taxable income (ordinary or capital gains), on the consolidated statements of operations. For the years ended December 31, 2023, 2022, and 2021, income tax expense at the Taxable Subsidiaries was $1,242, $1,809, and $1,827, respectively.

The Company and the Taxable Subsidiaries are also subject to various state and local income taxes.

The following table is a reconciliation of net increase in net assets resulting from operations on the consolidated statements of operations to taxable income and to total distributions declared to common stockholders for the years ended December 31, 2023, 2022, and 2021.

	2023 [(1)]	2022	2021
Net increase in net assets resulting from operations	$ 77,133	$ 35,822	$ 116,104
Net change in unrealized (appreciation) depreciation on investments	10,359	65,702	(41,496)
Permanent book income and tax income differences	2,535	12,368	2,176
Temporary book income and tax income differences	(7,985)	(19,480)	347
Capital loss carry forward (utilization)	-	-	(25,024)
Taxable income	82,042	94,412	52,107
Taxable income earned in prior year and carried forward for distribution in current year	38,530	33,839	20,832
Taxable Subsidiaries liquidating distributions	5	132	-
Deemed distribution of long term capital gains	-	(40,801)	-
Taxable income earned in current period and carried forward for distribution in following year	(41,647)	(38,530)	(33,839)
Total distributions to common stockholders	$ 78,930	$ 49,052	$ 39,100

(1) The Company's taxable income for 2023 is an estimate and will not be finalized until the Company files its 2023 federal income tax returns in 2024. Therefore, the Company's actual taxable income, and the Company's actual taxable income that was earned in 2023 and carried forward for distribution in 2024, may be different than this estimate.

For tax purposes, distributions paid to stockholders are reported as ordinary income, long term capital gains and return of capital, or a combination thereof. The tax character of distributions paid for the years ended December 31, 2023, 2022, and 2021 was as follows:

	2023	2022	2021
Ordinary income	$ 65,270	$ 29,496	$ 39,100
Long term capital gains	13,660	19,556	-
Return of capital	-	-	-
Total distributions to common stockholders	$ 78,930	$ 49,052	$ 39,100

The Company estimates that it generated undistributed ordinary taxable income of approximately $32,241, or $1.06 per share, and undistributed long term capital gains of $9,406, or $0.31 per share, during 2023 that will be carried forward and distributed in 2024. Ordinary dividend distributions from a RIC do not qualify for the preferential U.S. federal income tax rate on dividend income from certain domestic corporations and qualified foreign corporations, except to the extent that the RIC received the income in the form of qualifying dividends from domestic corporations and qualified foreign corporations.

The Company may distribute a portion of its realized net long term capital gains in excess of realized net short term capital losses to its stockholders, but may also decide to retain a portion, or all, of its net capital gains and elect to make a "deemed distribution" to its stockholders. For the year ended December 31, 2022, the Company elected to designate retained net capital gains of $40,801, or approximately $1.65 per share, as a deemed distribution, which was allocated to stockholders of record as of December 31, 2022. The Company incurred U.S. federal income taxes of $8,568, or approximately $0.35 per share, on behalf of stockholders related to this deemed distribution. Such U.S. federal income taxes were paid in January 2023. For the years ended December 31, 2023 and 2021, the Company did not elect to designate retained net capital gains as a deemed distribution.

As of December 31, 2023 and 2022, the tax basis components of distributable earnings were as follows:

	December 31, 2023 (1)	December 31, 2022
Undistributed ordinary income	$ 32,241	$ 29,521
Undistributed long term capital gains	9,406	9,009
Unrealized appreciation (depreciation)	21,278	31,636
Temporary book/tax differences	22,221	14,237
Capital loss carry forward	-	-
Total distributable earnings	$ 85,146	$ 84,403

(1) The Company's distributable earnings for 2023 is an estimate and will not be finally determined until the Company files its 2023 federal income tax returns in 2024. Therefore, the Company's actual distributable earnings may be different than this estimate.

For federal income tax purposes, the cost of investments owned at December 31, 2023 and 2022 was approximately $910,599 and $811,962, respectively.

	December 31, 2023 (1)	December 31, 2022
Tax-basis amortized cost of investments	$ 910,599	$ 811,962
Tax-basis gross unrealized appreciation on investments	86,768	87,884
Tax-basis gross unrealized depreciation on investments	(39,461)	(39,517)
Tax-basis net unrealized appreciation on investments	47,304	48,367
Fair value of investments	$ 957,906	$ 860,329

(1) The Company's tax-basis amortized cost of investments for 2023 is an estimate and will not be finally determined until 2024 when the Company receives the relevant tax forms from portfolio companies with equity investments. Therefore, the Company's actual tax-basis amortized cost of investments may be different than this estimate.

Distributions from net investment income and net realized capital gains are determined in accordance with U.S. federal tax regulations, which may differ from amounts determined in accordance with GAAP and those differences could be material. These permanent book-to-tax differences are reclassified on the consolidated statements of changes in net assets to reflect their tax character but have no impact on total net assets. The following permanent book-to-tax differences were reclassified on the consolidated statements of changes in net assets for the years ended December 31, 2023, 2022, and 2021.

	2023 (1)	2022	2021
Additional paid-in capital	$ (2,540)	$ (3,932)	$ (2,175)
Total distributable earnings	2,540	3,932	2,175

(1) The Company's permanent book-to-tax reclassifications for 2023 are an estimate and will not be finalized until the Company files its 2023 federal income tax returns in 2024. Therefore, the Company's actual permanent book-to-tax reclassifications may be different than this estimate. The Company adjusts such reclassifications in the following years when finalized, and such adjustments are reflected in the consolidated statements of changes in net assets and the consolidated statements of assets and liabilities.

Note 13. Subsequent Events

On January 3, 2024, the Company invested $5,000 in first lien debt, $1,500 in preferred equity, and committed up to $2,500 in first lien debt of Janus Health Technologies, Inc., a leading provider of SaaS-based revenue cycle management solutions to healthcare systems and outsourced RCM service providers.

On January 8, 2024, the Company exited its debt and equity investment in Applied Data Corporation. The Company received payment in full of $21,530 on its first lien debt, which included a prepayment fee. The Company received a distribution on its common and preferred equity investments for a realized gain of approximately $1,545.

On February 13, 2024, the Board declared a regular quarterly dividend of $0.43 per share and a supplemental dividend of $0.22 per share payable March 27, 2024, to stockholders of record as of March 20, 2024.

On February 23, 2024, the Company invested $10,000 in first lien debt, $500 in common equity, and committed up to $1,000 in first lien debt of a leading provider of professional food service sales and marketing service.

On February 28, 2024, the Company repaid $35,000 of SBA debentures with a weighted average interest rate of 3.187% which would have matured on dates ranging from March 2026 to September 2027.

For the period from January 1, 2024, to February 28, 2024, the Company sold a total of 207,530 shares of its common stock under the ATM Program for gross proceeds of approximately $4,140 and net proceeds of approximately $4,078, after deducting commissions to the sales agents on shares sold and offering expenses.

Item 9. Changes in and Disagreements with Accountants on Accounting and Financial Disclosure.

None.

Item 9A. Controls and Procedures.

Evaluation of Disclosure Controls and Procedures

We maintain disclosure controls and procedures that are designed to ensure that information required to be disclosed in the reports that we file or submit under the Exchange Act, is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms and that such information is accumulated and communicated to our management, including our Chief Executive Officer and Chief Financial Officer, as appropriate, to allow timely decisions regarding required disclosure. Our Chief Executive Officer and Chief Financial Officer carried out an evaluation of the effectiveness of the design and operation of our disclosure controls and procedures (as defined in Rule 13a-15(e) of the 1934 Act) as of the end of the period covered by this report. Based on the evaluation of these disclosure controls and procedures, the Chief Executive Officer and Chief Financial Officer concluded that our disclosure controls and procedures were effective. It should be noted that any system of controls, however well designed and operated, can provide only reasonable, and not absolute, assurance that the objectives of the system are met. In addition, the design of any control system is based in part upon certain assumptions about the likelihood of future events. Because of these and other inherent limitations of control systems, there can be no assurance that any design will succeed in achieving its stated goals under all potential future conditions, regardless of how remote.

