

FIDUS INVESTMENT Corp  
Form 10-Q  
August 02, 2018  
Table of Contents

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

**FORM 10-Q**

(Mark One)

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

**For the quarterly period ended June 30, 2018**

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

**27-5017321**  
**(I.R.S. Employer**  
**Identification No.)**

**1603 Orrington Avenue, Suite 1005**

**Evanston, Illinois**  
**(Address of Principal Executive Offices)**

**60201**  
**(Zip Code)**

**(847) 859-3940**

**(Registrant's telephone number, including area code)**

**n/a**

**(Former name, former address and former fiscal year, if changed since last report)**

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 and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post 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. (Check one):

Large accelerated filer

Accelerated filer

Non-accelerated filer (Do not check if a smaller reporting company)

Smaller reporting company

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected 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 is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes No

As of July 30, 2018, the Registrant had outstanding 24,463,119 shares of common stock, \$0.001 par value.



**Table of Contents**

**FIDUS INVESTMENT CORPORATION**

**TABLE OF CONTENTS**

**QUARTERLY REPORT ON FORM 10-Q**

	<b><u>PART I FINANCIAL INFORMATION</u></b>	<b>3</b>
Item 1.	<u>Financial Statements.</u>	3
	<u>Consolidated Statements of Assets and Liabilities June 30, 2018 (unaudited) and December 31, 2017</u>	3
	<u>Consolidated Statements of Operations Three and Six Months Ended June 30, 2018 (unaudited) and 2017 (unaudited)</u>	4
	<u>Consolidated Statements of Changes in Net Assets Six Months Ended June 30, 2018 (unaudited) and 2017 (unaudited)</u>	5
	<u>Consolidated Statements of Cash Flows Six Months Ended June 30, 2018 (unaudited) and 2017 (unaudited)</u>	6
	<u>Consolidated Schedules of Investments June 30, 2018 (unaudited) and December 31, 2017</u>	7
	<u>Notes to Consolidated Financial Statements (unaudited)</u>	19
Item 2.	<u>Management's Discussion and Analysis of Financial Condition and Results of Operations.</u>	38
Item 3.	<u>Quantitative and Qualitative Disclosures About Market Risk.</u>	53
Item 4.	<u>Controls and Procedures.</u>	54
	<b><u>PART II OTHER INFORMATION</u></b>	<b>55</b>
Item 1.	<u>Legal Proceedings.</u>	55
Item 1A.	<u>Risk Factors.</u>	55
Item 2.	<u>Unregistered Sales of Equity Securities and Use of Proceeds.</u>	55
Item 3.	<u>Defaults Upon Senior Securities.</u>	56
Item 4.	<u>Mine Safety Disclosures.</u>	56
Item 5.	<u>Other Information.</u>	56
Item 6.	<u>Exhibits.</u>	57
	<u>Signatures</u>	58
	<u>Exhibit Index</u>	59

**Table of Contents****PART I FINANCIAL INFORMATION****Item 1. Financial Statements.****FIDUS INVESTMENT CORPORATION****Consolidated Statements of Assets and Liabilities****(in thousands, except shares and per share data)**

	<b>June 30, 2018</b>	<b>December 31,</b>
	<b>(unaudited)</b>	<b>2017</b>
<b>ASSETS</b>		
Investments, at fair value		
Control investments (cost: \$6,811 and \$6,294, respectively)	\$ 5,041	\$ 4,723
Affiliate investments (cost: \$80,428 and \$91,361, respectively)	127,816	123,011
Non-control/non-affiliate investments (cost: \$524,429 and \$480,139, respectively)	513,325	468,574
Total investments, at fair value (cost: \$611,668 and \$577,794, respectively)	646,182	596,308
Cash and cash equivalents	23,999	41,572
Interest receivable	6,442	7,411
Prepaid expenses and other assets	1,103	972
<b>Total assets</b>	<b>\$ 677,726</b>	<b>\$ 646,263</b>
<b>LIABILITIES</b>		
SBA debentures, net of deferred financing costs (Note 6)	\$ 209,728	\$ 226,660
Public Notes, net of deferred financing costs (Note 6)	48,217	
Borrowings under Credit Facility, net of deferred financing costs (Note 6)	6,718	11,175
Accrued interest and fees payable	2,940	2,712
Management and incentive fees payable due to affiliate	12,735	11,217
Administration fee payable and other due to affiliate	340	562
Taxes payable	519	500
Accounts payable and other liabilities	268	164
<b>Total liabilities</b>	<b>281,465</b>	<b>252,990</b>
Commitments and contingencies (Note 7)		
<b>NET ASSETS</b>		
Common stock, \$0.001 par value (100,000,000 shares authorized, 24,463,119 and 24,507,940 shares issued and outstanding at June 30, 2018 and December 31, 2017, respectively)	24	24
Additional paid-in capital	369,963	370,545
Undistributed net investment income	2,923	5,687
	(11,667)	(2,001)

Accumulated net realized gain (loss) on investments, net of taxes and distributions

Accumulated net unrealized appreciation on investments	35,018	19,018
<b>Total net assets</b>	396,261	393,273
<b>Total liabilities and net assets</b>	\$ 677,726	\$ 646,263
<b>Net asset value per common share</b>	\$ 16.20	\$ 16.05

*See Notes to Consolidated Financial Statements (unaudited).*

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

	Three Months Ended June 30,		Six Months Ended June 30,	
	2018	2017	2018	2017
<b>Investment Income:</b>				
Interest income				
Control investments	\$ 61	\$	\$ 118	\$
Affiliate investments	1,883	2,453	3,538	4,713
Non-control/non-affiliate investments	13,741	11,125	26,764	21,954
Total interest income	15,685	13,578	30,420	26,667
Payment-in-kind interest income				
Control investments	162		315	
Affiliate investments	107	456	507	870
Non-control/non-affiliate investments	1,061	1,200	2,187	2,445
Total payment-in-kind interest income	1,330	1,656	3,009	3,315
Dividend income				
Control investments				
Affiliate investments	197	268	641	546
Non-control/non-affiliate investments	98	347	(8)	727
Total dividend income	295	615	633	1,273
Fee income				
Control investments				
Affiliate investments	27	141	23	147
Non-control/non-affiliate investments	748	1,254	2,189	2,030
Total fee income	775	1,395	2,212	2,177
Interest on idle funds and other income	27	27	71	67
Total investment income	18,112	17,271	36,345	33,499
<b>Expenses:</b>				
Interest and financing expenses	3,046	2,401	6,128	4,985
Base management fee	2,821	2,403	5,506	4,716
Incentive fee	1,907	2,484	5,661	4,862
Administrative service expenses	347	340	746	691
Professional fees	275	241	785	710
Other general and administrative expenses	691	431	986	709

Edgar Filing: FIDUS INVESTMENT Corp - Form 10-Q

Total expenses	9,087	8,300	19,812	16,673
Net investment income before income taxes	9,025	8,971	16,533	16,826
Income tax provision	67	29	198	25
<b>Net investment income</b>	<b>8,958</b>	<b>8,942</b>	<b>16,335</b>	<b>16,801</b>
<b>Net realized and unrealized gains (losses) on investments:</b>				
Net realized gains (losses):				
Control investments				
Affiliate investments	(6,240)		733	26
Non-control/non-affiliate investments	(8,956)	(367)	(8,651)	6,071
Net change in unrealized appreciation (depreciation):				
Control investments				
Affiliate investments	(272)		(199)	
Affiliate investments	9,353	(435)	15,738	750
Non-control/non-affiliate investments	4,802	1,817	461	(2,774)
Income tax provision from realized gains on investments	(1)		(1,748)	(1,385)
<b>Net gain (loss) on investments</b>	<b>(1,314)</b>	<b>1,015</b>	<b>6,334</b>	<b>2,688</b>
<b>Net increase in net assets resulting from operations</b>	<b>\$ 7,644</b>	<b>\$ 9,957</b>	<b>\$ 22,669</b>	<b>\$ 19,489</b>
<b>Per common share data:</b>				
Net investment income per share-basic and diluted	\$ 0.37	\$ 0.39	\$ 0.67	\$ 0.75
Net increase in net assets resulting from operations per share basic and diluted	\$ 0.31	\$ 0.44	\$ 0.93	\$ 0.86
Dividends declared per share	\$ 0.39	\$ 0.39	\$ 0.78	\$ 0.78
Weighted average number of shares outstanding basic and diluted	24,463,119	22,653,580	24,480,484	22,550,846

See Notes to Consolidated Financial Statements (unaudited).



Table of Contents**FIDUS INVESTMENT CORPORATION****Consolidated Statements of Changes in Net Assets (unaudited)**

(in thousands, except shares)

	Common Stock Number of shares	Par value	Additional paid-in capital	Undistributed net investment income	Accumulated net realized gain (loss) on investments, net of taxes and distribution	Accumulated net unrealized appreciation (depreciation) on investments	Total net assets
<b>Balances at December 31, 2016</b>	22,446,076	\$ 22	\$ 340,101	\$ 9,626	\$ (19,908)	\$ 23,944	\$ 353,785
Public offerings of common stock, net of expenses (Note 8)	2,012,500	2	32,285				32,287
Shares issued under dividend reinvestment plan	22,048		374				374
Net increase in net assets resulting from operations				16,801	4,712	(2,024)	19,489
Dividends declared				(17,512)			(17,512)
<b>Balances at June 30, 2017</b>	24,480,624	\$ 24	\$ 372,760	\$ 8,915	\$ (15,196)	\$ 21,920	\$ 388,423
<b>Balances at December 31, 2017</b>	24,507,940	\$ 24	\$ 370,545	\$ 5,687	\$ (2,001)	\$ 19,018	\$ 393,273
Repurchases of common stock under Stock Repurchase Program (Note 8)	(44,821)		(582)				(582)
Net increase in net assets resulting from operations				16,335	(9,666)	16,000	22,669
Dividends declared				(19,099)			(19,099)
<b>Balances at June 30, 2018</b>	24,463,119	\$ 24	\$ 369,963	\$ 2,923	\$ (11,667)	\$ 35,018	\$ 396,261

*See Notes to Consolidated Financial Statements (unaudited).*



Table of Contents**FIDUS INVESTMENT CORPORATION****Consolidated Statements of Cash Flows (unaudited)**

(in thousands)

	<b>Six Months Ended June 30,</b>	
	<b>2018</b>	<b>2017</b>
<b>Cash Flows from Operating Activities:</b>		
Net increase in net assets resulting from operations	\$ 22,669	\$ 19,489
Adjustments to reconcile net increase in net assets resulting from operations to net cash (used for) operating activities:		
Net change in unrealized (appreciation) depreciation on investments	(16,000)	2,024
Net realized (gain) loss on investments	7,918	(6,097)
Interest and dividend income paid-in-kind	(3,098)	(3,864)
Accretion of original issue discount	(105)	(275)
Accretion of loan origination fees	(434)	(726)
Purchase of investments	(103,989)	(87,087)
Proceeds from sales and repayments of investments	65,270	66,733
Proceeds from loan origination fees	564	486
Amortization of deferred financing costs	811	625
Changes in operating assets and liabilities:		
Interest receivable	969	(85)
Prepaid expenses and other assets	(164)	(510)
Accrued interest and fees payable	228	(510)
Management and incentive fees payable due to affiliate	1,518	815
Administration fee payable and other due to affiliate	(222)	(470)
Taxes payable	19	(190)
Accounts payable and other liabilities	104	(56)
<b>Net cash (used for) operating activities</b>	<b>(23,942)</b>	<b>(9,698)</b>
<b>Cash Flows from Financing Activities:</b>		
Proceeds from stock offerings, net of expenses		28,053
Proceeds received from SBA debentures	27,000	18,000
Repayments of SBA debentures	(43,800)	(24,750)
Proceeds received from issuance of Public Notes	50,000	
Proceeds received from (repayments of) borrowings under Credit Facility, net	(4,500)	
Payment of deferred financing costs	(2,650)	(731)
Dividends paid to stockholders, including expenses	(19,099)	(17,138)
Repurchases of common stock under Stock Repurchase Program	(582)	
<b>Net cash provided by financing activities</b>	<b>6,369</b>	<b>3,434</b>
<b>Net (decrease) in cash and cash equivalents</b>	<b>(17,573)</b>	<b>(6,264)</b>
<b>Cash and cash equivalents:</b>		

Beginning of period		41,572	57,083
End of period	\$	23,999	\$ 50,819

**Supplemental disclosure of cash flow information:**

Cash payments for interest	\$	5,089	\$ 4,870
Cash payments for taxes, net of tax refunds received	\$	1,927	\$ 1,600

**Non-cash financing activities:**

Shares issued under dividend reinvestment plan	\$		\$ 374
Proceeds receivable from stock offering	\$		\$ 4,234

*See Notes to Consolidated Financial Statements (unaudited).*

Table of Contents**FIDUS INVESTMENT CORPORATION****Consolidated Schedule of Investments (unaudited)****June 30, 2018****(in thousands, except shares)****Portfolio Company****(a)(b)****Investment Type****(c)****Industry****Rate (d)****Cash/PIK****Maturity****Principal****Amount****Cost****Fair****Value (e)****Percent of****Net Assets****Control****Investments (t)***FDS Avionics Corp.**(dba Flight Display**Systems)*

Aerospace &amp; Defense Manufacturing

Second Lien Debt

4.00%/11.00%

4/1/2020

\$ 5,868

\$ 5,859

\$ 4,837

Revolving Loan

(\$50 commitment)

4.00%/11.00%

4/1/2020

204

204

204

Common Equity

(7,478 shares) (j)

748

6,811

5,041

1%

**Total Control****Investments**

\$ 6,811

\$ 5,041

1%

**Affiliate****Investments (l)***Apex**Microtechnology,**Inc.*

Electronic Components Supplier

Warrant (2,293

shares) (m)

\$ 220

\$ 669

Common Equity

(11,690 shares)

1,169

3,435

1,389

4,104

1%

*FAR Research Inc.*

Specialty Chemicals

Common Equity

(1,396 units)

1,396

2,109

1%

*Fiber Materials, Inc.* Aerospace & Defense Manufacturing

Second Lien Debt

12.00%/0.00%

5/30/2022

\$ 4,044

4,030

4,044

1,000

2,279

Edgar Filing: FIDUS INVESTMENT Corp - Form 10-Q

Common Equity (10 units)						
				5,030	6,323	2%
<i>Inflexion, Inc. (n)</i>	Business Services					
First Lien Debt (p)(v)		5.00%/5.00%	12/16/2019	141	141	
Revolving Loan (j)(p)(v)		5.00%/5.00%	12/16/2019	9	9	
				150		0%
<i>Medsurant Holdings, LLC</i>	Healthcare Services					
Second Lien Debt		13.00%/0.00%	6/30/2020	8,823	8,785	8,823
Preferred Equity (126,662 units) (h)				1,346	2,599	
Warrant (505,176 units) (h)(m)				4,516	9,469	
				14,647	20,891	5%
<i>Microbiology Research Associates, Inc.</i>	Healthcare Services					
Subordinated Debt		11.00%/1.50%	3/13/2022	8,732	8,715	8,731
Common Equity (1,625,731 units) (j)				1,939	2,973	
				10,654	11,704	3%
<i>Mirage Trailers LLC</i>	Utility Equipment Manufacturing					
Second Lien Debt (k)(f)		13.50%/1.50%	11/25/2020	6,062	6,019	6,062
Common Equity (2,500,000 shares) (g)				2,240	3,053	
				8,259	9,115	2%
<i>Pfanstiehl, Inc.</i>	Healthcare Products					
Subordinated Debt		10.50%/0.00%	9/29/2022	6,208	6,195	6,208
Common Equity (8,500 units) (j)				850	12,631	
				7,045	18,839	5%
<i>Pinnergy, Ltd.</i>	Oil & Gas Services					
Second Lien Debt (k)		12.00%/0.00%	1/24/2020	6,000	5,989	6,000
Common Equity - Class A-2 (42,500 units) (k)				3,000	26,389	
Common Equity - Class B (1,000)				3,000	3,000	

units) (k)						
					11,989	35,389 9%
<i>Rhino Assembly Company, LLC</i>	Specialty Distribution					
Second Lien Debt (k)		12.00%/1.00%	2/11/2023	3,990	3,973	3,990
Delayed Draw Commitment (\$1,042 commitment) (i)(j)		12.00%/1.00%	5/17/2022			
Preferred Equity (7,500 units) (j)(s)					750	1,050
					4,723	5,040 1%

**Table of Contents****FIDUS INVESTMENT CORPORATION****Consolidated Schedule of Investments (unaudited) (continued)****June 30, 2018****(in thousands, except shares)****Company (a)(b)**

<b>Investment Type (c)</b>	<b>Industry</b>	<b>Rate (d) Cash/PIK</b>	<b>Maturity</b>	<b>Principal Amount</b>	<b>Cost</b>	<b>Fair Value (e)</b>	<b>Net</b>
<i>Steward Holdings LLC (dba Steward Materials)</i>	Aerospace & Defense Manufacturing						
Debt		12.00%/2.25%	5/12/2021	\$ 7,482	\$ 7,464	\$ 7,482	
Equity (1,000,000 units)					1,000	722	
					8,464	8,204	
<i>Radiator Products, Inc.</i>	Utility Equipment Manufacturing						
Debt (j)		14.25%/0.00%	12/31/2019	5,994	5,994	5,994	
Equity (6,875 shares) (j)					688	104	
					6,682	6,098	
<b>Subsidiary Investments</b>					\$ 80,428	\$ 127,816	
<b>Control/Non-affiliate</b>							
<b>Investments</b>							
<i>Food Services, LLC</i>	Vending Equipment Manufacturing						
Debt (k)		10.00%/3.00%	5/30/2022	\$ 29,417	\$ 29,297	\$ 28,152	
Equity (7,885 units) (h)(j)					800	577	
					30,097	28,729	
<i>Group, Inc.</i>	Healthcare Products						
Equity (1,250,000 units)					1,250	1,513	
<i>AllWaste LLC (dba</i> <i>Waste Transport Services)</i>	Environmental Industries						
Debt (j)		11.00%/1.50%	11/30/2023	11,054	10,990	10,990	
Draw Commitment (\$2,960 Contract) (i)(j)		11.00%/1.50%	11/30/2019		(11)		
Equity (500 units) (j)					500	500	
					11,479	11,490	
<i>Autos, LLC (dba Auveco)</i>	Specialty Distribution						
Debt (k)		11.50%/0.00%	7/3/2023	22,500	22,396	22,396	



