

SECURITIES AND EXCHANGE COMMISSION

FORM 8-K

Current report filing

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FILER

Golub Capital BDC, Inc.

CIK: [1476765](#) | IRS No.: [272326940](#) | State of Incorporation: **DE** | Fiscal Year End: **0910**
Type: **8-K** | Act: **34** | File No.: [814-00794](#) | Film No.: [13527976](#)

Mailing Address

*150 SOUTH WACKER DRIVE
SUITE 800
CHICAGO IL 60606*

Business Address

*150 SOUTH WACKER DRIVE
SUITE 800
CHICAGO IL 60606
312-205-5050*

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

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the
Securities Exchange Act of 1934

Date of Report: January 14, 2013
(Date of earliest event reported)

Golub Capital BDC, Inc.
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

814-00794
(Commission File Number)

27-2326940
(IRS Employer
Identification Number)

150 South Wacker Drive, Suite 800,
Chicago, IL
(Address of principal executive offices)

60606
(Zip Code)

(312) 205-5050
(Registrant's telephone number, including area code)

Not Applicable
(Former Name or Former Address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 2.02. Results of Operations and Financial Condition

Set forth below are certain preliminary estimates of our financial condition and results of operations for the three months ended December 31, 2012. These estimates are subject to the completion of our financial closing procedures and are not a comprehensive statement of our financial results for the three months ended December 31, 2012. We advise you that our actual results may differ materially from these estimates as a result of the completion of our financial closing procedures, final adjustments and other developments arising between now and the time that our financial results for the three months ended December 31, 2012 are finalized.

Net investment income is estimated to have totaled between \$0.33 and \$0.35 per share for the three months ended December 31, 2012. Net income is estimated to have totaled between \$0.32 and \$0.34 per share for the three months ended December 31, 2012.

Net asset value as of December 31, 2012 is estimated to be between \$14.64 and \$14.67 per share.

We originated \$258.7 million in new middle market investment commitments during the three months ended December 31, 2012. Approximately 15.0% of the new investment commitments were second lien loans, 52.4% were one stop loans, 31.2% were senior secured loans and 1.4% were equity securities. Of the new investment commitments, \$221.6 million funded at close. Overall, total investments in portfolio companies at fair value increased by approximately \$95.4 million during the three months ended December 31, 2012 after factoring in debt repayments and sales of securities. Our net borrowings for the three months ended December 31, 2012 increased by \$48.2 million, and we had total asset sales of \$14.0 million for a gain of \$0.1 million during the same period.

We intend to announce final results of operations for the three months ended December 31, 2012 on February 7, 2013 before the open of the financial markets. We will host an earnings conference call on Thursday, February 7, 2013 to discuss the quarterly financial results.

The preliminary financial data included herein have been prepared by, and is the responsibility of, management. McGladrey LLP, our independent registered public accounting firm, has not audited, reviewed, compiled or performed any procedures with respect to these preliminary estimates. Accordingly, McGladrey LLP does not express an opinion or any other form of assurance with respect thereto.

Item 7.01. Regulation FD Disclosure

On January 14, 2013, we issued a press release announcing our plans for a public offering. A copy of the press release is furnished as Exhibit 99.1 to this report pursuant to Item 7.01 and Regulation FD.

The information in this report on Form 8-K, including Exhibit 99.1 furnished herewith, is being furnished and shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or otherwise subject to the liabilities of such section. The information in this report on Form 8-K shall not be incorporated by reference into any registration statement or other document pursuant to the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in such filing.

Item 9.01. Financial Statements and Exhibits

(a) Financial statements:

None

(b) Pro forma financial information:

None

(c) Shell company transactions:

None

(d) Exhibits

99.1 Press Release of Golub Capital BDC, Inc. dated January 14, 2013

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Dated: January 14, 2013

GOLUB CAPITAL BDC, INC.

By: /s/ Ross A. Teune

Ross A. Teune

Chief Financial Officer & Treasurer

Exhibit Index

Exhibit No.