Management's Annual Report on Internal Control over Financial Reporting

Our management, including our Chief Executive Officer and Chief Financial Officer, is responsible for establishing and maintaining adequate internal control over financial reporting, as such term is defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act. Our internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of our financial statements for external reporting purposes in accordance with GAAP. Internal control over financial reporting includes those policies and procedures that: (i) pertain to the maintenance of records that in reasonable detail accurately and fairly reflect the transactions and dispositions of the assets of the company; (ii) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with GAAP, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (iii) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements. Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with policies or procedures may deteriorate.

Management (with the participation of our Chief Executive Officer and Chief Financial Officer) conducted an evaluation of the effectiveness of our internal control over financial reporting based on the framework in *Internal Control — Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission in 2013. Based on this evaluation, management concluded that our internal control over financial reporting was effective as of December 31, 2023.

Changes in Internal Control over Financial Reporting

There were no changes in our internal control over financial reporting during the fourth quarter of 2023 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

Item 9B. Other Information.

(a) None.

(b) During the fiscal quarter ended December 31, 2023, no director or officer of the Company has entered into any (i) contract, instruction or written plan for the purchase or sale of securities of the Company intended to satisfy the affirmative defense conditions of Rule 10b5-1(c) under the Exchange Act or (ii) any non-Rule 10b5-1 trading arrangement.

Item 9C. Disclosure Regarding Foreign Jurisdictions that Prevent Inspections.

Not applicable.

PART III

Item 10. Directors, Executive Officers and Corporate Governance.

The information required by Item 10 is hereby incorporated by reference from our definitive Proxy Statement relating to our 2024 Annual Meeting of Stockholders, to be filed with the U.S. Securities and Exchange Commission within 120 days following the end of our fiscal year.

Item 11. Executive Compensation.

The information required by Item 11 is hereby incorporated by reference from our definitive Proxy Statement relating to our 2024 Annual Meeting of Stockholders, to be filed with the U.S. Securities and Exchange Commission within 120 days following the end of our fiscal year.

Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters.

The information required by Item 12 is hereby incorporated by reference from our definitive Proxy Statement relating to our 2024 Annual Meeting of Stockholders, to be filed with the U.S. Securities and Exchange Commission within 120 days following the end of our fiscal year.

Item 13. Certain Relationships and Related Transactions, and Director Independence.

The information required by Item 13 is hereby incorporated by reference from our definitive Proxy Statement relating to our 2024 Annual Meeting of Stockholders, to be filed with the U.S. Securities and Exchange Commission within 120 days following the end of our fiscal year.

Item 14. Principal Accountant Fees and Services.

The information required by Item 14 is hereby incorporated by reference from our definitive Proxy Statement relating to our 2024 Annual Meeting of Stockholders, to be filed with the U.S. Securities and Exchange Commission within 120 days following the end of our fiscal year.

PART IV

Item 15. Exhibits and Financial Statement Schedules.

The following documents are filed or incorporated by reference as part of this Annual Report:

(1) **Consolidated Financial Statements**

(2) **Financial Statement Schedules**

None.

(3) **Exhibits**

Unless otherwise noted, the following exhibits are filed as part of this report or hereby incorporated by reference to exhibits previously filed with the SEC:

Exhibit Number	Description
3.1	Articles of Amendment and Restatement of the Registrant (Filed as Exhibit (a)(1) to Pre-Effective Amendment No. 2 to the Registrant's Registration Statement on Form N-2 (File No. 333-172550) filed with the U.S. Securities and Exchange Commission on April 29, 2011 and incorporated herein by reference).
3.2	Bylaws of the Registrant (Filed as Exhibit (b)(1) to Pre-Effective Amendment No. 2 to the Registrant's Registration Statement on Form N-2 (File No. 333-172550) filed with the U.S. Securities and Exchange Commission on April 29, 2011 and incorporated herein by reference).
4.1	Form of Stock Certificate of the Registrant (Filed as Exhibit (d) to Pre-Effective Amendment No. 2 to the Registrant's Registration Statement on Form N-2 (File No. 333-172550) filed with the U.S. Securities and Exchange Commission on April 29, 2011 and incorporated herein by reference).
4.2	Agreement to Furnish Certain Instruments (Filed as Exhibit (f)(2) to Pre-Effective Amendment No. 3 to the Registrant's Registration Statement on Form N-2 (File No. 333-172550) filed with the U.S. Securities and Exchange Commission on May 26, 2011 and incorporated herein by reference).
4.3	Form of Indenture (Filed as Exhibit (d)(5) to Post-Effective Amendment No. 2 to the Registrant's Registration Statement on Form N-2 (File No. 333-202531) filed with the Securities and Exchange Commission on April 29, 2016 and incorporated herein by reference).
4.4	Fourth Supplemental Indenture dated as of December 23, 2020 between Fidus Investment Corporation and U.S. Bank National Association, as trustee (Filed as Exhibit 4.1 to the Registrant's Current Report on Form 8-K filed with the U.S. Securities and Exchange Commission on December 23, 2020 and incorporated herein by reference).

4.5	Form of Global Note with respect to the 4.75% Notes due 2026 (Filed as Exhibit 4.1 to the Registrant's Current Report on Form 8-K filed with the U.S. Securities and Exchange Commission on December 23, 2020 and incorporated herein by reference).
4.6	Fifth Supplemental Indenture dated as of October 8, 2021 between Fidus Investment Corporation and U.S. Bank National Association, as trustee (Filed as Exhibit 4.1 to the Registrant's Current Report on Form 8-K filed with the U.S. Securities and Exchange Commission on October 8, 2021 and incorporated herein by reference).
4.7	Form of Global Note with respect to the 3.50% Notes due 2026 (Filed as Exhibit 4.1 to the Registrant's Current Report on Form 8-K filed with the U.S. Securities and Exchange Commission on October 8, 2021 and incorporated herein by reference).
4.8	Description of Securities (Filed as Exhibit 4.8 to the Registrant's Annual Report on Form 10-K filed with the U.S. Securities and Exchange Commission on March 3, 2022 and incorporated herein by reference).
10.1	Investment Advisory and Management Agreement between Registrant and Fidus Investment Advisors, LLC (Filed as Exhibit (g) to Pre-Effective Amendment No. 2 to the Registrant's Registration Statement on Form N-2 (File No. 333-172550) filed with the U.S. Securities and Exchange Commission on April 29, 2011 and incorporated herein by reference).
10.2	Custody Agreement (Filed as Exhibit (j) to Pre-Effective Amendment No. 3 to the Registrant's Registration Statement on Form N-2 (File No. 333-172550) filed with the U.S. Securities and Exchange Commission on May 26, 2011 and incorporated herein by reference).
10.3	Administration Agreement between Registrant and Fidus Investment Advisors, LLC (Filed as Exhibit (k)(1) to Pre-Effective Amendment No. 2 to the Registrant's Registration Statement on Form N-2 (File No. 333-172550) filed with the U.S. Securities and Exchange Commission on April 29, 2011 and incorporated herein by reference).
10.4	Trademark License Agreement between Registrant and Fidus Partners, LLC (Filed as Exhibit (k)(2) to Pre-Effective Amendment No. 3 to the Registrant's Registration Statement on Form N-2 (File No. 333-172550) filed with the U.S. Securities and Exchange Commission on May 26, 2011 and incorporated herein by reference).
10.5†	Form of Indemnification Agreement by and between Registrant and each of its directors (Filed as Exhibit (k)(3) to Pre-Effective Amendment No. 4 to the Registrant's Registration Statement on Form N-2 (File No. 333-172550) filed with the U.S. Securities and Exchange Commission on June 10, 2011 and incorporated herein by reference).
10.6	Dividend Reinvestment Plan (Filed as Exhibit (e) to Pre-Effective Amendment No. 1 to the Registrant's Registration Statement on Form N-2 (File No. 333-182785) filed with the U.S. Securities and Exchange Commission on August 27, 2012 and incorporated herein by reference).
10.7	First Amendment to Investment Advisory and Management Agreement between Registrant and Fidus Investment Advisors, LLC (Filed as Exhibit 10.7 to the Registrant's annual report on Form 10-K, filed with the U.S. Securities and Exchange Commission on March 6, 2014 and incorporated herein by reference).
10.8	Form of Indemnification Agreement between Fidus Investment Corporation and each officer and director of Fidus Investment Corporation (Filed as Exhibit 10.1 of the Registrant's quarterly report on Form 10-Q, filed with the U.S. Securities and Exchange Commission on August 5, 2021).
10.9	Amended & Restated Senior Secured Revolving Credit Agreement, dated as of April 24, 2019, by and among the Company, as borrower, the lenders party thereto, and ING Capital LLC, as administrative agent (Filed as Exhibit 10.1 to the Registrant's Current Report on Form 8-K filed