Equity (5,000 units) (j)					500	500
					22,896	22,896
<i>Way and Security LLC</i>	Component Manufacturing					
Debt		10.50%/1.50%	8/27/2023	10,052	9,999	9,999
Equity (50,000 units) Commitment) (h)(j)					500	500
					10,499	10,499
<i>&amp; Gregory, LLC</i>	Laundry Services					
Debt		0.00%/12.00%	5/31/2022	3,220	3,220	3,220
Equity (500,000 units) (h)					500	753
Equity (242,121 units) (h)(m)					241	330
					3,961	4,303
<i>Box LLC (dba Anthony's Pizza)</i>	Restaurants					
Equity (521,021 units) (j)					521	97
<i>us Lines Holdings, LLC</i>	Transportation services					
Debt (p)		12.75%/1.50%	4/26/2021	7,398	7,375	2,000
<i>ted Infrastructure Group LP</i>	Business Services					
Debt		11.25%/1.50%	11/30/2022	2,018	2,009	2,019
Equity (298 units)					500	486
					2,509	2,505

Table of Contents**FIDUS INVESTMENT CORPORATION****Consolidated Schedule of Investments (unaudited) (continued)****June 30, 2018****(in thousands, except shares)**

<b>Portfolio Company (a)(b)</b>	<b>Industry</b>	<b>Investment Type (c)</b>	<b>Rate (d) Cash/PIK</b>	<b>Maturity</b>	<b>Principal Amount</b>	<b>Cost</b>	<b>Fair Value (e)</b>	<b>Percent of Net Assets</b>
<i>ControlScan, Inc.</i>	Information Technology Services	Subordinated Debt (j)	11.00%/0.00%	1/28/2023	\$ 6,750	\$ 6,722	\$ 6,750	
		Common Equity (3,704 shares) (j)				4	563	
		Preferred Equity (100 shares) (j)				996	996	
						7,722	8,309	2%
<i>CRS Solutions Holdings, LLC (dba CRS Texas)</i>	Business Services	Second Lien Debt	10.50%/1.00%	9/14/2023	9,027	8,985	8,985	
		Common Equity (750,000 units) (j)				750	750	
						9,735	9,735	2%
<i>EBL, LLC (EbLens)</i>	Retail	Second Lien Debt (j)	12.00%/1.00%	1/13/2023	9,341	9,265	9,341	
		Common Equity (75,000 units) (j)				750	767	

				10,015	10,108	2%
<i>Gurobi Optimization, LLC</i>	Information Technology Services					
Subordinated Debt (k)		11.00%/0.00%	6/19/2023	20,000	19,909	20,000
Common Equity (5 shares)					1,500	1,877
				21,409	21,877	6%
<i>Hilco Plastics Holdings, LLC (dba Hilco Technologies)</i>	Component Manufacturing					
Second Lien Debt		11.50%/1.50%	12/31/2019	9,852	9,827	8,933
Preferred Equity (1,000,000 units) (h)(j)					1,000	1,029
Common Equity (72,507 units) (h)(j)					500	151
				11,327	10,113	3%
<i>Hub Acquisition Sub, LLC (dba Hub Pen)</i>	Promotional products					
Second Lien Debt (k)		12.25%/0.00%	9/23/2021	20,000	19,929	20,000
Common Equity (7,500 units)					276	1,302
				20,205	21,302	5%
<i>IBH Holdings, LLC (fka Inflexxion, Inc.)</i>	Business Services					
Common Equity (150,000 units) (v)						0%
<i>Ice House America, LLC</i>	Vending Equipment Manufacturing					
Second Lien Debt (j)		12.00%/3.00%	1/1/2020	4,434	4,359	4,434
Warrant (1,957,895 units) (h)(j)(m)					216	261

				4,575	4,695	1%
<i>inthinc</i> <i>Technology</i> <i>Solutions, Inc.</i> <i>(n)</i>	Information Technology Services					
Royalty Rights		4/24/2020		185		0%
<i>Jacob Ash</i> <i>Holdings, Inc.</i>	Apparel Distribution					
Second Lien						
Debt (k)	17.00%/0.00%	8/31/2018	4,000	4,000	4,000	
Subordinated						
Debt	13.00%/0.00%	8/31/2018	50	50	50	
Preferred						
Equity (66,138						
shares) (g)	0.00%/15.00%	6/30/2018		1,327	1,327	
Warrant						
(63,492						
shares) (m)				68	25	
				5,445	5,402	1%
<i>K2 Industrial</i> <i>Services, Inc.</i>	Industrial Cleaning & Coatings					
Tranche A						
Loan	11.75%/2.50%	4/25/2022	10,453	10,423	8,938	
Tranche B						
Loan	11.75%/7.25%	4/25/2022	2,261	2,255	1,972	
Common						
Equity (1,673						
shares)				1,268		
				13,946	10,910	3%
<i>The Kyjen</i> <i>Company, LLC</i> <i>(dba Outward</i> <i>Hound)</i>	Consumer Products					
Second Lien						
Debt (k)	12.00%/0.00%	6/8/2024	14,500	14,434	14,418	
Common						
Equity (750						
shares) (j)				750	733	
				15,184	15,151	4%
<i>LNG Indy, LLC</i> <i>(dba Kinetrex</i> <i>Energy)</i>	Oil & Gas Distribution					
Second Lien						
Debt (k)	11.50%/0.00%	9/28/2021	5,000	4,983	5,000	
Common						
Equity						
(1,000 units)				1,000	1,605	

5,983 6,605 2%

Table of Contents**FIDUS INVESTMENT CORPORATION****Consolidated Schedule of Investments (unaudited) (continued)****June 30, 2018****(in thousands, except shares)**

Portfolio Company (a)(b)	Investment Type (c)	Industry	Rate (d) Cash/PIK	Maturity	Principal Amount	Cost	Fair Value (e)	Percent Net As
	<i>Arco Group International Co, LLC</i>	Industrial Cleaning & Coatings						
	Subordinated Lien Debt		10.50%/0.75%	1/21/2023	\$ 12,086	\$ 12,037	\$ 12,086	
	Common Equity (750,000 shares) (h)(j)					750	787	
						12,787	12,873	3%
	<i>Arco Line Services, LLC</i>	Utilities: Services						
	Subordinated Lien Debt (j)		10.50%/0.50%	5/31/2023	9,150	9,096	9,150	
	Unleveraged Draw Commitment (\$4,000 Commitment) (i)(j)		10.50%/1.00%	5/31/2019		(8)		
	Common Equity (500 shares) (j)					500	709	
						9,588	9,859	2%
	<i>West Transit Equipment, Inc.</i>	Transportation services						
	Subordinated Debt (j)		13.00%/0.00%	6/23/2022	12,005	11,364	12,005	
	Warrant (14,384 shares) (n)					361	98	
	Warrant (9.59% of Junior Subordinated Notes) (j)(q)					381	420	
						12,106	12,523	3%
	<i>Avira Technology, Inc.</i>	Information Technology Services						
	Common Equity (197,369 shares) (j)					750	812	0%
	<i>AT Acquisition Holdings, LLC (dba Techniks Industries)</i>	Component Manufacturing						
	Subordinated Debt		12.50%/0.00%	3/21/2022	11,000	10,957	10,423	
	Common Equity (378 shares) (j)					500	224	

Edgar Filing: FIDUS INVESTMENT Corp - Form 10-Q

					11,457	10,647	3%
<i>tree Medical Centre, (dba Pain Management Associates)</i>	Healthcare Services						
Subordinated Lien Debt (j)(u)		14.50%/0.00%	1/1/2018	570	648	640	
Subordinated Lien Debt (j)(u)		10.00%/12.00%	1/1/2018	7,271	7,858	7,776	
Revolving Loan (j)(u)		14.50%/0.00%	1/1/2018	2,500	2,835	2,800	
					11,341	11,216	3%
<i>C Investors, LLC (dba o Medical Corporation)</i>	Healthcare Products						
Subordinated Lien Debt		12.00%/0.00%	7/15/2021	10,000	9,945	8,132	
Common Equity (5,000 shares)					500	30	
					10,445	8,162	2%
<i>netto Moon, LLC</i>	Retail						
Subordinated Lien Debt		11.50%/1.00%	10/31/2021	5,520	5,494	5,520	
Common Equity (499 shares) (j)					499	260	
					5,993	5,780	1%
<i>mouth Rock Energy, C</i>	Business Services						
Subordinated Lien Debt (k)		12.00%/0.00%	6/30/2019	7,018	7,018	7,018	2%
<i>ver Grid Components,</i>	Specialty Distribution						
Subordinated Lien Debt (k)		11.00%/1.00%	5/20/2023	11,225	11,171	11,171	
Preferred Equity (392 shares) (j)					392	392	
Common Equity (9,695 shares) (j)					358	358	
					11,921	11,921	3%
<i>h Lubricants, LLC</i>	Specialty Distribution						
Subordinated Lien Debt (k)		12.25%/0.00%	5/10/2022	18,581	18,514	18,581	
Common Equity (6,125 shares) (h)(j)					612	910	
					19,126	19,491	5%
<i>tauriant Finance Co, C</i>	Restaurants						
Subordinated Lien Debt (k)(p)		15.00%/4.00%	7/31/2020	9,342	9,314	1,989	1%
<i>enue Management Solutions, LLC</i>	Information Technology Services						
Subordinated Debt (k)		11.50%/1.00%	7/4/2022	8,883	8,818	9,060	
Common Equity (50,000 shares)					2,250	3,264	
					11,068	12,324	3%

<i>Parent Corporation</i>	Packaging			
Common Equity (389 Shares)		750	816	0%



**Table of Contents****FIDUS INVESTMENT CORPORATION****Consolidated Schedule of Investments (unaudited) (continued)****June 30, 2018****(in thousands, except shares)**

Portfolio Company (a)(b)	Investment Type (c)	Industry	Rate (d) Cash/PIK	Maturity	Principal Amount	Cost	Fair Value (e)	Percent Net A
	Investors, LLC (dba Foam)	Building Products Manufacturing						
	and Lien Debt		13.00%/0.00%	12/29/2020	\$ 4,095	\$ 4,062	\$ 3,336	
	Common Equity (6,000 shares) (h)(j)					600		
						4,662	3,336	1%
	Flex Manufacturing Co.	Aerospace & Defense Manufacturing						
	ordinated Debt		14.00%/0.00%	11/1/2018	4,050	4,050	4,050	
	Plant (29 shares) (m)					1,155	3,020	
						5,205	7,070	2%
	lyWell, Inc.	Healthcare Services						
	and Lien Debt		12.00%/1.25%	2/23/2021	10,109	10,071	10,109	
	Preferred Equity (309,142 shares) (n)					500	535	
						10,571	10,644	3%
	ware Technology, LLC	Information Technology Services						
	ordinated Debt (k)		11.00%/0.00%	6/23/2023	8,750	8,717	8,750	
	Common Equity (11 shares) (o)					1,125	1,225	
						9,842	9,975	2%
	dMend, LLC	Business Services						
	and Lien Debt (k)		11.00%/1.00%	7/8/2023	10,049	9,999	9,999	
	Common Equity (10,000 units) (p)					1,000	1,000	
						10,999	10,999	3%
	Wolf Organization,	Building Products Manufacturing						
	Common Equity (175 shares) (q)					1,445	4,954	1%
		Capital Equipment Manufacturing						

<i>Forming</i>						
<i>Technology Group LLC</i>						
<i>Brown Machine</i>						
<i>(p)</i>						
and Lien Debt (k)		12.50%/0.00%	9/14/2021	23,200	23,121	23,200
Common Equity (3,760)					228	540
					23,349	23,740
						6%
<i>Redi, LLC</i>	Building Products Manufacturing					
and Lien Debt (j)(r)		12.31%/0.00%	6/16/2022	10,194	10,112	10,194
						3%
<i>do Molding &amp; Die,</i>	Component Manufacturing					
and Lien Debt (j)		10.50%/0.00%	12/18/2018	10,000	9,982	10,000
						3%
<i>sGo, LLC</i>	Component Manufacturing					
and Lien Debt		13.25%/0.00%	8/28/2022	9,500	9,464	9,500
Common Equity (1,000)					1,000	799
					10,464	10,299
						3%
<i>Franzonic Companies</i>	Specialty Distribution					
ordinated Debt (j)		10.00%/1.50%	3/27/2025	5,622	5,568	5,568
ferred Equity (5,000)					500	500
					6,068	6,068
						2%
<i>O, LLC</i>	Business Services					
ordinated Debt (j)		11.00%/0.00%	10/3/2024	7,100	7,032	7,032
Common Equity (Units)						
000 units) (j)					705	705
					7,737	7,737
						2%
<i>ed Biologics, LLC</i>	Healthcare Services					
ferred Equity (98,377)						
					1,008	301
					566	112
					1,574	413
						0%
<i>GreenFiber, LLC</i>	Building Products Manufacturing					
and Lien Debt (k)		12.00%/2.00%	3/1/2019	14,290	14,281	13,906
Common Equity (2,522)						
					586	
					14,867	13,906
						4%
<i>ack Logistics LLC</i>	Transportation services					
and Lien Debt (k)		12.00%/1.75%	3/28/2023	7,345	7,325	7,345
Common Equity (5,833)						
					583	832
					946	1,010

Preferred Equity (9,458  
) (h)(j)

8,854 9,187 29

11

Table of Contents**FIDUS INVESTMENT CORPORATION****Consolidated Schedule of Investments (unaudited) (continued)****June 30, 2018****(in thousands, except shares)**

Portfolio Company (a)(b)	Investment Type (c)	Industry	Rate (d) Cash/PIK	Maturity	Principal Amount	Cost	Fair Value (e)	Percent Net Assets
	<i>Vanguard Dealer Services, L.C.</i>	Business Services						
	Second Lien Debt		12.25%/0.00%	8/2/2023	\$ 11,450	\$ 11,419	\$ 11,450	
	Common Equity (6,000 units)					600	1,181	
	Common Equity (2,380 units) (j)					504	469	
						12,523	13,100	3%
	<i>Virginia Tile Company, LLC</i>	Specialty Distribution						
	Second Lien Debt (k)		12.25%/0.00%	4/7/2022	12,000	11,975	12,000	
	Common Equity (17 units)					342	1,597	
						12,317	13,597	3%
	<i>Worldwide Express Operations, LLC</i>	Transportation services						
	Second Lien Debt (j)(o)		10.72%/0.00%	2/3/2025	10,000	9,876	10,000	
	Common Equity (4,000 units) (h)(j)					4,000	4,436	
						13,876	14,436	4%
<b>Total Non-control/Non-affiliate Investments</b>						\$ 524,429	\$ 513,325	130%
<b>Total Investments</b>						\$ 611,668	\$ 646,182	163%

(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) Rate includes the cash interest or dividend rate and paid-in-kind interest or dividend rate, if any, as of June 30, 2018. Generally, payment-in-kind interest can be paid-in-kind or all in cash.
- (e) 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. 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.
- (f) The investment bears cash interest at a variable rate that is determined by reference to one-month LIBOR, which is reset monthly. The cash interest rate is set as one-month LIBOR + 11.50% and is subject to a 12.50% interest rate floor. The Company has provided the interest rate in effect as of June 30, 2018.
- (g) Income producing. Maturity date, if any, represents mandatory redemption date.
- (h) Investment is held by a wholly-owned subsidiary of the Company, other than the Funds.
- (i) The disclosed commitment represents the unfunded amount as of June 30, 2018. 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 investment bears interest at a variable rate that is determined by reference to six-month LIBOR, which is reset semi-annually. The interest rate is set as six-month LIBOR + 8.75% and is subject to a 1.00% LIBOR interest rate floor. The Company has provided the interest rate in effect as of June 30, 2018.
- (p) Investment was on non-accrual status as of June 30, 2018, meaning the Company has ceased recognizing interest income on the investment.
- (q) Warrant entitles the Company to purchase 9.59% of the outstanding principal of Junior Subordinated Notes prior to exercise, and is non-income producing.
- (r) The investment bears interest at a variable rate that is determined by reference to three-month LIBOR, which is reset quarterly. The interest rate is set as three-month LIBOR + 10.00% and is subject to a 1.00% LIBOR interest rate floor. The Company has provided the interest rate in effect as of June 30, 2018.
- (s) A portion of the investment is held by a wholly-owned subsidiary of the Company, other than the Funds.
- (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) The debt investment continues to pay interest, including the default rate, while the portfolio company pursues refinancing options.
- (v) The historical portfolio company sold its operations and is in the process of liquidating. As consideration for the sale, the Company received a new equity investment in the acquiring entity.

