

Stellus Capital Investment Corp
Form 4
May 29, 2015

FORM 4

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

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
DC Funding SPV 2, L.L.C.

2. Issuer Name **and** Ticker or Trading
Symbol
Stellus Capital Investment Corp
[SCM]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

1166 AVENUE OF THE
AMERICAS, NINTH FLOOR

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
05/27/2015

____ Director ____ 10% Owner
____ Officer (give title ____X____ Other (specify
below) below)
See Footnotes 1 and 2

NEW YORK, NY 10036

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

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

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock, par value \$0.001 per share	05/27/2015		S	1,875,000	D	\$ 11.87 58	D (1) (2)
Common Stock, par value \$0.001 per share	05/28/2015		S	58	D	\$ 12.12 0	D (1) (2)

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

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SEC 1474
(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DC Funding SPV 2, L.L.C. 1166 AVENUE OF THE AMERICAS NINTH FLOOR NEW YORK, NY 10036				See Footnotes 1 and 2
D. E. Shaw Direct Capital, L.L.C. 1166 AVENUE OF THE AMERICAS NINTH FLOOR NEW YORK, NY 10036				See Footnotes 1 and 2
D. E. SHAW & CO, L.P. 1166 AVENUE OF THE AMERICAS NINTH FLOOR NEW YORK, NY 10036				See Footnotes 1 and 2
SHAW DAVID E 1166 AVENUE OF THE AMERICAS NINTH FLOOR NEW YORK, NY 10036				See Footnotes 1 and 2

Signatures

/s/ Nathan Thomas, Authorized Signatory, DC Funding SPV 2, L.L.C.	05/29/2015
**Signature of Reporting Person	Date
/s/ Nathan Thomas, Chief Compliance Officer, D. E. Shaw Direct Capital, L.L.C.	05/29/2015
**Signature of Reporting Person	Date
/s/ Nathan Thomas, Chief Compliance Officer, D. E. Shaw & Co., L.P.	05/29/2015
**Signature of Reporting Person	Date
/s/ Nathan Thomas, Attorney-in-Fact for David E. Shaw	05/29/2015
**Signature of Reporting Person	Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

The securities reported in this Form 4 are directly held by DC Funding SPV 2, L.L.C. ("SPV 2"). D. E. Shaw Direct Capital, L.L.C. ("DESDC"), as manager of SPV 2; D. E. Shaw & Co., L.P. ("DESCO LP"), as managing member of DESDC; and Mr. David E. Shaw (1) ("David E. Shaw"), as president and sole shareholder of D. E. Shaw & Co., Inc., which is the general partner of DESCO LP, may be deemed to be the beneficial owners of the securities reported in this Form 4 for purposes of Rule 16a-1(a) of the Securities Exchange Act of 1934.

In accordance with instruction 4(b)(iv), the entire number of shares of Common Stock of the Issuer that may be deemed to be beneficially (2) owned by SPV 2, DESDC, DESCO LP, and David E Shaw is reported herein. Each of DESDC, DESCO LP, and David E Shaw disclaims any beneficial ownership of any security listed in this Form 4, except to the extent of any pecuniary interest therein.

Remarks:

Exhibit 24 - Power of Attorney

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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