	with the U.S. Securities and Exchange Commission on April 24, 2019 and incorporated herein by reference).
10.10	Amended and Restated Guarantee, Pledge and Security Agreement, dated as of April 24, 2019, by and among the Company, as borrower, the subsidiary guarantors party thereto, ING Capital LLC, as revolving administrative agent, and ING Capital LLC, as collateral agent (Filed as Exhibit 10.2 to the Registrant's Current Report on Form 8-K filed with the U.S. Securities and Exchange Commission on April 24, 2019 and incorporated herein by reference).
10.11	Amendment No. 1, dated June 26, 2020, to the Amended & Restated Senior Secured Revolving Credit Agreement dated April 24, 2019, by and among the Company, as borrower, the subsidiary guarantors party thereto, ING Capital LLC, as administrative agent, and the lenders party thereto (Filed as Exhibit 10.1 to the Registrant's Current Report on Form 8-K filed with the U.S. Securities and Exchange Commission on June 29, 2020 and incorporated herein by reference).
10.12	Amendment No. 2, dated as of August 17, 2022, to the Amended and Restated Senior Secured Revolving Credit Agreement, by and among the Company, the Lenders, and ING Capital LLC, as administrative agent for the Lenders (Filed as Exhibit 10.1 to the Registrant's Current Report on Form 8-K filed with the U.S. Securities and Exchange Commission on August 23, 2022 and incorporated herein by reference).
10.13	Equity Distribution Agreement, dated November 10, 2022, by and among Fidus Investment Corporation, Fidus Investment Advisors, LLC, on the one hand, and Raymond James & Associates, Inc. and B. Riley Securities, Inc. on the other hand (Filed as Exhibit 10.1 to the Registrant's Current Report on Form 8-K filed with the U.S. Securities and Exchange Commission on November 10, 2022 and incorporated herein by reference).
10.14	Amendment No. 1, dated August 11, 2023, to Equity Distribution Agreement by and among Fidus Investment Corporation and Fidus Investment Advisors, LLC, on the one hand, and Raymond James & Associates, Inc. and B. Riley Securities, Inc., on the other hand (Filed as Exhibit 10.1 to the Registrant's Current Report on Form 8-K filed with the U.S. Securities and Exchange Commission on August 11, 2023 and incorporated herein by reference).
14.1	Joint Code of Ethics.*
19.1	Insider Trading Policy and Procedures included in Joint Code of Ethics (attached as Exhibit 14.1 hereto).
21.1	List of Subsidiaries.*
23.1	Consent of Independent Registered Public Accounting Firm.*
31.1	Certification of Chief Executive Officer pursuant to Rule 13a-14 of the Securities Exchange Act of 1934, as amended.*
31.2	Certification of Chief Financial Officer pursuant to Rule 13a-14 of the Securities Exchange Act of 1934, as amended.*
32.1	Certification of Chief Executive Officer and Chief Financial Officer pursuant to section 906 of The Sarbanes-Oxley Act of 2002.*
97.1	Compensation Recoupment Policy.*

* Filed herewith.

† Denotes a management contract or compensatory plan, contract or arrangement.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

FIDUS INVESTMENT CORPORATION
A Maryland Corporation

Date: February 29, 2024

/s/ EDWARD H. ROSS
Name: Edward H. Ross
Title: Chairman and Chief Executive Officer

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

Signature	Title	Date
/s/ EDWARD H. ROSS Edward H. Ross	Chairman and Chief Executive Officer (Principal Executive Officer)	February 29, 2024
/s/ THOMAS C. LAUER Thomas C. Lauer	President and Director	February 29, 2024
/s/ SHELBY E. SHERARD Shelby E. Sherard	Chief Financial Officer (Principal Financial and Accounting Officer)	February 29, 2024
/s/ RAYMOND L. ANSTISS, JR. Raymond L. Anstiss, Jr.	Director	February 29, 2024
/s/ KELLY MCNAMARA CORLEY Kelly McNamara Corley	Director	February 29, 2024
/s/ CHARLES D. HYMAN Charles D. Hyman	Director	February 29, 2024
/s/ EDWARD X. TUNE Edward X. Tune	Director	February 29, 2024

Exhibit 14.1

JOINT CODE OF ETHICS

FOR
FIDUS INVESTMENT CORPORATION,
FIDUS MEZZANINE CAPITAL, L.P., AND
FIDUS INVESTMENT ADVISORS, LLC

SECTION I -STATEMENT OF GENERAL FIDUCIARY PRINCIPLES

This Joint Code of Ethics (the "Code") has been adopted by each of Fidus Investment Corporation (the "Corporation"), Fidus Mezzanine Capital, L.P. (the "Fund") and Fidus Investment Advisors, LLC, the Corporation's and the Fund's investment advisor (the "Advisor"), in compliance with Rule 17j-1 under the Investment Company Act of 1940 (the "1940 Act"). The purpose of the Code is to establish standards and procedures for the detection and prevention of activities by which persons having knowledge of the investments and investment intentions of the Corporation or of the Fund may abuse their fiduciary duty to the Corporation or to the Fund, and otherwise to deal with the types of conflict of interest situations to which Rule 17j-1 is addressed.

The Code shall be applicable to subsidiaries of the Corporation or the Fund established from time to time.

The Code is based on the principle that the directors and officers of the Corporation, the general partner, director and officers of the Fund, and the managers, partners, officers and employees of the Advisor, who provide services respectively to the Corporation or to the Fund, owe a fiduciary duty to the Corporation or to the Fund to conduct their personal securities transactions in a manner that does not interfere with the Corporation's or the Fund's transactions or otherwise take unfair advantage of their relationship with the Corporation or with the Fund. All directors, managers, partners, officers and employees of the Corporation, the Fund and the Advisor ("Covered Personnel") are expected to adhere to this general principle as well as to comply with all of the specific provisions of this Code that are applicable to them. Any Covered Personnel who is affiliated with another entity that is a registered investment advisor is, in addition, expected to comply with the provisions of the code of ethics that has been adopted by such other investment advisor.