*See Notes to Consolidated Financial Statements (unaudited).*



Table of Contents**FIDUS INVESTMENT CORPORATION****Consolidated Schedule of Investments****December 31, 2017****(in thousands, except shares)**

Portfolio Company (a)(b)	Industry	Rate (d) Cash/PIK	Maturity	Principal Amount	Cost	Fair Value (e)	Percent Net Assets
<b>Control Investments (t)</b>							
Avionics Corp. (dba Light Display Systems)	Aerospace & Defense Manufacturing						
and Lien Debt		4.00%/11.00%	4/1/2020	\$ 5,556	\$ 5,546	\$ 4,348	
Common Equity (7,478 shares) (j)					748	375	
					6,294	4,723	1%
<b>Control Investments</b>					\$ 6,294	\$ 4,723	1%
<b>Subsidiary Investments (l)</b>							
Microtechnology, Inc.	Electronic Components Supplier						
Common Equity (11,690 shares) (k)					1,169	2,857	
					1,389	3,400	1%
Research Inc.	Specialty Chemicals						
Common Equity (1,396 shares) (l)					1,396	1,447	0%
Materials, Inc.	Aerospace & Defense Manufacturing						
and Lien Debt		12.00%/1.00%	5/30/2022	\$ 4,044	4,028	4,044	
Common Equity (10 units)					1,000	1,838	
					5,028	5,882	1%
Exxon, Inc.	Business Services						
and Lien Debt		5.00%/5.00%	12/16/2019	4,478	4,468	2,647	
Revolving Loan (j)		5.00%/5.00%	12/16/2019	275	273	163	
Preferred Equity (252,046 shares) (m)					252		
Preferred Equity (308,987 shares) (n)					309		

Edgar Filing: FIDUS INVESTMENT Corp - Form 10-Q

Preferred Equity (1,400 units) (s)					1,400		
Preferred Equity (550,000 units) (s)					200		
					6,902	2,810	1%
<i>Insurant Holdings, LLC</i>	Healthcare Services						
Secured Lien Debt		12.25%/0.75%	6/30/2020	8,824	8,776	8,824	
Preferred Equity (126,662 units) (h)					1,346	2,753	
Preferred Equity (505,176 units) (n)					4,516	10,048	
					14,638	21,625	5%
<i>Microbiology Research Associates, Inc.</i>	Healthcare Services						
Secured Debt		11.00%/1.50%	3/13/2022	8,667	8,649	8,667	
Common Equity (25,731 units) (j)					1,939	3,788	
					10,588	12,455	3%
<i>Trailer Trainers LLC</i>	Utility Equipment Manufacturing						
Secured Lien Debt (k)(f)		12.88%/1.50%	11/25/2020	6,017	5,964	6,017	
Common Equity (100,000 shares)(g)					2,340	2,939	
					8,304	8,956	2%
<i>Stiehl, Inc.</i>	Healthcare Products						
Secured Debt		10.50%/0.00%	9/29/2021	6,208	6,193	6,208	
Common Equity (8,500 units) (j)					850	9,070	
					7,043	15,278	4%
<i>Energy, Ltd.</i>	Oil & Gas Services						
Secured Lien Debt (k)		0.00%/10.00%	1/24/2020	9,300	9,286	9,300	
Common Equity Class A-2 (500 units) (k)					3,000	15,621	
Common Equity Class B (100 units) (k)					3,000	3,000	
					15,286	27,921	7%
<i>Auto Assembly Company, Inc.</i>	Specialty Distribution						
Secured Lien Debt		12.00%/1.00%	2/11/2023	3,514	3,498	3,498	
Secured Debt with Revolving Draw Commitment (\$1,500 Commitment) (i)(j)		12.00%/1.00%	5/17/2022				
Preferred Equity (7,500 units) (j)(s)					750	750	
					4,248	4,248	1%





Table of Contents**FIDUS INVESTMENT CORPORATION****Consolidated Schedule of Investments (continued)****December 31, 2017****(in thousands, except shares)**

<b>Portfolio Company (a)(b)</b>	<b>Industry</b>	<b>Rate (d) Cash/PIK</b>	<b>Maturity</b>	<b>Principal Amount</b>	<b>Cost</b>	<b>Fair Value (e)</b>	<b>Percent Net Assets</b>
<b>Investment Type (c)</b>							
<i>Products Group, (n)</i>	Safety Products Manufacturing						
Preferred Equity (749 (h)(j))					\$	\$ 12	
Common Equity (676 (\$2,852 investment) (h)(j))							
						12	0
<i>ard Holding LLC (dba ard Advanced rials)</i>	Aerospace & Defense Manufacturing						
Secured Lien Debt		12.00%/3.25%	5/12/2021	\$ 7,382	7,360	7,382	
Common Equity (10,000 units)					1,000	500	
					8,360	7,882	2
<i>ech Radiator cts, Inc.</i>	Utility Equipment Manufacturing						
Secured Lien Debt (j)		14.25%/0.00%	5/31/2018	6,994	6,992	6,694	
Common Equity (6,875 units) (s) (j)					688	13	
					7,680	6,707	2
<i>l Wide Packaging, (n)</i>	Consumer Products						
Common Equity (7,573 units) (h)(j))					499	4,388	1
<b>Affiliate Investments</b>					\$ 91,361	\$ 123,011	30
<b>Control/Non-affiliate Investments</b>							
<i>at Food Services, LLC</i>	Vending Equipment Manufacturing						

Edgar Filing: FIDUS INVESTMENT Corp - Form 10-Q

Secured Lien Debt (k)		10.00%/3.00%	5/30/2022	\$ 28,983	\$ 28,846	\$ 28,984	
Non Equity (7,885 (h)(j))					800	635	
					29,646	29,619	8
<i>100 Group, Inc.</i>	Healthcare Products						
Secured Debt (k)		11.50%/0.00%	5/26/2020	13,000	12,973	13,000	
Non Equity (10,000 units) (j)					1,249	1,425	
					14,222	14,425	4
<i>vell &amp; Gregory, LLC</i>	Laundry Services						
Secured Debt		0.00%/12.00%	5/31/2022	3,035	3,035	3,035	
Non Equity (500,000 (h))					500	625	
Unit (242,121 units) (j)					242	268	
					3,777	3,928	1
<i>board Box LLC (dba Tony's Coal Fired)</i>	Restaurants						
Non Equity (521,021 (j))					520	85	0
<i>llo Bus Lines</i>	Transportation services						
Secured Debt		12.75%/0.00%	4/26/2021	7,395	7,370	6,572	2
<i>prehensive Logistics Inc.</i>	Business Services						
Secured Debt (k)		11.50%/4.50%	11/22/2021	15,775	15,716	15,775	4
<i>olidated Structure Group</i>	Business Services						
Secured Debt		11.25%/1.50%	11/30/2022	2,002	1,993	1,993	
Non Equity (298 (s))					500	500	
					2,493	2,493	1
<i>olScan, Inc.</i>	Information Technology Services						
Secured Debt (j)		11.00%/0.00%	1/28/2023	6,750	6,719	6,719	
Non Equity (3,704 (s) (j))					4	4	
Preferred Equity (100 (s) (j))					996	996	
					7,719	7,719	2
<i>LLC (EbLens)</i>	Retail						
Secured Debt (j)		12.00%/1.00%	1/13/2023	9,294	9,210	9,210	
Non Equity (75,000 (j))					750	750	

9,960 9,960 3

14

Table of Contents

## FIDUS INVESTMENT CORPORATION

## Consolidated Schedule of Investments (continued)

December 31, 2017

(in thousands, except shares)

Portfolio Company (a)(b)							
Investment Type (c)	Industry	Rate (d) Cash/PIK	Maturity	Principal Amount	Cost	Fair Value (e)	Percent Net Assets
Securitized Debt (k)	Information Technology Services	11.00%/0.00%	6/19/2023	\$ 20,000	\$ 19,901	\$ 19,901	
Common Equity (5 shares)					1,500	1,500	
					21,401	21,401	5%
Securitized Debt	Component Manufacturing	11.50%/4.00%	7/15/2022	8,228	8,198	7,207	
Common Equity (72,507 shares) (h)(j)					500	163	
					8,698	7,370	2%
Securitized Debt	Promotional products	12.25%/0.00%	9/23/2021	16,750	16,685	16,750	
Common Equity (7,500 shares)					276	902	
					16,961	17,652	4%
Securitized Debt (j)	Vending Equipment Manufacturing	12.00%/3.00%	1/1/2020	4,367	4,269	4,367	
Common Equity (1,957,895 units) (m)					215	234	
					4,484	4,601	1%
Securitized Debt	Information Technology Services		4/24/2020		185		0%
Common Equity (2,152 shares) (j)	Oil & Gas Services				103	17	0%
Securitized Debt (k)	Apparel Distribution	17.00%/0.00%	6/30/2018	4,000	3,999	4,000	
Securitized Debt		13.00%/0.00%	6/30/2018	510	509	510	

Edgar Filing: FIDUS INVESTMENT Corp - Form 10-Q

Preferred Equity (66,138 shares) (g)		0.00%/15.00%	6/30/2018		1,238	1,152	
Warrant (63,492 shares)					67		
					5,813	5,662	1%
<i>Industrial Services, Inc.</i>	Industrial Cleaning & Coatings						
Tranche A Loan		11.75%/2.50%	4/25/2022	10,304	10,270	10,304	
Tranche B Loan		11.75%/7.25%	4/25/2022	2,181	2,174	2,181	
Common Equity (1,673 shares)					1,268	457	
					13,712	12,942	3%
<i>Kyjen Company, LLC</i>							
<i>Outward Hound</i>	Consumer Products						
Secured Lien Debt (k)		12.00%/0.00%	6/8/2024	14,500	14,428	14,428	
Common Equity (750 shares) (j)					750	750	
					15,178	15,178	4%
<i>Energy Indy, LLC (dba</i>							
<i>Energy)</i>	Oil & Gas Distribution						
Secured Lien Debt (k)		11.50%/0.00%	9/28/2021	5,000	4,980	5,000	
Common Equity (1,000 shares)					1,000	1,137	
					5,980	6,137	2%
<i>Energy Group International</i>							
<i>Co, LLC</i>	Industrial Cleaning & Coatings						
Secured Lien Debt		10.50%/0.75%	1/21/2023	12,041	11,986	11,986	
Common Equity (750,000 shares) (h)(j)					750	750	
					12,736	12,736	3%
<i>Energy Line Services, LLC</i>	Utilities: Services						
Secured Lien Debt (j)		10.50%/1.00%	5/31/2023	9,108	9,048	9,048	
Unleveraged Draw Commitment (\$4,000 Commitment) (i)(j)		10.50%/1.00%	5/31/2019		(13)		
Common Equity (500 shares) (j)					500	500	
					9,535	9,548	2%

**Table of Contents****FIDUS INVESTMENT CORPORATION****Consolidated Schedule of Investments (continued)****December 31, 2017****(in thousands, except shares)**

Portfolio Company (a)(b)	Investment Type (c)	Industry	Rate (d) Cash/PIK	Maturity	Principal Amount	Cost	Fair Value (e)	Percent Net Assets
<i>West Transit Shipments, Inc.</i>		Transportation services						
	Subordinated Debt (j)		13.00%/0.00%	6/23/2022	\$ 12,005	\$ 11,286	\$ 12,005	
	Preferred Stock (14,384 shares) (m)					361	80	
	Preferred Stock (9.59% of Junior Subordinated Notes) (j)(q)					381	405	
						12,028	12,490	3%
<i>Era Technology, Inc.</i>		Information Technology Services						
	Second Lien Debt (j)		11.00%/1.50%	9/3/2022	11,646	11,598	11,646	
	Common Equity (197,369 shares) (j)					750	828	
						12,348	12,474	3%
<i>T Acquisition Holdings, LLC (dba Techniks Industries)</i>		Component Manufacturing						
	Subordinated Debt		12.50%/0.00%	3/21/2022	11,000	10,952	11,000	
	Common Equity (378 shares) (j)					500	470	
						11,452	11,470	3%
<i>tree Medical Centre, LLC (dba Pain Management Associates)</i>		Healthcare Services						
	First Lien Debt (j)		11.50%/0.00%	1/1/2018	571	648	631	
	Second Lien Debt (j)		7.00%/12.00%	1/1/2018	6,849	7,437	6,438	
	Revolving Loan (j)		11.50%/0.00%	1/1/2018	2,500	2,835	2,743	
						10,920	9,812	2%
<i>C Investors, LLC (dba Medical Corporation)</i>		Healthcare Products						
	Second Lien Debt		12.00%/0.00%	7/15/2021	10,000	9,936	8,438	
						500	214	

Common Equity (5,000 shares)					10,436	8,652	2%
<i>Netto Moon, LLC</i>	Retail						
Secured Lien Debt		11.50%/1.00%	10/31/2021	6,187	6,158	6,187	
Common Equity (499 shares) (j)					499	286	
					6,657	6,473	2%
<i>Northmouth Rock Energy, LLC</i>	Business Services						
Secured Lien Debt (k)		11.00%/0.00%	6/30/2019	5,545	5,545	5,545	1%
<i>North Lubricants, LLC</i>	Specialty Distribution						
Secured Lien Debt (k)		12.25%/0.00%	5/10/2022	18,581	18,505	18,581	
Common Equity (6,125 shares) (h)(j)					612	931	
					19,117	19,512	5%
<i>Restaurant Finance Co, LLC</i>	Restaurants						
Secured Lien Debt (k)(p)		15.00%/4.00%	7/31/2020	9,342	9,314	2,046	1%
<i>Revenue Management Solutions, LLC</i>	Information Technology Services						
Secured Debt (k)		11.50%/1.00%	7/4/2022	8,838	8,766	8,838	
Secured Debt (j)		7.00%/6.50%	7/4/2022	817	806	817	
Common Equity (50,000 units)					2,250	2,571	
					11,822	12,226	3%
<i>Printer Corporation</i>	Packaging						
Common Equity (389 shares)					750	878	0%
<i>Print Investors, LLC (dba Print Foam)</i>	Building Products Manufacturing						
Secured Lien Debt		13.00%/0.00%	12/29/2020	4,095	4,056	3,229	
Common Equity (6,000 shares) (h)(j)					600		
					4,656	3,229	1%



Table of Contents**FIDUS INVESTMENT CORPORATION****Consolidated Schedule of Investments (continued)****December 31, 2017****(in thousands, except shares)**

Portfolio Company (a)(b)	Investment Type (c)	Industry	Rate (d) Cash/PIK	Maturity	Principal Amount	Cost	Fair Value (e)	Percentage of Net Assets (f)
<i>Complex Manufacturing Co.</i>	Subordinated Debt	Aerospace & Defense Manufacturing	14.00%/0.00%	11/1/2018	\$ 4,050	\$ 4,050	\$ 4,050	
	Warrant (29 shares) (m)					1,155	3,240	
						5,205	7,290	2%
<i>mplyWell, Inc.</i>	Second Lien Debt	Healthcare Services	12.00%/1.25%	2/23/2021	10,046	10,001	10,001	
	Preferred Equity (309,142 shares)					500	500	
						10,501	10,501	3%
<i>x Month Smiles Holdings, Inc.</i>	Second Lien Debt (j)(p)	Healthcare Products	0.00%/14.50%	7/31/2020	9,395	9,377	5,041	1%
<i>oftware Technology, LLC</i>	Subordinated Debt (k)	Information Technology Services	11.00%/0.00%	6/23/2023	8,750	8,712	8,749	
	Common Equity (11 units)					1,125	1,183	
						9,837	9,932	3%
<i>ae Wolf Organization, LLC</i>	Common Equity (175 shares)	Building Products Manufacturing				1,445	4,223	1%
<i>erμοforming Technology Group LLC</i>	Second Lien Debt (k)	Capital Equipment Manufacturing	12.50%/0.00%	9/14/2021	19,700	19,626	19,700	
<i>aba Brown Machine Group</i>	Common Equity (3,500 units) (h)(j)					169	360	
						19,795	20,060	5%
<i>le Redi, LLC</i>	First Lien Debt (j)(r)	Component Manufacturing	11.34%/0.00%	6/16/2022	10,194	10,102	10,102	3%

<i>ledo Molding &amp; Die, Inc.</i>							
Second Lien Debt (j)		10.50%/0.00%	12/18/2018	10,000	9,964	10,000	3%
<i>ransGo, LLC</i>	Component Manufacturing						
Second Lien Debt		13.25%/0.00%	8/28/2022	9,500	9,460	9,500	
Common Equity (1,000 units)					1,000	847	
					10,460	10,347	3%
<i>ited Biologics, LLC</i>	Healthcare Services						
Second Lien Debt		12.00%/2.00%	4/30/2018	8,876	8,866	8,876	
Preferred Equity (98,377 units) (h)(j)					1,069	879	
Warrant (57,469 units) (m)					566	234	
					10,501	9,989	3%
<i>S GreenFiber, LLC</i>	Building Products Manufacturing						
Second Lien Debt (k)		12.00%/2.00%	3/1/2019	14,147	14,131	13,014	
Common Equity (2,522 units) (h)(j)					586		
					14,717	13,014	3%
<i>S Pack Logistics LLC</i>	Transportation services						
Second Lien Debt (k)		12.00%/1.75%	3/28/2023	7,282	7,257	7,282	
Common Equity (5,833 units) (h)(j)					583	1,078	
Preferred Equity (9,458 units) (h)(j)					945	966	
					8,785	9,326	2%
<i>anguard Dealer Services, L.C.</i>	Business Services						
Second Lien Debt		12.25%/0.00%	1/30/2021	11,450	11,416	11,450	
Common Equity (6,000 shares)					600	946	
					12,016	12,396	3%
<i>irginia Tile Company, LLC</i>	Specialty Distribution						
Second Lien Debt (k)		12.25%/0.00%	4/7/2022	12,000	11,971	12,000	
Common Equity (17 units)					342	1,493	
					12,313	13,493	4%

Table of Contents**FIDUS INVESTMENT CORPORATION****Consolidated Schedule of Investments (continued)****December 31, 2017****(in thousands, except shares)****Portfolio Company (a)(b)**

<b>Investment Type (c)</b>	<b>Industry</b>	<b>Rate (d) Cash/PIK</b>	<b>Maturity</b>	<b>Principal Amount</b>	<b>Cost</b>	<b>Fair Value (e)</b>	<b>Percent of Net Assets</b>
<i>Worldwide Express Operations, LLC</i>	Transportation services						
Second Lien Debt (j)(o)		10.20%/0.00%	2/3/2025	\$ 10,000	\$ 9,867	\$ 10,000	
Common Equity (4,000 units) (h)(j)					4,000	4,233	
					13,867	14,233	4%
<b>Total Non-control/Non-affiliate Investments</b>					\$ 480,139	\$ 468,574	121%
<b>Total Investments</b>					\$ 577,794	\$ 596,308	152%

- (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) Rate includes the cash interest or dividend rate and paid-in-kind interest or dividend rate, if any, as of December 31, 2017. Generally, payment-in-kind interest can be paid-in-kind or all in cash.
- (e) 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. 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.
- (f) The investment bears cash interest at a variable rate that is determined by reference to one-month LIBOR, which is reset monthly. The cash interest rate is set as one-month LIBOR + 11.50% and is subject to a 12.50% interest rate floor. The Company has provided the interest rate in effect as of December 31, 2017.
- (g) Income producing. Maturity date, if any, represents mandatory redemption date.
- (h) Investment is held by a wholly-owned subsidiary of the Company, other than the Funds.
- (i) The disclosed commitment represents the unfunded amount as of December 31, 2017. 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 investment bears interest at a variable rate that is determined by reference to six-month LIBOR, which is reset semi-annually. The interest rate is set as six-month LIBOR + 8.75% and is subject to a 1.00% LIBOR interest rate floor. The Company has provided the interest rate in effect as of December 31, 2017.
- (p) Investment was on non-accrual status as of December 31, 2017, meaning the Company has ceased recognizing interest income on the investment.
- (q) Warrant entitles the Company to purchase 9.59% of the outstanding principal of Junior Subordinated Notes prior to exercise, and is non-income producing.
- (r) The investment bears interest at a variable rate that is determined by reference to three-month LIBOR, which is reset quarterly. The interest rate is set as three-month LIBOR + 10.00% and is subject to a 1.00% LIBOR interest rate floor. The Company has provided the interest rate in effect as of December 31, 2017.
- (s) A portion of the investment is held by a wholly-owned subsidiary of the Company, other than the Funds.
- (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.

