

Stellus Capital Investment Corp
 Form 4
 May 29, 2015

FORM 4

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

OMB APPROVAL

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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

(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)

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

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

1166 AVENUE OF THE AMERICAS, NINTH FLOOR

(Street)

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

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

NEW YORK, NY 10036

(City) (State) (Zip)

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

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

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

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(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. Number of Derivative Securities Owned Following Transaction (Instr. 6)
				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 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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