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

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FORM 8-K

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CURRENT REPORT

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

Date of Report (Date of earliest event Reported): November 29, 2016

**Gladstone Capital Corporation**  
(Exact Name of Registrant as Specified in Charter)

**Maryland**  
(State or Other Jurisdiction of Incorporation)

**814-00237**  
(Commission File Number)

**54-2040781**  
(I.R.S. Employer Identification Number)

**1521 Westbranch Drive, Suite 100, McLean, Virginia 22102**  
(Address of Principal Executive Offices) (Zip Code)

**(703) 287-5800**  
(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))
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**Item 5.03. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.**

On November 29, 2016, the board of directors (the "Board") of the Company approved and adopted the Fourth Amendment to the Company's Bylaws, effective as of November 29, 2016 (the "Bylaw Amendment"). The Bylaw Amendment amended Article II, Section 9(a) and Article III, Section 13(a) to establish that while a majority of the votes cast at a meeting of stockholders, duly called and at which a quorum is present, shall be the requisite vote required to take action at such meeting, a plurality of all votes cast at such meeting (rather than a majority) is sufficient to elect a director, subject to certain limitations.

The foregoing description of the Bylaw Amendment does not purport to be complete and is qualified in its entirety by reference to the full text of the Bylaw Amendment. A copy of the Bylaw Amendment is attached hereto as Exhibit 3.1 and is incorporated by reference herein.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
3.1	Fourth Amendment to Bylaws of Gladstone Capital Corporation.

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**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.

**Gladstone Capital Corporation**

Date: November 29, 2016

By: /s/ Nicole Schaltenbrand  
Nicole Schaltenbrand  
Chief Financial Officer & Treasurer

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EXHIBIT INDEX

<b>Exhibit No.</b>	<b>Description</b>
3.1	Fourth Amendment to Bylaws of Gladstone Capital Corporation.

**FOURTH AMENDMENT TO BYLAWS**  
**OF**  
**GLADSTONE CAPITAL CORPORATION**

The following Amendment is hereby made to the Bylaws (the "Bylaws") of Gladstone Capital Corporation, a Maryland corporation (the "Corporation"), as of November 29, 2016:

Article II, Section 9(a) is hereby deleted in its entirety and replaced with the following:

**Section 9. Voting.**

(a) A majority of the votes cast at a meeting of stockholders, duly called and at which a quorum is present, shall be sufficient to take or authorize action upon any matter which may properly come before the meeting, unless more than a majority of the votes cast is required by law, these Bylaws or by the Articles of Incorporation. Notwithstanding the foregoing, a plurality of all the votes cast at a meeting at which a quorum is present is sufficient to elect a director, except as provided in Article III, Section 15.

Article III, Section 13(a) is hereby deleted in its entirety and replaced with the following:

**Section 13. Number and Term.**

(a) The number of directors of the Corporation shall be fixed exclusively by resolutions adopted by the Board of Directors. The composition of the board of directors must satisfy the independence standards of the NASDAQ Stock Market (or such other securities market on which the Corporation's securities are listed for trading) and the applicable rules and regulations of the Securities and Exchange Commission ("SEC"). A majority of the entire Board of Directors may, at any time and from time to time, increase or decrease the number of directors of the Corporation as set forth in the Articles of Incorporation or these Bylaws; provided, however, that the number of directors shall not be increased by fifty percent (50%) or more in any twelve (12) month period without the approval of two-thirds (2/3rds) of the members of the Board of Directors then in office. The tenure of office of a director shall not be affected by any decrease in the number of directors so made by the Board of Directors.

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