Technical compliance with the Code will not automatically insulate any Covered Personnel from scrutiny of transactions that show a pattern of compromise or abuse of the individual's fiduciary duty to the Corporation or the Fund. Accordingly, all Covered Personnel must seek to avoid any actual or potential conflicts between their personal interests and the interests of the Corporation and its shareholders or the interests of the Fund and its partners. In sum, all Covered Personnel shall place the interests of the Corporation or of the Fund, respectively, before their own personal interests.

All Covered Personnel must read and retain this Code.

SECTION II -DEFINITIONS

(A)“Access Person” is presumed to be any director, officer, general partner or Advisory Person (as defined below) of the Corporation, the Fund or the Advisor, unless the CCO determines that the presumption can be rebutted based upon the particular facts and circumstances.

(B)An “Advisory Person” of the Corporation, the Fund or the Advisor is presumed to be, unless the CCO determines that the presumption can be rebutted based upon the particular facts and circumstances: (i) any director, officer, general partner or employee of the Corporation, the Fund or the Advisor, or any company in a Control (as defined below) relationship to the Corporation, the Fund or the Advisor, who in connection with his or her regular functions or duties makes, participates in, or obtains information regarding the purchase or sale of any Covered Security (as defined below) by the Corporation or by the Fund, or whose functions relate to the making of any recommendation with respect to such purchases or sales; and (ii) any natural person in a Control relationship to the Corporation, the Fund or the Advisor, who obtains information concerning recommendations made to the Corporation or the Fund with regard to the purchase or sale of any Covered Security by the Corporation or the Fund.

(C)“Beneficial Interest” includes any entity, person, trust, or account with respect to which an Access Person exercises investment discretion or provides investment advice. A beneficial interest shall be presumed to include all accounts in the name of or for the benefit of the Access Person, his or her spouse, dependent children, or any person living with him or her or to whom he or she contributes economic support.

(D)“Beneficial Ownership” is interpreted in the same manner as it would be under Rule 16a-1(a)(2) under the Securities Exchange Act of 1934 (the “Exchange Act”) in determining whether a person is a beneficial owner of a security for purposes of Section 16 of the Exchange Act and the rules and regulations thereunder. This means that Access Persons should generally consider themselves to have Beneficial Ownership in any securities in which each has a direct pecuniary interest, which includes securities held by a family members of Access Persons. In addition, Access Persons should consider themselves to have Beneficial Ownership in any securities held by other persons where, by reason of any contract, arrangement, understanding or relationship, such Access Persons have sole or shared voting or investment power.

(E)“Chief Compliance Officer” means the Chief Compliance Officer of the Corporation and of the Fund (who also may serve as the compliance officer of the Advisor and/or one or more affiliates of the Advisor).

(F)“Control” shall have the same meaning as that set forth in Section 2(a)(9) of the 1940Act. This means that Access Persons having the power to exercise a controlling influence over the management or policies of a company, unless such power is solely the result of an official position with such company. Any person who owns beneficially, either directly or indirectly through one or more controlled companies, more than 25% of the voting securities of a company shall be presumed to control such company. Any person who does not own beneficially, either directly or indirectly through one or more controlled companies, more than 25% of the voting securities of a company shall be presumed not to control such company.

(G)“Covered Security” means a security as defined in Section 2(a)(36) of the 1940 Act, which includes: any note, stock, treasury stock, security future, bond, debenture, evidence of indebtedness, certificate of interest or participation in any profit-sharing agreement, collateral-trust certificate, pre-organization certificate or subscription, transferable share, investment contract, voting-trust certificate, certificate of deposit for a security, fractional undivided interest in oil, gas, or other mineral rights, any put, call, straddle, option, or privilege on any security (including a certificate of deposit) or on any group or index of securities (including any interest therein or based on the value thereof), or any put, call, straddle, option, or privilege entered into on a national securities exchange relating to foreign currency, or, in general, any interest or instrument commonly known as a “security,” or any certificate of interest or participation in, temporary or interim certificate for, receipt for, guarantee of, or warrant or right to subscribe to or purchase, any of the foregoing.

Except that “Covered Security” does not include: (i) direct obligations of the Government of the United States; (ii) bankers’ acceptances, bank certificates of deposit, commercial paper and high quality short-term debt instruments, including repurchase agreements; and (iii) shares issued by open-end investment companies registered under the Act. References to a Covered Security in this Code (e.g., a prohibition or requirement applicable to the purchase or sale of a Covered Security) shall be deemed to refer to and to include any warrant for, option in, or security immediately convertible into that Covered Security, and shall also include any instrument that has an investment return or value that is based, in whole or in part, on that Covered Security (collectively, “Derivatives”). Therefore, except as otherwise specifically provided by this Code: (i) any prohibition or requirement of this Code applicable to the purchase or sale of a Covered Security shall also be applicable to the purchase or sale of a Derivative relating to that Covered Security; and (ii) any prohibition or requirement of this Code applicable to the purchase or sale of a Derivative shall also be applicable to the purchase or sale of a Covered Security relating to that Derivative.

(H)“Independent Director” means a director of the Corporation or the Fund who is not an “interested person” of the Corporation or of the Fund within the meaning of Section 2(a)(19) of the 1940 Act.

(I)“Initial Public Offering” means an offering of securities registered under the Securities Act of 1933 (the “1933 Act”), the issuer of which, immediately before the registration, was not subject to the reporting requirements of Sections 13 or 15(d) of the Exchange Act.

(J)“Investment Personnel” of the Corporation, the Fund or the Advisor means: (i) any employee of the Corporation, the Fund or the Advisor (or of any company in a Control relationship to the Corporation, the Fund or the Advisor) who, in connection with his or her regular functions or duties, makes or participates in making recommendations regarding the purchase or sale of securities by the Corporation or the Fund; and (ii) any natural person who controls the Corporation, the Fund or the Advisor and who obtains information concerning recommendations made to the Corporation or the Fund regarding the purchase or sale of securities by the Corporation of the Fund.

(K)“Limited Offering” means an offering that is exempt from registration under the 1933 Act pursuant to Section 4(2) or Section 4(6) thereof or pursuant to Rule 504, Rule 505, or Rule 506 thereunder.

(L)“Purchase or Sale of a Covered Security” is broad and includes, among other things, the writing of an option to purchase or sell a Covered Security.

(M)“Security Held or to be Acquired” by the Corporation or by the Fund means: (i) any Covered Security which, within the most recent 15 days: (A) is or has been held by the Corporation or by the Fund; or (B) is being or has been considered by the Corporation, the Fund or the Advisor for purchase by the Corporation or the Fund, respectively; and (ii) any option to purchase or sell, and any security convertible into or exchangeable for a Covered Security.

(N)“17j-1 Organization” means the Corporation, the Fund, or the Advisor, as the context requires.

SECTION III -OBJECTIVE AND GENERAL PROHIBITIONS

Covered Personnel may not engage in any investment transaction under circumstances in which the Covered Personnel benefits from or interferes with the purchase or sale of investments by the Corporation or the Fund. In addition, Covered Personnel may not use information concerning the investments or investment intentions of the Corporation or of the Fund, or their ability to influence such investment intentions, for personal gain or in a manner detrimental to the interests of the Corporation or of the Fund.

Covered Personnel may not engage in conduct that is deceitful, fraudulent or manipulative, or that involves false or misleading statements, in connection with the purchase or sale of investments by the Corporation or by the Fund. In this regard, Covered Personnel should recognize that Rule 17j-1 makes it unlawful for any Access Person, including any affiliated person of the Corporation, the Fund or the Advisor in connection with the purchase or sale, directly or indirectly, by the person of a Security Held or to be Acquired by the Corporation or the Fund to:

(i)employ any device, scheme or artifice to defraud the Corporation or the Fund;

(ii)make any untrue statement of a material fact to the Corporation or to the Fund or omit to state to the Corporation or to the Fund a material fact necessary in order to make the statements made, in light of the circumstances under which they are made, not misleading;

(iii)engage in any act, practice or course of business that operates or would operate as a fraud or deceit upon the Corporation or upon the Fund; or

(iv)engage in any manipulative practice with respect to the Corporation or the Fund.