*See Notes to Consolidated Financial Statements (unaudited).*

---

**Table of Contents**

**FIDUS INVESTMENT CORPORATION**

**Notes to Consolidated Financial Statements (unaudited)**

**(in thousands, except shares and per share data)**

**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 ( 1940 Act ). FIC completed its initial public offering, or IPO, in June 2011. In addition, for federal income tax purposes, the Company elected 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, L.P. ( Fund I ) and Fidus Mezzanine Capital II, L.P. ( Fund II ) (collectively Fund I and Fund II 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 a variety of regulations 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 the majority of our investments will continue to be made through the Funds until the Funds reach their borrowing limit under the program. For three or more SBICs under common control, the maximum amount of outstanding SBA debentures cannot exceed \$350,000.

Fund I has also elected to be regulated as a BDC under the 1940 Act. Fund II is not registered under the 1940 Act and relies 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 (the Investment Advisor ) 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-Q, Accounting Standards Codification ( ASC ) 946, *Financial Services Investment Companies* ( ASC 946), and Articles 6 or 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. The current period's results of operation are not necessarily indicative of results that ultimately may be achieved for the year. Therefore, the unaudited financial statements and

notes should be read in conjunction with the audited financial statements and notes thereto for the year ended December 31, 2017.

*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

**Table of Contents**

**FIDUS INVESTMENT CORPORATION**

**Notes to Consolidated Financial Statements (unaudited)**

**(in thousands, except shares and per share data)**

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. Transfers between classifications are assumed to have occurred at the beginning of the quarter during which the investment was reclassified.

*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 Credit Facility (as defined in Note 6) and SBA debentures. Deferred financing costs are capitalized and amortized 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.

*Deferred equity offering costs:* Deferred equity offering costs include registration expenses related to shelf filings, including expenses related to the launch of the ATM Program. 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 assets and are charged to additional paid-in capital upon the receipt of proceeds from an equity offering or charged to expense if no offering is completed.

*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.



**Table of Contents**

**FIDUS INVESTMENT CORPORATION**

**Notes to Consolidated Financial Statements (unaudited)**

**(in thousands, except shares and per share data)**

*Interest and dividend income:* Interest and dividend income is 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.

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 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 and to avoid corporate federal income tax, even though the Company has not yet collected the cash.

When there is reasonable doubt that principal, interest or dividends will be collected, loans or preferred equity investments are placed on non-accrual status and the Company will generally cease recognizing interest or dividend income. 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.

*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 loan or debt security, any prepayment penalties are recorded as fee income when earned.

The Company also typically receives loan origination or closing fees in connection with investments. Such loan 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.

*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.

*Partial loan sales:* The Company follows the guidance in ASC 860, *Transfers and Servicing*, when accounting for loan participations and other partial loan sales. Such guidance requires a participation or other partial loan sale to meet the definition of a participating interest, as defined in the guidance, in order for sale treatment to be allowed. Participations or other partial loan sales which do not meet the definition of a participating interest should remain on the Company's consolidated statement of assets and liabilities and the proceeds recorded as a secured borrowing until the definition is met. Management has determined that all participations and other partial loan sale transactions entered into by the Company have met the definition of a participating interest. Accordingly, the Company uses sale treatment in accounting for such transactions.

*Income taxes:* The Company has elected to be treated 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 is required to timely distribute to its stockholders at least 90.0% 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 4.0% excise tax if it does not distribute at least 98.0% of the current year's ordinary taxable 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 15<sup>th</sup> day of the 10<sup>th</sup> month following the close of such taxable year. In addition, the Company will be subject to 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.

**Table of Contents**

**FIDUS INVESTMENT CORPORATION**

**Notes to Consolidated Financial Statements (unaudited)**

**(in thousands, except shares and per share data)**

The Company has certain wholly-owned taxable subsidiaries (the Taxable Subsidiaries), 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 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 June 30, 2018 and December 31, 2017. 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 2014 through 2016 tax years remain subject to examination.

*Distributions to stockholders:* Distributions 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 three and six months ended June 30, 2018 and 2017, 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, 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

---

**Table of Contents****FIDUS INVESTMENT CORPORATION****Notes to Consolidated Financial Statements (unaudited)****(in thousands, except shares and per share data)**

considerations. On October 30, 2017, the Board extended the Program through December 31, 2018, 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. During the six months ended June 30, 2018, the Company repurchased 44,821 shares of common stock on the open market for \$582. The Company did not make any repurchases of common stock during the six months ended June 30, 2017. Refer to Note 8 for additional information concerning stock repurchases.

*Recent accounting pronouncements:* In May 2014, the Financial Accounting Standards Board ( FASB ) issued Accounting Standards Update ( ASU ) 2014-09, *Revenue from Contracts with Customers (Topic 606)*, which supersedes the revenue recognition requirements in *Revenue Recognition (Topic 605)*. Under the new guidance, an entity should recognize revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. The guidance is effective for annual and interim reporting periods beginning after December 15, 2017. The Company adopted the ASU effective January 1, 2018. The majority of the Company's income streams are specifically excluded from the scope of the ASU as they relate to financial instruments that are within the scope of other topics, and in general the impact of adopting the ASU is not material to the Company's consolidated financial position or disclosures.

**Note 3. Portfolio Company Investments**

The Company's portfolio investments principally consist of secured and unsecured debt, equity warrants and direct equity investments 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, 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 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 June 30, 2018, the Company had active investments in 65 portfolio companies and residual investments in two portfolio companies that have sold their underlying operations. The aggregate fair value of the total portfolio was \$646,182 and the weighted average effective yield on the Company's debt investments was 12.7% as of such date. As of June 30, 2018, the Company held equity investments in 89.6% of its portfolio companies and the average fully diluted equity ownership in those portfolio companies was 6.4%.

As of December 31, 2017, the Company had active investments in 60 portfolio companies and residual investments in three portfolio companies that have sold their underlying operations. The aggregate fair value of the total portfolio was \$596,308 and the weighted average effective yield on the Company's debt investments was 13.0% as of such date. As of December 31, 2017, the Company held equity investments in 87.3% of its portfolio companies and the average

fully diluted equity ownership in those portfolio companies was 7.7%.

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 June 30, 2018 and December 31, 2017, including accretion of OID and loan origination fees, but excluding investments on non-accrual status, if any.

Purchases of debt and equity investments for the six months ended June 30, 2018 and 2017 totaled \$103,989 and \$87,087, respectively. Proceeds from sales and repayments, including principal, return of capital distributions and realized gains, of portfolio investments for the six months ended June 30, 2018 and 2017 totaled \$65,270 and \$66,733, respectively.

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

**Table of Contents****FIDUS INVESTMENT CORPORATION****Notes to Consolidated Financial Statements (unaudited)**

(in thousands, except shares and per share data)

	Fair Value				Cost			
	June 30, 2018		December 31, 2017		June 30, 2018		December 31, 2017	
Second Lien Debt	\$ 397,985	61.5%	\$ 341,279	57.3%	\$ 417,494	68.2%	\$ 357,585	62.0%
Subordinated Debt	101,847	15.8	126,481	21.2	101,317	16.6	126,465	21.9
First Lien Debt	26,930	4.2	28,911	4.8	27,097	4.4	31,921	5.5
Equity	105,016	16.3	84,585	14.2	57,851	9.5	53,915	9.3
Warrants	14,404	2.2	15,052	2.5	7,724	1.3	7,723	1.3
Royalty Rights					185		185	
<b>Total</b>	<b>\$ 646,182</b>	<b>100.0%</b>	<b>\$ 596,308</b>	<b>100.0%</b>	<b>\$ 611,668</b>	<b>100.0%</b>	<b>\$ 577,794</b>	<b>100.0%</b>

All investments made by the Company as of June 30, 2018 and December 31, 2017 were made in portfolio companies headquartered in the U.S. 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			
	June 30, 2018		December 31, 2017		June 30, 2018		December 31, 2017	
Midwest	\$ 170,933	26.4%	\$ 167,967	28.2%	\$ 168,671	27.6%	\$ 161,809	28.1%
Southeast	164,757	25.5	130,237	21.8	150,493	24.6	130,694	22.6
Northeast	89,910	13.9	107,814	18.1	82,089	13.4	105,267	18.2
West	62,526	9.7	63,396	10.6	53,944	8.8	53,970	9.3
Southwest	158,056	24.5	126,894	21.3	156,471	25.6	126,054	21.8
<b>Total</b>	<b>\$ 646,182</b>	<b>100.0%</b>	<b>\$ 596,308</b>	<b>100.0%</b>	<b>\$ 611,668</b>	<b>100.0%</b>	<b>\$ 577,794</b>	<b>100.0%</b>

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

	By Type			By Geographic Region	
	June 30, 2018	December 31, 2017		June 30, 2018	December 31, 2017
Second Lien Debt	100.5%	86.7%	Midwest	43.1%	42.7%

Edgar Filing: FIDUS INVESTMENT Corp - Form 10-Q

Subordinated Debt	25.7	32.2	Southeast	41.6	33.1
First Lien Debt	6.8	7.4	Northeast	22.7	27.4
Equity	26.5	21.5	West	15.8	16.1
Warrants	3.6	3.8	Southwest	39.9	32.3
Royalty Rights					
<b>Total</b>	<b>163.1%</b>	<b>151.6%</b>	<b>Total</b>	<b>163.1%</b>	<b>151.6%</b>

As of June 30, 2018 and December 31, 2017, 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 June 30, 2018 and December 31, 2017, the Company had debt investments in three and two portfolio companies on non-accrual status, respectively:



Table of Contents**FIDUS INVESTMENT CORPORATION****Notes to Consolidated Financial Statements (unaudited)**

(in thousands, except shares and per share data)

Portfolio Company	June 30, 2018		December 31, 2017	
	Fair Value	Cost	Fair Value	Cost
Cavallo Bus Lines Holdings, LLC	\$ 2,000	\$ 7,375	\$ (2)	\$ (2)
Inflexxion, Inc.		150	(2)	(2)
Restaurant Finance Co, LLC	1,989	9,314	2,046	9,314
Six Month Smiles Holdings, Inc.	(1)	(1)	5,041	9,377
<b>Total</b>	<b>\$ 3,989</b>	<b>\$ 16,839</b>	<b>\$ 7,087</b>	<b>\$ 18,691</b>

(1) Portfolio company was no longer held at period end.

(2) Portfolio company debt investments were not on non-accrual status at period end.

*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, 2017 and any additions and reductions made to such investments during the six months ended June 30, 2018, the ending fair value as of June 30, 2018, and the total investment income earned on such investments during the period.

Portfolio Company	June 30, 2018		June 30, 2018		June 30, 2018		Six Months Ended June 30, 2018				
	Principal Amount - Debt Investments	December 31, 2017 Fair Value	Gross Additions	Gross Reductions	Fair Value	Net Realized Gains (Losses)	Net Change in Unrealized Appreciation (Depreciation)	Payment-in-kind Income	Interest Income	Dividend Income	Other Income
<b>Control Investments</b>											
FDS Avionics Corp. (dba Flight Display Systems)	\$ 6,072	\$ 4,723	\$ 517	\$ (199)	\$ 5,041	\$	\$ (199)	\$ 118	\$ 315	\$	\$
<b>Total Control Investments</b>	<b>\$ 6,072</b>	<b>\$ 4,723</b>	<b>\$ 517</b>	<b>\$ (199)</b>	<b>\$ 5,041</b>	<b>\$</b>	<b>\$ (199)</b>	<b>\$ 118</b>	<b>\$ 315</b>	<b>\$</b>	<b>\$</b>
<b>Affiliate Investments</b>											
Apex Microtechnology, Inc.	\$	\$ 3,400	\$ 704	\$	\$ 4,104	\$	\$ 702	\$	\$	\$ 322	\$
FAR Research Inc.		1,447	662		2,109		662				

Edgar Filing: FIDUS INVESTMENT Corp - Form 10-Q

Fiber Materials, Inc.	4,044	5,882	441		6,323	439	246				
Inflexxion, Inc.	150	2,810	4,013	(6,823)		(6,369)	3,943	116	59		
Medsurant Holdings, LLC	8,823	21,625	9	(743)	20,891		(743)	587			
Microbiology Research Associates, Inc.	8,732	12,455	67	(818)	11,704		(818)	476	65		
Mirage Trailers LLC	6,062	8,956	262	(103)	9,115		205	412	46	2	
Pfanstiehl, Inc.	6,208	15,278	3,561		18,839		3,559	325		276	
Pinnergy, Ltd.	6,000	27,921	10,987	(3,519)	35,389		10,767	225	218	(4)	
Rhino Assembly Company, LLC	3,990	4,248	794	(2)	5,040		318	222	18	41	
Safety Products Group, LLC		12		(12)		21	(12)				
Steward Holding LLC (dba Steward Advanced Materials)	7,482	7,882	322		8,204		218	444	101		
Trantech Radiator Products, Inc.	5,994	6,707	391	(1,000)	6,098		388	485		20	
World Wide Packaging, LLC		4,388		(4,388)		6,768	(3,890)				
<b>Total Affiliate Investments</b>	<b>\$ 57,485</b>	<b>\$ 123,011</b>	<b>\$ 22,213</b>	<b>\$ (17,408)</b>	<b>\$ 127,816</b>	<b>\$ 420</b>	<b>\$ 15,738</b>	<b>\$ 3,538</b>	<b>\$ 507</b>	<b>\$ 641</b>	<b>\$ 23</b>

- (1) The investment type, industry, ownership detail for equity investments, and if the investment is income producing is disclosed in the consolidated schedule of investments.
- (2) Transfers between classifications are assumed to have occurred at the beginning of the quarter during which the investment was reclassified.
- (3) 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, and accretion of OID and origination fees. Gross additions also include net unrealized appreciation recognized during the period.
- (4) Gross reductions include decreases in the cost basis of investments resulting from principal repayments or sales. Gross reductions also include net unrealized (depreciation) recognized during the period.
- (5) 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.

**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.

**Table of Contents**

**FIDUS INVESTMENT CORPORATION**

**Notes to Consolidated Financial Statements (unaudited)**

**(in thousands, except shares and per share data)**

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. Therefore, the Company values all of its portfolio investments at fair value, as determined in good faith by the Board, using Level 3 inputs. 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 values, 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 Board consulted with the independent valuation firm(s) in arriving at the Company's determination of fair value for 14 and 18 of its portfolio company investments representing 26.8% and 32.0% of the total portfolio investments at fair value (exclusive of new portfolio company investments made during the three months ended June 30, 2018 and December 31, 2017, respectively) as of June 30, 2018 and December 31, 2017, respectively.

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.

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 loan 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 loan agreements. The Company prepares

**Table of Contents**

**FIDUS INVESTMENT CORPORATION**

**Notes to Consolidated Financial Statements (unaudited)**

**(in thousands, except shares and per share data)**

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 loans to maturity. However, if the Company has information available to it that the loan 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 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. Where applicable, the Company considers the Company's ability to influence the capital structure of the portfolio company, as well as the timing of a potential exit.

The Company may also utilize an income approach when estimating the fair value of its equity securities, 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 fair value of the Company's royalty rights are calculated based on projected future cash flows and the specific provisions contained in the pertinent agreements. The determination of the fair value of such royalty rights is not a significant component of the Company's valuation process.

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 six months ended

Edgar Filing: FIDUS INVESTMENT Corp - Form 10-Q

June 30, 2018 and 2017.

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 six months ended June 30, 2018 and 2017:

	Second Lien Subordinated Debt	First Lien Debt	Equity	Warrants	Royalty Rights	Total
<b>Balance, December 31, 2016</b>	\$ 272,987	\$ 114,460	\$ 55,957	\$ 70,849	\$ 10,201	\$ 524,454
Net realized gains (losses) on investments	(376)		6,473			6,097
Net change in unrealized appreciation (depreciation) on investments	(3,078)	(130)	(554)	(791)	2,529	(2,024)
Purchase of investments	45,463	35,008	700	5,060	856	87,087
Proceeds from sales and repayments of investments	(34,005)	(24,483)	(2,386)	(5,859)		(66,733)
Interest and dividend income paid-in-kind	2,264	981	533	86		3,864
Proceeds from loan origination fees	(273)	(213)				(486)
Accretion of loan origination fees	209	179	335	3		726
Accretion of original issue discount	169	104		2		275
<b>Balance, June 30, 2017</b>	\$ 283,360	\$ 125,906	\$ 54,585	\$ 75,823	\$ 13,586	\$ 553,260
<b>Balance, December 31, 2017</b>	\$ 341,279	\$ 126,481	\$ 28,911	\$ 84,585	\$ 15,052	\$ 596,308
Net realized gains (losses) on investments	(8,877)		(4,208)	5,167		(7,918)
Net change in unrealized appreciation (depreciation) on investments	(1,743)	(944)	2,841	16,494	(648)	16,000
Purchase of investments	84,522	12,699		6,768		103,989
Proceeds from sales and repayments of investments	(25,984)	(30,052)	(1,142)	(8,092)		(65,270)
Interest and dividend income paid-in-kind	2,101	397	511	89		3,098
Proceeds from loan origination fees	(437)	(127)				(564)
Accretion of loan origination fees	271	143	17	3		434
Accretion of original issue discount	30	73		2		105
Transfers between classifications	6,823	(6,823)				

<b>Balance, June 30, 2018</b>	\$ 397,985	\$ 101,847	\$ 26,930	\$ 105,016	\$ 14,404	\$ 646,182
-------------------------------	------------	------------	-----------	------------	-----------	------------



Table of Contents**FIDUS INVESTMENT CORPORATION****Notes to Consolidated Financial Statements (unaudited)****(in thousands, except shares and per share data)**

Net change in unrealized appreciation of \$889 and \$12,484 for the three and six months ended June 30, 2018, respectively, was attributable to Level 3 investments held at June 30, 2018. Net change in unrealized appreciation of \$1,525 and \$2,134 for the three and six months ended June 30, 2017, respectively, was attributable to Level 3 investments held at June 30, 2017.