99.1

Description

Press Release of Golub Capital BDC, Inc. dated
January 14, 2013

GOLUB CAPITAL BDC ANNOUNCES PUBLIC OFFERING

Chicago, IL — January 14, 2013—Golub Capital BDC, Inc. (the “Company”), a business development company (NASDAQ: GBDC, www.golubcapitalbdc.com), announced that it plans to make a public offering of 4,500,000 shares of its common stock. The Company also plans to grant the underwriters an option to purchase up to an additional 675,000 shares of common stock to cover over-allotments, if any. Wells Fargo Securities, Morgan Stanley and UBS Investment Bank are acting as joint book-running managers for the offering. The co-managers are RBC Capital Markets and Stifel Nicolaus Weisel. The offering of the shares will be made under the Company’s shelf registration statement, which was filed with, and declared effective by, the Securities and Exchange Commission.

The Company intends to use the net proceeds from the offering to invest in portfolio companies in accordance with its investment objective and strategies and for general corporate purposes. A portion of the net proceeds from the offering is expected to be utilized to capitalize GC SBIC V, L.P., our wholly owned subsidiary, following which we expect GC SBIC V, L.P. to issue debentures and make investments in accordance with our investment strategy. We may also use a portion of the net proceeds from the offering to repay amounts outstanding under our credit facility.

Investors are advised to carefully consider the investment objective, risks, charges and expenses of the Company before investing. The preliminary prospectus supplement dated January 14, 2013 and the accompanying prospectus dated January 30, 2012, which have been filed with the Securities and Exchange Commission, contain this and other information about the Company and should be read carefully before investing.

The information in the preliminary prospectus supplement, the accompanying prospectus and this press release is not complete and may be changed. The preliminary prospectus supplement, the accompanying prospectus and this press release are not offers to sell any securities of the Company and are not soliciting an offer to buy such securities in any state where such offer and sale is not permitted.

The offering may be made only by means of a preliminary prospectus supplement and an accompanying prospectus, copies of which may be obtained from Wells Fargo Securities, 375 Park Avenue, 4th Floor, New York, New York 10152, Attn: Equity Syndicate or by e-mailing cmclientsupport@wellsfargo.com or calling (800) 326-5897; Morgan Stanley & Co. LLC, 180 Varick Street, 2nd Floor, New York, New York, 10014, Attn: Prospectus Department or by e-mailing prospectus@morganstanley.com or calling (866) 718-1649; or UBS Investment Bank, 299 Park Ave., New York, New York 10171, Attn: Prospectus Department or by calling (888) 827-7275.

ABOUT GOLUB CAPITAL BDC, INC.

Golub Capital BDC, Inc. principally invests in senior secured, one stop, mezzanine and second lien loans of middle-market companies that are, in most cases, sponsored by private equity investors. Golub Capital BDC, Inc.’s investment activities are managed by its investment adviser, GC Advisors LLC, an affiliate of the Golub Capital group of companies (“Golub Capital”).

ABOUT GOLUB CAPITAL

With over \$7 billion of capital under management, Golub Capital is a leading provider of financing solutions for the middle market, including one stop financings (through the firm’s proprietary GOLD and MEGA GOLD facilities), senior, second lien, and subordinated debt, preferred stock and co-investment equity. The firm underwrites and syndicates senior credit facilities up to \$250 million. Golub Capital’s hold sizes range up to \$200 million per transaction.

Golub Capital has been a Top 3 Traditional Middle Market Bookrunner each year from 2008 through 3Q 2012 for senior secured loans of up to \$100 million for leveraged buyouts (according to Thomson Reuters LPC and internal data; based on number of deals). In 2012, Golub Capital was awarded the ACG New York Champion’s Award for “Senior Lender Firm of the Year” and “Lender Firm of the Year” by the M&A Advisor. Golub Capital is a national firm with principal offices in Chicago and New York. For more information, please visit the firm’s website at www.golubcapital.com.

FORWARD-LOOKING STATEMENTS

This press release may contain “forward-looking statements” within the meaning of the Private Securities Litigation Reform Act of 1995. Statements other than statements of historical facts included in this press release may constitute forward-looking statements and are not guarantees of future performance or results and involve a number of risks and uncertainties. Actual results may differ materially from those expressed or implied in the forward-looking statements as a result of a number of factors, including those described from time to time in filings with the Securities and Exchange Commission. Golub Capital BDC, Inc. undertakes no duty to update any forward-looking statement made herein. All forward-looking statements speak only as of the date of this press release.

Contact:

Ross Teune

312-284-0111

rteune@golubcapital.com