Covered Personnel should also recognize that a violation of this Code or of Rule 17j-1 may result in the imposition of: (1) sanctions as provided by Section IX below; or (2) administrative, civil and, in certain cases, criminal fines, sanctions or penalties.

SECTION IV -PROHIBITED TRANSACTIONS

(A)An Access Person may not purchase or otherwise acquire direct or indirect Beneficial Ownership of any Covered Security, and may not sell or otherwise dispose of any Covered Security in which he or she has direct or indirect Beneficial Ownership, if he or she knows or should know at the time of entering into the transaction that: (1) the Corporation or the Fund has purchased or sold the Covered Security within the last 15 calendar days, or is purchasing or selling or intends to purchase or sell the Covered Security in the next 15 calendar days; or (2) the Advisor has within the last 15 calendar days considered purchasing or selling the Covered Security for the Corporation or for the Fund or within the next 15 calendar days intends to consider purchasing or selling the Covered Security for the Corporation or for the Fund.

(B)Investment Personnel of the Corporation, the Fund or the Advisor must obtain approval from the Corporation, the Fund or the Advisor, as the case may be, before directly or indirectly acquiring Beneficial Ownership in any securities in an Initial Public Offering or in a Limited Offering. Such approval must be obtained from the chief compliance officer of the Corporation, the Fund or the Advisor, as applicable (each a "CCO") unless he or she is the person seeking such approval, in which case it must be obtained from the Chief Executive Officer of the Corporation, the Fund or the Advisor, as applicable. A sample pre-approval request form is attached hereto as Schedule A, and is available upon request from the CCO or a Compliance Representative. A record of such approval (or denial) by the CCO and a brief description of the reasoning supporting such decision will be maintained in accordance with the recordkeeping requirements of the 1940 Act.

(C)No Access Person shall recommend any transaction in any Covered Securities by the Corporation or the Fund without having disclosed to the CCO his or her interest, if any, in such Covered Securities or the issuer thereof, including: the Access Person's Beneficial Ownership of any Covered Securities of such issuer; any contemplated transaction by the Access Person in such Covered Securities; any position the Access Person has with such issuer; and any present or proposed business relationship between such issuer and the Access Person (or a party which the Access Person has a significant interest).

(D)No Access Person shall conduct a transaction in any Security issued by the Corporation during a closed trading window. Trading windows are generally closed two weeks prior to quarter end, and generally re-open three trading days following the filing of the Corporation's quarterly report on Form 10-Q, or annual report on Form 10-K, as applicable, with the SEC. Except with the express written consent of the Corporation's or the Funds' CCO, all Access Persons are prohibited from buying or selling options on, or futures or other derivatives related to, shares issued by the Corporation or the Fund, and are likewise prohibited from selling short shares of the Corporation or the Fund.

During an open trading window, Access Persons must obtain approval from the Corporation before directly or indirectly acquiring Beneficial Ownership in any Security issued by the Corporation. Such approval must be obtained from the CCO of the Corporation, unless he or she is the person seeking such approval, in which case it must be obtained from the Chief Executive Officer of the Corporation. In considering whether to grant the approval, the CCO will determine whether material transactions have recently been completed by the Corporation, or whether any such transactions are imminent. A sample pre-approval request form is attached hereto as ***Schedule E***, and is available upon request from the CCO or a Compliance Representative. A record of such approval (or denial) and a brief description of the reasoning supporting such decision will be maintained in accordance with the recordkeeping requirements of the Advisers Act and 1940 Act.

SECTION V -REPORTS BY ACCESS PERSONS

(A)Personal Securities Holdings Reports.

All Access Persons shall within 10 days of the date on which they become Access Persons (which information must be current as of a date no more than 45 days prior to the date the person becomes an Access Person), and thereafter, within 30 days after the end of each calendar year (which information must be current as of a date no more than 45 days prior to the date the person becomes an Access Person), disclose the title, number of shares and principal amount of all Covered Securities in which they have any direct or indirect Beneficial Ownership as of the date the person became an Access Person, in the case of such person's initial report, and as of the last day of the year, as to annual reports. A form of the report required for new Access Persons, which is hereinafter called a "Personal Securities Holdings Report," is attached as Schedule B. A form of the report required on an annual basis, which is hereinafter called an "Annual Securities Holdings Report," is attached as Schedule D and is discussed in more detail below. Each Personal Securities Holdings Report and Annual Securities Holdings Report must also disclose the name of any broker, dealer or bank with whom the Access Person maintained an account in which any securities were held for the direct or indirect benefit of the Access Person as of the date the person became an Access Person or as of the last day of the year, as the case may be. Each Personal Securities Holdings Report and Annual Securities Holdings Report shall state the date it is being submitted.

(B)Quarterly Transaction Reports.

Within 30 days after the end of each calendar quarter, each Access Person shall make a written report to the CCO of all transactions occurring in the quarter in a Covered Security in which he or she had any direct or indirect Beneficial Ownership. In the report, each Access Person shall include information regarding any account established by the Access Person in which any securities were held during the quarter for the direct or indirect benefit of the Access Person. A form of such report, which is hereinafter called a "Quarterly Securities Transaction Report," is attached as Schedule C.

A Quarterly Securities Transaction Report shall be in the form of Schedule C or such other form approved by the CCO and must contain the following information with respect to each reportable transaction:

(1)Date and nature of the transaction (purchase, sale or any other type of acquisition or disposition);

(2)Title, interest rate and maturity date (if applicable), number of shares and principal amount of each Covered Security involved and the price of the Covered Security at which the transaction was effected;

(3)Name of the broker, dealer or bank with or through whom the transaction was effected; and

(4)The date the report is submitted by the Access Person.

The Quarterly Securities Transaction Report in the form of Schedule C or such other form approved by the CCO must also contain the following information with respect to each reportable brokerage account:

(5)The name of the broker, dealer or bank with whom the Access Person established the account;

(6)The date the account was established; and

(7)the Date that the report is submitted by the Access Person.

(C)Annual Securities Holdings Report

Within thirty (30) days of the end of each calendar year, each Access Person must complete an Annual Securities Holdings Report (which information must be current as of a date no more than 45 days before the certification is submitted), in a form designated by the CCO, with respect to the holdings of Covered Securities. A form of such report is attached hereto as Schedule D.

(D)Independent Directors.

Notwithstanding the reporting requirements set forth in this Section V, an Independent Director who would be required to make a report under this Section V solely by reason of being a director of the Corporation or of the Fund is not required to file a Personal Securities Holding Report upon becoming a director of the Corporation or of the Fund or an annual Personal Securities Holding Report. Such an Independent Director also need not file a Quarterly Securities Transaction Report unless such director knew or, in the ordinary course of fulfilling his or her official duties as a director of the Corporation or of the Fund, should have known that during the 15-day period immediately preceding or after the date of the transaction in a Covered Security by the director such Covered Security is or was purchased or sold by the Corporation, the Fund or the Advisor or the Corporation, the Fund, or the Advisor considered purchasing or selling such Covered Security.

(E)Access Persons of the Advisor.

An Access Person of the Advisor need not make a Personal Securities Holdings Report, Quarterly Transaction Report or an Annual Securities Holdings Report if all of the information in the report would duplicate information required to be recorded pursuant to Rule 204-2(a)(13) under the Investment Advisers Act of 1940, as amended.

(F)Brokerage Accounts and Statements.