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 June 30, 2018 and December 31, 2017. 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 June 30, 2018	Valuation Techniques	Unobservable Inputs	Range (weighted average)
<b>Debt investments:</b>				
Second Lien Debt	\$ 393,995	Discounted cash flow	Weighted average cost of capital	10.9% - 30.0% (13.4%)
	1,990	Enterprise value	EBITDA multiples	3.0x - 3.0x (3.0x)
	2,000	Enterprise value	Asset Coverage	53.1% - 53.1% (53.1%)
Subordinated Debt	101,847	Discounted cash flow	Weighted average cost of capital	10.9% - 15.3% (12.9%)
First Lien Debt	26,930	Discounted cash flow	Weighted average cost of capital	12.6% - 24.6% (16.8%)
<b>Equity investments:</b>				
Equity	105,016	Enterprise value	EBITDA multiples	4.0x - 17.3x (7.5x)
Warrants	14,404	Enterprise value	EBITDA multiples	4.0x - 9.5x (7.5x)
Royalty Rights		Discounted cash flow	Weighted average cost of capital	N/A

	Fair Value at December 31, 2017	Valuation Techniques	Unobservable Inputs	Range (weighted average)
<b>Debt investments:</b>				

Edgar Filing: FIDUS INVESTMENT Corp - Form 10-Q

Second Lien Debt	\$	332,539	Discounted cash flow	Weighted average cost of capital	10.6% - 44.7% (14.6%)
		8,740	Enterprise value	EBITDA multiples	2.2x - 6.0x (5.1x)
Subordinated Debt		126,481	Discounted cash flow	Weighted average cost of capital	10.9% - 20.8% (13.6%)
First Lien Debt		16,289	Discounted cash flow	Weighted average cost of capital	11.8% - 13.1% (12.3%)
		9,812	Enterprise value	EBITDA multiples	5.5x - 5.5x (5.5x)
		2,810	Enterprise value	Revenue multiples	0.5x - 0.5x (0.5x)
<b>Equity investments:</b>					
Equity		84,585	Enterprise value	EBITDA multiples	4.0x - 17.3x (7.8x)
Warrants		15,052	Enterprise value	EBITDA multiples	4.0x - 9.5x (7.7x)
Royalty Rights			Discounted cash flow	Weighted average cost of capital	N/A

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.

---

**Table of Contents****FIDUS INVESTMENT CORPORATION****Notes to Consolidated Financial Statements (unaudited)****(in thousands, except shares and per share data)***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), SBA debentures, and Public Notes (as defined in Note 6) are recorded at their respective carrying values. 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. As of June 30, 2018 and December 31, 2017, the fair value of the Company's borrowings under the Credit Facility is estimated to be \$7,000 and \$11,500, respectively, which is the same as the Company's carrying value of the borrowings. As of June 30, 2018 and December 31, 2017, the fair value of the Company's SBA debentures, if valued under ASC Topic 820 using Level 3 inputs, is estimated to be \$214,500 and \$231,300, respectively, which is the same as the Company's carrying value of the debentures. The fair value of SBA debentures is estimated by discounting 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. The Public Notes, if valued under ASC Topic 820, would be valued using available market quotes, which is a Level 1 input. As of June 30, 2018, the fair value of the Public Notes is estimated to be \$52,070, as compared to the carrying value of \$50,000.

**Note 5. Related Party Transactions**

*Investment Advisory Agreement:* The Company has entered into an Investment Advisory Agreement with the Investment Advisor. On June 7, 2018, the Board approved the renewal of the Investment Advisory Agreement through June 20, 2019. 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 base management fee is payable quarterly in arrears. The base management fee under the Investment Advisory Agreement was \$2,821 and \$5,506, for the three and six months ended June 30, 2018, respectively, and \$2,403 and \$4,716 for the three and six months ended June 30, 2017, respectively. As of June 30, 2018 and December 31, 2017, the base management fee payable was \$2,821 and \$2,586, respectively; such amounts are reported in the management and incentive fees payable—due to affiliate line on the consolidated statements of assets and liabilities.

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, debt instruments with PIK income, preferred stock with PIK dividends and zero-coupon securities), 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 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. If market interest rates rise, 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.

**Table of Contents**

**FIDUS INVESTMENT CORPORATION**

**Notes to Consolidated Financial Statements (unaudited)**

**(in thousands, except shares and per share data)**

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 was \$2,170 and \$4,394, for the three and six months ended June 30, 2018, respectively, and \$2,281 and \$4,324 for the three and six months ended June 30, 2017, respectively. As of June 30, 2018 and December 31, 2017, the income incentive fee payable was \$2,170 and \$2,154, respectively; such amounts are reported in the management and incentive fees payable due to affiliate line on the consolidated statements of assets and liabilities.

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 to the Investment Advisor, the Company calculates the cumulative aggregate realized capital gains and cumulative aggregate realized capital losses since the Formation Transactions, and the aggregate unrealized capital depreciation as of the date of the calculation, as applicable, with respect to each of the investments in the Company's portfolio. 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 less cumulative aggregate realized capital losses, less aggregate unrealized capital depreciation, with respect to the Company's portfolio of investments. If this number is positive at the end of such year, then the capital gains incentive fee to be paid 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 June 30, 2018 and December 31, 2017, the capital gains incentive fee payable was \$0. The aggregate amount of capital gains incentive fees paid from the IPO through June 30, 2018 was \$348.

In addition, the Company accrues, but does not pay, a capital gains incentive fee in connection with any unrealized capital appreciation, as appropriate. If, on a cumulative basis, the sum of net realized gains/(losses) plus net unrealized appreciation/(depreciation) 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 net realized gains/(losses) plus net unrealized appreciation/(depreciation). The capital gains incentive fee accrued (reversed) during the three and six months ended June 30, 2018 was \$(263) and \$1,267, respectively, and \$203 and \$538 for the three and six months ended June 30, 2017, respectively. As of June 30, 2018 and December 31, 2017, the accrued capital gains incentive fee payable was \$7,744 and \$6,477, respectively; such amounts are reported in the management and incentive fees payable due to affiliate line on the consolidated statements of assets and liabilities.

The sum of the income incentive fee and the capital gains incentive fee is the incentive fee and is reported in the consolidated statements of operations. Accrued management fees, income incentive fees and capital gains incentive fees are reported in the management and incentive fees payable due to affiliate line in the consolidated statements of assets and liabilities.

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 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 holders of a majority of the Company's outstanding voting securities may also terminate the Investment Advisory Agreement without penalty.

*Administration Agreement:* The Company also entered into an administration agreement (the Administration Agreement) with the Investment Advisor. On June 7, 2018, the Board approved the renewal of the Administration Agreement through June 20, 2019. 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 to which the Company is required 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

**Table of Contents**

**FIDUS INVESTMENT CORPORATION**

**Notes to Consolidated Financial Statements (unaudited)**

**(in thousands, except shares and per share data)**

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 three and six months ended June 30, 2018 were \$347 and \$746, respectively, and \$340 and \$691 for the three and six months ended June 30, 2017. As of June 30, 2018 and December 31, 2017, the accrued administrative service expense was \$404 and \$567, respectively; such amounts are reported in the administration fee payable and other due to affiliate line on the consolidated statements of assets and liabilities.

**Note 6. Debt**

*Revolving Credit Facility:* On June 16, 2014, FIC entered into a senior secured revolving credit agreement (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 December 29, 2017, the Company entered into an amendment to the Credit Facility to, among other things, extend the maturity date from June 16, 2018 to June 16, 2019. On June 5, 2018, the Company entered into an incremental commitment agreement, whereby the amount available for borrowing under the Credit Facility was increased from \$50,000 to \$75,000.

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.

Borrowings under the Credit Facility bear interest, subject to the Company's election, on a per annum basis equal to (i) the alternate base rate plus 2.5% or (ii) the applicable London Interbank Offered Rate, or LIBOR, which varies depending on the period of the borrowing under the Credit Facility, plus 3.5%. The alternate base rate is equal to the greater of (i) prime rate, (ii) the federal funds rate plus 0.5% or (iii) the three-month LIBOR plus 1.0%. The Company pays a commitment fee between 0.5% and 1.0% per annum based on the size of the unused portion of the Credit Facility.

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 June 30, 2018 and December 31, 2017, the Company was in compliance in all material respect with the terms of the Credit Facility.

*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, 2017, approved and unused SBA debenture commitments were \$27,000. As of June 30, 2018, the Company did not have any remaining approved and unused SBA debenture commitments. 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 set forth in the SBIC Act.



**Table of Contents****FIDUS INVESTMENT CORPORATION****Notes to Consolidated Financial Statements (unaudited)****(in thousands, except shares and per share data)**

As of June 30, 2018 and December 31, 2017, the Company's issued and outstanding SBA debentures mature as follows:

<b>Pooling Date <sup>(1)</sup></b>	<b>Maturity Date</b>	<b>Fixed Interest Rate</b>	<b>June 30, 2018</b>	<b>December 31, 2017</b>
3/25/2009	3/1/2019	5.337%	\$	\$ 14,750
9/23/2009	9/1/2019	4.950		10,000
3/24/2010	3/1/2020	4.825		13,000
9/22/2010	9/1/2020	3.932	8,500	12,500
3/29/2011	3/1/2021	4.801		1,550
9/21/2011	9/1/2021	3.594	2,750	3,250
3/21/2012	3/1/2022	3.483	3,250	3,250
3/21/2012	3/1/2022	3.051	19,000	19,000
9/19/2012	9/1/2022	2.530	11,000	11,000
9/19/2012	9/1/2022	3.049	11,500	11,500
3/27/2013	3/1/2023	3.155	3,000	3,000
9/24/2014	9/1/2024	3.775	1,000	1,000
3/25/2015	3/1/2025	3.321	5,500	5,500
3/25/2015	3/1/2025	3.277	22,500	22,500
9/23/2015	9/1/2025	3.571	16,700	16,700
3/23/2016	3/1/2026	3.267	1,500	1,500
3/23/2016	3/1/2026	3.249	21,800	21,800
9/21/2016	9/1/2026	2.793	500	500
3/29/2017	3/1/2027	3.587	10,000	10,000
9/20/2017	9/1/2027	3.260	1,000	1,000
9/20/2017	9/1/2027	3.190	33,000	33,000
3/21/2018	3/1/2028	3.859	16,000	15,000
3/21/2018	3/1/2028	3.534	15,500	
(2)	(2)	(2)	7,000	
(2)	(2)	(2)	2,500	
(2)	(2)	(2)	1,000	
<b>Total outstanding SBA debentures</b>			<b>\$ 214,500</b>	<b>\$ 231,300</b>

- (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 \$10,500 in SBA debentures which will pool in September 2018. Until the pooling date, the debentures bear interest at a fixed rate interim interest rates ranging from 2.951% to 3.419%. The Company

expects the current interim interest rate will reset to a higher long-term fixed rate on the pooling date.

*Public Notes:* On February 2, 2018, the Company closed the public offering of approximately \$43,478 in aggregate principal amount of its 5.875% notes due 2023, or the Public Notes. On February 22, 2018, the underwriters exercised their option to purchase an additional \$6,522 in aggregate principal of the Public Notes. The total net proceeds to the Company from the Public Notes, including the exercise of the underwriters option, after deducting underwriting discounts of approximately \$1,500 and offering expenses of \$438, were approximately \$48,062.

The Public Notes mature on February 1, 2023 and bear interest at a rate of 5.875%. The Public Notes are unsecured obligations of the Company and rank pari passu with the Company's future unsecured indebtedness; effectively subordinated to all of the existing and future secured indebtedness of the Company; and structurally subordinated to all existing and future indebtedness and other obligations of any 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. The Public Notes may be redeemed in whole or in part at any time or from time to time at the Company's option on or after February 1, 2020. Interest on the Public Notes is payable quarterly on February 1, May 1, August 1 and November 1 of each year. The Public Notes are listed on the NASDAQ Global Select Market under the trading symbol FDUSL.

**Table of Contents****FIDUS INVESTMENT CORPORATION****Notes to Consolidated Financial Statements (unaudited)****(in thousands, except shares and per share data)**

Interest and fees related to the Company's debt for the three and six months ended June 30, 2018 and 2017 which are included in interest and financing expenses on the consolidated statements of operations, were as follows:

	Three Months Ended June 30, 2018				Three Months Ended June 30, 2017			
	SBA debentures	Credit Facility	Public Notes	Total	SBA debentures	Credit Facility	Public Notes	Total
Stated interest expense	\$ 1,772	\$ 158	\$ 772	\$ 2,702	\$ 1,980	\$ 137	\$	\$ 2,117
Amortization of deferred financing costs	180	68	96	344	197	87		284
<b>Total interest and financing expenses</b>	<b>\$ 1,952</b>	<b>\$ 226</b>	<b>\$ 868</b>	<b>\$ 3,046</b>	<b>\$ 2,177</b>	<b>\$ 224</b>	<b>\$</b>	<b>\$ 2,401</b>

	Six Months Ended June 30, 2018				Six Months Ended June 30, 2017			
	SBA debentures	Credit Facility	Public Notes	Total	SBA debentures	Credit Facility	Public Notes	Total
Stated interest expense	\$ 3,719	\$ 382	\$ 1,216	\$ 5,317	\$ 4,098	\$ 262	\$	\$ 4,360
Amortization of deferred financing costs	523	133	155	811	451	174		625
<b>Total interest and financing expenses</b>	<b>\$ 4,242</b>	<b>\$ 515</b>	<b>\$ 1,371</b>	<b>\$ 6,128</b>	<b>\$ 4,549</b>	<b>\$ 436</b>	<b>\$</b>	<b>\$ 4,985</b>

Weighted average stated interest rate, period end	3.311%	5.625%	5.875%	3.843%	3.744%	N/A	N/A	3.744%
Unused commitment fee rate, period end	N/A	1.000%	N/A	1.000%	N/A	1.000%	N/A	1.000%

*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 Credit Facility, SBA debentures, and Public Notes as of June 30, 2018 and December 31, 2017 were as follows:

	June 30, 2018				December 31, 2017			
	SBA debentures	Credit Facility	Public Notes	Total	SBA debentures	Credit Facility	Public Notes	Total

Edgar Filing: FIDUS INVESTMENT Corp - Form 10-Q

SBA debenture commitment fees	\$ 3,000	\$	\$	\$ 3,000	\$ 3,000	\$	\$	\$ 3,000
SBA debenture leverage fees	7,276			7,276	6,621			6,621
Credit Facility upfront fees		1,585		1,585		1,495		1,495
Public Notes underwriting discounts			1,500	1,500				
Public Notes debt issue costs			438	438				
<b>Total deferred financing costs</b>	<b>10,276</b>	<b>1,585</b>	<b>1,938</b>	<b>13,799</b>	<b>9,621</b>	<b>1,495</b>		<b>11,116</b>
Less: accumulated amortization	(5,504)	(1,303)	(155)	(6,962)	(4,981)	(1,170)		(6,151)
<b>Unamortized deferred financing costs</b>	<b>\$ 4,772</b>	<b>\$ 282</b>	<b>\$ 1,783</b>	<b>\$ 6,837</b>	<b>\$ 4,640</b>	<b>\$ 325</b>	<b>\$</b>	<b>\$ 4,965</b>

Unamortized deferred financing costs are presented as a direct offset to the SBA debentures and Credit Facility liabilities on the consolidated statements of assets and liabilities. The following table summarizes the outstanding debt net of unamortized deferred financing costs as of June 30, 2018 and December 31, 2017:

	June 30, 2018				December 31, 2017			
	SBA debentures	Credit Facility	Public Notes	Total	SBA debentures	Credit Facility	Public Notes	Total
Outstanding debt	\$ 214,500	\$ 7,000	\$ 50,000	\$ 271,500	\$ 231,300	\$ 11,500	\$	\$ 242,800
Less: unamortized deferred financing costs	(4,772)	(282)	(1,783)	(6,837)	(4,640)	(325)		(4,965)
<b>Debt, net of deferred financing costs</b>	<b>\$ 209,728</b>	<b>\$ 6,718</b>	<b>\$ 48,217</b>	<b>\$ 264,663</b>	<b>\$ 226,660</b>	<b>\$ 11,175</b>	<b>\$</b>	<b>\$ 237,835</b>

As of June 30, 2018, the Company's debt liabilities are scheduled to mature as follows<sup>(1)</sup>:

Year	SBA debentures	Credit Facility	Public Notes	Total
2018	\$	\$	\$	\$
2019		7,000		7,000
2020	8,500			8,500
2021	2,750			2,750
2022	44,750			44,750
2023	3,000		50,000	53,000
2024	1,000			1,000
2025	44,700			44,700
2026	23,800			23,800
2027	44,000			44,000
2028	42,000			42,000
<b>Total</b>	<b>\$ 214,500</b>	<b>\$ 7,000</b>	<b>\$ 50,000</b>	<b>\$ 271,500</b>

- (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.

**Table of Contents****FIDUS INVESTMENT CORPORATION****Notes to Consolidated Financial Statements (unaudited)****(in thousands, except shares and per share data)****Note 7. Commitments and Contingencies**

*Commitments:* The Company had outstanding commitments to portfolio companies to fund various undrawn revolving loans, other credit facilities and capital commitments totaling \$11,037 and \$8,352 as of June 30, 2018 and December 31, 2017, respectively. Such outstanding commitments are summarized in the following table:

<b>Portfolio Company - Investment</b>	<b>June 30, 2018</b>		<b>December 31, 2017</b>	
	<b>Total Commitment</b>	<b>Unfunded Commitment</b>	<b>Total Commitment</b>	<b>Unfunded Commitment</b>
American AllWaste LLC (dba WasteWater Transport Services) Delayed Draw Commitment	\$ 3,000	\$ 2,960	\$	\$
B&B Roadway and Security Solutions, LLC Common Equity	133	133		
FDS Avionics Corp. (dba Flight Display Systems) Revolving Loan	250	50		
Mesa Line Services, LLC Delayed Draw Commitment	4,000	4,000	4,000	4,000
Oaktree Medical Centre, P.C. (dba Pain Management Associates) Revolving Loan			2,500	
Rhino Assembly Company, LLC Delayed Draw Commitment	1,500	1,042	1,500	1,500
Safety Products Group, LLC Common Equity	2,852 <sup>(1)</sup>	2,852 <sup>(1)</sup>	2,852	2,852
<b>Total</b>	<b>\$ 11,735</b>	<b>\$ 11,037</b>	<b>\$ 10,852</b>	<b>\$ 8,352</b>

(1) Portfolio company was no longer held at period end. The commitment represents the Company's maximum potential liability related to certain guaranteed obligations stemming from the prior sale of the portfolio company's underlying operations.

Additional detail for each of the commitments above is provided in the Company's consolidated schedules of investments.

The commitments are generally subject to the borrowers meeting certain criteria such as compliance with financial and nonfinancial covenants. 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 these legal proceedings cannot be predicted with certainty, the Company does not believe these 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 total shares issued, offering price and net proceeds received in public offerings of the Company's common stock since the IPO:

<b>Offering Date</b>	<b>Number of Shares</b>	<b>Gross Proceeds</b>	<b>Underwriting Fees and Commissions and Offering Costs</b>	<b>Offering Price</b>
September 11, 2012	2,472,500	\$ 39,807	\$ 1,855	\$ 16.10
February 8, 2013	1,725,000	30,361	1,504	17.60
September 30, 2014	2,083,414 <sup>(1)</sup>	35,418	1,747	17.00
May 27, 2016	2,875,000 <sup>(2)</sup>	43,755	56 <sup>(5)</sup>	15.22 <sup>(6)</sup>
November 29, 2016	3,220,000 <sup>(3)</sup>	53,446	2,319	16.60 <sup>(7)</sup>
June 20, 2017	2,012,500 <sup>(4)</sup>	33,810	1,508	16.80

(1) Includes 83,414 shares purchased by underwriters pursuant to the over-allotment option on October 21, 2014.

**Table of Contents****FIDUS INVESTMENT CORPORATION****Notes to Consolidated Financial Statements (unaudited)****(in thousands, except shares and per share data)**

- (2) Includes 375,000 shares purchased by underwriters pursuant to the over-allotment option on June 10, 2016.
- (3) Includes 420,000 shares purchased by underwriters pursuant to the over-allotment option on December 13, 2016.
- (4) Includes 262,500 shares purchased by underwriters pursuant to the over-allotment option on June 29, 2017.
- (5) Fidus Investment Advisors, LLC agreed to bear up to \$169 of the offering costs associated with this offering. Fidus Investment Advisors, LLC has also agreed to bear \$1,756, or 100%, of the underwriting fees and commissions in connection with this offering and the exercise of the over-allotment option. All payments made by Fidus Investment Advisors, LLC are not subject to reimbursement by the Company.
- (6) Represents the weighted average offering price of shares issued, including the shares issued pursuant to the over-allotment option. Shares were issued on May 27, 2016 at an offering price of \$15.27. The offering price of the over-allotment option shares was adjusted for the \$0.39 dividend to shareholders of record on June 10, 2016.
- (7) Represents the weighted average offering price of shares issued, including the shares issued pursuant to the over-allotment option. Shares were issued on November 29, 2016 at an offering price of \$16.65. The offering price of the over-allotment option shares was adjusted for the \$0.43 dividend to shareholders of record on November 30, 2016.

*Common Stock ATM Program*

On August 21, 2014, the Company entered into an equity distribution agreement with Raymond James & Associates, Inc. and Robert W. Baird & Co. Incorporated through which the Company could sell, by means of at-the-market offerings from time to time, shares of the Company's common stock having an aggregate offering price of up to \$50,000 (the ATM Program). There were no issuances of common stock under the ATM program during the last two fiscal years and for the six months ended June 30, 2018.

*Stock Repurchase Program*

As described in Note 2, the Company has Stock Repurchase Program under which the Company may acquire up to \$5,000 of its outstanding common stock. During the six months ended June 30, 2018, the Company repurchased 44,821 shares of common stock on the open market for \$582. The Company did not make any repurchases of common stock during the six months ended June 30, 2017. The Company's NAV per share increased by approximately \$0.01 for the six months ended June 30, 2018 as a result of the share repurchases. The following table summarizes the Company's share repurchases under the Stock Repurchase Program for the six months ended June 30, 2018 and 2017:

<b>Repurchases of Common Stock</b>	<b>Six Months Ended June 30,</b>	
	<b>2018</b>	<b>2017</b>
Number of shares repurchased	44,821	
Cost of shares repurchased, including commissions	\$ 582	\$
Weighted average price per share	\$ 12.94	\$
Weighted average discount to net asset value at quarter end prior to repurchases	19.4%	N/A



See Note 9 for additional information regarding the issuance of shares under the DRIP.

As of June 30, 2018 and December 31, 2017, the Company had 24,463,119 and 24,507,940 shares of common stock outstanding, 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 two fiscal years and for the six months ended June 30, 2018.

**Table of Contents****FIDUS INVESTMENT CORPORATION****Notes to Consolidated Financial Statements (unaudited)****(in thousands, except shares and per share data)**

<b>Date Declared</b>	<b>Record Date</b>	<b>Payment Date</b>	<b>Amount Per Share</b>	<b>Total Distribution</b>	<b>Cash Distribution</b>	<b>DRIP Shares Value</b>	<b>DRIP Shares</b>	<b>DRIP Share Issue Price</b>
<b>Fiscal Year Ended December 31, 2016:</b>								
2/16/2016	3/11/2016	3/25/2016	\$ 0.39	\$ 6,357	\$ 6,177	\$ 180	11,631	\$ 15.49
5/2/2016	6/10/2016	6/24/2016	0.39	7,337	7,143	194	12,722	15.25
8/1/2016	9/9/2016	9/23/2016	0.39	7,488	7,293	195	12,340	15.76
11/1/2016	12/2/2016	12/16/2016	0.39	8,585	8,386	199	12,381	16.08
11/1/2016 <sup>(1)</sup>	12/2/2016	12/16/2016	0.04	880	860	20	1,270	16.08
			\$ 1.60	\$ 30,647	\$ 29,859	\$ 788	50,344	

**Fiscal Year Ended December 31, 2017:**

2/14/2017	3/10/2017	3/24/2017	\$ 0.39	\$ 8,754	\$ 8,556	\$ 198	11,500	17.17
5/1/2017	6/9/2017	6/23/2017	0.39	8,758	8,582	176	10,548	16.74
7/31/2017	9/8/2017	9/22/2017	0.39	9,548	9,353	195	12,256	15.90
10/30/2017	12/20/2017	12/27/2017	0.39	9,552	9,343	209	13,659	15.30
10/30/2017 <sup>(1)</sup>	12/20/2017	12/27/2017	0.04	980	959	21	1,401	15.30
			\$ 1.60	\$ 37,592	\$ 36,793	\$ 799	49,364	

**Six Months Ended June 30, 2018:**

2/13/2018	3/9/2018	3/23/2018	\$ 0.39	\$ 9,558	\$ 9,558	\$ (2)	(2)	
4/30/2018	6/8/2018	6/22/2018	0.39	9,541	9,541	(2)	(2)	
			\$ 0.78	\$ 19,099	\$ 19,099	\$		

(1) Special dividend.

(2) During the six months ended June 30, 2018, the Company directed the DRIP program 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:

**Period**

	<b>Number of Shares Purchased and Reissued</b>	<b>Average Price Paid Per Share</b>	<b>Total Amount Paid</b>
January 1, 2018 through March 31, 2018	16,503	\$ 12.97	\$ 214
April 1, 2018 through June 30, 2018	16,216	14.48	235
<b>Total</b>	<b>32,719</b>	<b>\$ 13.72</b>	<b>\$ 449</b>

Since the Company's IPO, dividends and distributions to stockholders total \$186,399 or \$11.34 per share.

Table of Contents**FIDUS INVESTMENT CORPORATION****Notes to Consolidated Financial Statements (unaudited)****(in thousands, except shares and per share data)****Note 10. Financial Highlights**

The following is a schedule of financial highlights for the six months ended June 30, 2018 and 2017:

	<b>Six Months Ended June 30,</b>	
	<b>2018</b>	<b>2017</b>
<b>Per share data:</b>		
Net asset value at beginning of period	\$ 16.05	\$ 15.76
Net investment income <sup>(1)</sup>	0.67	0.75
Net realized gain (loss) on investments, net of tax (provision) <sup>(1)</sup>	(0.39)	0.20
Net unrealized appreciation (depreciation) on investments <sup>(1)</sup>	0.65	(0.09)
Total increase from investment operations <sup>(1)</sup>	0.93	0.86
Accretive (dilutive) effect of share issuances and repurchases	0.01	0.01
Dividends to stockholders	(0.78)	(0.78)
Other <sup>(2)</sup>	(0.01)	0.02
Net asset value at end of period	\$ 16.20	\$ 15.87
Market value at end of period	\$ 14.21	\$ 16.82
Shares outstanding at end of period	24,463,119	24,480,624
Weighted average shares outstanding during the period	24,480,484	22,550,846
Net assets at end of period	\$ 396,261	\$ 388,423
Average net assets <sup>(7)</sup>	\$ 395,897	\$ 365,673
<b>Ratios to average net assets:</b>		
Total expenses <sup>(3)(5)(9)</sup>	10.0%	9.1%
Net investment income <sup>(3)(6)</sup>	8.3%	9.2%
Total return <sup>(4)</sup>	(1.3%)	11.9%
Portfolio turnover ratio <sup>(3)</sup>	20.8%	24.8%
<b>Supplemental Data:</b>		
Average debt outstanding <sup>(8)</sup>	\$ 259,600	\$ 213,500
Average debt per share <sup>(1)</sup>	\$ 10.60	\$ 9.47

(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.
- (3) Annualized.
- (4) The total return for the six months ended June 30, 2018 and 2017 equals the change in the market value of the Company's common stock per share during the period plus dividends paid per share during the period, divided by the market value per share at the beginning of the period.
- (5) The total expenses to average net assets ratio is calculated using the total expenses caption as presented on the consolidated statements of operations, which includes incentive fee and excludes the income tax provision.
- (6) 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.
- (7) 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.
- (8) Average debt outstanding is calculated as the average of the outstanding debt balances as of each quarter end during the fiscal year and the prior year end.
- (9) The following is a schedule of supplemental expense ratios to average net assets:

<b>Ratio to average net assets:</b>	<b>Six Months Ended June 30,</b>	
	<b>2018</b>	<b>2017</b>
Expenses other than incentive fee <sup>(3)</sup>	7.1%	6.4%
Incentive fee <sup>(3)</sup>	2.9%	2.7%
<b>Total expenses <sup>(3)(5)</sup></b>	<b>10.0%</b>	<b>9.1%</b>

#### **Note 11. Subsequent Events**

On July 30, 2018, the Board declared a regular quarterly dividend of \$0.39 per share payable on September 21, 2018 to stockholders of record as of September 7, 2018.

On August 1, 2018, the Company exited its debt and equity investments in Jacob Ash Holdings, Inc. The Company received payment in full on its second lien and subordinated debt investments. The Company redeemed its preferred equity and warrant investments for approximately \$1,351.

**Table of Contents**

**Item 2. 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 Fidus Investment Corporation's consolidated financial statements and related notes appearing in our annual report on Form 10-K for the year ended December 31, 2017, filed with the U.S. Securities and Exchange Commission (SEC) on March 1, 2018. The information contained in this section should also be read in conjunction with our unaudited consolidated financial statements and related notes thereto appearing elsewhere in this quarterly report on Form 10-Q.*

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

**Forward Looking Statements**

This Quarterly Report on Form 10-Q 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, could, believes, seeks, estimates, would, could, should, targets, projects and variations of these words and similar are intended to identify forward-looking statements. The forward-looking statements contained in this Quarterly Report on Form 10-Q involve risks and uncertainties, including statements as to:

our future operating results;

our business prospects and the prospects of our portfolio companies;

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;

the ability of our portfolio companies to achieve their objectives;

our expected financing and investments;

the adequacy of our cash resources and working capital; and

the timing of cash flows, if any, from the operations of our portfolio companies.

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 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 could adversely affect our results, particularly because we use leverage as part of our investment strategy;

currency fluctuations could adversely affect the results of our investments in foreign companies, particularly to the extent that we receive payments denominated in foreign currency rather than the U.S. dollars; 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, 2017, elsewhere in this Quarterly Report on Form 10-Q 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 loans and 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 Quarterly Report on Form 10-Q 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 1.A Risk Factors* contained in our Annual Report on Form 10-K for the year ended December 31, 2017, filed with the SEC on March 1, 2018. You should not place undue reliance on these forward-looking statements, which apply only as of the date of this Quarterly Report on Form 10-Q.

## **Table of Contents**

### **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. Fund I and Fund II are collectively referred to as the Funds.

Fund I received its SBIC license on October 22, 2007 and Fund II received its SBIC license on May 28, 2013. 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. 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. Based on the current capitalization of the Funds, we have fully utilized our borrowing capacity under the SBIC Debenture Program.

We have certain wholly-owned taxable subsidiaries (the Taxable Subsidiaries), each of which generally holds one or more of our portfolio investments listed on the consolidated schedules of investments. The Taxable Subsidiaries are consolidated for financial reporting purposes, such that the 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.

#### *Investments*

We seek to create a diversified investment portfolio that primarily includes mezzanine loans and, to a lesser extent, equity securities. Our investments typically range between \$5.0 million to \$30.0 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.

*Second Lien Debt.* The majority 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 ( Mezzanine ) Debt.* These investments are typically structured as unsecured, subordinated notes. Structurally, mezzanine 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. Unsecured 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, both mezzanine and unsecured debt

---

**Table of Contents**

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.

*First Lien Debt.* To a lesser extent, we also structure some of our debt 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 loan. Substantially all of our debt investments provide for a fixed interest rate.

*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.

*Revenues:* We generate revenue in the form of interest and fee income on debt investments and capital gains and distributions, if any, on equity investments. Our debt investments, whether in the form of mezzanine, senior secured or unitranche loans, typically have terms of five to seven years and bear interest at a fixed rate but may bear interest at a floating rate. In some instances, we receive payments on our debt investments based on scheduled amortization of the outstanding balances. In addition, we 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 loans 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 premiums on loans as fee income. Interest and dividend income is recorded on the accrual basis to the extent that we expect to collect such amounts. Debt investments or preferred equity securities 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. See

Critical Accounting Policies and Use of Estimates Revenue Recognition. 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 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.

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.

**Table of Contents**

*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 allocable to personnel who provide 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, 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 six months ended June 30, 2018 and 2017, we invested \$104.0 million and \$87.1 million in debt and equity investments, respectively, including eight and five new portfolio companies, respectively. During the six months ended June 30, 2018 and 2017, we received proceeds from sales or repayments, including principal, return of capital dividends and net realized gains (losses), of \$65.3 million and \$66.7 million, respectively, including exits of five and two portfolio companies, respectively. The following table summarizes investment purchases and sales and repayments of investments by type for the six months ended June 30, 2018 and 2017 (dollars in millions).

	Purchases of Investments				Sales and Repayments of Investments			
	2018		2017		2018		2017	
Second Lien Debt	\$ 84.5	81.3%	\$ 45.5	52.3%	\$ 26.0	39.8%	\$ 34.0	51.0%
Subordinated Debt	12.7	12.2	35.0	40.2	30.1	46.1	24.5	36.7
First Lien Debt			0.7	0.8	1.1	1.7	2.4	3.6
Equity	6.8	6.5	5.0	5.7	8.1	12.4	5.8	8.7
Warrants			0.9	1.0				
Royalty Rights								
<b>Total</b>	<b>\$ 104.0</b>	<b>100.0%</b>	<b>\$ 87.1</b>	<b>100.0%</b>	<b>\$ 65.3</b>	<b>100.0%</b>	<b>\$ 66.7</b>	<b>100.0%</b>

As of June 30, 2018, the fair value of our investment portfolio totaled \$646.2 million and consisted of 65 active portfolio companies and two portfolio companies that have sold their underlying operations. As of June 30, 2018, three debt investments bore interest at a variable rate, which represented \$26.3 million of our portfolio on a fair value basis, and the remainder of our debt portfolio was comprised of fixed rate investments. Overall, the portfolio had net unrealized appreciation of \$34.5 million as of June 30, 2018. As of June 30, 2018, our average active portfolio company investment at amortized cost was \$9.4 million, which excludes investments in the two portfolio companies that have sold their underlying operations.



**Table of Contents**

As of December 31, 2017, the fair value of our investment portfolio totaled \$596.3 million and consisted of 60 active portfolio companies and three portfolio companies that have sold their underlying operations. As of December 31, 2017, three debt investments bore interest at a variable rate, which represented \$26.1 million of our portfolio on a fair value basis, and the remainder of our debt portfolio was comprised of fixed rate investments. Overall, the portfolio had net unrealized appreciation of \$18.5 million as of December 31, 2017. As of December 31, 2017, our average active portfolio company investment at amortized cost was \$9.6 million, which excludes investments in the three portfolio companies that have sold their underlying operations.