An Access Person need not make a Quarterly Transaction Report if the report would duplicate information contained in broker trade confirmations or account statements received by the

Corporation, the Fund or the Advisor with respect to the Access Person within 30 days after the end of each calendar quarter, if all of the information required by the Quarterly Transaction Report is contained in the broker trade confirmations or account statements, or in the records of the Corporation, the Fund or the Advisor.

(G)Form of Reports.

A Quarterly Securities Transaction Report may consist of broker statements or other statements that provide a list of all personal Covered Securities holdings and transactions in the time period covered by the report and contain the information required in a Quarterly Securities Transaction Report.

(H)Responsibility to Report.

Access persons will be informed of their obligations to report, however, it is the responsibility of each Access Person to take the initiative to comply with the requirements of this Section V. Any effort by the Corporation, the Fund, or by the Advisor and its affiliates, to facilitate the reporting process does not change or alter that responsibility. A person need not make a report hereunder with respect to transactions effected for, and Covered Securities held in, any account over which the person has no direct or indirect influence or control.

(I)Where to File Reports.

All Quarterly Securities Transaction Reports and Personal Securities Holdings Reports must be filed with the CCO.

(J)Disclaimers.

Any report required by this Section V may contain a statement that the report will not be construed as an admission that the person making the report has any direct or indirect Beneficial Ownership in the Covered Security to which the report relates.

SECTION VI -ADDITIONAL PROHIBITIONS

(A)Confidentiality of the Corporation’s Transactions.

Until disclosed in a public report to shareholders or to the Securities and Exchange Commission in the normal course, all information concerning the securities “being considered for purchase or sale” by the Corporation or the Fund shall be kept confidential by all Covered Personnel and disclosed by them only on a “need to know” basis. It shall be the responsibility of the CCO to report any inadequacy found in this regard to the directors of the Corporation or the Fund, as applicable.

(B)Outside Business Activities and Directorships.

Access Persons may not engage in any outside business activities that may give rise to conflicts of interest or jeopardize the integrity or reputation of the Corporation or the Fund. Similarly, no such outside business activities may be inconsistent with the interests of the

Corporation or the Fund. All directorships of public or private companies held by Access Persons shall be reported to the CCO. Upon request, the CCO can provide an Outside Business Activity report form that may be used to notify of such activity.

(C)Gratuities.

Covered Personnel shall not, directly or indirectly, take, accept or receive gifts or other consideration in merchandise, services or otherwise of more than nominal value from any person, firm, corporation, association or other entity other than such person's employer that does business, or proposes to do business, with the Corporation or the Fund.

SECTION VII -PROHIBITION AGAINST INSIDER TRADING

This Section is intended to prevent the misuse of material, non-public information by its associated persons. It applies to all Advisory Persons. Trading securities while in possession of material, non-public information, or improperly communicating that information to others, may expose an Advisory Person to severe penalties. Criminal sanctions may include a fine of up to $5,000,000 and/or twenty years imprisonment. The SEC can recover the profits gained or losses avoided through the violative trading, a penalty of up to three times the illicit windfall, and an order permanently barring an Advisory Person from the securities industry. Finally, an Advisory Person may be sued by investors seeking to recover damages for insider trading violations.

(A)No Advisory Person may trade a security, either personally or on behalf of any other person or account (including any fund), while in possession of material, non-public information concerning that security or the issuer thereof, nor may any Advisory Person communicate material, non-public information to others in violation of the law.

(B)Information is "material" where there is a substantial likelihood that a reasonable investor would consider it important in making his or her investment decisions. Generally, this includes any information the disclosure of which will have a substantial effect on the price of a security. No simple test exists to determine when information is material; assessments of materiality involve a highly fact-specific inquiry. For this reason, an Advisory Person should direct any questions about whether information is material to the CCO. Material information often relates to a company's results and operations, including, for example, dividend changes, earnings results, changes in previously released earnings estimates, significant merger or acquisition proposals or agreements, major litigation, liquidation problems, and extraordinary management developments. Material information may also relate to the market for a company's securities. Information about a significant order to purchase or sell Securities may, in some contexts, be material. Pre-publication information regarding reports in the financial press may also be material.

(C)Information is "public" when it has been disseminated broadly to investors in the marketplace. For example, information is public after it has become available to the general public through a public filing with the SEC or some other government agency, the Dow Jones "tape" or The Wall Street Journal or some other publication of general circulation, and after sufficient time has passed so that the information has been disseminated widely.

(D)An Advisory Person, before executing any trade for himself or herself, or others, including the Corporation or aFund, or other accounts managed by the Advisor or by a stockholder of the

Advisor, or any affiliate of the stockholder ("Client Accounts"), must determine whether he or she has material, non-public information. Any Advisory Person who believes he or she is in possession of material, non-public information must take the following steps:

(1)Report the information and proposed trade immediately to the CCO.

(2)Do not purchase or sell the securities on behalf of anyone, including Client Accounts.

(3)Do not communicate the information to any person, other than to the CCO.

After the CCO has reviewed the issue, the CCO, together with legal counsel, as appropriate will determine whether the information is material and non-public and, if so, what action the Advisory Person should take. An Advisory Person must consult with the CCO before taking any further action. This degree of caution will protect the Advisory Person and the Advisor.

(E)To prevent and detect insider trading from occurring, the CCO shall prepare and maintain a "Restricted List" in order to monitor and prevent the occurrence of insider trading in certain securities that Access Persons are prohibited or restricted from trading. The CCO manages, maintains and updates the Restricted List to actually restrict trading (no buying, no selling, no shorting, no trading, etc.) in the securities of specific issuers for personal accounts and on behalf Advisor's clients. Before executing any trade for himself or herself, Advisory Persons are required to determine whether the transaction involves a security on the Restricted List. Advisory Persons are prohibited from trading any security which appears on the Restricted List, except that, with prior approval, an Advisory Person may sell securities which were not on the Restricted List when acquired (or which were acquired at a time when the Advisory Person was not subject to such restrictions). The Restricted List must be maintained strictly confidential and not disclosed to anyone outside of the Advisor and the Corporation or the Advisor and the Fund, as applicable.

(F)Contacts with public companies will sometimes be a part of an Advisor's research efforts. Persons providing investment advisory services to the Corporation or the Fund may make investment decisions on the basis of conclusions formed through such contacts and analysis of publicly available information. Difficult legal issues arise, however, when, in the course of these contacts, an Advisory Person becomes aware of material, non-public information. This could happen, for example, if a company's chief financial officer prematurely discloses quarterly results to an analyst, or an investor relations representative makes selective disclosure of adverse news to a handful of investors. In such situations, the Advisor must make a judgment as to its further conduct. To protect yourself, clients and the Advisor, you should contact the CCO immediately if you believe that you may have received material, non-public information.

SECTION VIII -ANNUAL CERTIFICATION

(A)Access Persons.

Access Persons who are directors, managers, officers or employees of the Corporation, the Fund, or the Advisor shall be required to certify annually that they have read this Code and that they understand it and recognize that they are subject to it. Further, such Access Persons shall be required to certify annually that they have complied with the requirements of this Code. A copy of the form annual acknowledgement is attached hereto as Schedule D.

(B)Board Review.

No less frequently than annually, the Corporation, the Fund, and the Advisor must furnish to the Board of Directors, and the Board must consider, a written report that: (A) describes any issues arising under this Code or procedures since the last report to the board, including, but not limited to, information about material violations of the Code or procedures and sanctions imposed in response to material violations; and (B) certifies that the Corporation, the Fund, or the Advisor, as applicable, has adopted procedures reasonably necessary to prevent Access Persons from violating the Code.