The weighted average yield on debt investments as of June 30, 2018 and December 31, 2017 was 12.7% and 13.0%, 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 June 30, 2018 and December 31, 2017, respectively, including the accretion of OID and loan 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			
	June 30, 2018		December 31, 2017		June 30, 2018		December 31, 2017	
Second Lien Debt	\$ 398.0	61.5%	\$ 341.3	57.3%	\$ 417.5	68.2%	\$ 357.6	62.0%
Subordinated Debt	101.9	15.8	126.5	21.2	101.3	16.6	126.5	21.9
First Lien Debt	26.9	4.2	28.8	4.8	27.1	4.4	31.9	5.5
Equity	105.0	16.3	84.6	14.2	57.9	9.5	53.9	9.3
Warrants	14.4	2.2	15.1	2.5	7.7	1.3	7.7	1.3
Royalty Rights					0.2		0.2	
<b>Total</b>	<b>\$ 646.2</b>	<b>100.0%</b>	<b>\$ 596.3</b>	<b>100.0%</b>	<b>\$ 611.7</b>	<b>100.0%</b>	<b>\$ 577.8</b>	<b>100.0%</b>

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			
	June 30, 2018		December 31, 2017		June 30, 2018		December 31, 2017	
Midwest	\$ 170.9	26.4%	\$ 168.0	28.2%	\$ 168.7	27.6%	\$ 161.8	28.1%
Southeast	164.8	25.5	130.2	21.8	150.5	24.6	130.7	22.6
Northeast	89.9	13.9	107.8	18.1	82.1	13.4	105.3	18.2
West	62.5	9.7	63.4	10.6	53.9	8.8	54.0	9.3
Southwest	158.1	24.5	126.9	21.3	156.5	25.6	126.0	21.8

Edgar Filing: FIDUS INVESTMENT Corp - Form 10-Q

Total	\$ 646.2	100.0%	\$ 596.3	100.0%	\$ 611.7	100.0%	\$ 577.8	100.0%
-------	----------	--------	----------	--------	----------	--------	----------	--------



**Table of Contents**

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	
	June 30, 2018	December 31, 2017	June 30, 2018	December 31, 2017
Specialty Distribution	12.2%	6.2%	12.6%	6.2%
Healthcare Services	8.5	10.8	8.0	9.9
Information Technology Services	8.2	10.7	8.3	11.0
Component Manufacturing	8.0	6.6	8.8	7.0
Business Services	7.9	6.5	8.3	7.3
Transportation Services	5.9	7.1	6.9	7.3
Oil & Gas Services	5.5	4.7	2.0	2.7
Vending Equipment Manufacturing	5.2	5.7	5.7	5.9
Building Products Manufacturing	5.0	5.1	5.1	5.4
Healthcare Products	4.4	7.3	3.1	7.1
Aerospace & Defense Manufacturing	4.2	4.4	4.1	4.3
Capital Equipment Manufacturing	3.7	3.4	3.8	3.4
Industrial Cleaning & Coatings	3.7	4.3	4.4	4.6
Promotional Products	3.3	3.0	3.3	2.9
Retail	2.5	2.8	2.6	2.9
Utility Equipment Manufacturing	2.4	2.6	2.4	2.8
Consumer Products	2.3	3.3	2.5	2.7
Environmental Industries	1.8		1.9	
Utilities: Services	1.5	1.6	1.6	1.7
Oil & Gas Distribution	1.0	1.0	1.0	1.0
Apparel Distribution	0.8	0.9	0.9	1.0
Laundry Services	0.7	0.7	0.6	0.7
Electronic Components Supplier	0.6	0.6	0.2	0.2
Restaurants	0.3	0.4	1.6	1.7
Specialty Chemicals	0.3	0.2	0.2	0.2
Packaging	0.1	0.1	0.1	0.1
Safety Products Manufacturing		0.0		0.0
Total	100.0%	100.0%	100.0%	100.0%

**Portfolio Asset Quality**

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 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.

**Table of Contents**

The following table shows the distribution of our investments on the 1 to 5 investment rating scale at fair value and cost as of June 30, 2018 and December 31, 2017 (dollars in millions):

Investment Rating	Fair Value				Cost			
	June 30, 2018		December 31, 2017		June 30, 2018		December 31, 2017	
1	\$ 127.3	19.7%	\$ 125.7	21.1%	\$ 72.5	11.9%	\$ 83.2	14.4%
2	408.2	63.2	398.4	66.8	400.0	65.4	393.6	68.1
3	103.1	16.0	51.8	8.7	113.3	18.5	60.7	10.5
4	3.5	0.5	18.3	3.1	5.1	0.8	28.3	4.9
5	4.1	0.6	2.1	0.3	20.8	3.4	12.0	2.1
Total	\$ 646.2	100.0%	\$ 596.3	100.0%	\$ 611.7	100.0%	\$ 577.8	100.0%

Based on our investment rating system, the weighted average rating of our portfolio as of June 30, 2018 and December 31, 2017 was 2.0 and 1.9, respectively, on a fair value basis and 2.2 and 2.1, respectively, on a cost basis.

*Non-Accrual*

As of June 30, 2018 and December 31, 2017, we had investments in three and two portfolio companies on non-accrual status, respectively (dollars in millions):

Portfolio Company	June 30, 2018		December 31, 2017	
	Fair Value	Cost	Fair Value	Cost
Cavallo Bus Lines Holdings, LLC	\$ 2.0	\$ 7.4	\$ (2)	\$ (2)
Inflexxion, Inc.		0.1	(2)	(2)
Restaurant Finance Co, LLC	2.0	9.3	2.1	9.3
Six Month Smiles Holdings, Inc.	(1)	(1)	5.0	9.4
Total	\$ 4.0	\$ 16.8	\$ 7.1	\$ 18.7

(1) Portfolio company was no longer held at period end.

(2) Portfolio company debt investments were not on non-accrual status at period end.

**Discussion and Analysis of Results of Operations***Comparison of three and six months ended June 30, 2018 and 2017**Investment Income*

Below is a summary of the changes in total investment income for the three months ended June 30, 2018 as compared to the same period in 2017 (dollars in millions, percent change calculated based on underlying dollar amounts in thousands):

	<b>Three Months Ended June 30,</b>			
	<b>2018</b>	<b>2017</b>	<b>\$ Change</b>	<b>% Change</b>
Interest income	\$ 15.7	\$ 13.6	\$ 2.1	15.5%
Payment-in-kind interest income	1.3	1.7	(0.4)	(19.7%)
Dividend income	0.3	0.6	(0.3)	(52.0%)
Fee income	0.8	1.4	(0.6)	(44.4%)
Interest on idle funds and other income				0.0%
<b>Total investment income</b>	<b>\$ 18.1</b>	<b>\$ 17.3</b>	<b>\$ 0.8</b>	<b>4.9%</b>

For the three months ended June 30, 2018, total investment income was \$18.1 million, an increase of \$0.8 million or 4.9%, from the \$17.3 million of total investment income for the three months ended June 30, 2017. As reflected in the table above, the increase is primarily attributable to the following:

\$1.7 million increase in total interest income resulting from higher average debt investment balances outstanding, partially offset by a small decrease in weighted average debt yield and two additional portfolio companies on non-accrual status, during 2018 as compared to 2017.

\$(0.6) million decrease in fee income resulting from a decrease in debt investment amendment fee and prepayment fee income, partially offset by a higher level of structuring fees earned due to a comparative increase in new investments, during 2018 as compared to 2017.

\$(0.3) million decrease in dividend income due to decreased levels of distributions received from equity investments, during 2018 as compared to 2017.

**Table of Contents**

Below is a summary of the changes in total investment income for the six months ended June 30, 2018 as compared to the same period in 2017 (dollars in millions, percent change calculated based on underlying dollar amounts in thousands):

	<b>Six Months Ended June 30,</b>			
	<b>2018</b>	<b>2017</b>	<b>\$ Change</b>	<b>% Change</b>
Interest income	\$ 30.4	\$ 26.6	\$ 3.8	14.1%
Payment-in-kind interest income	3.0	3.3	(0.3)	(9.2%)
Dividend income	0.6	1.3	(0.7)	(50.3%)
Fee income	2.2	2.2		1.6%
Interest on idle funds and other income	0.1	0.1		6.0%
<b>Total investment income</b>	<b>\$ 36.3</b>	<b>\$ 33.5</b>	<b>\$ 2.8</b>	<b>8.5%</b>

For the six months ended June 30, 2018, total investment income was \$36.3 million, an increase of \$2.8 million or 8.5%, from the \$33.5 million of total investment income for the six months ended June 30, 2017. As reflected in the table above, the increase is primarily attributable to the following:

\$3.5 million increase in total interest income resulting from higher average debt investment balances outstanding, partially offset by a small decrease in weighted average debt yield and two additional portfolio companies on non-accrual status, during 2018 as compared to 2017.

Fee income was flat during 2018 as compared to 2017 resulting from a higher level of structuring fees earned due to a comparative increase in new investments, as well as an increase in debt investment prepayment fee income, and offset by a decrease in debt investment amendment fees.

\$(0.7) million decrease in dividend income due to decreased levels of distributions received from equity investments and certain prior year dividend tax character true-ups recognized in the first quarter of 2018 upon receipt of the relevant tax forms from the underlying portfolio company, during 2018 as compared to 2017.

*Expenses*

Below is a summary of the changes in total expenses, including income tax provision, for the three months ended June 30, 2018 as compared to the same period in 2017 (dollars in millions, percent change calculated based on underlying dollar amounts in thousands):

	<b>Three Months Ended June 30,</b>			
	<b>2018</b>	<b>2017</b>	<b>\$ Change</b>	<b>% Change</b>
Interest and financing expenses	\$ 3.0	\$ 2.4	\$ 0.6	26.9%
Base management fee	2.8	2.4	0.4	17.4%

Edgar Filing: FIDUS INVESTMENT Corp - Form 10-Q

Incentive fee income	2.2	2.3	(0.1)	(4.9%)
Incentive fee capital gains	(0.3)	0.2	(0.5)	(229.6%)
Administrative service expenses	0.3	0.3		2.1%
Professional fees	0.3	0.3		14.1%
Other general and administrative expenses	0.7	0.4	0.3	60.3%
Total expenses, before income tax provision	9.0	8.3	0.7	9.5%
Income tax provision	0.1		0.1	131.0%
Total expenses, including income tax provision	\$ 9.1	\$ 8.3	\$ 0.8	9.9%

For the three months ended June 30, 2018, total expenses, including income tax provision, were \$9.1 million, an increase of \$0.8 million or 9.9%, from the \$8.3 million of total expenses, including income tax provision, for the three months ended June 30, 2017. As reflected in the table above, the increase is primarily attributable to the following:

\$0.6 million increase in interest and financing expenses due to an increase in average borrowings outstanding and an increase in weighted average interest rate on borrowings during 2018 as compared to 2017.

\$0.4 million increase in base management fee due to higher average total assets during 2018 as compared to 2017.

\$0.3 million increase in other general and administrative expenses during 2018 resulting from the write-off of deferred equity offering costs related to our previous Form N-2 registration statement.

**Table of Contents**

Below is a summary of the changes in total expenses, including income tax provision, for the six months ended June 30, 2018 as compared to the same period in 2017 (dollars in millions, percent change calculated based on underlying dollar amounts in thousands):

	<b>Six Months Ended June 30,</b>			
	<b>2018</b>	<b>2017</b>	<b>\$ Change</b>	<b>% Change</b>
Interest and financing expenses	\$ 6.1	\$ 5.0	\$ 1.1	22.9%
Base management fee	5.5	4.7	0.8	16.8%
Incentive fee income	4.4	4.3	0.1	1.6%
Incentive fee capital gains	1.3	0.6	0.7	135.5%
Administrative service expenses	0.7	0.7		8.0%
Professional fees	0.8	0.7	0.1	10.6%
Other general and administrative expenses	1.0	0.7	0.3	39.1%
Total expenses, before income tax provision	19.8	16.7	3.1	18.8%
Income tax provision	0.2		0.2	692.0%
Total expenses, including income tax provision	\$ 20.0	\$ 16.7	\$ 3.3	19.8%

For the six months ended June 30, 2018, total expenses, including income tax provision, were \$20.0 million, an increase of \$3.3 million or 19.8%, from the \$16.7 million of total expenses, including income tax provision, for the six months ended June 30, 2017. As reflected in the table above, the increase is primarily attributable to the following:

\$1.1 million increase in interest and financing expenses due to an increase in average borrowings outstanding and an increase in weighted average interest rate on borrowings during 2018 as compared to 2017.

\$0.8 million increase in base management fee due to higher average total assets during 2018 as compared to 2017.

\$0.7 million increase in the capital gains incentive fee due to a \$3.6 million increase in net gain on investments (net realized gains (losses) plus net change in unrealized appreciation (depreciation) on investments) during 2018, as compared to the same period in 2017.

\$0.3 million increase in other general and administrative expenses during 2018 resulting from the write-off of deferred equity offering costs related to our previous Form N-2 registration statement.

\$0.2 million increase in income tax provision during 2018 resulting from additional operating taxable income at one of our Taxable Subsidiaries.

*Net Investment Income*

Net investment income was flat during the three months ended June 30, 2018 as compared to the same period in 2017, increasing by 0.2%, as a result of the \$0.8 million increase in total investment income and offset by the increase in total expenses, including income tax provision, of \$0.8 million.

Net investment income decreased by \$(0.5) million, or (2.8)%, during the six months ended June 30, 2018 as compared to the same period in 2017, as a result of the \$2.8 million increase in total investment income and offset by the larger increase in total expenses, including income tax provision, of \$3.3 million.

*Net Gain (Loss) on Investments*

For the three and six months ended June 30, 2018, the total net realized loss on investments, before income tax provision on realized gains, was \$(15.2) million and \$(7.9) million, respectively. Income tax provision from realized gains on investments was zero and \$1.7 million for the three and six months ended June 30, 2018, respectively. Significant realized gains (losses) for the three and six months ended June 30, 2018 are summarized below (dollars in millions):



**Table of Contents**

<b>Portfolio Company</b>	<b>Realization Event</b>	<b>Period Ended June 30, 2018</b>	
		<b>Three Months</b>	<b>Six Months</b>
World Wide Packaging, LLC	Exit of portfolio company	\$	\$ 6.8
Malabar International	Escrow distribution	0.1	0.3
Worldwide Express Operations, LLC	Distributions tax character true-up		0.2
Other		0.1	0.2
IOS Acquisitions, Inc.	Exit of portfolio company	(0.1)	(0.1)
Inflexxion, Inc.	Relinquishment of debt and equity	(6.4)	(6.4)
Six Month Smiles Holdings, Inc.	Exit of portfolio company	(8.9)	(8.9)
Net realized gain (loss) on investments		(15.2)	(7.9)
Income tax provision from realized gains on investments			(1.7)
Net realized gain (loss), net of income tax provision, on investments		\$ (15.2)	\$ (9.6)

For the three and six months ended June 30, 2017, the total net realized gain (loss) on investments, before income tax provision on realized gains, was \$(0.4) million and \$6.1 million, respectively. Income tax provision from realized gains on investments was zero and \$1.4 million for the three and six months ended June 30, 2017, respectively. Significant realized gains (losses) for the three and six months ended June 30, 2017 are summarized below (dollars in millions):

<b>Portfolio Company</b>	<b>Realization Event</b>	<b>Period Ended June 30, 2017</b>	
		<b>Three Months</b>	<b>Six Months</b>
Worldwide Express Operations, LLC	Sale of portfolio company	\$	\$ 6.4
Anatrace Products, LLC	Sale of portfolio company	0.9	0.9
Carlson Systems Holdings, Inc.	Escrow distribution	0.1	0.1
Other		(0.1)	
FTH Acquisition Corp. VII	Exit of portfolio company	(1.3)	(1.3)
Net realized gain (loss) on investments		(0.4)	6.1
Income tax provision from realized gains on investments			(1.4)
Net realized gain (loss), net of income tax provision, on investments		\$ (0.4)	\$ 4.7

During the three and six months ended June 30, 2018 and 2017, we recorded a net change in unrealized appreciation (depreciation) on investments attributable to the following (dollars in millions):

<b>Unrealized Appreciation (Depreciation)</b>	<b>Three Months Ended June 30,</b>		<b>Six Months Ended June 30,</b>	
	<b>2018</b>	<b>2017</b>	<b>2018</b>	<b>2017</b>
Exit, sale or restructuring of investments	\$ 13.2	\$ (0.1)	\$ 9.3	\$ (4.6)
Fair value adjustments to debt investments	(5.6)	(1.5)	(10.8)	(3.6)
Fair value adjustments to equity investments	6.3	3.0	17.5	6.2
Net change in unrealized appreciation (depreciation)	\$ 13.9	\$ 1.4	\$ 16.0	\$ (2.0)

*Net Increase in Net Assets Resulting From Operations*

Our net increase in net assets resulting from operations during the three months ended June 30, 2018 was \$7.6 million, a decrease of \$(2.3) million, or (23.2)%, compared to a net increase in net assets resulting from operations of \$10.0 million during the three months ended June 30, 2017.

Our net increase in net assets resulting from operations during the six months ended June 30, 2018 was \$22.7 million, an increase of \$3.2 million, or 16.3%, compared to a net increase in net assets resulting from operations of \$19.5 million during the six months ended June 30, 2017.

*Liquidity and Capital Resources*

As of June 30, 2018, we had \$24.0 million in cash and cash equivalents and our net assets totaled \$396.3 million. We believe that our current cash and cash equivalents on hand, our Credit Facility and our anticipated cash flows from operations will provide adequate capital resources with which to operate and finance our investment business and make distributions to our stockholders

---

**Table of Contents**

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. During the six months ended June 30, 2018, we repaid \$43.8 million of SBA debentures which would have matured during the period March 1, 2019 through September 1, 2021. Our remaining outstanding SBA debentures continue to mature in 2020 and subsequent years through 2028, which will require repayment on or before the respective maturity dates.

*Cash Flows*

For the six months ended June 30, 2018, we experienced a net decrease in cash and cash equivalents in the amount of \$17.6 million. During that period, we used \$23.9 million of cash for operating activities, which included the funding of \$104.0 million of investments, which were offset by proceeds received from sales and repayments of investments of \$65.3 million. During the same period, we received proceeds from the issuances of SBA debentures of \$27.0 million and proceeds from the issuance of our Public Notes of \$50.0 million, which were partially offset by repayments of SBA debentures of \$43.8 million, net repayments on our Credit Facility of \$4.5 million, cash dividends paid to stockholders of \$19.1 million, the payment of deferred financing costs related to our debt financings of \$2.7 million and repurchases of common stock under the Stock Repurchase Program of \$0.6 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 SBICs, and have the ability to issue debentures guaranteed by the SBA at favorable interest rates. Under the Small Business Investment Act and the SBA rules applicable to SBICs, 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 300.0% of an SBIC's regulatory capital or \$175.0 million (as amended on June 21, 2018), whichever is less. For three 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 June 30, 2018, Fund I and Fund II had \$64.5 million and \$150.0 million of outstanding SBA debentures, respectively. Fund I 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 \$135.5 million of additional SBA debentures under the SBIC Debenture Program. For more information on the SBA debentures, please refer to Note 6 to our consolidated financial statements.

*Credit Facility*

In June 2014, we entered into the Credit Facility to provide additional funding for our investment and operational activities. On December 29, 2017, we entered into an amendment to the Credit Facility to, among other things, extend the maturity date from June 16, 2018 to June 16, 2019. On June 5, 2018, we entered into an incremental commitment agreement, whereby the amount available for borrowing under the Credit Facility was increased from \$50.0 million to \$75.0 million. The Credit Facility is secured by substantially all of our assets, excluding the assets of the Funds.

Amounts available to borrow under the Credit Facility are subject to a minimum borrowing/collateral base that applies an advance rate to certain portfolio investments. 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, transferability, 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.

Borrowings under the Credit Facility bear interest, subject to our election, on a per annum basis equal to (i) the alternate base rate plus 2.5% or (ii) the applicable LIBOR, which varies depending on the period of the borrowing under the Credit Facility, plus 3.5%. The alternate base rate is equal to the greater of (i) prime rate, (ii) the federal funds rate plus 0.5% or (iii) the three-month LIBOR plus 1.0%. We pay a commitment fee ranging from 0.5% to 1.0% per annum based on the size of the unused portion of the Credit Facility.

We have made customary representations and warranties and 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 June 30, 2018, we were in compliance with all covenants of the Credit Facility and there were \$7.0 million of borrowings outstanding under the Credit Facility.

## **Table of Contents**

### *Public Notes*

On February 2, 2018, we closed the public offering of approximately \$43.5 million in aggregate principal amount of our 5.875% notes due 2023, or the Public Notes. On February 22, 2018, the underwriters exercised their option to purchase an additional \$6.5 million in aggregate principal of the Public Notes. The total net proceeds to us from the Public Notes, including the exercise of the underwriters' option, after deducting underwriting discounts of approximately \$1.5 million and estimated offering expenses of \$0.4 million, were approximately \$48.1 million.

The Public Notes will mature on February 1, 2023 and bear interest at a rate of 5.875%. The Public Notes are unsecured obligations and rank pari passu with our 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. The Public Notes may be redeemed in whole or in part at any time or from time to time at our option on or after February 1, 2020. Interest on the Public Notes is payable quarterly on February 1, May 1, August 1 and November 1 of each year. The Public Notes are listed on the NASDAQ Global Select Market under the trading symbol FDUSL. As of June 30, 2018, the outstanding principal balance of the Public Notes was \$50.0 million.

As of June 30, 2018, the weighted average stated interest rates for our SBA debentures, the Public Notes and the Credit Facility were 3.311%, 5.875% and 5.625%, respectively. As of June 30, 2018, we had \$68.0 million of unutilized commitment under our Credit Facility, and we were subject to a 1.000% fee on such amount. As of June 30, 2018, the weighted average stated interest rate on total debt outstanding was 3.843%.

As a BDC, we are generally required to meet a coverage ratio of total assets to total senior securities, which include borrowings and any preferred stock we may issue in the future, of at least 200.0%. This requirement limits the amount that we may borrow. We have received exemptive relief from the U.S. Securities and Exchange Commission (SEC) to allow us to exclude any indebtedness guaranteed by the SBA and issued by the Funds from the 200.0% asset coverage requirements, which, in turn, will enable us to fund more investments with debt capital. Recent legislation, however, modifies the required minimum asset coverage ratio from 200.0% to 150.0%, if certain requirements are met. Under the legislation, we are allowed to increase our leverage capacity if stockholders representing at least a majority of the votes cast, when a quorum is present, approve a proposal to do so. If we receive stockholder approval, we would be allowed to increase our leverage capacity on the first day after such approval. Alternatively, the legislation allows the majority of our independent directors to approve an increase in our leverage capacity, and such approval would become effective after the one-year anniversary of such approval.

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 our board of directors, including 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 7, 2018, 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 7, 2019 or the date of our 2019 Annual Meeting of Stockholders. We expect to present to our stockholders a similar proposal at our 2019 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 7, 2019 or the date of our 2019 Annual Meeting of Stockholders may not exceed 25.0% of our outstanding common stock immediately prior to each such sale.

### *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, 2017, the Board extended the Stock Repurchase Program through December 31, 2018, 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. During the six months ended June 30, 2018, we repurchased 44,821 shares of common stock on the open market for \$0.6 million. We did not make any repurchases of common stock during the six months ended June 30, 2017. Refer to Note 8 to our consolidated financial statements for additional information concerning stock repurchases.

## **Table of Contents**

### **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 and revenue recognition as our most critical accounting estimates. We continuously evaluate our 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 value, the fair value of our investments may differ significantly from the values that would have been used had a readily available market value 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 our investment advisor responsible for the portfolio investment;

preliminary valuation conclusions are then documented and discussed with the investment committee of our 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. Our board of directors consulted with the independent valuation firm(s) in arriving at our determination of fair value for 14 and 18 of our portfolio company investments representing 26.8% and 32.0% of the total portfolio investments at fair value (exclusive of new portfolio company investments made

during the three months ended June 30, 2018 and December 31, 2017, respectively) as of June 30, 2018 and December 31, 2017, respectively;

the audit committee of our board of directors reviews the preliminary valuations of our 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 our 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.

Consistent with the policies and methodologies adopted by our board of directors, we perform detailed valuations of our debt and equity investments, including an analysis on the Company's unfunded loan 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.



---

**Table of Contents**

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 loan 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 loans to maturity. However, if we have information available to us that the loan 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. Where applicable, we consider our ability to influence the capital structure of the portfolio company, as well as the timing of a potential exit.

We may also utilize an income approach when estimating the fair value of our equity securities, 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.

The fair value of our royalty rights are calculated based on projected future cash flows and the specific provisions contained in the pertinent royalty agreement. The determination of the fair value of such royalty rights is not a significant component of our valuation process.

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 our board of directors 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 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 and to avoid paying corporate federal income tax, even though we have not yet collected the cash.

**Table of Contents**

*Non-accrual.* When there is reasonable doubt that principal, interest or dividends will be collected, loans or preferred equity investments are placed on non-accrual status and we will generally cease recognizing interest or dividend income. 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.

*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 loan or debt security, any prepayment penalties are recorded as fee income when earned.

We also typically receive loan origination or closing fees in connection with investments. Such loan 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.

**Recently Issued Accounting Standards**

In May 2014, the Financial Accounting Standards Board ( FASB ) issued Accounting Standards Update ( ASU ) 2014-09, *Revenue from Contracts with Customers (Topic 606)*, which supersedes the revenue recognition requirements in *Revenue Recognition (Topic 605)*. Under the new guidance, an entity should recognize revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. The guidance is effective for annual and interim reporting periods beginning after December 15, 2017. We adopted the ASU effective January 1, 2018. The majority of our income streams are specifically excluded from the scope of the ASU as they relate to financial instruments that are within the scope of other topics, and in general the impact of adopting the ASU is not material to our consolidated financial position or disclosures.

**Off-Balance Sheet Arrangements**

We may be a party to financial instruments with off-balance sheet risk in the normal course of business to meet the financial needs of our portfolio companies. We had off-balance sheet arrangements consisting of outstanding commitments to fund various undrawn revolving loans and other credit facilities totaling \$11.0 million and \$8.4 million as of June 30, 2018 and December 31, 2017, respectively. Such outstanding commitments are summarized in the following table (dollars in millions):

Portfolio Company - Investment	June 30, 2018		December 31, 2017	
	Total Commitment	Unfunded Commitment	Total Commitment	Unfunded Commitment

Edgar Filing: FIDUS INVESTMENT Corp - Form 10-Q

American AllWaste LLC (dba WasteWater Transport Services) Delayed Draw Commitment	\$ 3.0	\$ 2.9	\$	\$
B&B Roadway and Security Solutions, LLC Common Equity	0.1	0.1		
FDS Avionics Corp. (dba Flight Display Systems) Revolving Loan	0.2	0.1		
Mesa Line Services, LLC Delayed Draw Commitment	4.0	4.0	4.0	4.0
Oaktree Medical Centre, P.C. (dba Pain Management Associates) Revolving Loan			2.5	
Rhino Assembly Company, LLC Delayed Draw Commitment	1.5	1.0	1.5	1.5
Safety Products Group, LLC Common Equity	2.9 <sup>(1)</sup>	2.9 <sup>(1)</sup>	2.9	2.9
Total	\$ 11.7	\$ 11.0	\$ 10.9	\$ 8.4

(1) Portfolio company was no longer held at period end. The commitment represents our maximum potential liability related to certain guaranteed obligations stemming from the prior sale of the portfolio company's underlying operations.

Additional detail for each of the commitments above is provided in the our consolidated schedules of investments.

## Table of Contents

### **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 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.

Edward H. Ross, our Chairman and Chief Executive Officer, and Thomas C. Lauer, our President, are managers of Fidus Investment Advisors, LLC. In May 2015, Fidus Investment Advisors, LLC entered into a combination with Fidus Partners, LLC (the Combination ), by which members of Fidus Investment Advisors LLC and Fidus Partners, LLC ( Partners ) contributed all of their respective membership interest in Fidus Investment Advisors LLC and Partners to a newly formed limited liability company, Fidus Group Holdings, LLC ( Holdings ). As a result, Fidus Investment Advisors LLC is a wholly-owned subsidiary of Holdings, which is a limited liability company organized under the laws of Delaware.

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.

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. The relief permits FIC and Fund I, each of which has elected to be treated as a BDC, to operate effectively as one company, specifically allowing them to: (1) engage in certain transactions with each other; (2) invest in securities in which the other is or proposes to be an investor; (3) file consolidated reports with the Commission; and (4) be subject to modified consolidated asset coverage requirements for senior securities issued by a BDC and its SBIC subsidiary. Fund II has not elected to be treated as a BDC and is not party to this exemptive relief. The fourth exemption described above allows us to exclude any indebtedness guaranteed by the SBA and issued by Fund I from the asset coverage requirements applicable to us. Effective September 30, 2014, any SBA debentures issued by Fund II are not considered senior securities for purposes of the asset coverage requirements.

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. The SEC staff has granted us relief sought in an exemptive application that expands our ability to co-invest in portfolio companies with other funds managed by our 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 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.

In addition, we, Fund I 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 our investment advisor's officers, directors and employees. Additionally, our investment advisor has adopted a code of ethics pursuant to rule 240A-1 under the 1940 Act and in accordance with Rule 17j-1(c). We, and Fund I, 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 July 30, 2018, the Board declared a regular quarterly dividend of \$0.39 per share payable on September 21, 2018 to stockholders of record as of September 7, 2018.

On August 1, 2018, we exited our debt and equity investments in Jacob Ash Holdings, Inc. We received payment in full on our second lien and subordinated debt investments. We redeemed our preferred equity and warrant investments for approximately \$1.4 million.

### **Item 3. 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. 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

---

**Table of Contents**

administrative and information systems and other policies and programs. In the future, our investment income may also be affected by changes in various interest rates, including LIBOR and prime rates, to the extent of any debt investments that include floating interest rates. As of June 30, 2018 and December 31, 2017, three debt investments, respectively, bore interest at a variable rate, which represented \$26.3 million and \$26.1 million of our portfolio on a fair value basis, respectively, and the remainder of our debt portfolio was comprised entirely of fixed rate investments. Assuming that the consolidated statements of assets and liabilities as of June 30, 2018 and December 31, 2017 were to remain constant, a hypothetical 100 basis point change in interest rates would not have a material effect on our level of interest income from debt investments. Our pooled SBA debentures and our Public Notes bear interest at fixed rates. Our Credit Facility bears interest, subject to our election, on a per annum basis equal to (i) the alternate base rate plus 2.5% or (ii) the applicable LIBOR, which varies depending on the period of the borrowing under the Credit Facility, plus 3.5%. The alternate base rate is equal to the greater of (i) prime rate, (ii) the federal funds rate plus 0.5% or (iii) the three-month LIBOR plus 1.0%.

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.

**Item 4. 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.

*Changes in Internal Control over Financial Reporting*

There were no changes in our internal control over financial reporting during the second quarter of 2018 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

**Table of Contents**

**PART II OTHER INFORMATION**

**Item 1. Legal Proceedings.**

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

**Item 1A. Risk Factors.**

In addition to other information set forth in this report, including the risk factor below, you should carefully consider the Risk Factors discussed in our Form 10-K for the year ended December 31, 2017 and filed with the SEC on March 1, 2018, which are incorporated herein by reference. These Risk Factors could materially affect our business, financial condition and/or operating results. Additional risks and uncertainties not currently known to us or that we currently deem to be immaterial also may materially affect our business, financial condition and/or operating results.

***Recent legislation may allow us to incur additional leverage.***

The 1940 Act generally prohibits us 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). However, recent legislation has modified the 1940 Act by allowing a BDC to increase the maximum amount of leverage it may incur from an asset coverage ratio of 200% to an asset coverage ratio of 150%, if certain requirements are met. Under the legislation, we are allowed to increase our leverage capacity if stockholders representing at least a majority of the votes cast, when a quorum is present, approve a proposal to do so. If we receive stockholder approval, we would be allowed to increase our leverage capacity on the first day after such approval. Alternatively, the legislation allows the majority of our independent directors to approve an increase in our leverage capacity, and such approval would become effective after one year. In either case, we would be 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.

As a result of this legislation, we may be able to increase our leverage up to an amount that reduces our asset coverage ratio from 200% to 150%. 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, you will experience increased risks of investing in our securities. 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 leveraged. 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 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. Leverage is generally considered a speculative investment technique.

**Item 2. Unregistered Sales of Equity Securities and Use of Proceeds.**

*Sales of Unregistered Securities*

None.

*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, 2017, the Board extended the Stock Repurchase Program through December 31, 2018, 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.

During the six months ended June 30, 2018, we repurchased 44,821 shares of common stock on the open market for \$0.6 million under the Stock Repurchase Program. The following table provides information regarding such repurchases of our common stock (dollars in millions, except per share data):

**Table of Contents**

<b>Period</b>	<b>Total Number of Shares Purchased (1)</b>	<b>Average Price Paid Per Share</b>	<b>Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs</b>	<b>Maximum Number (or Approximate Dollar Value) of Shares that May Yet Be Purchased Under the Stock Repurchase Program</b>
January 1, 2018 through January 31, 2018		\$		\$ 5.0
February 1, 2018 through February 28, 2018				5.0
March 1, 2018 through March 31, 2018	44,821	12.94	44,821	4.4
April 1, 2018 through April 30, 2018				4.4
May 1, 2018 through May 31, 2018				4.4
June 1, 2018 through June 30, 2018				4.4
<b>Total</b>	<b>44,821</b>	<b>\$ 12.94</b>	<b>44,821</b>	

- (1) Excludes shares purchased on the open market and reissued in order to satisfy the dividend reinvestment plan ( DRIP ) obligation to deliver shares of common stock in lieu of issuing new shares. During the six months ended June 30, 2018, we purchased and reissued shares of common stock to satisfy the DRIP obligation as follows:

<b>Period</b>	<b>Number of Shares Purchased and Reissued</b>	<b>Average Price Paid Per Share</b>	<b>Total Amount Paid</b>
March 1, 2018 through March 31, 2018	16,503	\$ 12.97	\$ 0.2
June 1, 2018 through June 30, 2018	16,216	14.48	0.2
<b>Total</b>	<b>32,719</b>	<b>\$ 13.72</b>	<b>\$ 0.4</b>

Refer to Note 8 to our consolidated financial statements for additional information concerning stock repurchases under our Stock Repurchase Program.

**Item 3. Defaults Upon Senior Securities.**

None.

**Item 4. Mine Safety Disclosures.**

None.

**Item 5. Other Information.**

None.

**Table of Contents**

**Item 6. Exhibits.**

<b>Number</b>	<b>Exhibit</b>
31.1	<u>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.</u>
31.2	<u>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.</u>
32.1	<u>Certification pursuant to Section 1350, Chapter 63 of Title 18, United States Code, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.</u>

**Table of Contents**

**SIGNATURES**

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 thereunto duly authorized.

**FIDUS INVESTMENT CORPORATION**

Date: August 2, 2018

/s/ EDWARD H. ROSS  
Edward H. Ross  
Chairman and Chief Executive Officer  
(Principal Executive Officer)

Date: August 2, 2018

/s/ SHELBY E. SHERARD  
Shelby E. Sherard  
Chief Financial Officer  
(Principal Financial and Accounting Officer)

**Table of Contents**

**EXHIBIT INDEX**

<b>Number</b>	<b>Exhibit</b>
31.1	<u>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.</u>
31.2	<u>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.</u>
32.1	<u>Certification pursuant to Section 1350, Chapter 63 of Title 18, United States Code, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.</u>