SECTION IX -SANCTIONS

Any violation of this Code shall be subject to the imposition of such sanctions by the 17j-1 Organization as may be deemed appropriate under the circumstances to achieve the purposes of Rule 17j-1 and this Code. The sanctions to be imposed shall be determined by the Board, including a majority of the Independent Directors, provided, however, that with respect to violations by persons who are directors, managers, officers or employees of the Advisor (or of a company that controls the Advisor), the sanctions to be imposed shall be determined by the Advisor (or the controlling person thereof). Sanctions may include, but are not limited to, suspension or termination of employment, a letter of censure and/or restitution of an amount equal to the difference between the price paid or received by the Corporation or the Fund and the more advantageous price paid or received by the offending person.

SECTION X -ADMINISTRATION AND CONSTRUCTION

(A)The administration of this Code shall be the responsibility of the CCO.

(B)The duties of the CCO are as follows:

(1)Continuous maintenance of a current list of the names of all Access Persons with an appropriate description of their title or employment, including a notation of any directorships held by Access Persons who are officers or employees of the Advisor or of any company that controls the Advisor, and informing all Access Persons of their reporting obligations hereunder;

(2)On an annual basis, providing all Covered Personnel a copy of this Code and informing such persons of their duties and obligations hereunder including any supplemental training that may be required from time to time;

(3)Maintaining or supervising the maintenance of all records and reports required by this Code;

(4)Preparing listings of all transactions effected by Access Persons who are subject to the requirement to file Quarterly Securities Transaction Reports and reviewing such transactions against a listing of all transactions effected by the Corporation and the Fund;

(5)Issuance either personally or with the assistance of counsel as may be appropriate, of any interpretation of this Code that may appear consistent with the objectives of Rule 17j-1 and this Code;

(6)Conduct such inspections or investigations as shall reasonably be required to detect and report, with recommendations, any apparent violations of this Code to the Board; and

(7)Submission to the Board, no less frequently than annually, of a written report that describes any issues arising under the Code since the last such report, including but not limited to the information described in Section VIII (B).

(C)The Chief Financial Officer shall maintain and cause to be maintained in an easily accessible place at the principal place of business of the 17j-1 Organization, the following records:

(1)A copy of all codes of ethics adopted by the Corporation, the Fund, or the Advisor and its affiliates, as the case may be, pursuant to Rule 17j-1 that have been in effect at any time during the past five (5) years;

(2)A record of any violation of such codes of ethics and of any action taken as a result of such violation for at least five (5) years after the end of the fiscal year in which the violation occurs;

(3)A copy of each report made by an Access Person for at least two (2) years after the end of the fiscal year in which the report is made, and for an additional three (3) years in a place that need not be easily accessible;

(4)A copy of each report made by the CCO to the Board for two (2) years from the end of the fiscal year of the Corporation in which such report is made or issued and for an additional three (3) years in a place that need not be easily accessible;

(5)A list of all persons who are, or within the past five (5) years have been, required to make reports pursuant to the Rule and this Code of Ethics, or who are or were responsible for reviewing such reports;

(6)A copy of each report required by Section VIII (B) for at least two (2) years after the end of the fiscal year in which it is made, and for an additional three (3) years in a place that need not be easily accessible; and

(7)A record of any decision, and the reasons supporting the decision, to approve the acquisitions by Investment Personnel of securities in an Initial Public Offering or Limited Offering for at least five (5) years after the end of the fiscal year in which the approval is granted.

This Code may not be amended or modified except in a written form that is specifically approved by majority vote of the Independent Directors.

Exhibit 21.1

SUBSIDIARIES OF FIDUS INVESTMENT CORPORATION

Name	Jurisdiction
FCDS Corp.	Delaware
FCMH Equity Corp.	Delaware
Fidus Capital GP, LLC	Delaware
Fidus Investment GP, LLC	Delaware
Fidus Mezzanine Capital, L.P.	Delaware
Fidus Mezzanine Capital II, L.P.	Delaware
Fidus Mezzanine Capital III, L.P.	Delaware
Fidus Mezzanine Capital IV, L.P.	Delaware
Fidus Investment Holdings, Inc.	Delaware

Exhibit 23.1

Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in the Registration Statement (333-253525) on Form N-2 of Fidus Investment Corporation of our report dated February 29, 2024, relating to the consolidated financial statements, including the senior securities table, of Fidus Investment Corporation, appearing in the Annual Report on Form 10-K of Fidus Investment Corporation for the year ended December 31, 2023.

/s/ RSM US LLP

Chicago, Illinois

February 29, 2024

Exhibit 31.1

Fidus Investment Corporation Chief Executive Officer Certification
Pursuant to Rule 13a-14 of the Securities Exchange Act of 1934,
as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002

I, Edward H. Ross, as Chief Executive Officer of Fidus Investment Corporation, certify that:

1. I have reviewed this Annual Report on Form 10-K of Fidus Investment Corporation;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
   (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
   (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
   (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
   (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
   (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
   (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: February 29, 2024

/s/ EDWARD H. ROSS
Edward H. Ross
Chairman and Chief Executive Officer
(Principal Executive Officer)

Exhibit 31.2

Fidus Investment Corporation Chief Financial Officer Certification
Pursuant to Rule 13a-14 of the Securities Exchange Act of 1934,
as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002

I, Shelby E. Sherard, as Chief Financial Officer of Fidus Investment Corporation, certify that:

1. I have reviewed this Annual Report on Form 10-K of Fidus Investment Corporation;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
   (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
   (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
   (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
   (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
   (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
   (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: February 29, 2024

/s/ SHELBY E. SHERARD
Shelby E. Sherard
Chief Financial Officer
(Principal Financial and Accounting Officer)

Exhibit 32.1

Certification Pursuant to 18 U.S.C. Section 1350,
as adopted pursuant to Section 906 of the Sarbanes-Oxley Act Of 2002

In connection with the Annual Report on Form 10-K of Fidus Investment Corporation (the “Company”) for the annual period ended December 31, 2023, as filed with the U.S. Securities and Exchange Commission on the date hereof (the “Report”), I, Edward H. Ross, Chief Executive Officer of the Company, and I, Shelby E. Sherard, Chief Financial Officer of the Company, each certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that to my knowledge:

(1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

(2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: February 29, 2024

/s/ EDWARD H. ROSS
Edward H. Ross
Chairman and Chief Executive Officer
(Principal Executive Officer)

/s/ SHELBY E. SHERARD
Shelby E. Sherard
Chief Financial Officer
(Principal Financial and Accounting Officer)

Exhibit 97.1

FIDUS INVESTMENT CORPORATION

COMPENSATION RECOUPMENT POLICY

The Board of Directors of Fidus Investment Corporation has adopted the following Compensation Recoupment Policy effective as of December 1, 2023.

Purpose

It is the intention of the Board that this Compensation Recoupment Policy be interpreted and administered in a manner consistent with applicable laws and regulations and Securities Exchange listing requirements, including Section 304 of the Sarbanes-Oxley Act of 2002, Section 954 of the Dodd-Frank Wall Street Reform and Consumer Protection Act of 2010 (including Rule 10D-1 under the Securities and Exchange Act of 1934, as amended, promulgated thereunder), and Nasdaq Rule 5608. This Compensation Recoupment Policy applies to awards of Incentive-Based Compensation, if any, received on or after the Effective Date by Executive Officers of the Company.

Definitions

“Board” means the Board of Directors of the Company.

“Committee” means the Compensation Committee of the Board of Directors of the Company.

“Company” means Fidus Investment Corporation.

“Effective Date” means October 2, 2023.

“Executive Officer” means the Company’s president, principal financial officer, principal accounting officer (or if there is no such accounting officer, the controller), any vice-president of the Company in charge of a principal business unit, division, or function (such as sales, administration, or finance), any other officer who performs a policy-making function, or any other person who performs similar policymaking functions for the Company. Executive officers of the Company’s subsidiaries are deemed Executive Officers of the Company if they perform such policymaking functions for the Company.

“Excess Incentive-Based Compensation” means the amount of Incentive-Based Compensation received by a current or former Executive Officer that exceeds the amount of Incentive-Based Compensation that otherwise would have been received had the amount of such Incentive-Based Compensation been determined based on the accounting restatement, computed without regard to taxes paid by the Executive Officer. With regards to Incentive-Based Compensation based on stock price or total shareholder return, where the amount of Excess Incentive-Based Compensation is not subject to mathematical recalculation directly from the information in an accounting restatement, Excess Incentive-Based Compensation means a reasonable estimate of the effect of the accounting restatement on the applicable Financial Reporting Measure.

“Financial Reporting Measure” means any measure that is determined and presented in accordance with the accounting principles used to preparing the Company’s financial statements, and any measures that are derived wholly or in part from such measures. “Stock price” and “total shareholder return” metrics are also Financial Reporting Measures. For the avoidance of doubt, a Financial Reporting Measure need not be presented in the Company’s financial statements or included in a filing with the U.S. Securities and Exchange Commission.

“Incentive-Based Compensation” means any compensation that is granted, earned, or vested based wholly or in part upon the attainment of a Financial Reporting Measure. The Company does not directly compensate any of its Executive Officers. The Executive Officers are compensated by the Company’s external investment adviser for the work they perform on behalf of the Company. Therefore, the Company does not pay compensation, including Incentive-Based Compensation, to its Executive Officers.

“Lookback Period” means the three-year period preceding the date on which the Company is required to prepare an accounting restatement. For purposes of this definition, the date on which the Company is required to prepare an accounting restatement shall be deemed to be the earlier of (i) the date the Board, a committee of the Board, or the officer(s) of the Company authorized to take such action (if Board action is not required) concludes, or reasonably should have concluded, that the Company is required to prepare an accounting restatement; and (ii) the date a court, regulator, or other legally authorized body directs the Company to prepare an accounting restatement.

“Securities Exchange” means The Nasdaq Global Select Market, the securities exchange upon which the Company’s shares of common stock, par value $0.001 per share, trades.

Recoupment for an Accounting Restatement

The Company shall recover reasonably promptly any Excess Incentive-Based Compensation in the event that the Company is required to restate its financial statements due to the material noncompliance of the Company with any financial reporting requirement under the federal securities laws, including any required accounting restatement to correct an error (i) in previously issued financial statements that is material to the previously issued financial statements or (ii) that would result in a material misstatement if the error were corrected in the current period or left uncorrected in the current period. The preceding sentence shall apply to Excess Incentive-Based Compensation received by any current or former Executive Officer: (a) after beginning service as an Executive Officer; (b) who served as an Executive Officer at any time during the performance period for the applicable Incentive-Based Compensation; (c) while the Company has a class of securities listed on a national securities exchange or a national securities association; and (d) during the Lookback Period. For purposes of this paragraph, Incentive-Based Compensation is deemed “received” in the Company’s fiscal period during which the Financial Reporting Measure specified in the Incentive-Based Compensation is attained, even if the payment or grant of the Incentive-Based Compensation occurs after the end of that period.

If the Company is required to recoup Excess Incentive-Based Compensation following an accounting restatement based on adjustments to stock price or total shareholder return, the

Company shall determine the amount of such Excess Incentive-Based Compensation subject to recoupment, which amount shall be a reasonable estimate of the effect of the accounting restatement on the applicable Financial Reporting Measure.

Notwithstanding the foregoing, if the Committee makes a determination that recovery would be impracticable, and one of the following enumerated conditions is satisfied, the Company need not recover such Excess Incentive-Based Compensation.

- Expenses Exceed Recovery Amount: The Company need not recover the Excess Incentive-Based Compensation at issue if the direct expense to be paid to a third party to assist in enforcing this Compensation Recoupment Policy would exceed the amount to be recovered; provided, however, that the Company must make a reasonable attempt to recover the Excess Incentive-Based Compensation and document such attempt(s) prior to the Committee's determination that recovery would be impracticable. The Company must provide the documentation evidencing the attempt(s) to the Securities Exchange consistent with the listing standards of the Securities Exchange.

- Recovery Would Violate Home Country Law: The Company need not recover the Excess Incentive-Based Compensation at issue if recovery would violate home country law where that law was adopted prior to November 28, 2022; provided, however, that the Company must obtain an opinion of home country counsel, in a form acceptable to the Securities Exchange, that recovery would result in such violation. The Company must provide the opinion to the Securities Exchange consistent with the listing standards of the Securities Exchange.

- Recovery Would Violate ERISA Anti-Alienation Provisions: The Company need not recover the Excess Incentive-Based Compensation at issue if recovery would violate the anti-alienation provisions of the Employee Retirement Income Security Act of 1974, as amended, contained in 26 U.S.C. § 401(a)(13) or 26 U.S.C. § 411(a), or regulations promulgated thereunder.

Method of Recoupment

The Committee shall have the sole discretion and authority to determine the means, timing (which shall in all circumstances be reasonably prompt) and any other requirements by which any recoupment required by this Compensation Recoupment Policy shall occur and impose any other terms, conditions or procedures (*e.g.*, the imposition of interest charges on un-repaid amounts) to govern the current or former Executive Officer's repayment of Excess Incentive-Based Compensation.

Other Policy Terms

Any applicable award agreement, plan or other document setting forth the terms and conditions of any Incentive-Based Compensation or other compensation covered by this Compensation Recoupment Policy received on or after the Effective Date shall be deemed to (i) include the restrictions imposed herein; (ii) incorporate this Compensation Recoupment Policy by reference;

and (iii) govern the terms of such award agreement, plan or other document in the event of any inconsistency. Eligibility for participation in and for payment under any such award agreement, plan or other document is contingent upon acceptance of the terms of this Compensation Recoupment Policy.

Any recoupment under this Compensation Recoupment Policy is in addition to, and not in lieu of, any other remedies or rights that may be available to the Company or its affiliates under applicable law, including, without limitation: (i) dismissing the current or former Executive Officer; (ii) adjusting the future compensation of the current or former Executive Officer; or (iii) authorizing legal action or taking such other action to enforce the current or former Executive Officer’s obligations to the Company or its affiliates as it may deem appropriate in view of all of the facts and circumstances surrounding the particular case.

Incentive-Based Compensation and other compensation paid to employees of the Company and its affiliates may also be subject to other recoupment or similar policies, and this policy does not supersede any such other policies. However, in the event of any conflict between any such policy and this Compensation Recoupment Policy, this policy shall govern. In addition, no Executive Officer shall be subject to recoupment more than one time with respect to the same compensation.

Current or former Executive Officers shall not be entitled to any indemnification by or from the Company or its affiliates with respect to any amounts subject to recoupment pursuant to this Compensation Recoupment Policy.

Administration

The Board has delegated the administration of this policy to the Committee. The Committee is responsible for monitoring the application of this policy with respect to all Executive Officers. The Committee shall have the sole authority to review, interpret, construe and implement the provisions of this Compensation Recoupment Policy and to delegate to one or more executive officers and/or employees certain administrative and record-keeping responsibilities, as appropriate, with respect to the implementation of this Compensation Recoupment Policy; provided, however, that no such action shall contravene the federal securities laws. Any determinations of the Board or Committee under this Compensation Recoupment Policy shall be binding on the applicable individual.

The Board may amend, modify or change this Compensation Recoupment Policy, as well as any related rules and procedures, at any time and from time to time as it may determine, in its sole discretion, is necessary or appropriate.

Adopted: December 1, 2023